



**Hong Kong Life Sciences
and Technologies Group Limited**

香港生命科學技術集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8085

Annual Report
年報

2014

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This report will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.hklifesciences.com>.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告之資料乃遵照聯交所創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關香港生命科學技術集團有限公司(「本公司」)之資料。本公司各董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就其所深知及確信，本報告所載資料在各重要方面均屬準確及完備，並無誤導或欺詐成分，亦無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

自刊發日期起計，本報告將至少一連七日刊載於創業板網站<http://www.hkgem.com>之「最新公司公告」內及本公司網站<http://www.hklifesciences.com>內。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Jiang Hongqing (*Vice Chairman*)
Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chu Hon Pong
Mr. Chui Kwong Kau
Mr. Cai Da

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Chi Chi Hung, Kenneth
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

COMPANY SECRETARY

Mr. Lam Tze Chung

COMPLIANCE OFFICER

Mr. Lu Zhiqiang

AUTHORIZED REPRESENTATIVES

Mr. Lu Zhiqiang
Mr. Chui Kwong Kau

AUDIT COMMITTEE

Mr. Chi Chi Hung, Kenneth (*Chairman*)
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

REMUNERATION COMMITTEE

Mr. Chi Chi Hung, Kenneth (*Chairman*)
Mr. Chui Kwong Kau
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

NOMINATION COMMITTEE

Mr. Chi Chi Hung, Kenneth (*Chairman*)
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

董事會

執行董事

姜洪慶先生 (*副主席*)
林高坤先生 (*副主席*)
盧志強先生 (*行政總裁*)
朱漢邦先生
崔光球先生
蔡達先生

非執行董事

林戈女士 (*主席*)

獨立非執行董事

季志雄先生
陳潤興先生
桂強芳先生
洪日明先生

公司秘書

林子冲先生

監察主任

盧志強先生

法定代表

盧志強先生
崔光球先生

審核委員會

季志雄先生 (*主席*)
陳潤興先生
桂強芳先生
洪日明先生

薪酬委員會

季志雄先生 (*主席*)
崔光球先生
陳潤興先生
桂強芳先生
洪日明先生

提名委員會

季志雄先生 (*主席*)
陳潤興先生
桂強芳先生
洪日明先生

Corporate Information

公司資料

INDEPENDENT AUDITORS

Pan-China (H.K.) CPA Limited

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2704, 27/F.
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.hklifesciences.com>

獨立核數師

天健(香港)會計師事務所有限公司

主要往來銀行

中國銀行(香港)有限公司

香港主要營業地點

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干諾道中168-200號
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香港
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Chairman's Statement

主席報告

To Shareholders:

On behalf of the board of Directors (the “**Board**”), I hereby present the annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2014.

For the year ended 31 March 2014, the Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; and (iii) money lending business. As a result of the disposal of the entire registered capital of Taiyuan City Wufuling Company Limited* (“**Taiyuan WFL**”) and Qinghai Fuli Fenghuangshan Cemetery Company Limited* (“**Qinghai FL**”) in October 2013, the Group discontinued all its funeral and related businesses and their results were therefore classified as discontinued operations.

ANTI-AGING AND STEM CELL TECHNOLOGY BUSINESSES

The Group has successfully completed the acquisition of 51% of equity interests of 159 Regenerative Medicine Group (H.K.) Limited and its subsidiaries (collectively, “**159 Group**”) in 2012. After completion of acquisition, the Board has been concentrating our attention in the anti-aging and stem cell technology businesses. 159 Group has been running an anti-aging center and a stem cell processing center in Hong Kong and providing anti-aging healthcare service including physical examination, aging testing protocol, implementation of anti-aging application with stem cell technology and stem cell storage.

During the year under review, 159 Group recorded a turnover of approximately HK\$10,255,000 (2013: HK\$1,850,000) and loss of approximately HK\$18,814,000 (2013: HK\$13,970,000). The loss was incurred mainly from the staff costs and rental expenses.

The Group had carried on the annual impairment assessment on the carrying amount of goodwill in relation to the acquisition of 159 Group and recognized an impairment loss of HK\$127,830,000 representing the carrying amount of the goodwill excess its recoverable amount. It was mainly due to the number of customers and turnover during the reporting years did not reach the expected target projection.

致股東：

本人謹代表董事會(「**董事會**」)欣然呈報本公司及其附屬公司(統稱「**本集團**」)截至二零一四年三月三十一日止年度之全年業績。

截至二零一四年三月三十一日，本公司主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；及(iii)放債業務。本集團於二零一三年十月出售太原市五福陵股份有限公司(「**太原市五福陵**」)及青海福利鳳凰山公墓有限責任公司(「**青海福利**」)全部註冊資本後，已終止其所有殯葬及相關業務，有關業務之業績已分類為已終止業務。

抗衰老及幹細胞技術業務

本集團於二零一二年成功完成收購159再生醫學集團(香港)有限公司及其附屬公司(統稱「**159集團**」)之51%股權。收購完成後，董事會一直專注於抗衰老及幹細胞技術業務。159集團於香港經營抗衰老中心及幹細胞處理中心，提供抗衰老應用服務，包括體檢、老化檢測方案、運用幹細胞技術實施抗老化保健及幹細胞儲存。

於回顧年度內，159集團錄得之營業額約10,255,000港元(二零一三年：1,850,000港元)及虧損約18,814,000港元(二零一三年：13,970,000港元)。虧損主要來自員工成本及租金開支。

本集團就有關收購159集團之商譽賬面值進行年度減值評估，並確認減值虧損127,830,000港元，反映商譽賬面值超過其可收回金額，主要由於呈報年度之客戶人數及營業額未達預期目標估算。

* For identification purpose only

Chairman's Statement

主席報告

Furthermore, the Group has entered into certain distribution agreements to acquire the exclusive right to import, market, distribute and sell the life sciences and biomedical products in Hong Kong and Macau through BALS platform. BALS mission is to provide the best healthcare solutions to medical professionals based on latest development of life sciences and biomedical technology. During the year under review, BALS recorded a turnover of approximately HK\$1,898,000.

With improved living standards and the aging population, people become more health conscious and there will increase the demand for the anti-aging application and related service. The Board believe that anti-aging and stem cell technologies businesses would provide good opportunities for the development of future business of the Group, broaden its revenue base and have potential to make a reasonable contribution to the Group in future. The Group will continue to explore various approaches to promote and publicize the anti-aging application and related service to encourage customers to use our products and services.

TRADING BUSINESS

The turnover of trading business for the year amounted to approximately HK\$663,036,000 (2013: HK\$20,156,000). The significant growth in turnover was mainly due to the Group increased its sales and product types including electronic components, cotton yarn and metals for the year. The Group will continue to expand and diversify our trading products in order to increase its revenue stream and improve the financial performance.

MONEY LENDING BUSINESS

During the year under review, the Group formally commenced its money lending business through Asia Honest Finance Limited, which holds a money lenders licence under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong). As at 31 March 2014, the Group had the loan receivables of approximately HK\$95,088,000 and the loan interests during the year were approximately HK\$4,512,000. In view of significant demand in the market, the Group intends to maintain the loan portfolio with a prudent manner in order to generate a healthy cash flow and steady returns.

此外，本集團透過生物醫學及生命科學之平台訂立若干分銷協議，於香港及澳門有權獨家進口、營銷、分銷及出售生命科學及生物醫學產品。生物醫學及生命科學之使命是根據生命科學及生物醫學技術之最新發展，為專業醫療人員提供最佳保健解決方案。於回顧年度，生物醫學及生命科學錄得營業額約1,898,000港元。

隨著生活質素有所改善及人口老化，大眾愈來愈注重健康，令抗衰老應用及相關服務需求增加。董事會相信，抗衰老及幹細胞技術業務將為發展本集團之未來業務提供良好機遇、擴大收入基礎及日後可能對本集團帶來理想貢獻。本集團將繼續開拓各種途徑推廣及宣傳抗衰老應用及相關服務，鼓勵客戶使用我們之產品及服務。

貿易業務

貿易業務於年內之營業額約663,036,000港元(二零一三年：20,156,000港元)。營業額顯著增長主要由於本集團於年內增加其銷售及產品種類，包括電子部件、棉紗及金屬。本集團將持續擴大及豐富貿易產品種類，務求增加收入來源及改善財務表現。

放債業務

於回顧年度，本集團透過誠宇財務有限公司正式開展其放債業務，其持有香港法例第163章《放債人條例》項下之放債人牌照。於二零一四年三月三十一日，本集團有應收貸款約95,088,000港元，年內之貸款利息約4,512,000港元。由於市場需求甚殷，本集團擬以審慎態度維持貸款組合，以賺取更理想現金流量及穩定回報。

Chairman's Statement

主席報告

DISPOSAL OF FUNERAL AND RELATED BUSINESSES

The funeral and related businesses had recorded loss making position in the past few years, the businesses had been facing the challenges of the high inflation and high operating costs including the increase in cost of labour, raw materials, as well as repair and maintenance. However, the revenue generated from the cemetery companies was subject to the cyclical nature of the market and the business operation was mostly relying on the local management teams. In view of the uncertain operating environment, the Board decided to dispose of Taiyuan WFL and Qinghai FL.

The disposal was completed on 15 October 2013. The loss of discontinued operations for the year was approximately HK\$52,121,000 (2013: HK\$1,314,000) and loss attributable to owners of the Company was approximately HK\$28,584,000 (2013: HK\$647,000).

HOTEL PROJECT

On 4 April 2014, Wuyuan County Wuli Tianxi Hotel Company Limited* ("Wuli Tianxi") entered into (i) a lease agreement with Wuyuan County Yuhe Property Development Company Limited* ("Yuhe"), pursuant to which Wuli Tianxi agreed to lease the property from Yuhe. The property is located in Jiangxi Province, the People's Republic of China ("PRC"), which measures approximately 12,153.58 m² in gross floor area, consisting of a hotel building and 10 blocks of terrace villas; and (ii) a management agreement with Shenzhen Ruiyue Hotel Management Company Limited* ("Ruiyue"), pursuant to which Ruiyue agreed to provide hotel management service to Wuli Tianxi.

Wuli Tianxi is a special purpose subsidiary established by the Group for operating the hotel business. Up to the date of this report, Wuli Tianxi has not commenced business operation and the Directors anticipates the hotel's official operation shall be ready no later than end of 2014. The Directors believe that the hotel project would provide good opportunities for the development of future business of the Group, broaden its revenue base and have potential to increase the value of the Company and enhance the shareholders' return.

FUND RAISING ACTIVITIES

During the year under review, the Company had placed an aggregate of 658,380,000 ordinary shares and the net proceeds from the placing were approximately HK\$102 million. The proceeds had been used for the general working capital of the Group and further investment in the anti-aging and stem cell technology and related businesses. The Board was considered that the placing provided an opportunity for the Company to strengthen its capital base and enhance the liquidity position for the business developments.

出售殯葬及相關業務

殯葬及相關業務於過去數年錄得虧損，並面對高通脹及高經營成本(包括勞工、原材料、維修及保養成本上升)所帶來挑戰。然而，墓園公司所產生收益受市場週期性質所影響，業務營運很大程度上須依賴本地管理團隊。鑒於經營環境不明朗，董事會決定進行出售太原市五福陵及青海福利。

出售事項已於二零一三年十月十五日完成。已終止業務年內之虧損約52,121,000港元(二零一三年：1,314,000港元)，而本公司擁有人應佔虧損約28,584,000港元(二零一三年：647,000港元)。

酒店項目

於二零一四年四月四日，婺源縣婺里天禧酒店有限公司(「婺里天禧」)與婺源縣裕和置業有限公司(「裕和」)訂立租賃合同，據此，婺里天禧同意向裕和租賃該房產。該房產位於中華人民共和國(「中國」)江西省，建築面積約為12,153.58平方米，由一幢酒店大樓及10幢連排別墅組成；及(ii)與深圳市瑞悅酒店管理有限公司(「瑞悅」)訂立管理合同，據此，瑞悅同意向婺里天禧提供酒店管理服務。

婺里天禧為本集團成立之特殊目的附屬公司，旨在經營酒店業務。截至本報告日期，婺里天禧尚未展開業務經營，董事預期，酒店可於二零一四年底前準備正式開業。董事相信，酒店項目將為發展本集團之未來業務提供良機擴大收入基礎，並具有提高本公司價值及提升股東回報之潛力。

集資活動

於回顧年度，本公司配售合共658,380,000股普通股，配售之所得款項淨額約為102,000,000港元。所得款項已用作本集團之一般營運資金，以及進一步投資於抗衰老及幹細胞技術及相關業務。董事會認為，配售可為本公司提供良機，以擴大其資本基礎及為業務發展加強流動資金狀況。

Chairman's Statement

主席報告

PROSPECTS

Looking forward to 2014/2015, the Group will continue to focus on the anti-aging and stem cell businesses. In this regard, the Board will constantly keep reviewing the Group's strategies and operations with a view to improve the business performance. We will continue to search and identify other products and service to our customers as well as explore other investment opportunities with growth potential to expand and diversify our business portfolios.

APPRECIATIONS

I would like to take this opportunity to express our sincere gratitude to all our shareholders, customers, business partners who have been offering their support, confidence and encouragement to us. Not to mention the great devotion, diligence and effort of the management and the members of staff who tirelessly committed themselves in striving for improvements of the Group. With all these supports remain, we shall continue to explore means to improve the Group's performance and provide investment returns to the investors.

Lam Kuo
Chairman

Hong Kong, 25 June 2014

前景

展望2014/2015，本集團將會繼續專注於抗衰老及幹細胞業務。就此，董事會將密切檢討本集團之策略及經營，從而改善業務表現。我們將繼續為客戶尋求及物色其他產品及服務，以及發掘其他具有增長潛力之投資機會，藉此擴充及多元化發展我們之業務組合。

致謝

承蒙所有股東、客戶及業務夥伴一直以來對我們鼎力支持、信任及鼓勵，本人謹藉此機會衷心致謝。各管理層及各級員工不辭勞苦，以盡忠職守之勤奮態度致力推動本集團業務蒸蒸日上，更是功不可沒。憑藉彼等之支持，本集團將不斷精益求精，務求為投資者爭取投資回報。

主席
林戈

香港，二零一四年六月二十五日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Continuing operations

ANTI-AGING AND STEM CELL TECHNOLOGY BUSINESSES

The turnover of anti-aging and stem cell technology businesses for the year amounted to approximately HK\$12,343,000 (2013: HK\$18,996,000) and recorded a segmental loss of approximately HK\$29,883,000 (2013: HK\$18,938,000) mainly from the administrative and other operating expenses.

159 Anti-Aging Center

The Group has successfully completed the acquisition of 51% of equity interests of 159 Group in September 2012, 159 Group was granted a licence for the user right of stem cell technology. Application has been submitted to State Intellectual Property Office of the PRC for patent of the stem cell technology but has not yet been approved.

During the year under review, 159 Group recorded a turnover of approximately HK\$10,255,000 (2013: HK\$1,850,000) and loss of approximately HK\$18,814,000 (2013: HK\$13,970,000). The loss attributable to the Group for the year was approximately HK\$9,595,000 (2013: HK\$7,125,000). The loss was incurred mainly from the staff costs and rental expenses.

The Group had carried on the annual impairment assessment on the carrying amount of goodwill in relation to the acquisition of 159 Group and recognized an impairment loss of HK\$127,830,000 representing the carrying amount of the goodwill excess its recoverable amount. It was mainly due to the number of customers and turnover during the reporting years did not reach the expected target projection.

Pursuant to the sale and purchase agreement in relation to the acquisition of 159 Group, for the aggregated consideration of HK\$195 million (the "**Consideration**"), of which (i) HK\$40.8 million by means 136,000,000 consideration shares will be subject to the Consideration adjustments depending on whether the earnings before interests, taxes, depreciation and amortization (the "**EBITDA**") can meet the target EBITDA (the "**Target EBITDA**") in the respective guaranteed period. The Target EBITDA for guaranteed period A for the period ended 31 December 2013 (the "**Guaranteed Period A**") and guaranteed period B for the period from 1 January 2014 to 31 December 2014 (the "**Guaranteed Period B**") is HK\$15,300,000 and HK\$25,500,000 respectively; and (ii) HK\$113,333,333 Consideration Shares will be issued and allotted upon either the condition that the actual accumulative EBITDA achieved for Guaranteed Period A and Guaranteed Period B being not less

業務回顧

持續經營業務

抗衰老及幹細胞技術業務

抗衰老及幹細胞技術業務於本年度之營業額約12,343,000港元(二零一三年:18,996,000港元),並錄得分類虧損約29,883,000港元(二零一三年:18,938,000港元),主要來自行政及其他經營開支。

159 抗衰老中心

本集團於二零一二年九月成功完成收購159集團之51%股權。159集團擁有幹細胞技術之使用權。已向中國國家知識產權局遞交有關幹細胞技術專利之申請,但尚未獲得批准。

於回顧年度內,159集團錄得營業額約10,255,000港元(二零一三年:1,850,000港元)及虧損約18,814,000港元(二零一三年:13,970,000港元)。本集團應佔本年度虧損約9,595,000港元(二零一三年:7,125,000港元)。虧損主要來自員工成本及租金開支。

本集團就有關收購159集團之商譽賬面值進行年度減值評估,並確認減值虧損127,830,000港元,反映商譽賬面值超過其可收回金額,主要由於呈報年度之客戶人數及營業額未達預期目標估算。

根據有關159集團收購之買賣協議,就總代價195,000,000港元(「代價」)而言,其中(i)以136,000,000股代價股份支付之40,800,000港元將受代價調整規限,視乎各保證期之未計利息、稅項、折舊及攤銷前盈利(「**EBITDA**」)能否達成目標EBITDA(「**目標EBITDA**」)而定。保證期A(「**保證期A**」,即截至二零一三年十二月三十一日止期間)及保證期B(「**保證期B**」,即二零一四年一月一日至二零一四年十二月三十一日期間)之目標EBITDA分別為15,300,000港元及25,500,000港元;及(ii)保證期A及保證期B達成

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than HK\$25,500,000 or the condition that the patent is obtained and the user right of the stem cell technology granted remains fully effective. Details of the acquisition of 159 Group were disclosed in the Company's announcements dated 4 September 2012, 6 September 2012, 11 September 2012 and 18 September 2012.

During the year under review, the EBITDA was less than the Target EBITDA for the Guaranteed Period A, the vendor and/or the guarantor had elected to increase the Target EBITDA for the Guaranteed Period B, in order that the Company will not deduct from Consideration A the consideration shares equivalent to the shortfall for the Guaranteed Period A.

The anti-aging application with the stem cell technology is a fairly new service, the future of this business will depend on the success in achieving the market acceptance and customers' confidence for our products and services. The Group has entered into certain agency agreements with agents, pursuant to which the agents will promote and sell the Group's products and service in the PRC. The Board anticipates it will make help to explore prospective customers in PRC. The Group will continue to explore various approaches to promote and publicize the anti-aging application and related service to encourage customers to use our products and services.

Biomedical and Life Sciences ("BALS")

The Group has entered into certain distribution agreements to acquire the exclusive right to import, market, distribute and sell the life sciences and biomedical products in Hong Kong and Macau. BALS has commenced its business operation during the year. During the year under review, BALS recorded a turnover of approximately HK\$1,898,000.

Shenzhen Sheng Li Hui ("Shenzhen SLH")

The Group had acquired the entire interests of Shenzhen Sheng Li Hui Biotechnology Company Limited* at a total consideration of RMB3,500,000 in November 2013, Shenzhen SLH is principally engaged in the provision of anti-aging and beauty service. During the year under review, the Group recorded a turnover of approximately HK\$550,000 and loss for the year of approximately HK\$1,806,000. The Group has always been interested in diversifying the revenue stream and introducing the anti-aging and stem cell products and service to new customers, the acquisition provided opportunities to increase customer base and create cross-sell opportunity for the Group.

之實際累計EBITDA不少於25,500,000港元或取得專利及已獲授之幹細胞技術使用權仍具十足效力時，將發行及配發113,333,333股代價股份。159集團收購之詳情於本公司日期為二零一二年九月四日、二零一二年九月六日、二零一二年九月十一日及二零一二年九月十八日之公佈內披露。

於回顧年度，保證期A之EBITDA少於目標EBITDA，賣方及／或保證人已選擇調高保證期B之目標EBITDA，而本公司亦將不會自代價A中扣除相等於保證期A差額之代價股份。

將幹細胞技術應用於抗衰老屬於頗新興之服務，該業務之前景將取決於我們旗下產品及服務能否成功獲市場接受及贏得客戶信任。本集團已與代理訂立若干代理協議，據此代理將於中國宣傳及銷售本集團之產品及服務。董事會預期，此舉將有助發掘中國潛在客戶。本集團將繼續開拓各種途徑推廣及宣傳抗衰老應用及相關服務，鼓勵客戶使用我們之產品及服務。

生物醫學及生命科學(「生物醫學及生命科學」)

本集團訂立若干分銷協議，於香港及澳門有權獨家進口、營銷、分銷及出售生命科學及生物醫學產品，且生物醫學及生命科學已於年內開展業務經營。於回顧年度內，生物醫學及生命科學錄得營業額約1,898,000港元。

深圳盛力會(「深圳盛力會」)

於二零一三年十一月，本集團已收購深圳盛力會生物科技有限公司之全部權益，總代價為人民幣3,500,000元，深圳盛力會主要從事提供抗衰老及美容服務。於回顧年度，本集團錄得營業額約550,000港元及本年度虧損約1,806,000港元。本集團一直有意擴闊收入來源並向新客戶介紹抗衰老及幹細胞產品及服務，收購為本集團帶來擴大客戶基礎之機遇並締造交叉銷售機會。

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Sale of Healthcare Products

During the year under review, the Group did not record turnover from sale of healthcare products (2013: HK\$17,146,000).

TRADING BUSINESS

The turnover of trading business for the year amounted to approximately HK\$663,036,000 (2013: HK\$20,156,000). The significant growth in turnover was mainly due to the Group increased its sales and product types including electronic components, cotton yarn and metals for the year. The segment loss was approximately HK\$14,967,000 (2013: HK\$3,668,000) mainly from the rental expenses and staff costs. The Group will continue to expand and diversify our trading products in order to increase its revenue stream and improve the financial performance.

MONEY LENDING BUSINESS

During the year under review, the Group formally commenced its money lending business through Asia Honest Finance Limited, which holds a money lenders licence under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong). As at 31 March 2014, the loan receivables and interest receivables were approximately HK\$95,088,000 and HK\$1,019,000 respectively. During the year under review, the revenue from loan interests were approximately HK\$4,512,000. The average interest rate charged by the Group was approximately 16.60% per annum. Customers included individual and corporations providing secured and unsecured loans, the credit terms of outstanding loans granted by the Group to the customers ranged from six months to one years.

LOAN RECEIVABLES

As at 31 March 2014, the Company had loan receivables of approximately HK\$25,000,000 (2013: HK\$57,329,000) and the interest income generated from loan receivables was approximately HK\$5,805,000 (2013: HK\$7,045,000).

SECURITIES INVESTMENT

As at 31 March 2014, the Company had held-for-trading investments of approximately HK\$69,588,000 (2013: HK\$62,876,000). During the year under review, the Company recorded a realized gain on disposal of held-for-trading investments of approximately HK\$8,527,000 (2013: HK\$590,000). Furthermore, the Company recorded an unrealized gain approximately HK\$23,140,000 (2013: HK\$7,319,000) representing the fair value change on held-for-trading investments. The Board will continue to monitor the market conditions and its performance.

銷售保健產品

於回顧年度，本集團並無錄得任何來自銷售保健產品之營業額(二零一三年：17,146,000港元)。

貿易業務

貿易業務於年內之營業額約663,036,000港元(二零一三年：20,156,000港元)。營業額顯著增長主要由於本集團於年內增加其銷售及產品種類，包括電子部件、棉紗及金屬。分類虧損約14,967,000港元(二零一三年：3,668,000港元)，主要來自租金開支及員工成本。本集團將持續擴大及豐富貿易產品種類，務求增加收入來源及改善財務表現。

放債業務

於回顧年度，本集團透過誠宇財務有限公司正式開展其放債業務，其持有香港法例第163章《放債人條例》項下之放債人牌照。於二零一四年三月三十一日，應收貸款及應收利息分別約95,088,000港元及1,019,000港元。於回顧年度，貸款利息收入約4,512,000港元。本集團收取之平均年利率約16.60厘。客戶包括個人及公司提供有抵押及無抵押貸款，本集團授予客戶之還款信貸期介乎六個月至一年。

應收貸款

於二零一四年三月三十一日，本公司之應收貸款約25,000,000港元(二零一三年：57,329,000港元)及應收貸款產生之利息收入約5,805,000港元(二零一三年：7,045,000港元)。

證券投資

於二零一四年三月三十一日，本公司持作買賣投資約69,588,000港元(二零一三年：62,876,000港元)。於回顧年度，本公司錄得出售持作買賣投資之已變現收益約8,527,000港元(二零一三年：590,000港元)。此外，本集團錄得未變現收益約23,140,000港元(二零一三年：7,319,000港元)，即持作買賣投資之公平值變動。董事會將繼續監察市況及其表現。

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Discontinued Operations

FUNERAL AND RELATED BUSINESSES

As a result of the disposal of Taiyuan WFL and Qinghai FL, the Group discontinued all its funeral and related businesses and their results were therefore classified as discontinued operations. During the year under review, the turnover of the funeral and related businesses was approximately HK\$26,896,000 (2013: HK\$46,961,000). The loss for the year was approximately HK\$52,121,000 (2013: HK\$1,314,000) and loss attributable to owners of the Company was approximately HK\$28,584,000 (2013: HK\$647,000). The loss for the year was mainly from the impairment loss of goodwill and property, plant and equipment of approximately HK\$8,888,000 and HK\$50,253,000 respectively.

FINANCIAL REVIEW

During the year under review, the Group recorded a turnover from the continuing operations of approximately HK\$679,891,000 (2013: HK\$39,152,000). The increase in turnover was mainly derived from the trading business.

The administrative and other operating expenses for the year from the continuing operations to approximately HK\$74,244,000 (2013: HK\$49,123,000), which were included a non-cash expenses of HK\$2,539,000 (2013: HK\$5,671,000) relating to the share-based payments to certain consultants of the Company.

During the year under review, the Group recorded a significant increase in loss as compared to the last year. The loss was mainly attributable to (i) the disposal of discontinued operation in relation to the funeral and related businesses of approximately HK\$52 million and (ii) impairment loss of goodwill for the acquisition of 159 Group in September 2012 and Shenzhen SLH in November 2013 of approximately HK\$128 million and HK\$4 million respectively.

The loss attributable to the owners of the Company for the year was approximately HK\$152,201,000 (2013: HK\$35,614,000) and the loss per share was 4.14 HK cents (2013: 1.19 HK cents).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2014, the Group had net current assets approximately HK\$218,327,000 (2013: HK\$207,758,000) and the cash and bank balances was approximately HK\$47,718,000 (2013: HK\$29,157,000). The Group had no outstanding interest-bearing borrowings from the continuing operations (2013: Nil). The gearing ratio of the Group, being the ratio of total liabilities to total assets, was approximately 21.5% (2013: 32.9%).

已終止業務

殯葬及相關業務

出售太原市五福陵及青海福利後，本集團已終止經營旗下所有殯葬及相關業務，故有關業務之業績分類為已終止業務。於回顧年度，殯葬及相關業務之營業額約為26,896,000港元(二零一三年：46,961,000港元)。年度虧損約為52,121,000港元(二零一三年：1,314,000港元)，本公司擁有人應佔虧損約為28,584,000港元(二零一三年：647,000港元)。年度虧損主要來自商譽及物業、廠房及設備之減值虧損分別約8,888,000港元及50,253,000港元。

財務回顧

於回顧年度內，本集團錄得來自持續經營業務之營業額約679,891,000港元(二零一三年：39,152,000港元)。營業額增加主要來自貿易業務。

年內來自持續經營業務之行政及其他經營開支約74,244,000港元(二零一三年：49,123,000港元)，其中包括一筆為數2,539,000港元(二零一三年：5,671,000港元)之非現金費用，涉及付予本公司若干顧問以股份為基礎之付款。

於回顧年度內，本集團之虧損較去年大幅上升，虧損主要歸因於(i)出售有關殯葬及相關業務之已終止業務約52,000,000港元及(ii)於二零一二年九月收購159集團及於二零一三年十一月收購深圳盛力會所產生商譽出現減值虧損分別約128,000,000港元及4,000,000港元。

本公司擁有人應佔本年度虧損約152,201,000港元(二零一三年：35,614,000港元)及每股虧損為4.14港仙(二零一三年：1.19港仙)。

流動資金及財務資源

於二零一四年三月三十一日，本集團之流動資產淨額約218,327,000港元(二零一三年：207,758,000港元)，而現金及銀行結餘則約47,718,000港元(二零一三年：29,157,000港元)。本集團並無來自持續經營業務之未償還計息借貸(二零一三年：無)。本集團之資產負債比率(即總負債相對總資產之比率)約為21.5%(二零一三年：32.9%)。

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PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 19 August 2013, the Company and Kingston Securities Limited (the “**Placing Agent**”) entered into the placing agreement, pursuant to which the Company had conditionally agreed to place, through the Placing Agent on a best effort basis, an aggregate of 658,380,000 new ordinary shares at a price of HK\$0.16 per placing share (the “**Placing**”), to not fewer than six placees. The net proceeds of approximately HK\$102,600,000 from the Placing had been used for the general working capital of the Group and further investment in the anti-aging and stem cell technology and related businesses. The maximum net proceeds raised per share upon the completion of the Placing were approximately HK\$0.156 per share. All conditions set out in the placing agreement had been fulfilled and the Placing was completed on 29 August 2013. Details of the Placing were disclosed in the Company’s announcements dated 19 August 2013 and 29 August 2013.

MATERIAL EVENTS

Major Transaction – Disposal of Qinghai FL and Taiyuan WFL

On 24 July 2013, the Group entered into the disposal agreement with the purchaser and the guarantor of the purchaser to dispose of the entire interest in Qinghai FL and Taiyuan WFL. The disposal constituted a major transaction and was duly passed by the shareholders of the Company (the “**Shareholders**”) at the extraordinary general meeting dated 4 October 2013. All conditions precedent set out in the disposal agreement had been fulfilled and the disposal was completed on 15 October 2013. Details of the disposal of Qinghai FL and Taiyuan WFL were disclosed in the Company’s circular dated 17 September 2013.

Discloseable Transaction – Acquisition of Gold Arch Group Limited (the “**GAGL**”)

On 28 March 2013, the Company entered into an acquisition agreement with Mr. Yang Guofeng (“**Mr. Yang**”), pursuant to which the Company conditionally agreed to purchase and Mr. Yang conditionally agreed to the entire issued share capital of GAGL and all amounts which GAGL owes to Mr. Yang at a total consideration of HK\$62,000,000 from the internal resources of the Company. GAGL has been granted exclusive licences on the five patents. The Company intends to commercialise the five patents with a view to expand the Group’s existing business in Hong Kong and the PRC. All conditions precedent set out in the acquisition agreement had been fulfilled and the acquisition was completed on 29 October 2013. Details of the acquisition of GAGL were disclosed in the Company’s announcements dated 28 March 2013 and 29 October 2013.

根據一般授權配售新股份

於二零一三年八月十九日，本公司與金利豐證券有限公司（「**配售代理**」）訂立配售協議，據此，本公司有條件同意透過配售代理盡最大努力向不少於六名承配人按每股配售股份0.16港元之價格配售合共658,380,000股新普通股（「**配售**」）。配售之所得款項淨額約102,600,000港元已用作本集團之一般營運資金及進一步投資於抗衰老及幹細胞技術及相關業務。完成配售時每股股份產生之最高所得款項淨額將約為每股股份0.156港元。配售協議所載所有先決條件已獲達成，而配售已於二零一三年八月二十九日完成。配售詳情於本公司日期分別為二零一三年八月十九日及二零一三年八月二十九日之公佈內披露。

重大事項

主要交易 – 出售青海福利及太原市五福陵

於二零一三年七月二十四日，本集團與買方及買方之保證人訂立出售協議，以出售於青海福利及太原市五福陵之全部權益。出售事項構成一項主要交易，並已於二零一三年十月四日舉行之股東特別大會獲本公司股東（「**股東**」）正式通過。出售協議所載所有先決條件已獲達成，而出售事項已於二零一三年十月十五日完成。出售青海福利及太原市五福陵之詳情於本公司日期為二零一三年九月十七日之通函內披露。

須予披露交易 – 收購高門集團有限公司（「**GAGL**」）

於二零一三年三月二十八日，本公司與楊國峰先生（「**楊先生**」）訂立收購協議，據此，本公司有條件同意購買而楊先生有條件同意出售GAGL全部已發行股本及GAGL結欠楊先生之所有款項，總代價為62,000,000港元，並以本公司內部現金資源撥付。GAGL已獲授五項專利之獨家許可。本公司擬將該五項專利進行商業化，以期擴大本集團於香港及中國之現有業務。收購協議所載所有先決條件已獲達成，而收購已於二零一三年十月二十九日完成。GAGL收購詳情於本公司日期分別為二零一三年三月二十八日及二零一三年十月二十九日之公佈內披露。

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Discloseable Transaction — Acquisition of a property in Shenzhen

On 27 May 2013, Shenzhen Bio Technology Trading Company Limited* (as the purchaser), Shenzhen Shunxing Logistics Company Limited* (as the vendor) and Mr. Ji Hong and Shenzhen Manchen Real Estate Development Company Limited* (as the guarantors) entered into an acquisition agreement in relation to the acquisition of a property in Shenzhen. The consideration shall be RMB33,600,000 shall be satisfied by the purchaser in the following manner: (i) RMB23,520,000 in cash as refundable deposit has been paid within 7 days from the date of execution of the acquisition agreement; (ii) RMB6,720,000 will be paid in cash within 3 days from the date of passing of the completion inspection by the relevant authorities and (iii) the balance will be paid in cash within 3 days from the date of the issue of the relevant land and building title certificates* to the purchaser. The Company intends that the property be used as the purchaser's office for its operation in the PRC. Up to the date of this report, the acquisition has still not yet been completed. Details of the acquisition of a property in Shenzhen were disclosed in the Company's announcement dated 27 May 2013.

OTHER TRANSACTION

Memorandum of Understanding (the "MoU")

On 6 September 2013, the Company entered into MoU with Jiangsu Tairui Shengnuo Biomedical Technology Company Limited* ("Shengnuo"), which is principally engaged in research, development, transfer and technical consultation service, etc. on biomedicine and medical appliances. Pursuant to the MoU, the Company's nominee and Shengnuo would establish a joint venture company ("JV") and would continue to negotiate with a view to finalize a joint venture agreement. As at 31 March 2014, the MoU had expired and no any definitive agreement had been signed, therefore, the transaction contemplated under the MoU did not proceed. Details of the MoU were disclosed in the Company's announcement dated 6 September 2013.

FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in Hong Kong and PRC and the exposure in exchange rate risks mainly arises from fluctuations in Hong Kong Dollars and Renminbi exchange rate. The Directors considers that the impact of foreign exchange exposure of the Group is minimal. During the year under review, the Group did not use any financial instruments for hedging purposes.

CHARGE OF GROUP ASSETS

As at 31 March 2014, the Group did not have any material charge on assets (2013: Nil).

須予披露交易 — 收購一項深圳物業

於二零一三年五月二十七日，深圳市康大生科貿易有限公司(作為買方)、深圳市舜興物流有限公司(作為賣方)與季宏先生及深圳市滿琛實業發展有限公司(作為保證人)就收購一項深圳物業訂立收購協議。代價人民幣33,600,000元由買方以下列方式支付：(i) 人民幣23,520,000元已於簽訂收購協議日期起七天內以可退回訂金形式以現金支付；(ii) 人民幣6,720,000元將於有關機構通過竣工驗收日期起計三天內以現金支付；及(iii) 餘額將於向買方發出相關房地產權證日期起計三天內以現金支付。本公司擬將該物業用作買方經營中國業務之辦公室。截至本報告日期，收購仍未完成。收購深圳一項物業詳情於本公司日期為二零一三年五月二十七日之公佈內披露。

其他交易

諒解備忘錄(「諒解備忘錄」)

於二零一三年九月六日，本公司與江蘇太瑞生諾生物醫療科技有限公司(「生諾」，其主要從事生物醫藥及醫療器械研究、開發、轉讓及技術諮詢服務等業務)訂立諒解備忘錄。根據諒解備忘錄，本公司之代名人將與生諾成立合營公司(「合營企業」)，並將繼續協商以落實合營協議。於二零一四年三月三十一日，諒解備忘錄已過期，並無訂立任何具體協議，故諒解備忘錄項下擬進行交易並無落實進行。諒解備忘錄詳情於本公司日期為二零一三年九月六日之公佈內披露。

外匯風險

本集團主要於香港及中國經營，所承受外匯風險主要來自港元與人民幣之匯率變動。董事認為外匯風險對本集團之影響甚微。於回顧年度，本集團並無使用任何財務工具作對沖用途。

集團資產抵押

於二零一四年三月三十一日，本集團並無任何重大資產抵押(二零一三年：無)。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEE INFORMATION

As at 31 March 2014, the Group employed a total of 136 (2013: 156) full-time employees in Hong Kong and the PRC. During the year under review, the total remuneration to employees, including Directors' emoluments and retirement benefits amounted to approximately HK\$32,346,000 (2013: HK\$24,031,000). The Group remunerates its employees based on their performance, qualification, experience and the prevailing industry practice.

CONTINGENT LIABILITIES

As at 31 March 2014, the Group did not have any material contingent liabilities (2013: Nil).

LITIGATION

On 14 March 2014, LST Operating Limited as the defendant and as the tenant, an indirectly wholly-owned subsidiary of the Company, received an amended writ of summons in the High Court of the Hong Kong Special Administrative Region. Based on the statement of claims, the plaintiff as the landlord claimed against the defendant for the outstanding rent, service charges, rates, interest, costs and damages to be assessed. The defendant has filed a defence on 23 May 2014 which denied certain claims made by the plaintiff. Up to the date of this report, the vacant possession of the suit premises was delivered to the landlord and the parties are still in the settlement negotiations in order to resolve the disputes. The Directors assessed that the litigation would have no material impact to the financial position of the Company and the liability to the Company is remote.

EVENT AFTER REPORTING PERIOD

On 4 April 2014, Wuli Tianxi entered into (i) the lease agreement with Yuhe, pursuant to which Wuli Tianxi agreed to lease the property from Yuhe upon the terms and conditions set out in the lease agreement. The property is located in Jiangxi Province, PRC, which measures approximately 12,153.58 m² in gross floor area, consisting of a hotel building and 10 blocks of terrace villas; and (ii) the management agreement with Ruiyue, pursuant to which Ruiyue agreed to provide hotel management service to Wuli Tianxi upon the terms and conditions set out in the management agreement. Wuli Tianxi employed Ruiyue as the sole manager in charge of managing the hotel during the effective period of the management agreement. Up to the date of this report, Wuli Tianxi has not commenced business operation. Details of the lease agreement and management agreement were disclosed in the Company's announcement dated 4 April 2014.

僱員資料

於二零一四年三月三十一日，本集團於香港及中國合共聘用136名(二零一三年：156名)全職員工。於回顧年度，僱員薪酬總額(包括董事酬金及退休福利)約為32,346,000港元(二零一三年：24,031,000港元)。本集團乃根據僱員之表現、資歷、經驗及當時行業慣例釐定薪酬。

或然負債

於二零一四年三月三十一日，本集團並無任何重大或然負債(二零一三年：無)。

訴訟

於二零一四年三月十四日，本公司間接全資附屬公司LST Operating Limited(作為被告及作為租戶)接獲香港特別行政區高等法院之經修訂傳訊令狀。根據申索陳述書，原告(作為業主)向被告索償尚未償還之租金、服務費、差餉、利息、費用及有待評估之損失。被告已於二零一四年五月二十三日呈交一份抗辯書，拒絕接受原告提出之若干申索。截至本報告日期，涉及訴訟之物業已向業主交吉，而雙方仍在進行調解談判以解決分歧。董事認為，訴訟不會對本公司之財政狀況構成重大影響，而對本公司產生之負債亦非重大。

報告期後事項

於二零一四年四月四日，婺里天禧(i)與裕和訂立租賃合同，據此，婺里天禧同意向裕和租賃該房產，相關條款及條件載於租賃合同。該房產位於中國江西省，建築面積約為12,153.58平方米，由一幢酒店大樓及10幢連排別墅組成；及(ii)與瑞悅訂立管理合同，據此，瑞悅同意向婺里天禧提供酒店管理服務，相關條款及條件載於管理合同。婺里天禧僱用瑞悅為唯一管理方，於管理合同有效期限內管理該酒店。截至本報告日期，婺里天禧尚未展開業務經營。租賃合同及管理合同之詳情於本公司日期為二零一四年四月四日之公佈內披露。

Profile of Directors and Senior Management

董事及高級管理層簡介

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Jiang Hongqing (“Mr. Jiang”), aged 46, was appointed as an executive Director and a vice chairman of the Board on 1 December 2012. Mr. Jiang holds a Ph.D. in Engineering majoring in Architectural Design and Theory from South China University of Technology. He also holds a Master of Engineering Degree majoring in Landscape Architecture Design and a Bachelor of Engineering Degree majoring in Urban Planning from Chongqing Institute of Architecture and Engineering. Mr. Jiang had also been studied in Ecole d’Architecture Paris-la-Seine in Paris, France. He is a Professorate Senior Urban Planner and a Certified Planner of the People’s Republic of China. In addition, Mr. Jiang was also the member of City Ecological Planning and Construction Academic Committee* of the Urban Planning Society of China and also was a consultant of Urban Planning Construction and Protection of Ancient City of Lijiang, Yunnan Province*. He has extensive experience in planning design, architectural design, landscape architecture design, planning management and project planning. Mr. Jiang was an executive director of Birmingham International Holdings Limited (stock code: 2309) from 30 August 2011 to 20 January 2012.

Mr. David Lin Kao Kun (“Mr. Lin”), aged 64, was appointed as an executive Director and a vice chairman of the Board on 23 September 2013. Mr. Lin has over 30 years healthcare management experience. He is currently the president of Shanghai Health Kind Hospital Management Company Limited* and Wuxi New District Feng Huang Hospital Company Limited* respectively.

Mr. Lu Zhiqiang (“Mr. Lu”), aged 39, was appointed as an executive Director and the chief executive officer of the Company on 30 September 2011. Mr. Lu is also the compliance officer, the authorized representative and the directors of various subsidiaries of the Company. He holds a Master of Business Administration Degree from Central State University of the United States of America and a Bachelor Degree in Engineering and a Bachelor Degree in Industry from Nanchang Hangkong University. Mr. Lu used to learning a Master of Science Degree from the International Purchasing & Supply Chain Management Audencia NANTES.Ecole de Management. He is the leadership development chairperson of Lions Club in Shenzhen. Mr. Lu has many years experience in management and investment. He was the managing director of Chin Mining Investment Co., Ltd.

董事

執行董事

姜洪慶先生(「姜先生」)，46歲，於二零一二年十二月一日獲委任為執行董事兼董事會副主席。姜先生持有華南理工大學建築設計及其理論專業工學博士學位，彼亦持有重慶建築工程學院風景園林規劃與設計專業工學碩士學位以及城市規劃專業工學學士學位。姜先生亦曾留學於法國巴黎一塞納建築學院。彼為城市規劃高級工程師(教授級)及中華人民共和國註冊城市規劃師。此外，姜先生亦曾任中國城市規劃學會之城市生態規劃建設學術委員會委員及雲南省麗江城市規劃建設及古城保護顧問。彼擁有城市規劃、建築設計、風景園林規劃與設計及專案策劃與管理之豐富經驗。姜先生曾於二零一一年八月三十日至二零一二年一月二十日，於伯明翰環球控股有限公司(股份代號：2309)任執行董事。

林高坤先生(「林先生」)，64歲，於二零一三年九月二十三日獲委任為執行董事兼董事會副主席。林先生有超過30年健康事業管理的經驗。彼現時分別為上海醫霖醫院投資管理諮詢有限公司及無錫新區鳳凰醫院有限責任公司之總裁。

盧志強先生(「盧先生」)，39歲，於二零一一年九月三十日獲委任為執行董事兼行政總裁。盧先生亦為本公司之監察主任、授權代表及多間附屬公司之董事。彼持有美國中央城大學頒授之工商管理學碩士學位及由南昌航空大學頒授之工程學及工業工程學學士學位。盧先生曾就讀於法國南特歐當斯亞高等商業管理學院國際採購與供應鏈管理之理學碩士專業。彼現任深圳獅子會領導才能學院主席。盧先生具有多年企業管理及投資經驗。他曾擔任秦北礦業投資有限公司之董事長。

Profile of Directors and Senior Management

董事及高級管理層簡介

Mr. Chu Hon Pong (“Mr. Chu”), aged 64, joined the Company as an executive Director on 9 October 2007 and was appointed as the vice-chairman of the Board on 21 January 2008. Mr. Chu subsequently re-designated as an executive Director and the chairman of the Board on 29 December 2008. He has resigned as the chairman of the Board but remains as an executive Director on 30 November 2012. Mr. Chu holds a Master Degree in Business Administration from Stevens Institute of Technology in New Jersey, the United States of America. He is the chairman of American Dream Parks & Entertainment Group. His businesses covered land and property development and trade of petroleum in the PRC, Hong Kong and Taiwan. Mr. Chu has over 30 years’ experience in direct investment, international trade, manufacturing, business and industrial management in the PRC, Hong Kong, Taiwan, Vietnam and the United States of America. He has been the personal assistant to Mr. Robert Miller, the chairman of Search Investment Holdings Limited and was designated as chief executive officer and chairman to a listed company and certain corporations in the PRC and Hong Kong. In the early 80’s, Mr. Chu was appointed as the factory manager in a joint venture steel factory, namely Sino Master Steel Company Limited, in Shenzhen, the PRC. In the 90’s, he was the founder of the duty free industry in Vietnam. Mr. Chu was an independent non-executive director of Frontier Services Group Limited (formerly known as DVN (Holdings) Limited, stock code: 500) from 10 July 2000 to 8 April 2014.

Mr. Chui Kwong Kau (“Mr. Chui”), aged 47, was appointed as a non-executive Director on 19 October 2009 and subsequently re-designated as an executive Director on 30 November 2009. Mr. Chui is also a member of the remuneration committee, the authorized representative, the agent for the service of process in Hong Kong and the directors of various subsidiaries of the Company. He has over 15 years’ experience in accounting and auditing fields including over 10 years’ experience in other listed companies. Mr. Chui is an executive director of China Energy Development Holdings Limited (stock code: 228) and an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148).

Mr. Cai Da (“Mr. Cai”), aged 39, was appointed as an executive Director on 30 September 2011. Mr. Cai holds a Civil Engineering Degree from Hunan University of Science and Technology. He is an executive director, the vice chairman, the chief executive officer and the compliance officer of China Natural Investment Company Limited (stock code: 8250). Mr. Cai is also a chairman of Shenzhen Bao Kuang Investment Development Company Limited*, the deputy chairman of the board of directors of Jade’s International Investment Limited and the vice president of Shenzhen General Chamber of Commerce.

朱漢邦先生(「朱先生」)，64歲，於二零零七年十月九日加盟本公司擔任執行董事，並於二零零八年一月二十一日獲委任為董事會副主席。其後於二零零八年十二月二十九日朱先生獲調任為執行董事兼董事會主席。於二零一二年十一月三十日彼辭任董事會主席但仍繼續留任執行董事。朱先生持有美國新澤西州史蒂文斯理工學院之工商管理碩士學位。彼現任美國夢幻娛樂集團之主席。彼之業務覆蓋在中國、香港及台灣之房地產及石油產品貿易等業務。朱先生在中國、香港、台灣、越南及美國工作逾三十年，具有直接投資、國際貿易、製造業及工商管理經驗。彼曾任兆亞投資集團有限公司，羅勃米勒先生之私人助理，並獲委任為旗下一家上市公司及於中國及香港數間機構之行政總裁及主席。於八十年代初期，朱先生曾獲委任為一家於中國深圳合資企業，華美鋼鐵廠之廠長。於九十年代，彼為越南免稅店之始創人。朱先生曾於二零零零年七月十日至二零一四年四月八日，於先豐服務集團有限公司(前稱天地數碼(控股)有限公司，股份代號：500)任獨立非執行董事。

崔光球先生(「崔先生」)，47歲，於二零零九年十月十九日獲委任為非執行董事及其後於二零零九年十一月三十日獲調任為執行董事。崔先生亦為本公司之薪酬委員會成員、授權代表、於香港接收法律程序文件的代理人及多間附屬公司之董事。彼於會計及核數方面擁有逾十五年經驗，包括曾於其他上市公司積逾十年之經驗。崔先生為中國能源開發控股有限公司(股份代號：228)之執行董事及奧栢中國集團有限公司(股份代號：8148)之獨立非執行董事。

蔡達先生(「蔡先生」)，39歲，於二零一一年九月三十日獲委任為執行董事。蔡先生持有湖南科技大學建築工程學學位。彼現為中國天然投資有限公司(股份代號：8250)之執行董事、副主席、行政總裁及監察主任。蔡先生現時亦為深圳市寶礦投資發展有限公司之董事長、京嘉國際投資有限公司之董事局副主席及深圳市商業聯合會副會長。

Profile of Directors and Senior Management

董事及高級管理層簡介

NON-EXECUTIVE DIRECTOR

Ms. Lam Kuo ("Ms. Lam"), aged 66, was appointed as the non-executive Director and the chairman of the Board on 1 December 2012. Ms. Lam currently is the sub-director and the shareholder of GOLDEN DRAGON INTERNATIONAL AIR TRANSPORT COMPANY LIMITED. She was the non-executive director and the non-executive chairman of Zhong Hua International Holdings Limited (stock code: 1064). Ms. Lam has over 27 years' business experience in the mainland China, Hong Kong and Macau region.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chi Chi Hung, Kenneth ("Mr. Chi"), aged 45, was appointed as an independent non-executive Director on 1 January 2010. Mr. Chi is also the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a Bachelor of Accountancy Degree from the Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, an associate member of Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chi has over 20 years of experience in accounting and financial control. He is an executive director of each of Guocang Group Limited (stock code: 559), China Sandi Holdings Limited (stock code: 910), Ceneric (Holdings) Limited (stock code: 542) and. Mr. Chi is also an independent non-executive director of each of Aurum Pacific (China) Group Limited (stock code: 8148), Noble Century Investment Holdings Limited (stock code: 2322), China Natural Investment Company Limited (stock code: 8250), Perfect Shape (PRC) Holdings Limited (stock code: 1830) and L'sea Resources International Holdings Limited (stock code: 195). He was an executive director of M Dream Inworld Limited (stock code: 8100) from 8 July 2010 to 4 June 2014 and an independent non-executive director of EverChina Int'l Holdings Company Limited (formerly known as Interchina Holdings Company Limited, stock code: 202) from 4 October 2011 to 15 August 2012.

非執行董事

林戈女士（「林女士」），66歲，於二零一二年十二月一日獲委任為非執行董事兼董事會主席。林女士現於GOLDEN DRAGON INTERNATIONAL AIR TRANSPORT COMPANY LIMITED任副總經理，亦為其股東。彼曾於中華國際控股有限公司（股份代號：1064）任非執行董事及非執行主席。林女士擁有逾二十七年於國內、香港及澳門地區營商之經驗。

獨立非執行董事

季志雄先生（「季先生」），45歲，於二零一零年一月一日獲委任為獨立非執行董事。季先生亦分別為本公司審核委員會、薪酬委員會及提名委員會之主席。彼持有香港理工大學會計學學士學位，並為英國特許公認會計師公會資深會員、香港會計師公會會員、香港特許秘書公會會員及英國特許秘書及行政人員公會會員。季先生於會計及財務管理方面擁有逾二十年經驗。彼現分別為國藏集團有限公司（股份代號：559）、中國三迪控股有限公司（股份代號：910）及新嶺域（集團）有限公司（股份代號：542）之執行董事。季先生亦分別為奧栢中國集團有限公司（股份代號：8148）、仁瑞投資控股有限公司（股份代號：2322）、中國天然投資有限公司（股份代號：8250）、必瘦站（中國）控股有限公司（股份代號：1830）及利海資源國際控股有限公司（股份代號：195）之獨立非執行董事。彼曾於二零一零年七月八日至二零一四年六月四日，於聯夢活力世界有限公司（股份代號：8100）任執行董事及於二零一一年十月四日至二零一二年八月十五日，於潤中國國際控股有限公司（前稱國中控股有限公司，股份代號：202）任獨立非執行董事。

Profile of Directors and Senior Management

董事及高級管理層簡介

Mr. Chan Yun Hing (“Mr. Chan”), aged 66, was appointed as an independent non-executive Director on 21 September 2012. Mr. Chan is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Master of Business Administration from Research Institute of Tsinghua University in Shenzhen (RITS), China — University of Wales. Mr. Chan is currently the director and consultant of Huizhou Da Ya Wan Hui Li Group Limited*. He is also the Standing Committee Member of Guangdong Huizhou of the Chinese People’s Political Consultative Conference, the Vice Chairman and the Secretary-General of Hong Kong Federation of Huichow Associations Limited and the Deputy Secretary-General of Hong Kong Federation of Guangdong Hakka Associations.

Mr. Gui Qiangfang (“Mr. Gui”), aged 56, was appointed as an independent non-executive Director on 21 September 2012. Mr. Gui is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Doctor of Business Administration from California Southern University (formerly known as Southern California University for Professional Studies) and as a post-doctoral research fellow at California State University Monterey Bay. Mr. Gui is currently the chairman of the board of GN International Group and the chairman of World City Cooperation Organization Committee of China. He possesses the professional qualifications such as China Certified Real Estate Appraiser, Certified Public Valuer and Registered Land Valuer. Mr. Gui has 20 years corporate experience and 5 years working experience in the government of the PRC.

Mr. Hung Yat Ming (“Mr. Hung”), aged 62, was appointed as an independent non-executive Director on 28 March 2013. Mr. Hung is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He graduated from The University of Hong Kong with a Bachelor degree in Mathematics and obtained a graduate diploma in Accounting from University of Strathclyde, Glasgow. Mr. Hung has over 30 years of experience in accounting and finance and is a financial controller of a Hong Kong listed company. He is a member of The Institute of Chartered Accountants of Scotland and Hong Kong Institute of Certified Public Accountants. Mr. Hung is an independent non-executive director of each of Asia Standard Hotel Group Limited (stock code: 292), Asia Orient Holdings Limited (stock code: 214) and Sunway International Holdings Limited (stock code: 58). He was an independent non-executive director of Sing Pao Media Enterprises Limited (stock code: 8010) from 3 September 2008 to 5 August 2011.

陳潤興先生 (「陳先生」)，66歲，於二零一二年九月二十一日獲委任為獨立非執行董事。陳先生亦分別為本公司審核委員會、薪酬委員會及提名委員會之成員。彼持有深圳清華研究院英國威爾士大學工商管理碩士學位。陳先生現為惠州大亞灣滙利集團公司之董事及顧問。彼亦為中國人民政治協商會議廣東惠州市常務委員、香港惠州社團聯合總會副主席兼秘書長及香港廣東客屬社團聯合總會副秘書長。

桂強芳先生 (「桂先生」)，56歲，於二零一二年九月二十一日獲委任為獨立非執行董事。桂先生亦分別為本公司審核委員會、薪酬委員會及提名委員會之成員。彼持有 California Southern University (前稱 Southern California University for Professional Studies) 工商管理博士學位及為蒙特瑞灣加州州立大學博士後研究員。桂先生現為基恩集團董事局主席及世界城市合作組織中國委員會主席。彼持有中國註冊房地產評估師、註冊資產評估師及註冊土地評估師之專業資格。桂先生擁有二十年企業經驗及五年中國政府工作經驗。

洪日明先生 (「洪先生」)，62歲，於二零一三年三月二十八日獲委任為獨立非執行董事。洪先生亦分別為本公司審核委員會、薪酬委員會及提名委員會之成員。彼畢業於香港大學，持有數學學士學位，並獲 University of Strathclyde, Glasgow 頒發會計學深造文憑。洪先生於會計及金融界擁有逾三十年經驗，現於一間香港上市公司擔任財務總監。彼為蘇格蘭特許會計師公會及香港會計師公會之會員。洪先生現分別為泛海酒店集團有限公司(股份代號：292)、滙漢控股有限公司(股份代號：214)及新威國際控股有限公司(股份代號：58)之獨立非執行董事。彼曾於二零零八年九月三日至二零一一年八月五日，於成報傳媒集團有限公司(股份代號：8010)任獨立非執行董事。

Profile of Directors and Senior Management

董事及高級管理層簡介

SENIOR MANAGEMENT

Dr. Lin Xiongbin (“Dr. Lin”), aged 56, is a director of 159 Group and is one of world leading scientists in the field of Stem Cell Technology research and recognised through numerous pending patents as well as publications. After obtaining his Doctorate degree from the German University of Marburg in 1994, Dr. Lin worked in the Max Delbrück Center For Molecular Medicine in Berlin. In the mid-90’s, he conducted his post doctoral research at the University of Pennsylvania, USA. In 1997, Dr. Lin returned to Germany and worked in the University of Kiel. In Germany, he also continued in areas such as regenerative medicine and cell biology. This was where Dr. Lin pioneered the reversed induction and incubation techniques of hematopoietic stem cells and later also did the same for numerous other stem cells target categories. In 2002, he came back to China to head up research teams working on reverse induction techniques, and in the process laid the foundation of most of the currently used techniques for the production of significant quantity of pure stem cells.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in information of Directors are set out below:

Name of Directors	Details of changes
Mr. Chu Hon Pong	Resigned as an independent non-executive director of Frontier Services Group Limited (formerly known as DVN (Holdings) Limited, stock code: 500) with effect from 8 April 2014.
Mr. Chui Kwong Kau	Monthly salary has been increased from HK\$41,000 to HK\$53,300 with effect from January 2014.
Mr. Chi Chi Hung, Kenneth	Resigned as an executive director of M Dream Inworld Limited (stock code: 8100) with effect from 4 June 2014.

高級管理層

林雄斌博士 (「林博士」), 56歲, 為159集團之董事, 亦為世界著名幹細胞技術研究領域科學家, 擁有多項申請中之專利, 並發表多篇論文。林博士於一九九四年獲德國馬爾堡大學博士學位, 其後就職於柏林之Max Delbrück分子醫學中心(Max Delbrück Center For Molecular Medicine)。九十年代中期, 彼曾於美國賓夕法尼亞大學從事博士後研究。林博士於一九九七年重返德國及就職於基爾大學。彼亦於德國於再生醫學及細胞生物學等領域繼續其研究。在此期間, 林博士開創了逆向誘導及分化造血幹細胞技術, 其後亦攻克了其他多個幹細胞目標類別之逆向誘導及分化技術。於二零零二年, 彼回到中國, 領導科研團隊致力於逆向誘導技術之研究工作, 該等研究為目前使用之大部份生產大量純幹細胞技術奠定了基石。

董事資料的變動

根據創業板上市規則第17.50A(1)條, 董事資料的變動載列如下:

董事姓名	變動詳情
朱漢邦先生	辭任先豐服務集團有限公司(前稱天地數碼(控股)有限公司, 股份代號: 500)之獨立非執行董事, 自二零一四年四月八日起生效。
崔光球先生	自二零一四年一月, 每月薪酬已由41,000港元增加至53,300港元。
季志雄先生	辭任聯夢活力世界有限公司(股份代號: 8100)之執行董事, 自二零一四年六月四日起生效。

Corporate Governance Report

企業管治報告

OVERVIEW

The Board is pleased to present this Corporate Governance Report in the annual report for the year ended 31 March 2014.

The Company is concerned to have high standards of corporate governance. It is important because the Board believes that good quality corporate governance would assist the management to monitor the Company's business activities effectively and thus interests of the Shareholders will be well protected.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. Throughout the year ended 31 March 2014, the Company had applied the principles and complied with the principle in the code provisions of the Corporate Governance Code and Corporate Governance Report (the "Code") set out in Appendix 15 to the GEM Listing Rules, save for the exceptions which are set out in the relevant section below.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with such code of conduct and the required standard of dealings throughout the year ended 31 March 2014.

COMPOSITION OF THE BOARD

The Board is responsible for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibilities for decision making in all major matters of the Group, include approving and monitoring of all policy matters, setting of objectives, annual budgets and overall strategies, material transaction, appointment of directors and other significant financial and operational matters. The day-to-day management, administration and operations of the Group are delegated to the senior management of the Group. These responsibilities include the implementation of decisions of the Board, the coordination and direction of day-to-day operation and management of the Group in accordance with the management strategies and plans approved by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management of the Group and the Board has the full support of them to discharge its responsibilities.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

概覽

董事會欣然於年報內提呈截至二零一四年三月三十一日止年度之企業管治報告。

本公司著重維持高標準之企業管治。企業管治受重視乃由於董事會相信，高質素之企業管治將有助管理層有效地監管本公司之業務活動，從而好好保障股東之利益。

董事會繼續監察及檢討企業管治原則及常規，以確保遵守守則。截至二零一四年三月三十一日止年度，除下文相關部分所載例外情況外，本公司已應用及遵守創業板上市規則附錄十五所載企業管治守則及企業管治報告（「守則」）之守則條文原則。

董事進行證券交易

本公司已採納有關董事進行證券交易之操守守則，其條款不比創業板上市規則第5.48至5.67條之交易準則規定寬鬆。經作出特定查詢後，全體董事已確認，彼等於截至二零一四年三月三十一日止年度一直遵守有關操守守則及交易準則之規定。

董事會之組成

董事會負責帶領及監控本公司，並共同負責透過指導及監管其事務推動本公司取得成功。實質上，董事會負責本集團所有主要事務之決策，包括批准及監察所有政策事務、制定目標、年度預算及整體策略、重大交易、董事委任及其他重大財務及營運事宜。本集團之日常管理、行政及經營事務乃委派予本集團高級管理人員處理，有關職責包括執行董事會決策、根據經董事會審批之管理層策略及計劃協調及指引本集團日常營運及管理。本集團高級管理人員於訂立任何重大交易前均須獲董事會批准，而董事會於履行其職責時亦獲彼等全力支持。

本公司已就各董事面對法律訴訟安排適當保險。

Corporate Governance Report

企業管治報告

The Board currently comprises eleven Directors and their respective roles in the Board are set out as follows:

Executive Directors

Mr. Jiang Hongqing (*Vice Chairman*)
Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chu Hon Pong
Mr. Chui Kwong Kau
Mr. Cai Da

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Chi Chi Hung, Kenneth
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

The updated list of Directors and their role and function are published at the GEM website and the Company's website.

The profiles of each Director are set out in the "Profile of Directors and Senior Management" section on pages 15 to 19 of this annual report.

In compliance with Rule 5.05 of the GEM Listing Rules, the Company currently has four independent non-executive Directors (the "INEDs") which representing more than one-third of the Board, and with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The INEDs can assist the management to formulate the Group's development strategies, ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests of the Company and the Shareholders. The Company has received an annual confirmation in respect of their independence from each of the INEDs and the Company believes that their independence is in compliance with Rule 5.09 of the GEM Listing Rules.

There is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board and between the chairman of the Board (the "Chairman") and the chief executive officer of the Company (the "CEO").

董事會目前由十一名董事組成，彼等各自於董事會之角色載列如下：

執行董事

姜洪慶先生(*副主席*)
林高坤先生(*副主席*)
盧志強先生(*行政總裁*)
朱漢邦先生
崔光球先生
蔡達先生

非執行董事

林戈女士(*主席*)

獨立非執行董事

季志雄先生
陳潤興先生
桂強芳先生
洪日明先生

最新董事名單與其角色和職能於創業板網站及本公司網站刊載。

各董事之簡介載於本年報第15至19頁之「董事及高級管理層簡介」。

為遵守創業板上市規則第5.05條之規定，本公司現有四名獨立非執行董事（「獨立非執行董事」），超過董事會人數三分之一，而其中至少一名具備適當之專業資格或具備會計或相關財務管理專長。獨立非執行董事有助管理層制訂本集團之發展策略，確保董事會在嚴格遵守規定準則下編製其財務及其他強制刊發之報告，並確保本公司推行適當之制度，以保障本公司及股東之利益。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函，並相信彼等之獨立身份符合創業板上市規則第5.09條之規定。

董事會成員之間以及董事會主席（「主席」）及本公司行政總裁（「行政總裁」）之間概無任何關係，包括財務、業務、家族或其他重大／相關關係。

Corporate Governance Report

企業管治報告

THE BOARD MEETINGS

The Board meets regularly and the Directors attended the meetings in person or through electronic means of communication in accordance with the Company's articles of association (the "Articles"). Notice of all regular Board meetings are duly given to the Directors at least fourteen (14) days.

Minutes of the Board meetings are recorded in sufficient detail for any decision made during the meetings. Draft minutes are circulated to the Directors for comment and final version of the minutes are circulated to the Directors for records. All minutes of the Board meetings are kept by the company secretary of the Company (the "Company Secretary") and open for inspection by the Directors.

If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. INEDs who have no material interest in the transaction should be present at such Board meeting.

During the Board meetings, the Directors determined overall strategic direction and objectives and approved quarterly, interim and annual results, and other significant matters.

There were 39 Board meetings held for the year ended 31 March 2014. Individual attendance of each Director at the Board meetings, committee meetings and general meetings are set out in the table on page 26 of this annual report.

CHAIRMAN AND CEO

Pursuant to the code provision A.2.1 of the Code, the roles of the chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. To ensure a balance of power and authority, the roles of the Chairman and the CEO are segregated and performed by Ms. Lam Kuo and Mr. Lu Zhiqiang respectively.

The Chairman is to provide leadership for the Board and overseeing the formulation of corporate strategy of the Group. The CEO is responsible for the overall management and business operations of the Group.

董事會會議

董事會定期舉行會議，而董事根據本公司之組織章程細則（「章程細則」）親身或透過電子通訊方式出席會議，並就所有定期董事會會議向董事正式發出至少十四（14）日通知。

董事會會議記錄詳列會上所作任何決定之詳情。會議記錄初稿會呈交各董事表達意見，而最終定稿會呈交各董事作紀錄。所有董事會會議記錄均由本公司之公司秘書（「公司秘書」）保存，並公開供董事查閱。

倘董事在董事會將予考慮之事宜中存有董事會認為重大之利益衝突，則該等事宜將以舉行董事會會議，而非以書面決議案方式處理。於交易中並無擁有重大利益之獨立非執行董事應該出席有關董事會會議。

於董事會會議上，董事釐定整體策略方針及目標，並批准季度、中期及年度業績以及其他重大事宜。

截至二零一四年三月三十一日止年度共舉行39次董事會會議。各董事出席董事會會議、委員會會議及股東大會之個別記錄載於本年報第26頁之列表。

主席與行政總裁

根據守則第A.2.1條守則條文，主席及行政總裁之角色應該有所區分，而不應由同一名人士擔任。主席及行政總裁之職責應清楚界定，並以書面載列。為確保權力及授權均衡，主席與行政總裁角色獨立分開，並分別由林戈女士及盧志強先生擔任。

主席負責領導董事會及監督本集團企業策略之制訂。行政總裁負責本集團之整體管理及業務營運。

Corporate Governance Report

企業管治報告

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

Pursuant to the code provision A.4.1 of the Code, the non-executive directors should be appointed for a specific term, subject to re-election.

The non-executive Director and all INEDs are not appointed for a specific term, but they are subject to re-election at the annual general meeting of the Company in accordance with the Articles.

In accordance with the Article 87(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

The newly appointed Director is provided with an induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statute, laws, rules and regulations.

During the year under review, the Company had arranged, at the cost of the Company, a professional seminar conducted by a professional firm on topics relating to the new amendments to the Code and associated listing rules as well as the directors' duties. The Directors who did not attend such seminar, they had received the relevant reading materials.

All Directors had confirmed their participating in continuous professional development for the year ended 31 March 2014.

AUDIT COMMITTEE

An audit committee of the Company (the "Audit Committee") was established with written terms of reference in compliance with the Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the Code. There are four members in the Audit Committee comprising four INEDs, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Yun Hing, Mr. Gui Qiangfang and Mr. Hung Yat Ming. Mr. Chi Chi Hung, Kenneth is the chairman of the Audit Committee.

董事之委任及重選

根據守則第A.4.1條守則條文，非執行董事之委任應有指定任期，並須接受重選。

非執行董事及所有獨立非執行董事之委任並無指定任期，惟彼等須根據章程細則於本公司股東週年大會上重新選舉。

根據章程細則第87(1)條，當時在任之三分之一董事（倘人數並非三之倍數，則為最接近但不少於三分之一）須輪值退任，惟每名董事須每三年最少退任一次。

持續專業發展

本公司鼓勵董事參與持續專業發展，以發展及更新彼等之知識及技能。

新委任董事獲提供入職培訓及資料，以確保彼對本公司的營運及業務有適當的理解，以及彼於相關法例、法律、規則及規例項下之職責。

於回顧年度，本公司出資安排專業講座，邀請專業公司講解有關守則與相關上市規則之新修訂以及董事職責之內容。未能出席講座之董事已取得相關閱讀資料。

全體董事已確認彼等於截至二零一四年三月三十一日止年度均有參與持續專業發展。

審核委員會

本公司之審核委員會（「審核委員會」）已遵守創業板上市規則第5.28及5.29條以及守則第C.3.3條守則條文規定成立，並以書面訂明其職能範圍。審核委員會由四名成員組成，包括四名獨立非執行董事李志雄先生、陳潤興先生、桂強芳先生及洪日明先生。李志雄先生為審核委員會主席。

Corporate Governance Report

企業管治報告

The principal responsibilities of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, approve the remuneration and terms of engagement of the external auditors and any questions of its resignation and dismissal, review the Group's annual report and accounts, half-year report and quarterly reports, review the Company's financial controls, internal control and risk management systems, discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system, review the Group's financial and accounting policies and practices and to provide advices and comments thereon to the Board.

During the year under review, the Audit Committee had reviewed the quarterly and half-yearly results. The Group's audited consolidated financial statements for the year ended 31 March 2014 had been also reviewed by the Audit Committee and provided advice and comments thereon.

There were 5 meetings of the Audit Committee include two meetings with the external auditors of the Company held for the year ended 31 March 2014. Individual attendance of each member of the Audit Committee are set out in the table on page 26 of this annual report.

NOMINATION COMMITTEE

A nomination committee of the Company (the "Nomination Committee") was established with written terms of reference in compliance with the code provision A.5.2 of the Code. There are four members in the Nomination Committee comprising four INEDs, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Yun Hing, Mr. Gui Qiangfang and Mr. Hung Yat Ming. Mr. Chi Chi Hung, Kenneth is the chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to review the structure, size, composition and diversity of the Board, identify individuals suitably qualified to become Board members, assess the independence of the INEDs and make recommendations to the Board on the appointment or reappointment of the Directors and succession planning for the Directors as well as review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.

審核委員會之主要職責為就委任、續聘及罷免外聘核數師、批准外聘核數師之酬金及委聘條款以及其辭任及任免之任何問題向董事會提出建議，審閱本集團之年報及賬目、半年度報告及季度報告，檢討本公司之財務監控、內部監控及風險管理制度，與管理層討論內部監控制度以確保管理層履行其職責制訂有效內部監控制度，檢討本集團之財務及會計政策及慣例，並就此向董事會提供建議及意見。

於回顧年度，審核委員會已審閱季度及半年度業績。審核委員會亦已審閱本集團截至二零一四年三月三十一日止年度之經審核綜合財務報表，並就此提供建議及意見。

截至二零一四年三月三十一日止年度，審核委員會共舉行五次會議，當中兩次會議聯同本公司外聘核數師舉行。審核委員會各成員之個別出席記錄載於本年報第26頁之列表。

提名委員會

本公司之提名委員會(「提名委員會」)已遵守守則第A.5.2條守則條文規定成立，並以書面列出其職能範圍。提名委員會由四名成員組成，包括四名獨立非執行董事季志雄先生、陳潤興先生、桂強芳先生及洪日明先生。季志雄先生為提名委員會主席。

提名委員會之主要職責為檢討董事會架構、規模、組成及多元化，物色合適人選成為董事會成員，評估獨立非執行董事之獨立身份，並就委任或重新委任董事以及董事繼任計劃向董事會提出建議，以及檢討及評估本公司是否訂有充足企業管治指引並向董事會推薦任何建議修改以作批准。

Corporate Governance Report

企業管治報告

Board diversity policy

On 12 August 2013, the Company adopted the Board diversity policy in accordance with the requirement set out in the Code. The Company recognizes that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Directors' appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

During the year under review, the Nomination Committee had reviewed the structure, size, composition and diversity of the Board and determined the policy for the nomination of Directors.

There were 1 meeting of the Nomination Committee held for the year ended 31 March 2014. Individual attendance of each member of the Nomination Committee are set out in the table on page 26 of this annual report.

REMUNERATION COMMITTEE

A remuneration committee of the Company (the "Remuneration Committee") was established with written terms of reference in compliance with the code provision B.1.2 of the Code. There are five members in the Remuneration Committee comprising one executive Director, namely Mr. Chui Kwong Kau, and four INEDs, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Yun Hing, Mr. Gui Qiangfang and Mr. Hung Yat Ming. Mr. Chi Chi Hung, Kenneth is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration, and to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.

During the year under review, the Remuneration Committee had reviewed the policy for the remuneration of executive Directors and assessed performance of executive Directors. The Remuneration Committee adopted a model in the code provision B.1.2(c)(i) of the Code, the Remuneration Committee determines, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

董事會成員多元化政策

於二零一三年八月十二日，本公司根據守則所載規定，採納董事會成員多元化政策。本公司視董事會成員多元化為本公司可持續發展之必要因素。籌劃董事會之組成時，從多方面考慮董事會成員是否多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。所有董事之委任皆以用人唯才為原則，並於考慮人選時按多個客觀標準充分顧及董事會成員多元化之神益。

於回顧年度，提名委員會已檢討董事會架構、規模、組成及多元化，並釐定提名董事之政策。

截至二零一四年三月三十一日止年度，提名委員會共舉行一次會議。提名委員會各成員之個別出席記錄載於本年報第26頁之列表。

薪酬委員會

本公司之薪酬委員會（「薪酬委員會」）已遵守守則第B.1.2條守則條文規定成立，並以書面訂明其職能範圍。薪酬委員會由五名成員組成，包括一名執行董事崔光球先生以及四名獨立非執行董事季志雄先生、陳潤興先生、桂強芳先生及洪日明先生。季志雄先生為薪酬委員會主席。

薪酬委員會之主要職責為就本公司董事及高級管理人員之全體薪酬制度及結構向董事會提出建議，並因應董事會所訂企業方針及目標而檢討及批准管理層薪酬建議。

於回顧年度，薪酬委員會已檢討執行董事之薪酬制度及評估執行董事之表現。薪酬委員會已採納守則第B.1.2(c)(i)條守則條文所載標準，薪酬委員會獲轉授責任，釐定個別執行董事及高級管理人員之薪酬待遇。

Corporate Governance Report

企業管治報告

There were 2 meetings of the Remuneration Committee held for the year ended 31 March 2014. Individual attendance of each member of the Remuneration Committee are set out in the table on page 26 of this annual report.

截至二零一四年三月三十一日止年度，薪酬委員會共舉行兩次會議。薪酬委員會各成員之個別出席記錄載於本年報第26頁之列表。

DIRECTORS' ATTENDANCE RECORD AT MEETINGS

Details of the attendance of the Directors at the Board meetings and its respective committees meetings, and general meetings during the year ended 31 March 2014 are set out in the following table:

董事出席會議記錄

下表載列各董事截至二零一四年三月三十一日止年度出席董事會會議及其各自之委員會會議以及股東大會之記錄詳情：

Directors		Number of meetings attended/Eligible to attend					Annual General Meeting	Extraordinary General Meeting
		Board Meetings	Audit Committee Meetings	Nomination Committee Meeting	Remuneration Committee Meetings	符合資格出席之次數		
董事		董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	股東週年大會	股東特別大會	
Executive Directors	執行董事							
Mr. Jiang Hongqing	姜洪慶先生	22/39	N/A 不適用	N/A 不適用	N/A 不適用	0/1	0/1	
Mr. David Lin Kao Kun (Note 1)	林高坤先生(附註1)	9/22	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	0/1	
Mr. Lu Zhiqiang	盧志強先生	39/39	N/A 不適用	N/A 不適用	N/A 不適用	1/1	0/1	
Mr. Chu Hon Pong	朱漢邦先生	22/39	N/A 不適用	N/A 不適用	N/A 不適用	0/1	0/1	
Mr. Chui Kwong Kau	崔光球先生	39/39	N/A 不適用	N/A 不適用	2/2	1/1	1/1	
Mr. Cai Da	蔡達先生	39/39	N/A 不適用	N/A 不適用	N/A 不適用	1/1	0/1	
Ms. Li Mei (Note 2)	李梅女士(附註2)	5/6	N/A 不適用	N/A 不適用	N/A 不適用	0/1	N/A 不適用	
Non-executive Director	非執行董事							
Ms. Lam Kuo	林戈女士	22/39	N/A 不適用	N/A 不適用	N/A 不適用	0/1	0/1	
Independent Non-executive Directors	獨立非執行董事							
Mr. Chi Chi Hung, Kenneth	季志雄先生	22/39	5/5	1/1	2/2	0/1	1/1	
Mr. Chan Yun Hing	陳潤興先生	22/39	5/5	1/1	2/2	0/1	0/1	
Mr. Gui Qiangfang	桂強芳先生	22/39	5/5	1/1	2/2	0/1	0/1	
Mr. Hung Yat Ming	洪日明先生	22/39	5/5	1/1	2/2	0/1	1/1	

Notes:

- appointed on 23 September 2013
- retired on 1 August 2013

附註：

- 於二零一三年九月二十三日獲委任
- 於二零一三年八月一日退休

Corporate Governance Report

企業管治報告

Pursuant to code provision E.1.2 of the Code, the Chairman should attend the annual general meeting and should invite the chairman of each of the audit, nomination and remuneration committees to attend. However, Ms. Lam Kuo and Mr. Chi Chi Hung, Kenneth, being the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, were unable to attend the annual general meeting held on 1 August 2013 due to their other prior engagement. Ms. Lam and Mr. Chi invited Mr. Chui Kwong Kau, an executive Director to chair and answer questions at the annual general meeting of the Company respectively. The external auditors of the Company attended the annual general meeting of the Company to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditors' independence.

Pursuant to code provision A.6.7 of the Code, all non-executive Directors should attend general meetings. However, certain non-executive Directors were unable to attend the general meetings due to their other prior engagements. Details of attendance of the general meetings are set out in the above table.

RESPONSIBILITY FOR PREPARATION OF THE ACCOUNTS

The Directors acknowledge their responsibility for the preparation and the true and fair presentation of the consolidated financial statements in accordance with the Hong Kong Financial Reporting Standards and the disclosure requirements of the Companies Ordinance and the GEM Listing Rules. The responsibility of the auditors is set out in the "Independent Auditors' Report" of this annual report.

INTERNAL CONTROL

The Board is responsible for the establishment, maintenance and review of the Group's system of internal control.

The Audit Committee had reviewed the Company's financial controls, internal control and risk management systems and reported its findings and made recommendations to the Board.

For the year ended 31 March 2014, the Board periodically reviewed its internal control system to ensure its effectiveness and adequacy, which embraced financial, operational and risk management control. The Board also satisfied with the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programs and budget.

根據守則第E.1.2條守則條文，主席應出席股東週年大會，並邀請審核、提名及薪酬委員會主席出席。然而，林戈女士及審核委員會、提名委員會及薪酬委員會主席季志雄先生因早已安排其他事務而無法出席於二零一三年八月一日舉行之股東週年大會。林女士及季先生分別邀請執行董事崔光球先生主持本公司股東週年大會及回答提問。本公司外聘核數師已出席本公司股東週年大會，以回答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問。

根據守則第A.6.7條守則條文，全體非執行董事應出席股東大會。然而，若干非執行董事因早已安排其他事務而無法出席股東大會。有關股東大會出席記錄之詳情載於上表。

編製賬目之責任

董事知悉彼等須負責根據香港財務報告準則及公司條例與創業板上市規則之披露規定編製真實及公平之綜合財務報表。核數師之責任載於本年報之「獨立核數師報告」。

內部監控

董事會負責建立、維持及檢討本集團之內部監控制度。

審核委員會已審閱本公司之財務監控、內部監控及風險管理制度，並向董事會報告所得數據及提出建議。

截至二零一四年三月三十一日止年度，董事會定期檢討其內部監控制度，以確保其有效及足夠，涉及範圍包括財務、經營及風險管理控制。董事會亦對本公司在會計及財務匯報職能方面之資源、員工資歷及經驗，以及員工所接受之培訓課程及預算感到滿意。

Corporate Governance Report

企業管治報告

REMUNERATION OF THE AUDITORS

The Audit Committee had reviewed the performance of Pan-China (H.K.) CPA Limited (“**Pan-China**”) as the independent auditors of the Company and proposed to re-appoint Pan-China as the independent auditors at the forthcoming annual general meeting of the Company (the “**AGM**”).

As at 31 March 2014, the fee payable to Pan-China in respect of the audit and non-audit services provided by the auditors of the Company are as follows:

Type of services	服務種類	Amount 金額
Audit services	審核服務	HK\$700,000 港元
Non-audit services	非審核服務	HK\$120,000 港元

COMPANY SECRETARY

Mr. Lam Tze Chung (“**Mr. Lam**”) was appointed as the Company Secretary with effect from 1 March 2013. Mr. Lam is responsible for advising the Board through the Chairman and/or the CEO on governance matters. He has taken no less than 15 hours of relevant professional training for the year ended 31 March 2014.

RIGHTS OF SHAREHOLDERS

According to the Article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Any vote of the Shareholders at general meetings must be taken by poll pursuant to the GEM Listing Rules. The results of the poll will be posted on the GEM website and the Company’s website after each general meeting.

核數師酬金

審核委員會已檢討天健(香港)會計師事務所有限公司(「**天健**」)作為本公司獨立核數師之表現，並建議於本公司應屆股東週年大會(「**股東週年大會**」)上續聘天健為獨立核數師。

於二零一四年三月三十一日，就本公司核數師提供之審核及非審核服務向天健支付之酬金如下：

公司秘書

林子冲先生(「**林先生**」)已獲委任為公司秘書，自二零一三年三月一日起生效。林先生負責就管治事宜透過主席及／或行政總裁向董事會提出意見。彼已於截至二零一四年三月三十一日止年度接受不少於十五個小時之相關專業培訓。

股東權利

根據章程細則第58條，任何一名或以上於遞呈要求當日持有賦予於本公司股東大會上投票權之本公司繳足股本不少於十分之一之股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開該大會，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司向遞呈要求人士作出償付。

根據創業板上市規則，股東於股東大會上作出之任何表決必須以投票方式進行。投票表決結果將於各股東大會後在創業板網站及本公司網站刊載。

Corporate Governance Report

企業管治報告

SENDING ENQUIRIES TO THE BOARD BY THE SHAREHOLDERS

Any enquiries from the Shareholders to the Board can be sent in writing to the head office and principal place of business in Hong Kong of the Company.

COMMUNICATION WITH THE SHAREHOLDERS

Communication with the Shareholders is given high priority. The Company aims to provide the Shareholders with high standards of disclosure and financial transparency through the publication of annual, interim and quarterly reports, announcements and circulars made through the GEM website and the Company's website.

The Company are encouraged the Shareholders to attend general meetings of the Company and to put their enquiries to the Board directly. The Chairman and the members of relevant committees will be also available to answer the questions in the general meetings.

CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year under review, there are no changes in the constitutional documents of the Company.

股東向董事會提問

股東向董事會所作任何提問可書面寄交至本公司之總辦事處及香港主要營業地點。

與股東溝通

與股東溝通相當重要。本公司透過在創業板網站及本公司網站刊發年度、中期及季度報告、公佈及通函，力求為股東提供高水平之披露及財務透明度。

本公司鼓勵股東出席本公司股東大會，並直接向董事會提問。主席及相關委員會之成員將會出席股東大會回答提問。

組織章程文件之變動

於回顧年度，本公司之憲章文件概無任何變動。

Directors' Report

董事會報告

The Directors are pleased to present the annual report and audited consolidated financial statements for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; and (iii) money lending business. The activities of its principal subsidiaries are set out in Note 43 to the consolidated financial statements of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 39 to 41 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2014.

FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years and reclassified as appropriated, is set out on pages 155 and 156 of this annual report. This summary does not form part of the audited consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves and distributable reserves of the Company and the Group during the year are set out in Note 32 to the consolidated financial statements and consolidated statement of changes in equity respectively of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles and there was no restriction against such rights under the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in Notes 30 and 31 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 16 to the consolidated financial statements of this annual report.

董事會欣然提呈截至二零一四年三月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團之主要業務為(i) 抗衰老及幹細胞技術；(ii) 貿易業務；及(iii) 放債業務。其主要附屬公司之業務載於本年報之綜合財務報表附註43。

業績及股息

本集團截至二零一四年三月三十一日止年度之業績載於本年報第39至41頁之綜合損益及其他全面收益表。

董事不建議就截至二零一四年三月三十一日止年度派付末期股息。

五年財務摘要

有關本集團於過去五個財政年度已公佈業績、資產、負債及非控股權益之五年財務摘要已在適當情況下重新分類，並載於本年報第155及156頁。此摘要並不構成經審核綜合財務報表之一部分。

儲備及可供分派儲備

有關本公司及本集團於本年度內之儲備及可供分派儲備變動詳情分別載於本年報之綜合財務報表附註32及綜合權益變動表。

優先權

章程細則並無有關優先權之條文，而本公司註冊成立之司法權區開曼群島法例並無對有關權利施加任何限制，致使本公司須按比例向現有股東發售新股份。

股本及購股權

有關本公司股本及購股權之詳情載於本年報之綜合財務報表附註30及31。

物業、廠房及設備

有關本集團於本年度內之物業、廠房及設備變動詳情載於本年報之綜合財務報表附註16。

Directors' Report

董事會報告

DIRECTORS

The Directors during the year and up to the date of this annual report were:

Executive Directors

Mr. Jiang Hongqing (*Vice Chairman*)
Mr. David Lin Kao Kun (*Vice Chairman*)
(*appointed on 23 September 2013*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chu Hon Pong
Mr. Chui Kwong Kau
Mr. Cai Da
Ms. Li Mei
(*retired on 1 August 2013*)

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Chi Chi Hung, Kenneth
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Hung Yat Ming

In accordance with the Article 86(3) of the Articles, Mr. David Lin Kao Kun shall hold office until the AGM. He is subject to re-election and, being eligible, offer himself for re-election at the AGM.

In accordance with the Article 87(1) of the Articles, Mr. Lu Zhiqiang, Mr. Chui Kwong Kau, Mr. Cai Da and Mr. Chan Yun Hing, being one-third of the Directors will retire as Directors by rotation and, being eligible, offer themselves for re-election at the AGM except Mr. Cai Da.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual written confirmation from each of the INEDs in respect of their independence during the year in accordance with Rule 5.09 of the GEM Listing Rules and all INEDs are still being considered to be independent.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

Profile details of the Directors and senior management are set out on pages 15 to 19 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

董事

於本年度及直至本年報日期之董事如下：

執行董事

姜洪慶先生 (*副主席*)
林高坤先生 (*副主席*)
(*於二零一三年九月二十三日獲委任*)
盧志強先生 (*行政總裁*)
朱漢邦先生
崔光球先生
蔡達先生
李梅女士
(*於二零一三年八月一日退任*)

非執行董事

林戈女士 (*主席*)

獨立非執行董事

季志雄先生
陳潤興先生
桂強芳先生
洪日明先生

根據章程細則第86(3)條，林高坤先生任期至股東週年大會為止。彼須參加重選，並且符合資格及願意於股東週年大會膺選連任。

根據章程細則第87(1)條，盧志強先生、崔光球先生、蔡達先生及陳潤興先生，即三分之一的董事，將輪值退任，並且符合資格及願意於股東週年大會上膺選連任(蔡達先生除外)。

獨立非執行董事之獨立身份

就根據創業板上市規則第5.09條，本公司已接獲各獨立非執行董事就其於年內之獨立身份作出之年度書面確認函，所有獨立非執行董事均被視為獨立。

董事及高級管理層簡介

有關董事及高級管理層之詳細簡介載於本年報第15至19頁。

董事之服務合約

擬於股東週年大會重選連任之董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2014, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by the Directors as referred to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long position in the ordinary shares of HK\$0.04 each of the Company

Name of Director	Capacity	Number of Shares Held	Approximate percentage of the Company's Issued Share Capital
董事姓名	身份	所持股份數目	佔本公司已發行股本概約百分比 (Note) (附註)
Mr. David Lin Kao Kun 林高坤先生	Beneficial owner 實益擁有人	80,000,000	2.03

Note: The percentage is calculated on the basis of 3,950,332,805 shares as at 31 March 2014.

董事於重大合約之權益

概無董事於本公司或其任何附屬公司於年內訂立而對本集團業務而言屬重大之合約中直接或間接擁有重大權益。

董事及主要行政人員於證券之權益

於二零一四年三月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉)，或根據創業板上市規則第5.46至5.67條所述董事進行買賣之規定標準須另行知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.04港元之普通股之好倉

附註：該百分比按於二零一四年三月三十一日之股份數目3,950,332,805股計算。

Save as disclosed above, as at 31 March 2014, none of the Directors or the chief executive of the Company nor their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文披露者外，於二零一四年三月三十一日，董事或本公司主要行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、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分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉)，或根據創業板上市規則第5.46至5.67條所述董事進行買賣之規定標準須另行知會本公司及聯交所之權益或淡倉。

Directors' Report

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

SHARE OPTIONS SCHEMES

Details of the share options schemes are set out in Note 31 to the consolidated financial statements of this annual report.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2014, so far as is known to the Directors and the chief executives, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the chief executives) in the shares or underlying shares of the Company which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of any other members of the Group, were as follows:

董事收購股份或債券之權利

於年內任何時間，各董事或彼等各自之配偶或十八歲以下之子女並無獲授予任何可認購本公司股份或債券而獲利之權利，亦不曾行使任何該等權利；本公司或其任何附屬公司亦無參與訂立任何安排，致使董事或彼等各自之配偶或未成年子女可收購任何其他法人團體之該等權利。

購股權計劃

購股權計劃之詳情載於本年報之綜合財務報表附註31。

主要股東

於二零一四年三月三十一日，就董事及主要行政人員所知，根據上傳至聯交所網站之公開記錄及本公司之存檔記錄，以下人士或公司（董事及主要行政人員除外）於本公司之股份或相關股份中，擁有已根據證券及期貨條例第XV部第2及3分部條文向本公司披露或記入本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉，或直接或間接擁有附帶權利可在一切情況下於本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益：

Name of Substantial Shareholders	Capacity	Number of Shares Held	Number of Underlying Shares Held	Total Number of Shares and Underlying Shares Held	Approximate Percentage of the Company's Issued Share Capital
主要股東姓名／名稱	身份	所持股份數目	所持相關股份數目 (Note 1) (附註1)	所持股份及相關股份總數	佔本公司已發行股本概約百分比 (Note 5) (附註5)
Dr. Lin Xiongbin ("Dr. Lin") 林雄斌博士(「林博士」)	Interest of controlled corporation 受控法團權益	141,582,801 (L) (Note 2) (附註2)	102,625,600 (L) (Note 1) (附註1)	244,208,401 (L)	
		40,000,000 (S) (Note 2) (附註2)	-	40,000,000 (S)	
	Interest of spouse 配偶權益	36,717,660 (L) (Note 3) (附註3)	24,190,320 (L) (Note 1) (附註1)	60,907,980 (L)	
		6,084,000 (S) (Note 3) (附註3)		6,084,000 (S)	
				305,116,381 (L)	7.72 (L)
				46,084,000 (S)	1.17 (S)

Directors' Report

董事會報告

Name of Substantial Shareholders	Capacity	Number of Shares Held	Number of Underlying Shares Held	Total Number of Shares and Underlying Shares Held	Approximate Percentage of the Company's Issued Share Capital
主要股東姓名/名稱	身份	所持股份數目	所持相關股份數目 (Note 1) (附註1)	所持股份及相關股份總數	佔本公司已發行股本概約百分比 (Note 5) (附註5)
Ms. Lin Liuyin ("Ms. Lin") 林柳吟女士(「林女士」)	Beneficial owner	23,086,680 (L)	–	23,086,680 (L)	
	實益擁有人	6,084,000 (S)	–	6,084,000 (S)	
	Interest of controlled corporation	13,630,980 (L)	24,190,320 (L)	37,821,300 (L)	
	受控法團權益		(Note 1) (附註1)		
	Interested of spouse	244,208,401 (L)	–	244,208,401 (L)	
配偶權益	(Note 4) (附註4)				
		40,000,000 (S)	–	40,000,000 (S)	
		(Note 4) (附註4)			
				305,116,381 (L)	7.72 (L)
				46,084,000 (S)	1.17 (S)
Stem Cells Anti-Aging Medicine Technologies Holdings Limited ("Stem Cells") 幹細胞抗衰老醫學技術控股有限公司(「幹細胞」)	Beneficial owner	190,233,322 (L)	–	190,233,322 (L)	
	實益擁有人	40,000,000 (S)	–	40,000,000 (S)	
	Interest of controlled corporation	–	146,608,000 (L)	146,608,000 (L)	
受控法團權益		(Note 1) (附註1)			
				336,841,322 (L)	8.53 (L)
				40,000,000 (S)	1.01 (S)
Solar Might Investments Limited ("Solar Might") 陽威投資有限公司(「陽威」)	Beneficial owner	239,074,333 (L)	–	239,074,333 (L)	
	實益擁有人	–	91,380,667 (L)	91,380,667 (L)	
Interest of controlled corporation	–	91,380,667 (L)	91,380,667 (L)		
受控法團權益		(Note 1) (附註1)			
				330,455,000 (L)	8.37 (L)
Mr. Deng Jun Jie ("Mr. Deng") 鄧俊杰先生(「鄧先生」)	Interest of controlled corporation	239,074,333 (L)	91,380,667 (L)	330,455,000 (L)	8.37 (L)
	受控法團權益		(Note 1) (附註1)		
Add Talent Holdings Limited ("Add Talent") 增慧控股有限公司(「增慧」)	Beneficial owner	–	249,333,333 (L)	249,333,333 (L)	6.31 (L)
實益擁有人					

(L) denotes Long Position
(S) denotes Short Position

(L) 代表好倉
(S) 代表淡倉

Directors' Report

董事會報告

Notes:

1. These underlying shares under this column were consideration shares, to be allotted and issued by the Company to Add Talent or its nominees upon fulfillment of the terms and conditions of the agreement. Add Talent was owned as to approximately 58.8% by Stem Cells and approximately 36.65% by Solar Might. Stem Cells was beneficially owned as to 70% by Dr. Lin and 16.5% by Ms. Lin. Solar Might was wholly and beneficially owned by Mr. Deng. Details of the consideration shares and the shareholding structure of Add Talent were disclosed in the Company's announcements dated 4 September 2012, 6 September 2012, 11 September 2012 and 18 September 2012.
2. These shares were registered in the name of Stem Cells which was beneficially owned as to 70% by Dr. Lin. Under the SFO, Dr. Lin was deemed to be interested in these shares held by Stem Cells.
3. These shares were registered in the name of Ms. Lin who is the spouse of Dr. Lin. Under the SFO, Dr. Lin was deemed to be interested in these shares held by Ms. Lin.
4. These shares were registered in the name of Stem Cells which was beneficially owned as to 70% by Dr. Lin who is the spouse of Ms. Lin. Under the SFO, Ms. Lin was deemed to be interested in these shares held by Stem Cells.
5. The percentage is calculated on the basis of 3,950,332,805 shares as at 31 March 2014.

Save as disclosed above, as at 31 March 2014, so far as is known to the Directors and the chief executives, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, no other person or corporation had interest in the shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of any other members of the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the year under review.

附註：

1. 本欄所載相關股份為代價股份，將於協議之條款及條件達成後由本公司配發及發行予增慧或其代名人。增慧由幹細胞及陽威分別擁有約58.8%及約36.65%權益。幹細胞由林博士及林女士分別實益擁有70%及16.5%權益。陽威由鄧先生全資實益擁有。有關代價股份及增慧股權架構之詳情，於本公司日期為二零一二年九月四日、二零一二年九月六日、二零一二年九月十一日及二零一二年九月十八日之公佈內披露。
2. 該等股份以林博士實益擁有70%權益之幹細胞之名義登記。根據證券及期貨條例，林博士被視為於幹細胞所持該等股份中擁有權益。
3. 該等股份以林博士之配偶林女士之名義登記。根據證券及期貨條例，林博士被視為於林女士所持該等股份中擁有權益。
4. 該等股份以林女士之配偶林博士實益擁有70%權益之幹細胞之名義登記。根據證券及期貨條例，林女士被視為於幹細胞所持該等股份中擁有權益。
5. 該百分比按於二零一四年三月三十一日之股份數目3,950,332,805股計算。

除上文披露者外，於二零一四年三月三十一日，就董事及主要行政人員所知，根據上傳至聯交所網站之公開記錄及本公司之存檔記錄，概無其他人士或公司於本公司之股份或相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或記入本公司根據證券及期貨條例第336條須存置之登記冊之權益，或直接或間接擁有附帶權利可在一切情況下於本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益。

購買、出售或贖回股份

於回顧年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

Directors' Report

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the five largest suppliers of the Group accounted for approximately 99.98% of the Group's total purchases and the largest supplier of the Group accounted for approximately 70.94% of the Group's total purchases. Aggregate sales attributable to the Group's five largest customers were approximately 97.71% of the Group's sales while the largest customer of the Group accounted for approximately 74.18% of the Group's sales.

None of the Directors, their associates or any Shareholders (which to the knowledge of the Directors own more than 5% of the issued capital of the Company) had any beneficial interest in the Group's major suppliers and customers for the year ended 31 March 2014.

COMPETING INTERESTS

As at 31 March 2014, none of the Directors, substantial shareholders, and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

CORPORATE GOVERNANCE

A detailed corporate governance report is set out in pages 20 to 29 in this annual report.

AUDITORS

The consolidated financial statements for the year ended 31 March 2014 have been audited by the auditors of the Company, Pan-China, who shall retire and, being eligible, offer themselves for reappointment at the AGM. A resolution for the reappointment of Pan-China as the auditors of the Company will be proposed at the AGM.

By order of the Board
Hong Kong Life Sciences and Technologies Group Limited

Lu Zhiqiang
Executive Director and Chief Executive Officer

Hong Kong, 25 June 2014

主要客戶及供應商

於回顧年度，本集團五大供應商佔本集團總購貨額約99.98%，而本集團最大供應商佔本集團總購貨額約70.94%。本集團五大客戶之總銷售額佔本集團銷售額約97.71%，而本集團最大客戶佔本集團銷售額約74.18%。

截至二零一四年三月三十一日止年度，各董事、彼等之聯繫人士或任何股東（就董事所知擁有本公司已發行股本5%以上者）並無於本集團主要供應商及客戶中擁有任何實益權益。

競爭權益

於二零一四年三月三十一日，各董事、主要股東及彼等各自之聯繫人士（定義見創業板上市規則）概無於足以或可能對本集團業務構成重大競爭之業務中擁有任何權益。

充足公眾持股量

根據本公司所得公開資料及就董事所知，於根據創業板上市規則規定刊發本年報前之最後實際可行日期，本公司已維持足夠公眾持股量。

企業管治

企業管治報告之詳情載於本年報第20至29頁。

核數師

截至二零一四年三月三十一日止年度之綜合財務報表已由本公司核數師天健審核。天健任期屆滿，惟符合資格並願意於股東週年大會接受續聘。續聘天健為本公司核數師之決議案將於股東週年大會上被提呈。

承董事會命
香港生命科學技術集團有限公司

執行董事兼行政總裁
盧志強

香港，二零一四年六月二十五日

Independent Auditors' Report

獨立核數師報告

**TO THE SHAREHOLDERS OF
HONG KONG LIFE SCIENCES AND TECHNOLOGIES GROUP LIMITED**
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Hong Kong Life Sciences and Technologies Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 39 to 154, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of the report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致香港生命科學技術集團有限公司
列位股東
(於開曼群島註冊成立之有限公司)

本核數師已審核第39至154頁所載香港生命科學技術集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一四年三月三十一日之綜合及公司財務狀況表，及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

董事對綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，及實施董事認為必須之內部控制，致使在編製綜合財務報表上不會出現重大錯誤陳述(不論因欺詐或失誤而產生)。

核數師之責任

本核數師之責任乃根據本核數師審核工作之結果，對該等綜合財務報表發表意見，並只向全體股東匯報，除此以外本報告別無其他目的。本核數師概不就本報告內容向任何其他人士承擔或負上責任。

本核數師根據香港會計師公會頒佈之香港核數準則進行審核工作。此等準則要求本核數師遵守道德規範，並計劃及進行審核工作，以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2014 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PAN-CHINA (H.K.) CPA LIMITED

Certified Public Accountants

11/F., Hong Kong Trade Centre,
161-167 Des Voeux Road,
Central, Hong Kong,
Hong Kong S.A.R., China

Hong Kong, 25 June 2014

Tsang Chiu Keung

Practising Certificate Number P04968

審核工作包括進程序以就綜合財務報表內之金額及披露資料取得審核憑證。所選擇程序取決於核數師之判斷，包括評估綜合財務報表出現重大錯誤陳述（不論因欺詐或失誤而產生）之風險。在評估該等風險時，核數師考慮實體編製真實而公平之綜合財務報表之相關內部控制，以設計適合當時環境之審核程序，而非就實體內部控制之成效發表意見。審核工作亦包括評估所採用會計政策是否合適、董事所作出會計估計是否合理，以及綜合財務報表之整體呈列。

本核數師相信，本核數師所取得審核憑證足夠及適合作為其審核意見之基礎。

意見

本核數師認為，綜合財務報表乃按照香港財務報告準則真實及公平地反映 貴集團及 貴公司於二零一四年三月三十一日之事務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定妥善編製。

天健(香港)會計師事務所有限公司

執業會計師

中國香港特別行政區
香港中環
德輔道中 161-167 號
香港貿易中心 11 樓

香港，二零一四年六月二十五日

曾昭強

執業證書編號 P04968

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
CONTINUING OPERATIONS	持續經營業務			
TURNOVER	營業額	6(a)	679,891	39,152
COST OF SALES	銷售成本		(665,268)	(36,482)
GROSS PROFIT	毛利		14,623	2,670
GAIN ON DISPOSAL OF HELD-FOR-TRADING INVESTMENTS	出售持作買賣投資之收益		8,527	590
FAIR VALUE CHANGE ON HELD-FOR-TRADING INVESTMENTS	持作買賣投資之公平值變動		23,140	7,319
OTHER REVENUE AND NET INCOME	其他收益及收入淨額	6(b)	5,849	7,495
ADMINISTRATIVE AND OTHER OPERATING EXPENSES	行政及其他經營開支		(74,244)	(49,123)
FINANCE COSTS	財務費用	7	–	–
FAIR VALUE CHANGE ON CONTINGENT CONSIDERATION PAYABLE	應付或然代價之公平值變動	36	21,193	17,453
IMPAIRMENT OF GOODWILL	商譽減值	18	(131,913)	(28,205)
LOSS BEFORE TAX	除稅前虧損	8	(132,825)	(41,801)
INCOME TAX	所得稅	9	(12)	(11)
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	來自持續經營業務之年度虧損		(132,837)	(41,812)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
DISCONTINUED OPERATIONS	已終止業務			
LOSS FROM DISCONTINUED OPERATIONS	來自己終止業務之虧損	10	(52,121)	(1,314)
LOSS FOR THE YEAR	本年度虧損		(184,958)	(43,126)
OTHER COMPREHENSIVE INCOME: <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面收益： 其後可能重新分類至損益之項目：			
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額		2,715	646
Release of translation reserve upon disposal of assets and liabilities held for sale	出售持作銷售資產及負債時解除匯兌儲備		(6,852)	—
OTHER COMPREHENSIVE INCOME FOR THE YEAR	本年度其他全面收益		(4,137)	646
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收益總額		(189,095)	(42,480)
LOSS FOR THE YEAR ATTRIBUTABLE TO:	本年度應佔虧損：			
— owners of the Company	— 本公司擁有人		(152,201)	(35,614)
— non-controlling interests	— 非控股權益		(32,757)	(7,512)
			(184,958)	(43,126)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:	本年度應佔全面收益總額：			
— owners of the Company	— 本公司擁有人		(157,410)	(35,176)
— non-controlling interests	— 非控股權益		(31,685)	(7,304)
			(189,095)	(42,480)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Note(s) 附註	2014 二零一四年	2013 二零一三年 (Restated) (經重列)
Loss per share:	每股虧損：	13		
From continuing and discontinued operations	來自持續經營及已終止業務			
— Basic (HK Cents)	— 基本(港仙)		(4.14)	(1.19)
— Diluted (HK Cents)	— 攤薄(港仙)		(4.14)	(1.19)
From continuing operations	來自持續經營業務			
— Basic (HK Cents)	— 基本(港仙)		(3.70)	(1.16)
— Diluted (HK Cents)	— 攤薄(港仙)		(3.70)	(1.16)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2014 於二零一四年三月三十一日

		Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	23,529	128,953
Intangible assets	無形資產	17	62,000	–
Goodwill	商譽	18	42,000	178,718
Available-for-sale investments	可供銷售投資	20	2,509	929
Deposits for acquisition of property, plant and equipment	收購物業、廠房及 設備之按金		29,658	–
TOTAL NON-CURRENT ASSETS	非流動資產總額		159,696	308,600
CURRENT ASSETS	流動資產			
Inventories	存貨	21	11,163	47,641
Trade and other receivables	應收賬款及其他應收款項	23	153,595	242,945
Held-for-trading investments	持作買賣投資	24	69,588	62,876
Cash and bank balances	現金及銀行結餘	25	47,718	29,157
TOTAL CURRENT ASSETS	流動資產總額		282,064	382,619
CURRENT LIABILITIES	流動負債			
Bank borrowing	銀行借貸	26	–	35,910
Trade and other payables	應付賬款及其他應付款項	28	63,737	138,951
TOTAL CURRENT LIABILITIES	流動負債總額		63,737	174,861
NET CURRENT ASSETS	流動資產淨額		218,327	207,758
NON-CURRENT LIABILITIES	非流動負債			
Contingent consideration payable	應付或然代價		31,167	52,360
TOTAL NON-CURRENT LIABILITIES	非流動負債總額		31,167	52,360
NET ASSETS	資產淨額		346,856	463,998
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	30	158,013	131,678
Reserves	儲備	32	218,392	297,041
Equity attributable to the owners of the Company	本公司擁有人應佔權益		376,405	428,719
Non-controlling interests	非控股權益		(29,549)	35,279
TOTAL EQUITY	權益總額		346,856	463,998

Lu Zhiqiang
盧志強
Executive Director
執行董事

Chui Kwong Kau
崔光球
Executive Director
執行董事

Statement of Financial Position

財務狀況表

As at 31 March 2014 於二零一四年三月三十一日

		Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	49	82
Investment in subsidiaries	於附屬公司之投資	19	53,439	170,780
TOTAL NON-CURRENT ASSETS	非流動資產總額		53,488	170,862
CURRENT ASSETS	流動資產			
Amount due from subsidiaries	應收附屬公司款項	22	217,269	154,423
Trade and other receivables	應收賬款及其他應收款項	23	25,701	94,195
Held-for-trading investments	持作買賣投資	24	69,588	62,876
Cash and bank balances	現金及銀行結餘	25	19,376	6,834
TOTAL CURRENT ASSETS	流動資產總額		331,934	318,328
CURRENT LIABILITIES	流動負債			
Amount due to subsidiaries	應付附屬公司款項	27	734	743
Trade and other payables	應付賬款及其他應付款項	28	866	876
TOTAL CURRENT LIABILITIES	流動負債總額		1,600	1,619
NET CURRENT ASSETS	流動資產淨額		330,334	316,709
NON-CURRENT LIABILITIES	非流動負債			
Contingent consideration payable	應付或然代價		31,167	52,360
TOTAL NON-CURRENT LIABILITIES	非流動負債總額		31,167	52,360
NET ASSETS	資產淨額		352,655	435,211
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	30	158,013	131,678
Reserves	儲備	32	194,642	303,533
TOTAL EQUITY	權益總額		352,655	435,211

Lu Zhiqiang
盧志強
Executive Director
執行董事

Chui Kwong Kau
崔光球
Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to the owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Special reserve	Share options reserve	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	購股權儲備	換算儲備	累計虧損	總額	非控股權益	總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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 2012	於二零一二年四月一日	99,712	300,302	(39,998)	9,774	4,035	(95,842)	277,983	56,068	334,051
Loss for the year	本年度虧損	-	-	-	-	-	(35,614)	(35,614)	(7,512)	(43,126)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	438	-	438	208	646
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	438	(35,614)	(35,176)	(7,304)	(42,480)
Issue of ordinary shares under share placing	根據股份配售發行普通股	19,940	76,165	-	-	-	-	96,105	-	96,105
Issue of ordinary shares for acquisition of subsidiaries	就收購附屬公司發行普通股	12,026	72,110	-	-	-	-	84,136	-	84,136
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	(13,485)	(13,485)
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	-	-	5,671	-	-	5,671	-	5,671
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及二零一三年四月一日	131,678	448,577	(39,998)	15,445	4,473	(131,456)	428,719	35,279	463,998
Loss for the year	本年度虧損	-	-	-	-	-	(152,201)	(152,201)	(32,757)	(184,958)
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	-	-	-	-	(6,852)	-	(6,852)	-	(6,852)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	1,643	-	1,643	1,072	2,715
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	(5,209)	(152,201)	(157,410)	(31,685)	(189,095)
Issue of ordinary shares under share placing	根據股份配售發行普通股	26,335	76,222	-	-	-	-	102,557	-	102,557
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	-	-	2,539	-	-	2,539	-	2,539
Share option lapsed	已失效購股權	-	-	-	(17,013)	-	17,013	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	(33,143)	(33,143)
At 31 March 2014	於二零一四年三月三十一日	158,013	524,799	(39,998)	971	(736)	(266,644)	376,405	(29,549)	346,856

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營業務之現金流量		
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(132,825)	(41,801)
Discontinued operations	已終止業務	(51,550)	(148)
		(184,375)	(41,949)
Adjustments for:	已就下列各項作出調整：		
Interest expenses	利息開支	1,901	2,582
Interest income	利息收入	(5,826)	(7,091)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	–	2,110
Impairment of property, plant and equipment	物業、廠房及設備之減值	50,253	–
Impairment of goodwill	商譽減值	140,801	28,205
Fair value change on contingent consideration payable	應付或然代價之公平值變動	(21,193)	(17,453)
Impairment losses of other receivables	其他應收款項之減值虧損	–	3,882
Impairment loss on other receivables written back	其他應收款項減值撥回	–	(247)
Amortization of leasehold land	租賃土地攤銷	2	4
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,384	10,891
Gain on disposal of assets and liabilities held-for-sale	出售持作銷售資產及負債之收益	(5,015)	–
Gain on disposal of held-for-trading investments	出售持作買賣投資之收益	(8,527)	(590)
Property, plant and equipment written off	物業、廠房及設備撇銷	1,166	–
Fair value change on held-for-trading investments	持作買賣投資之公平值變動	(23,140)	(7,319)
Equity-settled share-based payments	以權益方式結算及以股份為基礎之付款	2,539	5,671
Operating loss before changes in working capital	營運資金變動前之經營虧損	(40,030)	(21,304)
Increase in inventories	存貨增加	(9,833)	(692)
Increase in trade and other receivables	應收賬款及其他應收款項增加	(44,481)	(67,496)
Increase/(Decrease) in trade and other payables	應付賬款及其他應付款項增加/(減少)	17,718	(54,587)
Net cash used in operations	營運所耗現金淨額	(76,626)	(144,079)
PRC enterprise income tax paid	已付中國企業所得稅	(571)	(319)
Net cash used in operating activities	經營業務所耗現金淨額	(77,197)	(144,398)

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note(s) 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動之現金流量		
Interest received	已收利息	7,775	7,091
Purchase of property, plant and equipment	購買物業、廠房及設備	(8,476)	(13,167)
Purchase of held-for-trading investments	購買持作買賣投資	(31,608)	(13,333)
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備 之訂金	(29,658)	–
Proceeds from disposal of held-for-trading investments	出售持作買賣投資所得 款項	56,563	1,624
Payment to acquire intangible assets	就收購無形資產付款	(26,000)	–
Net cash inflow on disposal of assets and liabilities held for sale	出售持作出售資產及負債之 現金流入淨額	37	–
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出 淨額	34	(28,678)
Net cash used in investing activities	投資活動所耗現金淨額	(4,742)	(46,463)
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動之現金流量		
Net proceeds from issue of ordinary shares	發行普通股所得款項淨額	30	96,105
Proceeds from bank borrowing	銀行借貸所得款項	–	35,675
Repayment of bank borrowing	償還銀行借貸	–	(18,452)
Interest paid	已付利息	(1,901)	(2,582)
Net cash generated from financing activities	融資活動所得現金淨額	100,656	110,746
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/ (減少)淨額	18,717	(80,115)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等值物	29,157	108,931
Effects of foreign exchange rate changes	外幣匯率變動之影響	(156)	341
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末之現金及現金等值物	47,718	29,157
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值物分析		
Cash and bank balances	現金及銀行結餘	47,718	29,157

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. CORPORATE INFORMATION

Hong Kong Life Sciences and Technologies Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is situated at Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies. The principal place of business in Hong Kong is situated at Unit 2704, 27/F, West Tower Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars, the functional currency of the Company.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; and (iii) money lending business.

1. 企業資料

香港生命科學技術集團有限公司(「本公司」)根據開曼群島公司法(經修訂)於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies。本公司在香港之主要營業地點位於香港干諾道中168–200號信德中心西翼27樓2704室。

綜合財務報表以本公司功能貨幣港元列賬。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)之主要業務為(i)抗衰老及幹細胞技術業務；(ii)貿易業務；及(iii)放債業務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

In the current year, the Group has applied for the first time the following new and revised Standards, Amendments and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) effective for accounting periods beginning on or after 1 April 2013.

HKFRS 10
香港財務報告準則第10號
HKFRS 11
香港財務報告準則第11號
HKFRS 12
香港財務報告準則第12號
HKFRS 10, HKFRS 11 and
HKFRS 12 (Amendments)
香港財務報告準則第10號、香港財務
報告準則第11號及香港財務報告準則
第12號(修訂本)
HKFRS 13
香港財務報告準則第13號
HKAS 19 (as revised in 2011)
香港會計準則第19號(二零一一年修訂)
HKAS 27 (as revised in 2011)
香港會計準則第27號(二零一一年修訂)
HKAS 28 (as revised in 2011)
香港會計準則第28號(二零一一年修訂)
HKAS 1 (Amendments)
香港會計準則第1號(修訂本)
HKFRS 7 (Amendments)
香港財務報告準則第7號(修訂本)
HKFRSs (Amendments)
香港財務報告準則(修訂本)
HK(IFRIC)-Int 20
香港(國際財務報告詮釋委員會)－詮釋
第20號

The application of these new and revised HKFRSs has had no material impact on the Group’s financial performance and positions for the current and prior accounting years, except as described below.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度內，本集團首次應用以下由香港會計師公會(「香港會計師公會」)頒佈於二零一三年四月一日或之後開始之會計期間生效之新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)。

Consolidated Financial Statements
綜合財務報表
Joint Arrangements
聯合安排
Disclosure of Interests in Other Entities
其他實體權益之披露
Consolidated Financial Statements, Joint Arrangements
Disclosure of Interests and Other Entities: Transitional Guidance
綜合財務報表、聯合安排及其他實體權益之披露：過渡指引
Fair Value Measurement
公平值計量
Employee Benefits
僱員福利
Separate Financial Statements
獨立財務報表
Investments in Associates and Joint Ventures
投資聯營公司及合營企業
Presentation of Items of Other Comprehensive Income
呈列其他全面收益項目
Disclosures — Offsetting Financial Assets and Financial Liabilities
披露 — 抵銷財務資產及財務負債
Annual Improvements to HKFRSs 2009–2011 Cycle except for
HKAS1(Amendments)
香港財務報告準則二零零九年至二零一一年週期之年度改進
(香港會計準則第1號(修訂本)除外)
Stripping Costs in the Production Phase of a Surface Mine
露天礦生產階段之剝採成本

除下文所述者外，應用該等新訂及經修訂香港財務報告準則對本集團現時及過往會計年度之財務表現及狀況並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

HKFRS 10 Consolidated Financial Statements

The Company has applied for the first time the HKFRS 10 Consolidated Financial Statements. HKFRS 10 replaces the requirements of HKAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements and HK(SIC) Int-12 Consolidation — Special Purpose Entities. HKFRS 10 changes the definition of control such that an investor has control over an investee when (a) it has power over the investee, (b) it is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee. Some guidance included in HKFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group.

The directors of the Company made an assessment as at the date of initial application of HKFRS 10 (i.e. 1 April 2013) as to whether or not the Group has control over its subsidiaries in accordance with the new definition of control and the related guidance set out in HKFRS 10. The directors concluded that it has had control over its subsidiaries since the acquisition in prior periods on the basis of the Group’s absolute size of holding in subsidiaries and the relative size of and dispersion of the shareholdings owned by the other shareholders.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第10號「綜合財務報表」

本公司已首次應用香港財務報告準則第10號「綜合財務報表」。香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中處理綜合財務報表之部分及香港(常設詮釋委員會)－詮釋第12號「綜合－特殊目的實體」。香港財務報告準則第10號變更控制權之定義，致使於投資者a)對投資對象擁有權力；b)對所參與投資對象之可變動回報承擔風險或擁有權利；及c)有能力利用其權力以影響其回報，即對投資對象擁有控制權。該三項準則須同時滿足，投資者方對投資對象擁有控制權。控制權先前乃界定為有權規管實體之財務及營運政策以從其業務中獲益。香港財務報告準則第10號已加入額外指引，以解釋投資者何時對投資對象擁有控制權。香港財務報告準則第10號載有若干與本集團相關指引，以處理擁有投資對象少於50%表決權之投資者是否有權控制投資對象。

本公司董事於首次應用香港財務報告準則第10號之日(即二零一三年四月一日)根據香港財務報告準則第10號所載控制權之新釋義及相關指引就本集團是否擁有其附屬公司之控制權而作出評估。董事認為，基於本集團於附屬公司之絕對擁有權及其他股東所擁有股權之相對大小及分散，本集團自過往期間收購起已對附屬公司擁有控制權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of HKFRS 13 is broad; the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKAS 17 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application from 1 April 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, the Group has not made any new disclosures required by HKFRS 13 for the 2013 comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements. As a result of the requirements of HKFRS 13, the Group's policies for measuring fair value have been amended.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第13號「公平值計量」本集團於本年度首次採用香港財務報告準則第13號。香港財務報告準則第13號建立有關公平值計量及披露公平值計量之單一指引。香港財務報告準則第13號範圍廣泛；香港財務報告準則第13號之公平值計量要求同時適用於其他財務報告準則規定或允許公平值計量及披露公平值計量之金融工具項目及非金融工具項目，除於香港財務報告準則第2號股份支付範圍內以股份為基礎之付款外；於香港會計準則第17號租賃範圍內之租賃交易及計量於一定程度與公平值相似，但並非公平值(例如目的為進行減值評估之存貨或使用價值計量之可變現淨值)。

香港財務報告準則第13號界定資產之公平值為根據目前市況於計算日於主要(或最有利)市場有序交易下出售資產(或在確定負債公平值之情況下付款以將負債轉讓)可收到之價格。根據香港財務報告準則第13號公平值為離場價格，不論價格為直接可觀察或使用另一估值方法估計得出。此外，香港財務報告準則第13號包括廣泛披露規定。

香港財務報告準則第13號規定自二零一三年四月一日開始按前瞻基準應用。此外，已針對有關實體頒佈特定過渡條文，致使該等實體毋須於就首次應用此項準則前之期間所提供比較資料中應用該項準則所載披露規定。根據該等過渡性條文，本集團並無就二零一三年同期作出香港財務報告準則第13號規定之任何新披露。除額外披露外，應用香港財務報告準則第13號並無對綜合財務報表中確認之金額造成任何重大影響。由於香港財務報告準則第13號之規定，本集團計量公平值之政策已作修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 12 Disclosure of interests in other entities

HKFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of HKFRS 12 has resulted in more extensive disclosures in the consolidated financial statements (please see notes 43(b) for details).

HKAS 1 (Amendments) Presentation of Items of Other Comprehensive Income

The Group has applied the amendments to HKAS 1 Presentation of Items of Other Comprehensive Income. The amendments introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, the ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’ and the ‘income statement’ is renamed as the ‘statement of profit or loss’. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis — the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第12號「其他實體權益之披露」

香港財務報告準則第12號乃一項新披露準則，適用於擁有於附屬公司、聯合安排、聯營公司及／或不綜合計算結構性實體權益之實體。整體而言，應用香港財務報告準則第12號導致須於綜合財務報表作出更廣泛披露。(有關詳情請參閱附註43(b))。

香港會計準則第1號(修訂本)「其他全面收益項目呈列」

本集團已應用香港會計準則第1號(修訂本)「其他全面收益項目呈列」。此等修訂為全面收益表及收益表引入新術語。根據香港會計準則第1號(修訂本)，「全面收益表」更名為「損益及其他全面收益表」，而「收益表」更名為「損益表」。香港會計準則第1號(修訂本)保留以單一或兩個獨立但連續報表呈列損益及其他全面收益之選擇。然而，香港會計準則第1號(修訂本)規定於其他全面收益表內作出額外披露，因此其他全面收益項目分成兩個類別：(a)其後不會重新分類至損益之項目；及(b)當符合特定條件時，其後可能重新分類至損益之項目。其他全面收益項目之所得稅須按相同基準分配 — 該等修訂本並無更改以除稅前或扣除稅項後方式呈列其他全面收益項目之選擇。此等修訂本已追溯應用，故其他全面收益項目呈列將作出修訂以反映有關變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

The Group has not early applied the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27
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27號之修訂

Amendments to HKFRS 11
香港財務報告準則第11號之修訂

Amendments to HKAS 16 and HKAS 38
香港會計準則第16號及香港會計準則第38號之修訂

Amendments to HKAS 19
香港會計準則第19號之修訂

Amendments to HKFRS 9 and HKFRS 7
香港財務報告準則第9號及香港財務報告準則第7號之修訂

Amendments to HKAS 32
香港會計準則第32號之修訂

Amendments to HKAS 36
香港會計準則第36號之修訂

Amendments to HKAS 39
香港會計準則第39號之修訂

Amendments to HKFRSs
香港財務報告準則之修訂

Amendments to HKFRSs
香港財務報告準則之修訂

HKFRS 9
香港財務報告準則第9號

HKFRS 14
香港財務報告準則第14號

HKFRIC 21
香港財務報告詮釋委員會—詮釋第21號

Investment Entities⁽¹⁾

投資實體⁽¹⁾

Accounting for Acquisitions of Interests in Joint Operations⁽⁶⁾
收購共同營運權益之會計安排⁽⁶⁾

Clarification of Acceptable Methods of Depreciation and Amortisation⁽⁶⁾

可接受之折舊及攤銷方式之澄清⁽⁶⁾

Defined Benefit Plans: Employee Contributions⁽²⁾

界定福利計劃：僱員供款⁽²⁾

Mandatory Effective Date of HKFRS 9 and Transition Disclosures⁽³⁾

香港財務報告準則第9號之強制生效日期及過渡披露⁽³⁾

Offsetting Financial Assets and Financial Liabilities⁽¹⁾

抵銷財務資產及財務負債⁽¹⁾

Recoverable Amount Disclosures for Non-Financial Assets⁽¹⁾

非財務資產之可收回金額披露⁽¹⁾

Novation of Derivatives and Continuation of Hedge Accounting⁽¹⁾

衍生工具更替及對沖會計法之延續⁽¹⁾

Annual Improvements to HKFRSs 2010–2012 Cycle⁽⁴⁾

香港財務報告準則二零一零年至二零一二年週期之年度改進⁽⁴⁾

Annual Improvements to HKFRSs 2011–2013 Cycle⁽²⁾

香港財務報告準則二零一一年至二零一三年週期之年度改進⁽²⁾

Financial Instruments⁽³⁾

財務工具⁽³⁾

Regulatory Deferral Accounts⁽⁵⁾

規管遞延賬目⁽⁵⁾

Levies⁽¹⁾

徵費⁽¹⁾

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提早應用以下已頒佈但未生效之新訂及經修訂準則、修訂本及詮釋。

⁽¹⁾ Effective for annual periods beginning on or after 1 January 2014

⁽²⁾ Effective for annual periods beginning on or after 1 July 2014

⁽³⁾ Available for application — the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised

⁽⁴⁾ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions

⁽⁵⁾ Effective for first annual HKFRS financial statements beginning on or after 1 January 2016

⁽⁶⁾ Effective for annual periods beginning on or after 1 January 2016

⁽¹⁾ 於二零一四年一月一日或其後開始之年度期間生效

⁽²⁾ 於二零一四年七月一日或其後開始之年度期間生效

⁽³⁾ 可供應用 — 強制生效日期將於香港財務報告準則第9號尚待確實階段落實後釐定

⁽⁴⁾ 於二零一四年七月一日或其後開始之年度期間生效，除有限例外情況

⁽⁵⁾ 於二零一六年一月一日或之後開始之首份按照香港財務報告準則編製之年度財務報表生效

⁽⁶⁾ 於二零一六年一月一日或其後開始之年度期間生效

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綜合財務報表附註

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

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

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

The directors anticipate that the adoption of HKFRS 9 in the future may have an impact on the amount reported in respect of the Group’s available-for-sale investment. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於二零零九年頒佈之香港財務報告準則第9號引入財務資產分類及計量之新規定。香港財務報告準則第9號其後於二零一零年經修訂，包括有關財務負債之分類及計量以及取消確認之規定，並於二零一三年經進一步修訂，以納入對沖會計法之新規定。

香港財務報告準則第9號規定香港會計準則第39號「財務工具：確認及計量」範圍內之所有已確認財務資產其後按攤銷成本或公平值計量。具體而言，就以收取合約現金流為目的之業務模式持有之債務投資，及擁有純粹為支付本金及未償還本金利息之合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。所有其他債務投資及股本投資於其後報告期末按其公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇於其他全面收益呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益內確認股息收入。

董事預期，於未來採納香港財務報告準則第9號可能對本集團所呈報之可供銷售投資金額產生影響。然而，於完成詳盡檢討前提供有關影響之合理估計並不切實可行。

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綜合財務報表附註

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3. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in the exchange for goods and services.

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

3. 編製基準

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）及香港公認會計原則編製。此外，該等綜合財務報表包括香港聯合交易所有限公司創業板（「創業板」）證券上市規則（「創業板上市規則」）及香港公司條例規定之適用披露。

編製綜合財務報表所用之計量基準以歷史成本為基準，惟於各報告期末以公平值計量之若干財務工具除外。歷史成本一般基於交換貨物及服務所支付代價之公平值計算。

公平值為於計量日期在市場參與者之間在有序交易中出售一項資產而將收取或轉讓一項負債而將支付之價格（無論該價格為直接可觀察或採用另一估值技巧估計而得出）。在估計一項資產或負債之公平值時，本集團考慮資產或負債之特徵（倘市場參與者會於計量日期在為資產或負債定價時考慮該等特徵）。於該等綜合財務報表中用作計量及／或披露之公平值乃按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎之付款交易、香港會計準則第17號範圍內之租賃交易及與公平值有部分類似但並非公平值之計量，如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值除外。

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3. BASIS OF PREPARATION (continued)

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

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

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are disclosed in note 5.

3. 編製基準(續)

此外，就財務報告而言，公平值計量乃根據公平值計量之輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性而分為第1、2及3級，詳情如下：

- 第1級輸入數據是於計量日期實體可獲得之活躍市場上相同資產或負債之報價(不作調整)；
- 第2級輸入數據是第1級所包括報價以外，有關資產或負債可直接或間接觀察之輸入數據；及
- 第3級輸入數據是有關資產或負債之不可觀察輸入數據。

編製符合香港財務報告準則之綜合財務報表要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策之應用及所呈報資產、負債、收入及支出之金額。該等估計及有關假設乃根據過往經驗及多個相信在有關情況下屬合理之其他因素而作出，其結果成為對在其他來源並不顯而易見之資產與負債賬面值作出判斷之基準。實際結果可能與該等估計有所差別。

該等估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂僅影響該期間，則修訂會於修訂估計期間內確認；若修訂影響到當期及未來期間，則於修訂當期及未來期間確認。

應用香港財務報告準則時，管理層所作判斷對綜合財務報表及估計不確定因素之主要來源之重要影響於附註5披露。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

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

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

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

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

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

4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及本公司控制之實體(包括架構實體)及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

倘本集團於投資對象之投票權未能佔大多數，當投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有之表決權規模相對於其他表決權持有者之規模及表決權之分佈情況；
- 本集團、其他表決權持有者或其他各方持有之潛在表決權；
- 源自其他合同安排之權利；以及
- 表明本集團於需要作出決策時是否有主導相關活動之現有能之額外事實及情況，包括先前股東大會之表決情況。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(a) Basis of consolidation (continued)

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

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

When necessary, adjustments are made to the financial statements of subsidiary to bring it accounting policies in line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Groups ownership interests in existing subsidiaries

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

4. 主要會計政策(續)

(a) 綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使因此而導致非控股權益出現虧絀結餘。

於必要時，對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。所有集團內公司間資產及負債、權益、收入、支出及現金流均於綜合賬目時予以全數對銷。

本集團於現有附屬公司之擁有權權益變動

本集團於附屬公司擁有權權益之變動倘並未導致本集團失去其對附屬公司之控制權，則會列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股權益之調整額與已付或已收代價公平值兩者間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(a) Basis of consolidation (continued)

Changes in the Groups ownership interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognizes the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly venture.

4. 主要會計政策(續)

(a) 綜合基準(續)

本集團於現有附屬公司之擁有權權益變動(續)

倘本集團失去其對附屬公司之控制權，其(i)於失去控制權當日，按賬面值取消確認該附屬公司資產(包括任何商譽)及負債；(ii)於失去控制權當日，取消確認前附屬公司任何非控股權益(包括其他全面收益任何應佔組成部分)；及(iii)確認已收代價公平值與任何保留權益公平值總和，而所產生差額於本集團應佔損益內確認為盈虧。倘附屬公司之資產乃按重估金額或公平值列賬，而相關累計盈虧已於其他全面收益確認及於權益累計，則先前於其他全面收益確認及於權益累計之金額，乃假設本集團已直接出售有關資產而入賬(即重新分類至損益或按適用香港財務報告準則訂明者直接轉撥至保留盈利)。於失去控制權當日於前附屬公司保留之任何投資之公平值，被視為其後根據香港會計準則第39號「財務工具：確認及計量」入賬時初步確認之公平值，或(如適用)初步確認於一家聯營公司或一家合營企業之投資之成本。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Business combinations

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

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

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

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

4. 主要會計政策(續)

(b) 業務合併

收購業務採用收購法入賬。業務合併所轉讓代價按公平值計量，而計算方法為本集團所轉讓資產之收購日期公平值、本集團向收購對象前擁有人承擔之負債及本集團就交換收購對象控制權而發行之股本權益之總和。收購相關費用一般於產生時在損益確認。

於收購日期，所收購可識別資產及所承擔負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排之相關負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 於收購日，收購對象以股份為基礎之付款安排或本集團所訂立以股份為基礎之付款安排替代收購對象以股份為基礎之付款安排之負債或股本工具，乃根據香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產(或出售組別)按該準則計量。

商譽以所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象股本權益之公平值(如有)之總和，超出所收購可識別資產及所承擔負債於收購日期之淨值之差額計量。倘經過評估後，所收購可識別資產與所承擔負債於收購日期之淨值高於所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象權益之公平值(如有)之總和，則差額即時於損益內確認為議價收購收益。

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Business combinations (continued)

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

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

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

4. 主要會計政策(續)

(b) 業務合併(續)

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨額之非控股權益，可初步按公平值或非控股權益應佔收購對象可識別資產淨額之已確認金額比例計量。計量方法乃按個別交易基準選取。其他種類之非控股權益乃按公平值或(如適用)香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價乃按其收購日期之公平值計量，並被視為於業務合併中所轉讓代價之一部分。或然代價之公平值變動如符合資格作出計量期間調整，則會追溯調整，並根據商譽作出相應調整。計量期間調整為於計量期間內就於收購日期存在之事實與情況獲得之其他資料而作出之調整。計量期間自收購日期起計不超過一年。

不符合資格作出計量期間調整之或然代價公平值變動之其後會計取決於或然代價之分類方式。分類為權益之或然代價並無於其後報告日期重新計量，而其後結算則於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)於其後報告日期重新計量，而相應收益或虧損則於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Business combinations (continued)

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

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

(c) Subsidiary

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

Investment in subsidiaries is included in the Company's statement of financial position at cost less any identified impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

4. 主要會計政策(續)

(b) 業務合併(續)

倘業務合併分階段完成，本集團先於收購對象持有之股本權益按於收購日期(即本集團取得控制權當日)之公平值重新計量，而所產生收益或虧損(如有)則於損益確認。過往於收購日期前於其他全面收益確認之收購對象權益所產生款額乃重新分類至損益(倘有關處理方法適用於出售權益)。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團會報告未完成會計處理項目之臨時數額。該等臨時數額會於計量期間(見上文)予以調整，或確認額外資產或負債，以反映於收購日期已存在而據悉可能影響該日已確認款額之事實與情況所取得之新資訊。

(c) 附屬公司

附屬公司為本集團控制之實體。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。當評估本集團是否具有該權力時，僅考慮由本集團及其他人士持有之實質權力。

於附屬公司之投資乃按成本減任何減值虧損計入本公司財務狀況表。附屬公司之業績由本公司按已收及應收股息基準入賬。

收購業務時產生之商譽乃按收購業務當日之成本值(見上文會計政策)減累計減值虧損(如有)列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Subsidiary (continued)

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

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

(d) Non-current assets held for sale

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

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

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

4. 主要會計政策(續)

(c) 附屬公司(續)

就減值測試而言，商譽會分配至各個預期可受惠於合併所產生協同效益之相關現金產生單位或現金產生單位組別。

獲分配商譽之現金產生單位每年或於有跡象顯示該單位可能減值時更頻密進行減值測試。當現金產生單位之可收回金額少於其賬面值，減值虧損會先分配至減少任何分配至該單位之商譽賬面值，繼而根據該單位各項資產賬面值按比例分配至該單位其他資產。商譽之任何減值虧損直接於綜合收益表內之損益確認。商譽之減值虧損不會於其後期間撥回。

出售相關現金產生單位時，於釐定出售損益時將計入商譽應佔金額。

(d) 持作出售之非流動資產

賬面值將主要透過銷售交易(而非持續使用)而收回之非流動資產及出售組別均分類為持作出售。僅當出售資產(或出售組別)之條款屬平常及慣常且其銷售極有可能進行時，該資產(或出售組別)可於其現況下即時出售，方會視為符合本條件。管理層須致力促成出售，且預期自分類日期起計一年內符合資格確認為已完成出售。

當本集團致力進行涉及失去附屬公司控制權之出售計劃時，倘符合上述標準，則該附屬公司之全部資產及負債均會分類為持作出售，而不論出售後本集團會否保留前附屬公司之非控股權益。

分類為持作出售之非流動資產(及出售組別)按原賬面值與公平值減出售成本兩者間之較低者計量。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivables and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes, on the following bases:

- (i) Sales income is recognised when goods are delivered and title has passed;
- (ii) Service income is recognized at the completion of the service rendered;
- (iii) Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition;
- (iv) Income arising from sales of financial instruments is recognised on the completion of transfer of risks and rewards to the transferee; and
- (v) Dividend income from investments (including financial assets at fair value through profit or loss and available-for-sale investments) is recognised when the shareholder's right to receive payment is established (provided that it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliably).

(f) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

4. 主要會計政策(續)

(e) 收益確認

收益按已收代價或應收款項之公平值計量，乃指日常業務過程中已售貨品及於所提供服務之應收款項，扣除折扣及銷售相關稅項，並按以下基準確認：

- (i) 銷售收入於交付貨品及轉移所有權時確認；
- (ii) 服務收入於完成提供服務時確認；
- (iii) 利息收入乃按時間基準參考未償還本金及按適用之實際利率（其為於初步確認時將財務資產之預計可使用年期估計未來現金收入剛好貼現至該資產之賬面淨值之比率）累計；
- (iv) 銷售財務工具所產生收入於完成將風險及回報撥歸予承讓人時確認；及
- (v) 來自投資之股息收入（包括按公平值計入損益之財務資產及可供銷售投資）於股東收取款項之權利確立時（前提為經濟利益很可能流向本集團及收益金額能可靠計量）確認。

(f) 租賃

凡租賃條款將擁有權附帶之絕大部分風險及回報撥歸予承租人之租賃，均列為融資租賃。所有其他租賃歸類為經營租賃。

本集團作為承租人

按融資租賃持有之資產於租賃開始時按其公平值或（如較低）最低租賃付款之現值初步確認為本集團之資產。向出租人履行之有關責任於綜合財務狀況表內列賬為融資租賃債務。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(f) Leasing (continued)

The Group as lessee (continued)

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

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

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

Leasehold land for own use

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

4. 主要會計政策(續)

(f) 租賃(續)

本集團作為承租人(續)

租賃付款於融資開支及減少租賃債務之間分攤，以至負債餘額按固定利率計息。融資開支即時於損益確認，除非彼等由合資格資產直接應佔，於此情況下，彼等根據本集團有關借貸成本之整體政策(見下文會計政策)撥充資本。或然租金於彼等產生期間內確認為開支。

經營租賃付款乃按租約年期以直線法確認為開支，除非另有系統性基準，更能代表租賃資產之經濟利益被消耗之時間模式。經營租賃所產生或然租金於產生期間確認為開支。

當訂立經營租賃時收到租金優惠，該等優惠確認為負債。租金優惠總額以直線法確認為調減租金開支，除非另有系統性基準，更能代表其租賃資產之經濟利益被消耗之時間模式。

自用之租賃土地

當租賃包括土地和樓宇成份，本集團會評估每個成份分類為融資或經營租賃，按因擁有每個成份而附帶之絕大部分風險及回報是否已轉移予本集團為基準進行評估，除非該兩個成份均明顯為經營租賃，於此情況下，整個租賃則分類為經營租賃。具體而言，最低租賃付款(包括任何一次性預付款)按在租賃開始時土地成份及樓宇成份租賃權益之相對公平值，按比例分配到土地及樓宇成份。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(f) Leasing (continued)

Leasehold land for own use (continued)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

(g) Foreign currencies

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

Exchange differences arising on settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

Exchange differences arising on settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange difference arising on retranslation of non-monetary items in respect of which gains and losses are recognized directly in other comprehensive income, in which cases, the exchange differences are also recognized in other comprehensive income.

4. 主要會計政策(續)

(f) 租賃(續)

自用之租賃土地(續)

為能可靠地分配租賃付款，租賃土地權益以「預付租賃款項」在綜合財務狀況表內列賬為經營租賃，並在租期內按直線法攤銷。倘租賃付款無法可靠地分配至土地及樓宇成份，則整個租賃一般會分類為融資租賃及入賬列作物業、廠房及設備。

(g) 外幣

於編製各實體之綜合財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易，乃按交易日期適用匯率入賬。於各報告期末，以外幣列值之貨幣項目乃按報告期末之適用匯率重新換算。按公平值列賬並以外幣列值之非貨幣項目，乃按釐定其公平值當日之適用匯率重新換算。按歷史成本計量並以外幣列值之非貨幣項目不予重新換算。

因結算貨幣項目及換算貨幣項目所產生匯兌差額於產生期間於損益內確認。

結算貨幣項目及換算貨幣項目所產生匯兌差額乃於其產生期間於損益內確認。重新換算按公平值列賬之非貨幣項目所產生匯兌差額乃計入損益內，惟重新換算有關其收益及虧損於其他全面收益內確認之非貨幣項目所產生匯兌差額除外，於該情況下，匯兌差額亦於其他全面收益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Foreign currencies (continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Hong Kong dollars using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve. On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate prevailing at the end of each reporting period. Exchange differences arising are included in the translation reserve.

(h) Borrowing costs

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.

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

4. 主要會計政策(續)

(g) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務(包括可資比較者)之資產及負債均按報告期末適用匯率以港元呈列。收入及開支項目(包括可資比較者)乃按期內平均匯率換算，除非期內匯率大幅波動，於此情況下，則會採用交易當日之匯率換算。所產生匯兌差額(如有)於其他全面收益確認，並於換算儲備累計為權益。出售海外業務時，本公司擁有人應佔該業務所有於權益累計之匯兌差額均重新分類至損益。

收購海外業務產生之商譽及就所收購可識別資產及所承擔負債作出之公平值調整，視作該海外業務之資產及負債處理，並按各報告期末適用匯率換算。所產生匯兌差額計入換算儲備。

(h) 借貸成本

直接涉及收購、建設或生產須經過頗長時間始能作擬定用途或銷售之合資格資產之借貸成本，均加入該等資產之成本，直至該等資產已大致上可投入作擬定用途或銷售為止。

所有其他借貸成本乃於其產生之期間於損益確認。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Company operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (the “MPF Scheme”), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on percentage of employees’ basic salaries.

The employees of the Group’s subsidiaries which operate in PRC are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

Contributions are recognized as an expense in profit or loss as employees render services during the year. The Group’s obligations under these plans are limited to the fixed percentage contributions payable.

Short-term employee benefits

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognized until the time of leave.

Share-based payment benefits

Share options granted to employees are accounted for in accordance with the policies set out in note 4(t)(i)(1).

4. 主要會計政策(續)

(i) 僱員福利

退休福利

本公司透過定額供款計劃為僱員提供退休福利。

本集團根據強制性公積金計劃條例(「強積金計劃」)設立一項定額供款退休福利計劃，為全體為合資格參與者之僱員參加強積金計劃，並按僱員基本薪金之百分比作出供款。

本集團在中國營運之附屬公司僱員須參加當地市政府設立之中央退休金計劃。該等附屬公司須按其工資成本一定百分比向中央退休金計劃作出供款。

僱員於年內提供服務時，有關供款將於損益內確認為開支。本集團於該等計劃之責任限於固定百分比之應付供款。

短期僱員福利

僱員應享之年假於僱員可享有該等假期時確認。已就截至報告日期僱員所提供服務而可享年假之估計負債作出撥備。

病假及產假等非累計補償性假期直至休假時方予確認。

以股份為基礎之付款福利

授予僱員之購股權乃根據附註4(t)(i)(1)所載政策入賬。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(j) Taxation

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

Current tax

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

Deferred tax

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

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

4. 主要會計政策(續)

(j) 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期稅項

即期應付稅項乃按本年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度之應課稅或可扣減之收入或開支項目，亦進一步剔除毋須課稅或不可扣減之項目，因此應課稅溢利與綜合損益及其他全面收益表所列除稅前溢利不同。本集團之即期稅項負債乃根據於報告期末前已制定或實質上已制定之稅率計算。

遞延稅項

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利所採用相應稅基兩者間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產以應課稅溢利可用作抵銷可扣減暫時差額為限確認。倘來自商譽或初步確認不影響應課稅溢利或會計溢利之交易(業務合併除外)之其他資產及負債產生暫時差額，則該等遞延稅項資產及負債不予確認。

於附屬公司投資所產生應課稅暫時差額，乃確認為遞延稅項負債，惟本集團有能力控制暫時差額之撥回，且暫時差額可能不會於可見將來撥回之情況除外。因扣減與有關投資相關之暫時差額所產生遞延稅項資產僅於有可能有足夠應課稅溢利以動用暫時差額之利益時方予確認，有關金額預期於可見將來撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Taxation (continued) Deferred tax (continued)

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

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

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

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(k) Property, plant and equipment

Property, plant and equipment including owner-occupied land and buildings held for use in the supply of service, or administrative purposes (other than properties under construction as described below), are stated at cost less accumulated depreciation and any accumulated impairment losses.

4. 主要會計政策(續)

(j) 稅項(續) 遞延稅項(續)

遞延稅項資產之賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產之情況下予以削減。

遞延稅項資產及負債根據於報告期末已制定或實質上已制定之稅率(及稅法)，按預期適用於清償負債或變賣資產期間之稅率計算。

遞延稅項負債及資產之計量反映於報告期末本集團預期收回或清付其資產或負債賬面值之方式而引致之稅務後果。

本年度即期及遞延稅項

即期及遞延稅項乃於損益確認，惟其與於其他全面收益或直接於權益中確認之項目有關者除外，在此情況下，即期及遞延稅項亦分別會於其他全面收益或直接於權益中確認。倘對業務合併進行初步會計處理而產生即期稅項或遞延稅項，稅務影響則計入業務合併之會計處理中。

(k) 物業、廠房及設備

物業、廠房及設備包括業主自用土地及提供服務時或因行政目的而持作使用之樓宇(下文所述在建物業除外)，乃以成本減累計折舊及任何累計減值虧損列賬。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(k) Property, plant and equipment (continued)

Depreciation is charged so as to write off the cost of property, plant and equipment, after taking into account of their estimated residual value, if any, over their estimated useful lives, using the straight-line method. The principal annual rates are as follows:

Leasehold land 租賃土地	Over the lease term 按租期
Buildings 樓宇	Over the shorter of the remaining period of lease term or 30 years 尚餘租賃年期或30年兩者中之較短期間
Leasehold improvements 租賃裝修	5%–10% per annum 每年5%至10%
Furniture, fixtures and equipment 傢俬、裝置及設備	15%–33 $\frac{1}{3}$ % per annum 每年15%至33 $\frac{1}{3}$ %
Motor vehicles 汽車	10–25% per annum 每年10%至25%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year in which the item is derecognised.

Construction in progress, which represents assets under construction, is stated at cost less impairment loss, if any. The cost comprises construction costs including direct materials, labour, contractors' fee and overheads attributable to bringing the production facilities to its present condition. When the assets are completed and ready for use, the carrying amount of the assets will be reclassified to property, plant and equipment and depreciated in accordance with the policy as set out above.

4. 主要會計政策(續)

(k) 物業、廠房及設備(續)

物業、廠房及設備按其估計可使用年期及經計及其估計剩餘價值(如有)，以直線法予以折舊以撇銷其成本。主要年率如下：

根據融資租賃持有之資產乃以與自置資產相同之基準於預期可使用年期，或(倘較短)於有關租賃年期折舊。

物業、廠房及設備項目乃於出售時或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值兩者間之差額計算)乃計入該項目取消確認年度之損益內。

在建工程指正在興建中之資產，以成本減減值虧損(如有)入賬。成本包括建築成本，而建築成本則包括將生產設施達至現狀涉及之直接材料、人力、承包商費用及經常性開支。當資產完工並可供使用時，資產之賬面值將重新分類至物業、廠房及設備，並根據上文所載政策予以折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortization and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Amortisation commences when the intangible assets are available for use.

Internally generated intangible assets — research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

4. 主要會計政策(續)

(i) 無形資產

單獨收購之無形資產

單獨收購之具有有限使用年期之無形資產初步按成本確認。於初步確認時，具有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷按直線法於估計使用年內期內確認。各報告期末審閱估計使用年期及攤銷法，並將估計之任何變動之影響按前瞻基準入賬。無形資產於可供使用時開始攤銷。

內部產生之無形資產 — 研究及發展費用

研究工作之費用於產生期間確認為開支。

由發展項目(或由一項處於發展階段之內部項目)內部產生之無形資產，僅於以下全部已被證明之情況下方會予以確認：

- 技術上可行以開發產品作銷售；
- 有充足資源完成開發；
- 有意完成及銷售該產品；
- 本集團能銷售該產品；
- 銷售該產品將帶來未來經濟利益；及
- 能可靠計量該項目之開支。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(l) Intangible assets (continued)

Internally generated intangible assets — research and development costs (continued)

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(m) Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

4. 主要會計政策(續)

(l) 無形資產(續)

內部產生之無形資產 — 研究及發展費用(續)

內部產生之無形資產於首次確認之數額為該無形資產首次符合上述確認標準之日起產生之開支總額。倘無任何內部產生之無形資產可予確認，開發開支則於產生期間於損益內確認為開支。

於初步確認後，內部產生之無形資產按與獨立收購之無形資產相同基準計量，按成本減累計攤銷及累計減值虧損呈報。

取消確認無形資產

無形資產於出售時或當預期使用或出售無形資產不會產生未來經濟利益時取消確認。取消確認無形資產所產生之收益及虧損按出售所得款項淨額與該資產賬面值間之差額計量，並於取消確認該資產時於損益內確認。

(m) 有形及無形資產(商譽除外)之減值

於各報告期末，本集團審閱其有形及無形資產之賬面值以確定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，將估計資產之可收回金額，以釐定減值虧損之程度(如有)。倘不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

可收回金額指公平值減出售成本與使用價值兩者中之較高者。在評估使用價值時，估計未來現金流量會按照可反映當前市場對貨幣之時間價值以及該尚未就未來現金流量作出調整資產之特定風險評估之稅前折現率折算至現值。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Impairment of tangible and intangible assets excluding goodwill (continued)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indicator that the asset may be impaired.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the impairment loss is treated as revaluation decrease under other standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the reversal of the impairment loss is treated as a revaluation increase under other standard.

4. 主要會計政策(續)

(m) 有形及無形資產(商譽除外)之減值(續)

具有無限可使用年期之無形資產及尚未可供使用之無形資產至少每年進行一次及於有跡象顯示資產可能減值時進行減值測試。

可收回金額乃指公平值減去銷售成本與使用價值兩者中之較高者。評估使用價值時，估計未來現金流量會採用稅前折現率折現為現值，該稅前折現率反映對貨幣時間價值之當前市場評價及該資產特有風險，未有針對該風險調整估計未來現金流量。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則該資產(現金產生單位)之賬面值將減至其可收回金額。減值虧損會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損將根據其他準則以重估減值處理。

倘減值虧損於其後撥回，資產(現金產生單位)之賬面值將調高至其經修訂之估計可收回金額，惟經調高之賬面值不得超出該資產(現金產生單位)於過往年度未經確認減值虧損時之賬面值。減值虧損之撥回會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損之撥回將根據其他準則以重估增值處理。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments

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

Financial assets

Financial assets are classified into following specified categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

4. 主要會計政策(續)

(n) 財務工具

當集團實體成為工具合約條文之訂約方，即確認財務資產及財務負債。財務資產及財務負債初步按公平值計量。收購或發行財務資產及財務負債(按公平值計入損益之財務資產及財務負債除外)直接應佔之交易成本，於初步確認時在財務資產或財務負債之公平值計入或扣除(視適用情況而定)。收購按公平值計入損益之財務資產或財務負債直接應佔之交易成本，即時於損益確認。

財務資產

財務資產分類為以下特定類別：包括按公平值計入損益之財務資產、貸款及應收款項、持至到期投資以及可供銷售財務資產。有關分類視乎財務資產之性質及目的於初步確認時釐定。

實際利率法

實際利率法乃計算債務工具攤銷成本及按有關期間攤分利息收入之方法。實際利率為貼現債務工具之預計年期或(視適用情況而定)較短期間估計未來現金收入(當中包括所有構成實際利率部分之已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值之確切比率。

收入就分類為按公平值計入損益之財務資產以外之債務工具按實際利率基準確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Financial instruments (continued)

Financial assets at fair value through profit or loss ("Financial assets at FVTPL")

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

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

Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

4. 主要會計政策(續)

(n) 財務工具(續)

按公平值計入損益之財務資產

當財務資產乃持作買賣或指定為按公平值計入損益時，即分類為按公平值計入損益之財務資產

財務資產於下列情況歸類為持作買賣：

- 收購主要目的為在短期內出售；或
- 於初步確認時屬於本集團管理之已識別財務工具組合其中部分，且近期有短線獲利之實際模式；或
- 屬於衍生工具，惟並非指定及具有有效對沖作用之工具。

倘符合以下條件，持作買賣財務資產以外之財務資產可於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減少可能出現之計量或確認方面之不一致性；或
- 該財務資產是一組財務資產或財務負債或以上兩者之一部分，而根據本集團明文規定之風險管理或投資策略，該項資產之管理及表現評估乃以公平值為基準進行，而有關分組之資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具之合約之一部分，而香港會計準則第39號允許將整個組合合約(資產或負債)指定為按公平值計入損益。

按公平值計入損益之財務資產會按公平值計量，而重新計量產生之任何收益或虧損則於損益確認。於損益確認之收益或虧損淨額包括財務資產所賺取任何股息或利息。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

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

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intention and ability to hold to maturity, other than:

- (a) those that the entity upon initial recognition designates as at fair value through profit or loss;
- (b) those that the entity designates as available for sale; and
- (c) those that meet the definition of loans and receivables

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses.

4. 主要會計政策(續)

(n) 財務工具(續)

貸款及應收款項

貸款及應收款項乃並非於活躍市場報價之固定或待付非衍生財務資產。貸款及應收款項(包括應收賬款及其他應收款項以及現金及銀行結餘)按採用實際利率法計算之攤銷成本減任何減值列賬，惟倘應收款項為並無任何固定還款期之免息貸款或貼現影響微不足道則除外，於此情況下，有關應收款項會按成本列賬。

除所確認利息並不重大之短期應收款項外，利息收入採用實際利率確認。

持至到期投資

持至到期投資為附帶固定或待付及固定到期日之非衍生財務資產，而本集團有積極意向及能力持至到期，惟下列情況除外：

- (a) 實體於初次確認時指定為按公平值計入損益之持至到期投資；
- (b) 實體指定為可供銷售之持至到期投資；及
- (c) 符合貸款及應收款項釋義之持至到期投資。

於初步確認後，持至到期投資採用實際利率法以攤銷成本減任何已識別減值虧損計量。

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments (continued)

Available-for-sale financial assets ("AFS financial assets")

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

Impairment of financial assets

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

4. 主要會計政策(續)

(n) 財務工具(續)

可供銷售財務資產

可供銷售財務資產乃指定或並非分類為按公平值計入損益之財務資產、貸款及應收款項或持至到期投資之非衍生工具。

本集團持有分類為可供銷售財務資產並於活躍市場買賣之股本及債務證券，於各報告期末按公平值計量。有關採用實際利率法計算之利息收入及可供銷售股本投資之股息之可供銷售貨幣財務資產之賬面值變動於損益內確認。可供銷售金融資產賬面值之其他變動於其他全面收益中確認，並於投資重估儲備項下累計。倘投資獲出售或釐定為減值，先前於投資重估儲備中累計之累計收益或虧損將重新分類至損益。

倘本集團收取股息之權利獲確立時，於損益內確認可供銷售股本投資之股息。

於活躍市場並無市場報價及無法可靠地計量公平值之可供銷售股本投資，及與該等無報價股本投資掛鈎且須透過交付該等無報價股本投資進行結算之衍生工具，於各報告期間末按成本減任何已識別減值虧損計量。

財務資產減值

按公平值計入損益之財務資產以外之財務資產於各報告期末評估減值跡象。倘有客觀證據證明財務資產於初步確認後出現一項或多項影響有關投資估計未來現金流量之事宜，則財務資產被視為已減值。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments (continued)

Impairment of financial assets (continued)

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

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

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

For certain categories of financial asset, such as trade receivables, are assessed for impairment on an individual basis. Objective evidence of impairment for receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments that pass the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策(續)

(n) 財務工具(續)

可供銷售財務資產(續)

就可供銷售股本投資而言，倘有關證券之公平值顯著下降或持續低於其成本，則被視為減值之客觀證據。

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手出現重大財務困難；或
- 利息或本金付款出現逾期或拖欠情況；或
- 借款人可能面臨破產或進行財務重組；或
- 該財務資產因財務困難而並無活躍市場。

若干類別財務資產(如應收賬款)會個別評估減值。應收款項之客觀減值證據可包括本集團過往收取款項之經驗、超出信貸期之延誤付款數目增加及與拖欠應收款項相關之國家或本地經濟狀況顯著變動。

就按攤銷成本列賬之財務資產而言，減值金額乃按資產賬面值與以財務資產原定實際利率貼現之估計未來現金流量現值間之差額計算。倘往後期間減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前確認之減值虧損於損益撥回，惟該資產於減值撥回當日之賬面值不得超過倘並無確認減值而原應存在之攤銷成本。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Financial instruments (continued) Impairment of financial assets (continued)

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

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

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to profit or loss in the period.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

4. 主要會計政策(續)

(n) 財務工具(續)

財務資產減值(續)

就按成本列賬之財務資產而言，減值虧損金額乃按資產賬面值與以類似財務資產現行市場回報率貼現之估計未來現金流量現值間之差額計算。有關減值虧損不會於往後期間撥回。

所有財務資產之賬面值均直接減去減值虧損，惟應收賬款除外，其賬面金額乃透過撥備賬扣減。倘應收賬款被視為無法收回，則有關款項與撥備賬撇銷。其後收回過往撇銷之款項將計入撥備賬。撥備賬之賬面值變動於損益確認。

可供銷售財務資產如被視為已減值，早前於其他全面收益確認之累計收益或虧損會於期內重新分類至損益。

就可供銷售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。於減值虧損後出現之公平值增加乃於其他全面收益確認，並於投資重估儲備中累計。就可供銷售債務投資而言，倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關，則減值虧損其後透過損益撥回。

財務負債及股本

財務負債及集團實體發行之股本工具乃根據所訂立合約安排之內容及財務負債與股本工具之定義分類。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments (continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Trade and other payables

Trade and other payables are subsequently measured at amortised cost using the effective interest method, unless the effect of discounting would not be material, in which case they are stated at cost.

Other financial liabilities

Other financial liabilities (including bank borrowing, amounts due to minority shareholders of subsidiary, amounts due to directors of subsidiaries and amounts due to related companies of subsidiaries) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4. 主要會計政策(續)

(n) 財務工具(續)

實際利率法

實際利率法乃計算財務負債攤銷成本及按有關期間攤分利息開支之方法。實際利率為貼現財務負債之預計年期或(視適用情況而定)較短期間估計未來現金付款(當中包括所有構成實際利率部分之已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值之確切比率。

利息開支按實際利率基準確認。

應付賬款及其他應付款項

應付賬款及其他應付款項其後以實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則按成本列賬。

其他財務負債

其他財務負債(包括銀行借貸、應付附屬公司少數股東之款項、應付附屬公司董事之款項及應付附屬公司關聯公司之款項)其後以實際利率法按攤銷成本計量。

股本工具

股本工具為任何證明實體扣除其所有負債後資產剩餘權益之合約。本集團發行之股本工具按已收所得款項扣除直接發行成本入賬。

本公司購回其本身股本工具直接於權益確認及扣除。概不會就本公司購買、出售、發行或註銷本身股本工具而於損益確認任何收益或虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Financial instruments (continued)

Derecognition

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

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

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

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

4. 主要會計政策(續)

(n) 財務工具(續)

取消確認

本集團僅於自資產獲得現金流量之合約權利到期時，或本集團將財務資產及資產所有權之絕大部分風險及回報轉讓予另一實體時取消確認財務資產。倘本集團未轉讓亦無保留所有權之絕大部分風險及回報，而繼續控制已轉讓資產，則本集團繼續確認其持續參與之資產及相關負債。倘本集團保留已轉讓財務資產所有權之絕大部分風險及回報，則本集團繼續確認該財務資產，亦會就已收取之所得款項確認有抵押借貸。

全面取消確認財務資產時，資產賬面值與已收及應收代價以及累計收益或虧損(已於其他綜合收益確認並於權益累計)總和間之差額，於損益確認。

除全面取消確認外，於取消確認財務資產時，本集團將財務資產之過往賬面值於其仍確認之部分及不再確認部分之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損總和間之差額，乃於損益內確認。已於其他全面收益確認之累計收益或虧損乃按繼續確認部分及不再確認部分之相關公平值於該兩者間作出分配。

本集團僅於責任獲免除、取消或到期時，方會取消確認財務負債。獲取取消確認之財務負債之賬面值與已付及應付代價間差額於損益內確認。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(o) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises purchase price and direct expenses that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realizable value represents the estimated selling price in the ordinary course of business less all estimated expenses to be incurred in marketing, selling and distribution.

(p) Cash and cash equivalents

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

(q) Provisions and contingent liabilities

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

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

4. 主要會計政策(續)

(o) 存貨

存貨乃按成本與可變現淨值兩者之較低者列賬。成本包括購買價及於將存貨運至現時地點及調適至現時狀況而已產生之直接開支。成本乃按加權平均法計算。可變現淨值乃於日常業務過程中之估計售價減於市場推廣、銷售及分銷中將產生之所有估計開支。

(p) 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括銀行及手頭現金、活期銀行存款，以及可隨時轉換為已知數額現金、並無承受重大價值變動風險及一般於購入後三個月內短期到期之短期高流動性投資，減須按要求償還並構成本集團現金管理一部分之銀行透支。

(q) 撥備及或然負債

當本集團因過往事件而須承擔法定或推定責任，而結算債務可能要求流出經濟利益，並能可靠地作出估計時，撥備將予確認。倘貨幣時間價值之影響屬重大，則有關撥備將按預計清償該責任所需開支之現值列賬。

所有撥備均於各報告日期檢討，並作出調整以反映當時最佳估計。

當流出經濟利益之可能性不大，或未能可靠估計數額，則有關責任會披露為或然負債，除非流出經濟利益之可能性很低。純粹視乎日後有否出現一項或多項並非完全在本集團控制內之不確定事件而可能產生之責任，亦會披露為或然負債，除非流出經濟利益之可能性很低。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(r) Discontinued operations

A discontinued operation is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

(s) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

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

or

4. 主要會計政策(續)

(r) 已終止業務

已終止業務乃本集團業務之一部分，其營運及現金流可自本集團其他部分明確區分，且代表一項獨立主線業務或經營地區；或為一項涉及出售獨立主線業務或經營地區之單一協調計劃其中部分；或屬專為轉售而購入之附屬公司。

出售業務或(倘較早進行)有關營運符合分類為持作出售之條件(見上文(i)項)，則分類為已終止業務。業務廢止時亦會進行有關分類。

業務分類為已終止經營業務時，包括以下各項之單一數額於損益表賬面上呈列：

- 已終止業務之除稅後溢利或虧損；及
- 於計量構成已終止業務之資產或出售組別之公平值減銷售成本或於出售有關資產或出售組別時確認之除稅後收益或虧損。

(s) 有關聯人士

就該等財務報表而言，下列人士將視為與本集團有關聯：

- (i) 下列人士或該人士之近親與報告實體有關聯：
 - (1) 擁有本集團控制權或共同控制權；
 - (2) 對本集團擁有重大影響力；或
 - (3) 屬本集團或本集團母公司之主要管理人員。

或

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(s) Related parties (continued)

(ii) The party is an entity where the following conditions applies:

- (1) the entity and the Group are the members of the same group;
- (2) one entity is an associate or joint venture of another entity (or of an parent, subsidiary or fellow subsidiary of another entity);
- (3) the entity and the Group are joint ventures of the same third party;
- (4) one entity is a joint venture of a third party and the other entity is an associate of the third entity;
- (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (6) the entity is controlled or jointly controlled by a person identified in (i); and
- (7) a person is identified in (i)(1) has significant influence over the entity or is a member of key management personnel of the entity (or of the parent of the entity).

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

4. 主要會計政策(續)

(s) 有關聯人士(續)

(ii) 倘符合下列任何條件，即該實體與本集團有關聯：

- (1) 該實體與本集團為同一集團之成員公司；
- (2) 一間實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
- (3) 實體與本集團均為同一第三方之合營企業；
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
- (5) 該實體乃為本集團或與本集團有關聯實體之僱員福利所設立離職後福利計劃；
- (6) 該實體受(i)所指明人士控制或共同控制；及
- (7) (i)(1)所指明人士對該實體具有重大影響力或為該實體或該實體母公司之主要管理人員。

某名人士之近親為預期於與實體進行交易時可能影響該人士或受該人士影響之該等家族成員。

當資源或責任於有關聯人士之間轉移時，該交易被視為有關聯人士交易。

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Share-based payment transactions

(i) Equity-settled share-based payment transactions

(1) Share options granted to employees

For share options granted to employees, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The effect of the change in estimate, if any, is recognized in profit or loss with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognized in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share options reserve will be transferred to retained profits.

(2) Share options granted to suppliers/ consultants

For share options granted to suppliers/consultants in exchange for goods or services, they measured at the fair value of the goods or services received. The fair values of the goods or services are recognized as expenses immediately, unless the goods or services qualify for recognition as assets. Corresponding adjustments have been made to equity (share options reserve).

4. 主要會計政策(續)

(t) 以股份為基礎之付款交易

(i) 以權益方式結算及以股份為基礎之付款交易

(1) 向僱員授出購股權

就授予僱員之購股權而言，所獲得服務之公平值參考所授出購股權於授出日期之公平值釐定，並於歸屬期間以直線法支銷，另相應增加權益(購股權儲備)。

本集團於各報告期末修訂其對預期最終歸屬購股權數目之估計。估計變動之影響(如有)於損益確認，並對購股權儲備作相應調整。

行使購股權時，過往於購股權儲備確認之款額將轉撥至股份溢價。倘購股權於歸屬日期後沒收或於屆滿日期仍未獲行使，則過往於購股權儲備確認之款額將轉撥至保留盈利。

(2) 向供應商／顧問授出購股權

就換取貨品或服務而授予供應商／顧問之購股權乃按所獲取貨品或服務之公平值計量。貨品或服務之公平值即時確認為開支，惟貨品或服務合資格被確認為資產則作別論。權益(購股權儲備)已作出相應調整。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Share-based payment transactions

(continued)

(ii) Cash-settled share-based payment transactions

For cash-settled share-based payments, the Group measures the goods or services acquired and the liability incurred at the fair value of the liability. At the end of each reporting period, the liability is remeasured at its fair value until the liability is settled, with any changes in fair value recognized in profit or loss.

(u) Segment reporting

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

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

5. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4. 主要會計政策(續)

(t) 以股份為基礎之付款交易(續)

(ii) 以現金結算及以股份為基礎之付款交易

就以現金結算及以股份為基礎之付款而言，本集團按負債公平值計量所收購貨品或服務及所產生負債。於各報告期末，負債按公平值重新計量直至清償負債為止，而任何公平值變動則於損益確認。

(u) 分類報告

經營分類及各分類項目於財務報表內呈報之金額，乃根據就資源分配及評估本集團不同業務及地區表現而定期提供予本集團最高行政管理人員之財務資料識別。

就財務申報而言，除非分類具備類似經濟特徵以及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法及監管環境性質方面相類似，否則個別重大經營分類不會進行合算。倘個別並不屬重大之經營分類符合上述大部分標準，則可進行合算。

5. 關鍵會計判斷及估計

應用附註4所述本集團之會計政策時，管理人員就無法輕易自其他來源明確取得之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃以過往經驗及其他被認為相關之因素為基準。實際結果可能與該等估計有所不同。

該等估計及相關假設乃按持續基準檢討。倘會計假設之修訂僅影響作出修訂之期間，則有關修訂於作出修訂之期間確認，或倘有關修訂對目前及未來期間均有影響，則其於作出修訂期間及未來期間確認。

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綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Estimated impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 March 2014 was approximately HK\$42,000,000 (31 March 2013: HK\$178,718,000). More details are given in note 18 to the consolidated financial statements.

(ii) Impairment of other intangible assets

The carrying values of other intangible assets are reviewed for impairment when there are any indications that the carrying value of other intangible assets may not be recoverable. The Group considered that no fact and circumstances occurred which would suggest that the carrying amount of other intangible assets may exceed its recoverable amount.

(iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technologies changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

5. 關鍵會計判斷及估計(續)

估計不確定性之主要來源

以下為有關未來之主要假設，以及於各報告期末足以導致對下一財政年度內資產及負債之賬面值作出重大調整之主要風險之估計不確定性之其他主要來源。

(i) 商譽之估計減值

本集團最少每年釐定商譽有否出現減值。此舉要求估計商譽所屬現金產生單位之使用價值。估計使用價值時，本集團須對現金產生單位之預期未來現金流量作出估計，並選擇合適貼現率以計算該等現金流量之現值。於二零一四年三月三十一日，商譽之賬面值約為42,000,000港元(二零一三年三月三十一日：178,718,000港元)。進一步詳情載於綜合財務報表附註18。

(ii) 其他無形資產減值

於有任何跡象顯示其他無形資產之賬面值可能無法收回時，則審閱其他無形資產之賬面值之減值。本集團認為，並無任何事實或發生任何情況顯示其他無形資產之賬面值可能超出其可收回金額。

(iii) 折舊

物業、廠房及設備項目以直線法於資產估計可使用年期折舊，當中計及估計剩餘價值。本集團定期檢討資產估計可使用年期，以釐定任何報告期間支銷之折舊開支。可使用年期按本集團對類似資產之過往經驗釐定，並計及預計技術變化。過往估計如有重大轉變，日後期間折舊開支將予調整。

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

5. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(iv) Contingent consideration payable

The Group has accounted for the contingent consideration payable in the acquisition of subsidiaries as detailed in Note 36 in accordance with the provisions of HKFRS 3 (Revised) — Business Combinations. The number of shares of the Company which would be issued as consideration of the acquisition is subject to the results of the acquired subsidiaries. The Group determines the provision to be made in respect of the contingent consideration based on the fair value of the shares of the Company at the date of acquisition of the subsidiaries and the directors' best estimate and weighted probability analysis of the achievement of performance requirements in future by the subsidiaries. As the process requires input of subjective assumptions, any changes to the assumptions can materially affect the provision made. Subsequent gain or loss in fair value is recognised in profit or loss. As at 31 March 2014, total provision made in respect of contingent consideration by the Group amounted to approximately HK\$31,167,000 (2013: HK\$52,360,000) and was included in contingent consideration payable.

6. REVENUE

- (a) An analysis of the Group's revenue for the year is as follows:

5. 關鍵會計判斷及估計(續)

估計不確定性之主要來源(續)

(iv) 應付或然代價

根據香港財務報告準則第3號(經修訂)一業務合併之條文,本集團已將附註36所詳述收購附屬公司之應付或然代價入賬。本公司將予發行作為收購代價之股份數目將視乎所收購附屬公司業績而定。本集團根據本公司股份於收購附屬公司日期之公平值以及董事對附屬公司未來可達致表現要求之最佳估計及加權概率分析,釐定就該等或然代價作出之撥備。由於過程須作出主觀假設,假設之任何變動可對所作撥備造成重大影響。公平值隨後產生之收益或虧損乃於損益中確認。於二零一四年三月三十一日,本集團就或然代價所作撥備總額約為31,167,000港元(二零一三年:52,360,000港元),並已計入應付或然代價。

6. 收益

- (a) 本集團年內之收益分析如下:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations			
Anti-aging and stem cell technology businesses			
— Sales of healthcare products	持續經營業務 抗衰老及幹細胞技術 業務 — 銷售保健產品	—	17,146
— Stem cell technology business	— 幹細胞技術業務	12,343	1,850
		12,343	18,996
Trading business			
— Sales of electronic components	一般貿易 — 銷售電子部件	—	3,146
— Sales of cotton yarns	— 銷售棉紗	26,199	17,010
— Sales of metals	— 銷售金屬	636,837	—
		663,036	20,156
Money lending business			
— Interest income from loans receivables	放債業務 — 來自應收貸款之利息收入	4,512	—
		679,891	39,152

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

6. REVENUE (continued)

(b) An analysis of the Group's other revenue and net income for the year is as follows:

6. 收益(續)

(b) 本集團年內之其他收益及收入淨額分析如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Exchange gain	匯兌收益	7	410
Interest income on:	利息收入：		
— Bank deposits	— 銀行存款	18	40
— Other loans receivables	— 其他應收貸款	5,805	7,045
Sundry income	雜項收入	19	—
		5,849	7,495

7. FINANCE COSTS

7. 財務費用

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Interest expense on bank and other borrowings wholly repayable within five years	須於五年內悉數償還銀行及其他借貸之利息開支	—	—

There was no borrowing cost capitalized during the year (2013: Nil).

年內，概無任何資本化借貸成本(二零一三年：無)。

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

8. LOSS BEFORE TAX FROM CONTINUING OPERATIONS

Loss before tax from continuing operations of the Group has been arrived at after charging:

8. 來自持續經營業務之除稅前虧損

本集團來自持續經營業務之除稅前虧損已扣除下列各項：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Staff costs (including directors' emoluments)		
— Salaries and allowances	26,737	12,605
— contributions to defined contributions retirement benefits schemes	838	353
	27,575	12,958
Auditors' remuneration		
— audit services	700	550
— non-audit services	120	350
Depreciation of property, plant and equipment	7,500	3,096
Loss on disposal of property, plant and equipment	—	1,072
Legal and professional fees (Note)	7,198	9,966
Operating lease rentals in respect of rented premises	13,316	5,402
Carrying amount of inventories sold	660,449	35,758

Note: During the year, legal and professional fees included equity-settled share-based payments in aggregated amounts of approximately HK\$2,539,000 granted to consultants of the Company (2013: HK\$5,671,000).

附註：年內，法律及專業費用包括授予本公司顧問之以權益方式結算及以股份為基礎之付款合共約2,539,000港元(二零一三年：5,671,000港元)。

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9. INCOME TAX

Income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Current tax	即期稅項		
Hong Kong	香港	12	11
PRC enterprise income tax	中國企業所得稅	-	-
Deferred tax (Note 29)	遞延稅項(附註29)	-	-
		12	11

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the year.

香港利得稅乃按年內估計應課稅溢利以稅率16.5%(二零一三年:16.5%)計提撥備。

PRC enterprise income tax on the profits arising in the PRC has been provided on the estimated assessable profits at the rates prevailing in the PRC.

中國企業所得稅乃按估計源自中國之應課稅溢利以中國現行稅率計提撥備。

The income tax expense for the year can be reconciled to the loss before tax as follows:

可與除稅前虧損對賬之本年度所得稅開支如下:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Loss before tax	除稅前虧損	(132,825)	(41,801)
Notional tax on loss before tax, calculated at the tax rates applicable to profits in the jurisdictions concerned	除稅前虧損之名義稅，按相關司法權區適用利得稅稅率計算	23,823	7,226
Tax effect of non-taxable income	毋須課稅收入之稅務影響	7,331	4,254
Tax effect of expenses not deductible and loss not allowable	不可扣除開支及不可扣稅虧損之稅務影響	(25,562)	(3,441)
Tax effect of temporary difference not recognised	未確認暫時差額之稅務影響	(247)	(4,580)
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅務影響	(6,220)	(3,470)
Tax effect of utilization of tax losses not previously recognised	先前未確認動用稅項虧損之稅務影響	852	-
Overprovision in previous year	過往年度之超額撥備	11	-
Income tax expense for the year	本年度所得稅開支	(12)	(11)

There was no income tax recognised in other comprehensive income and directly in equity (2013: Nil).

概無所得稅於其他全面收益及直接於權益確認(二零一三年:無)。

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10. DISCONTINUED OPERATIONS

On 24 July 2013, the Group entered into a sale agreement to dispose of Qinghai Fuli Fenghuangshan Cemetery Company Limited and Taiyuan City Wufuling Company Limited, non-wholly owned subsidiaries engaged in funeral and related businesses, for an aggregate consideration of HK\$33,000,000. As the management of the Company considered the past performance and future business prospect of the funeral and related businesses are not positive, the disposal of the loss making businesses is in the interest of the Company and its shareholders. The disposal was completed on 15 October 2013. Details of assets and liabilities disposed of, and the calculation of loss on disposal, are disclosed in note 37. As a result of the disposal, the Group discontinued all of its funeral and related businesses. In accordance with HKFRS 5 “Non-Current Assets Held for Sale and Discontinued Operations”, their results were therefore classified as discontinued operations and the comparative information are restated accordingly.

10. 已終止業務

於二零一三年七月二十四日，本集團訂立銷售協議出售從事殯葬及相關業務之非全資附屬公司青海福利鳳凰山公墓股份有限公司及太原市五福陵股份有限公司，總代價為33,000,000港元。由於本公司管理層認為殯葬及相關業務之過往表現及未來業務前景並不樂觀，故出售錄得虧損之業務符合本公司及其附屬公司之利益。出售事項已於二零一三年十月十五日完成。有關出售資產及負債之詳情及出售虧損之計量方法於附註37內披露。由於進行出售事項，本集團已終止經營所有殯葬及相關業務。根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」，其業績因此分類為已終止業務，比較資料亦相應獲重列。

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

10. DISCONTINUED OPERATIONS (continued)

The results of the funeral and related businesses for the years ended 31 March 2014 and 2013 are as follows:

10. 已終止業務(續)

截至二零一四年及二零一三年三月三十一日止年度殯葬及相關業務之業績如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Turnover	營業額	26,896	46,961
Cost of sales	銷售成本	(8,817)	(11,592)
Gross profit	毛利	18,079	35,369
Other revenue and net income	其他收益及收入淨額	4	9
Gain on disposal of assets and liabilities classified as held for sale	出售分類為持作銷售之資產及負債之收益	5,015	-
Impairment of other receivables written bank	其他應收款項減值撥回	-	247
Impairment loss of goodwill	商譽減值虧損	(8,888)	-
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	(50,253)	-
Impairment loss of other receivables	其他應收款項減值虧損	-	(3,882)
Administrative and other operating expenses	行政及其他經營開支	(13,606)	(29,309)
Finance costs	財務成本	(1,901)	(2,582)
Loss before tax	除稅前虧損	(51,550)	(148)
Income tax	所得稅	(571)	(1,166)
Loss for the year	本年度虧損	(52,121)	(1,314)
Other comprehensive income	其他全面收益		
Exchange difference arising from translation of foreign operations	換算海外業務產生之匯兌差額	2,198	427
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	(6,853)	-
Total comprehensive income for the year	本年度全面收益總額	(56,776)	(887)
Loss for the year attributable to:	應佔本年度虧損：		
Owners of the Company	本公司擁有人	(28,584)	(647)
Non-controlling interests	非控股權益	(23,537)	(667)
		(52,121)	(1,314)
Total comprehensive income for the year attributable to:	本年度應佔全面收益總額：		
Owners of the Company	本公司擁有人	(34,310)	(428)
Non-controlling interests	非控股權益	(22,466)	(459)
		(56,776)	(887)

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10. DISCONTINUED OPERATIONS (continued)

Loss before tax from discontinued operations of the Group has been arrived at after charging:

10. 已終止業務(續)

本集團已終止業務之除稅前虧損已扣除下列各項：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Staff costs (including directors' emoluments) 員工成本(包括董事酬金)		
— Salaries and allowances 一薪金及津貼	4,605	10,474
— contributions to defined contributions retirement benefits schemes 一向定額供款退休福利計劃供款	166	599
Amortization of leasehold land 租賃土地攤銷	4,771	11,073
Depreciation of property, plant and equipment 物業、廠房及設備折舊	2	4
Loss on disposal of property, plant and equipment 出售物業、廠房及設備之虧損	3,886	7,796
Impairment loss on property, plant and equipment 物業、廠房及設備之減值虧損	—	1,038
Impairment loss on goodwill 商譽減值虧損	50,253	—
Carrying amount of inventories sold 已售存貨之賬面值	8,888	—
	8,817	11,591

Cash flows generated from discontinued operations of the Group

本集團已終止業務產生之現金流量

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Operating activities 經營活動	3,209	(11,847)
Investing activities 投資活動	(619)	(3,746)
Financing activities 融資活動	(1,901)	14,824
Net cash inflows/(outflows) 現金流入/(流出)淨額	689	(769)

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11. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated loss attributable to the owners of the Company for the year ended 31 March 2014 includes a profit of approximately HK\$44,562,000 (2013: profit of approximately HK\$9,829,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's loss for the year is as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amount of consolidated profit attributable to owners of the Company dealt with in the Company's financial statements	於本公司財務報表處理之本公司擁有人應佔綜合溢利金額	44,562	9,829
Impairment losses recognised on investment in subsidiaries	就附屬公司投資確認之減值虧損	(166,000)	(14,000)
Impairment losses recognised on amounts due from subsidiaries	就應收附屬公司款項確認之減值虧損	(67,627)	-
Impairment losses recognised on amounts due from subsidiaries written back	撥回就應收附屬公司款項確認之減值虧損	1,413	-
Company's loss for the year	本公司本年度虧損	(187,652)	(4,171)

11. 本公司擁有人應佔虧損

截至二零一四年三月三十一日止年度之本公司擁有人應佔綜合虧損包括已於本公司財務報表內處理之溢利約44,562,000港元(二零一三年：溢利約9,829,000港元)。

上述金額與本公司本年度虧損之對賬如下：

12. DIVIDEND

No dividend has been paid during the year nor proposed for the year (2013: Nil).

12. 股息

本年度內並無派發任何股息，亦無建議就本年度派發任何股息(二零一三年：無)。

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13. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share is based on the following data:

13. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據下列數據計算：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		
— from continuing operations	— 來自持續經營業務	(123,618)	(34,967)
— from discontinuing operations	— 來自已終止業務	(28,583)	(647)
— from continuing and discontinuing operations	— 來自持續經營及已終止業務	(152,201)	(35,614)
Weighted average number of ordinary shares	普通股加權平均數	2014 二零一四年	2013 二零一三年
Issued ordinary shares at 1 April	於四月一日之已發行普通股	3,291,952,805	2,492,786,138
Effects of ordinary shares issued	已發行普通股之影響	387,812,877	511,628,767
		3,679,765,682	3,004,414,905

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13. LOSS PER SHARE (continued)

(b) Diluted loss per share

The calculation of the diluted loss per share is based on the following data:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		
— from continuing operations	— 來自持續經營業務	(123,618)	(34,967)
— from discontinuing operations	— 來自已終止業務	(28,583)	(647)
— from continuing and discontinuing operations	— 來自持續經營及已終止業務	(152,201)	(35,614)
Weighted average number of ordinary shares (diluted)	普通股加權平均數 (已攤薄)	2014 二零一四年	2013 二零一三年
Weighted average number of ordinary shares at 31 March	於三月三十一日之普通股加權平均數	3,679,765,682	3,004,414,905
Effects of exercise of share options	行使購股權之影響	179,000,000	173,000,000
Effects of contingent consideration shares	或然代價股份之影響	249,333,333	249,333,333
		4,108,099,015	3,426,748,238

For the year ended 31 March 2014, the computation of diluted loss per share does not assume the exercise of the Company's share options granted under Share Option Scheme A (Note 31) because the exercise price of those options was higher than the average market price.

For the year ended 31 March 2013, the computation of diluted loss per share does not assume the exercise of the Company's share options granted under Share Option Scheme A (Note 31) because the exercise price of those options was higher than the average market price.

The diluted loss per share for the years ended 31 March 2014 and 2013 has not been disclosed as the potential shares arising from exercise of the Company's share options would decrease the loss per share of the Group for these years and is regarded as anti-dilutive.

13. 每股虧損(續)

(b) 每股攤薄虧損

每股攤薄虧損乃根據下列數據計算：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		
— from continuing operations	— 來自持續經營業務	(123,618)	(34,967)
— from discontinuing operations	— 來自已終止業務	(28,583)	(647)
— from continuing and discontinuing operations	— 來自持續經營及已終止業務	(152,201)	(35,614)
Weighted average number of ordinary shares (diluted)	普通股加權平均數 (已攤薄)	2014 二零一四年	2013 二零一三年
Weighted average number of ordinary shares at 31 March	於三月三十一日之普通股加權平均數	3,679,765,682	3,004,414,905
Effects of exercise of share options	行使購股權之影響	179,000,000	173,000,000
Effects of contingent consideration shares	或然代價股份之影響	249,333,333	249,333,333
		4,108,099,015	3,426,748,238

截至二零一四年三月三十一日止年度，計算每股攤薄虧損時並無假設本公司根據購股權計劃甲(附註31)授出之購股權獲行使，此乃由於該等購股權之行使價高於平均市價。

截至二零一三年三月三十一日止年度，計算每股攤薄虧損時並無假設本公司根據購股權計劃甲(附註31)授出之購股權獲行使，此乃由於該等購股權之行使價高於平均市價。

由於本公司購股權獲行使時產生之潛在股份將減少截至二零一四年及二零一三年三月三十一日止年度之每股虧損，被視為具反攤薄影響，故未有披露該等年度之每股攤薄虧損。

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14. SEGMENT INFORMATION

The Group's operating segment information is based on the internal reports that are regularly reviewed by the chief operating decision maker, Chief Executive Officer of the Company ("CEO").

During the year, the Group has amended the format of management information provided to the CEO for the purpose of resources allocation and performance assessment of the Group. The sale of electronic components and cotton yarns reportable segment is reclassified as trading business reportable segment and the sale of healthcare products reportable segment and stem cell technology business reportable segment are aggregated as the anti-aging and stem cell technology business reportable segment.

The Group's operating and reportable segments under HKFRS 8 are as follows:

- (a) Anti-aging and stem cell technology businesses;
- (b) Trading business;
- (c) Money lending business; and
- (d) Funeral and related businesses (classified as discontinued operations at the end of the reporting period)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. For the purposes of resources allocation and performance assessment, the CEO monitors the results, assets and liabilities to each reportable segments on the following basis:

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

The measure used for performance evaluation of reportable segment is profit/(loss) before tax, which is consistent with the Group's profit/(loss) before tax except that loss on available-for-sale investments, gain on disposal of held-for-trading investments, fair value changes, of held-for-trading investments, impairment of goodwill, impairment of other receivables, impairment of other receivables written back, unallocated corporate income and expenses, finance costs and taxation are excluded from such measurement.

14. 分類資料

本集團之經營分類資料乃根據內部報告編製，該等報告由主要經營決策人及本公司行政總裁（「行政總裁」）定期審閱。

於本年度，本集團已修訂提供予行政總裁之管理資料形式以供分配資源及評估本集團表現。銷售電子部件、棉紗及金屬之可報告分類重新分類作貿易業務可報告分類，而銷售保健產品可報告分類及幹細胞技術業務可報告分類合併為抗衰老及幹細胞技術業務可報告分類。

根據香港財務報告準則第8號，本集團之經營及可報告分類如下：

- (1) 抗衰老及幹細胞技術業務；
- (2) 貿易業務；
- (3) 放債業務；及
- (4) 殯葬及相關業務（於報告期末分類為已終止業務）。

可報告分類之會計政策與本集團附註4所述之會計政策相同。為作資源分配及表現評估，行政總裁按以下基準監控各可報告分類之業績、資產及負債：

收益及開支經參考該等分類產生之收益及該等分類應佔資產折舊或攤銷產生之收益及開支分類至可報告分類。

可報告分類之表現評估所用計量方法為與本集團除稅前溢利／（虧損）一致之除稅前溢利／（虧損），惟可供銷售投資之虧損、出售持作買賣投資之收益、持作買賣投資之公平值變動、商譽減值、其他應收款項減值、其他應收款項減值撥回、未分類集團收入及開支、財務費用及稅項不採用該計量方法。

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14. SEGMENT INFORMATION (continued)

Segment assets include all tangible assets, intangible assets and current assets with the exception of intercompany receivables and other corporate assets.

Segment liabilities include trade and other payables managed directly by the segments with the exception of intercompany payables and other corporate liabilities.

Information regarding the above segments is reported below:

(a) Segment revenues and results

2014 二零一四年		Continuing operations 持續經營業務				Discontinued operations 已終止業務		
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Inter-Segment elimination 分類間對銷 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Funeral and related businesses 殯葬及相關業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Revenue	收益							
External customer	外來客戶	12,343	663,036	4,512	-	679,891	26,896	706,787
Inter-segment	分類間	500	-	-	(500)	-	-	-
Total	總額	12,843	663,036	4,512	(500)	679,891	26,896	706,787
Segments results	分類業績	(29,883)	(14,967)	143	-	(44,707)	4,477	(40,230)
Impairment of goodwill	商譽減值	(131,913)				(131,913)	(8,888)	(140,801)
Impairment of property, plant and equipment	物業、廠房及設備減值					-	(50,253)	(50,253)
Gain on disposal of assets and liabilities classified as held for sale	出售分類為可供銷售資產及負債之收益					-	5,015	5,015
Fair value change on held-for-trading investments	持作買賣投資之公平值變動					23,140	-	23,140
Gain on disposal of held-for-trading investments	出售持作買賣投資之收益					8,527	-	8,527
Unallocated corporate income	未分類集團收入					30,736	-	30,736
Unallocated corporate expenses	未分類集團開支					(18,608)	-	(18,608)
Finance costs	財務費用					-	(1,901)	(1,901)
Taxation	稅項	11		(23)		(12)	(571)	(583)
Loss for the year	本年度虧損					(132,837)	(52,121)	(184,958)

14. 分類資料(續)

分類資產包括所有有形資產、無形資產及流動資產，惟不包括公司間應收款項及其他公司資產。

分類負債包括分類直接管理之應收賬款及其他應收款項，惟不包括公司間應付款項及其他公司負債。

有關上述分類之資料呈列如下：

(a) 分類收益及業績

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14. SEGMENT INFORMATION (continued)

(a) Segment revenues and results (continued)

14. 分類資料(續)

(a) 分類收益及業績(續)

2013 (restated) 二零一三年(經重列)		Continuing operations 持續經營業務				Discontinued operations 已終止業務		Total
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Inter-Segment elimination 分類間對銷 HK\$'000 千港元	Total	Funeral and related businesses 殯葬及相關業務 HK\$'000 千港元	
Revenue	收益							
External customer	外來客戶	18,996	20,156	-	-	39,152	46,961	86,113
Inter-segment	分類間	-	-	-	-	-	-	-
Total	總額	18,996	20,156	-	-	39,152	46,961	86,113
Segments results	分類業績	(18,938)	(3,668)	-	-	(22,606)	6,069	(16,537)
Impairment of goodwill	商譽減值	(28,205)				(28,205)	-	(28,205)
Impairment of other receivables	物業、廠房及設備減值					-	(3,882)	(3,882)
Impairment loss of other receivables written back	其他應收款項減值虧損撥回					-	247	247
Fair value change on held-for-trading investments	持作買賣投資之公平值變動					7,319	-	7,319
Gain on disposal of held-for-trading investments	出售持作買賣投資之收益					590	-	590
Unallocated corporate income	未分類集團收入					24,459	-	24,459
Unallocated corporate expenses	未分類集團開支					(23,358)	-	(23,358)
Finance costs	財務費用					-	(2,582)	(2,582)
Taxation	稅項	(11)				(11)	(1,166)	(1,177)
Loss for the year	本年度虧損					(41,812)	(1,314)	(43,126)

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14. SEGMENT INFORMATION (continued)

(b) Segment assets and liabilities

14. 分類資料(續)

(b) 分類資產及負債

2014 二零一四年		Continuing operations 持續經營業務			Discontinued operations 已終止業務		
		Anti-aging & stem cell technology business 抗衰老及幹細胞技術業務	Trading business 貿易業務	Money lending business 放債業務	Total	Funeral and related businesses 殯葬及相關業務	Total
		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	
Segment assets	分類資產	28,600	72,829	101,333	202,762	–	202,762
Goodwill	商譽	42,000			42,000	–	42,000
Unallocated assets	未分類資產				196,998	–	196,998
Consolidated assets	綜合資產						441,760
Segment liabilities	分類負債	51,742	5,313	24	57,079	–	57,079
Unallocated liabilities	未分類負債						37,825
Consolidated liabilities	綜合負債						94,904

2013 (restated) 二零一三年(經重列)		Continuing operations 持續經營業務			Discontinued operations 已終止業務		
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務	Trading business 貿易業務	Money lending business 放債業務	Total	Funeral and related businesses 殯葬及相關業務	Total
		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	
Segment assets	分類資產	35,977	46,925	100	83,002	250,779	333,781
Goodwill	商譽	169,830			169,830	8,888	178,718
Unallocated assets	未分類資產						178,720
Consolidated assets	綜合資產						691,219
Segment liabilities	分類負債	31,454	297	–	31,751	136,748	168,499
Unallocated liabilities	未分類負債						58,722
Consolidated liabilities	綜合負債						227,221

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14. SEGMENT INFORMATION (continued)

(c) Other segment information

14. 分類資料(續)

(c) 其他分類資料(續)

2014 二零一四年		Continuing operations 持續經營業務			Discontinued operations 已終止業務		
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Funeral and related businesses 殯葬及相關業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Interest income*	利息收入*	1	13	-	14	3	17
Interest expenses	利息開支	-	-	-	-	1,901	1,901
Depreciation and amortization	折舊及攤銷	4,687	2,305	-	6,992	3,886	10,878
Impairment of goodwill	商譽減值	131,913	-	-	131,913	8,888	140,801
Impairment of property, plant and equipment	物業、廠房及設備減值	-	-	-	-	50,253	50,253
Income tax expenses	所得稅開支	(11)	-	23	12	571	583
Additions to non-current segment assets during the year	於本年度添置非流動分類資產	10,393	35,666	-	46,059	622	46,681

* Exclude interest income in turnover.

* 不包括在營業額之利息收入。

2013 (restated) 二零一三年(經重列)		Continuing operations 持續經營業務			Discontinued operations 已終止業務		
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Funeral and related businesses 殯葬及相關業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Interest income*	利息收入*	-	7	-	7	6	13
Interest expenses	利息開支	-	-	-	-	2,582	2,582
Depreciation and amortization	折舊及攤銷	2,075	-	-	2,075	7,800	9,875
Impairment of goodwill	商譽減值	28,025	-	-	28,205	-	28,205
Impairment of other receivables	其他應收款項減值	-	-	-	-	3,882	3,882
Impairment of other receivables written back	其他應收款項減值撥回	-	-	-	-	247	247
Income tax expenses	所得稅開支	11	-	-	11	1,166	1,177
Additions to non-current segment assets during the year	於本年度添置非流動分類資產	218,166	4,188	-	222,354	3,756	226,110

* Exclude interest income in turnover.

* 不包括在營業額之利息收入。

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14. SEGMENT INFORMATION (continued)

(d) Geographical information

The Group operates in the People's Republic of China (excluding Hong Kong) ("the PRC") and Hong Kong.

The following is an analysis of the revenue from external customers by location of operations and information about its non-current assets by location of assets:

14. 分類資料(續)

(d) 地區資料

本集團於中華人民共和國(不包括香港)(「中國」)及香港經營。

以下為按經營地點劃分之外來客戶之收益及其按資產地點劃分之非流動資產之資料分析：

2014 二零一四年		Revenue from external customers 外來客戶 之收益 HK\$'000 千港元	Non-current assets 非流動資產 HK\$'000 千港元
Hong Kong	香港	16,166	38,273
PRC	中國	690,621	121,423
		706,787	159,696
2013 二零一三年		Revenue from external customers 外來客戶 之收益 HK\$'000 千港元	Non-current assets 非流動資產 HK\$'000 千港元
Hong Kong	香港	20,168	189,420
PRC	中國	65,945	119,180
		86,113	308,600

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14. SEGMENT INFORMATION (continued)

(e) Information about major customers

Analysis of revenue from transactions with a single external customer amount to 10% or more of the Group's revenue is as follows:

Operating segment
經營分類

	External customer 外來客戶		Revenue 收益	
	Number 數目	Revenue 收益	Number 數目	Revenue 收益
	2014 二零一四年	2013 二零一三年 (restated) (經重列)	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (restated) (經重列)
Anti-aging and stem cell technology businesses	–	1	–	17,146
Trading business	2	1	602,514	17,010

14. 分類資料(續)

(e) 主要客戶之資料

以下為佔本集團收益10%或以上之單一外來客戶交易之收益分析：

15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

(i) Directors' emoluments

The emoluments paid or payable to each of the Company's directors are as follows:

2014
二零一四年

	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Contributions to retirement benefits schemes 退休福利 計劃供款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Executive Directors				
Mr. Jiang Hongqing	504	–	–	504
Mr. David Lin Kao Kun (Note a)	263	–	–	263
Mr. Lu Zhiqiang	504	–	–	504
Mr. Chu Hon Pong	–	–	–	–
Mr. Chui Kwong Kau	–	529	15	544
Mr. Cai Da	566	–	–	566
Ms. Li Mei (Note b)	100	–	–	100
Non-executive Director				
Ms. Lam Kuo	1,000	–	–	1,000
Independent Non-executive Directors				
Mr. Chi Chi Hung, Kenneth	100	–	–	100
Mr. Chan Yun Hing	100	–	–	100
Mr. Gui Qiangfang	100	–	–	100
Mr. Hung Yat Ming	100	–	–	100
	3,337	529	15	3,881

Note a: Appointed on 23 September 2013.

Note b: Retired on 1 August 2013.

15. 董事及五名最高薪僱員之酬金

(i) 董事酬金

已付或應付本公司各董事之酬金如下：

附註 a: 於二零一三年九月二十三日獲委任。

附註 b: 於二零一三年八月一日退任。

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15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(i) Directors' emoluments (continued)

2013 二零一三年		Fees	Salaries and other benefits	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他福利	退休福利計劃供款	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors 執行董事					
Mr. Jiang Hongqing (Note a)	姜洪慶先生(附註a)	168	-	-	168
Mr. Lu Zhiqiang	盧志強先生	504	-	-	504
Mr. Chu Hon Pong	朱漢邦先生	-	-	-	-
Mr. Chui Kwong Kau	崔光球先生	-	492	14	506
Mr. Cai Da	蔡達先生	610	-	-	610
Ms. Li Mei (Note b)	李梅女士(附註b)	150	-	-	150
Mr. Lam Wing Tai (Note c)	林永泰先生(附註c)	-	57	3	60
Non-executive Director 非執行董事					
Ms. Lam Kuo (Note a)	林戈女士(附註a)	250	-	-	250
Independent Non-executive Directors 獨立非執行董事					
Mr. Chi Chi Hung, Kenneth	季志雄先生	90	-	-	90
Mr. Chan Yun Hing (Note b)	陳潤興先生(附註b)	50	-	-	50
Mr. Gui Qiangfang (Note b)	桂強芳先生(附註b)	50	-	-	50
Mr. Hung Yat Ming (Note d)	洪日明先生(附註d)	-	-	-	-
Mr. Man Kwok Leung (Note e)	萬國樑先生(附註e)	40	-	-	40
Dr. Wong Yun Kuen (Note e)	黃潤權博士(附註e)	40	-	-	40
		1,952	549	17	2,518

Note a: Appointed on 1 December 2012.
 Note b: Appointed on 21 September 2012.
 Note c: Resigned on 1 December 2012.
 Note d: Appointed on 28 March 2013.
 Note e: Resigned on 21 September 2012.

附註a: 於二零一二年十二月一日獲委任。
 附註b: 於二零一二年九月二十一日獲委任。
 附註c: 於二零一二年十二月一日辭任。
 附註d: 於二零一三年三月二十八日獲委任。
 附註e: 於二零一二年九月二十一日辭任。

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15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(i) Directors' emoluments (continued)

During the year, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for the loss of office (2013: Nil).

There was no emoluments waived by any directors during the year.

The directors consider that they are the only key management personnel of the Group and details for their compensation have been set out above.

(ii) Five highest paid employees

During the year, the five highest paid individuals included 2 directors (2013: three), details of whose emoluments are set out above. The emoluments of the remaining non-director highest paid individual are as follows:

15. 董事及五名最高薪僱員之酬金(續)

(i) 董事酬金(續)

於本年度內，本集團並無支付酬金予任何董事作為加入本集團時或吸引彼等加入本集團之獎金或作為離職補償(二零一三年：無)。

年內並無任何董事放棄酬金。

董事認為，彼等為本集團全部主要管理人員，有關彼等酬金之詳情已於上文載列。

(ii) 五名最高薪僱員

年內，五名最高薪人士包括兩名(二零一三年：三名)董事，有關彼等酬金之詳情已於上文載列。餘下最高薪非董事人士之酬金如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,125	1,606
Contributions to retirement benefits schemes	退休福利計劃供款	39	6
		4,164	1,612

Emoluments of the non-director highest paid individual(s) fell within the following bands:

最高薪非董事人士之酬金介乎下列範圍：

		Number of individual(s) 人數	
		2014 二零一四年	2013 二零一三年
HK\$ Nil to HK\$1,000,000	零港元至 1,000,000 港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	–	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	–

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綜合財務報表附註

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

16. PROPERTY, PLANT AND EQUIPMENT The Group

16. 物業、廠房及設備 本集團

		Property, plant and equipment 物業、廠房及設備							
		Buildings	Leasehold improvements	Furniture, fixtures and equipment 傢俬、裝置及設備	Motor Vehicles	Total	Construction in progress	Leasehold land	Total
		樓宇	租賃裝修	汽車	總額	在建工程	租賃土地	總額	
		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	
Cost:	成本：								
At 1 April 2012	於二零一二年四月一日	94,857	48,472	5,533	5,019	153,881	1,488	293	155,662
Additions	添置	3,196	-	4,266	5,705	13,167	-	-	13,167
Acquisition of subsidiaries	收購附屬公司	-	9,027	6,692	524	16,243	-	-	16,243
Transfer	轉讓	-	1,484	-	-	1,484	(1,484)	-	-
Disposal	出售	-	(1,722)	(1,595)	(746)	(4,063)	-	-	(4,063)
Exchange adjustments	匯兌調整	381	182	20	37	620	(4)	1	617
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 二零一三年四月一日	98,434	57,443	14,916	10,539	181,332	-	294	181,626
Additions	添置	-	4,388	1,665	2,423	8,476	-	-	8,476
Acquisition of subsidiaries	收購附屬公司	-	515	335	-	850	-	-	850
Transfer to assets held for sale	轉撥至持作銷售資產	(98,434)	(48,417)	(4,681)	(3,980)	(155,512)	-	(294)	(155,806)
Disposal	出售	-	(1,150)	(661)	-	(1,811)	-	-	(1,811)
Exchange adjustments	匯兌調整	-	(1)	9	69	77	-	-	77
At 31 March 2014	於二零一四年三月三十一日	-	12,778	11,583	9,051	33,412	-	-	33,412
Accumulated amortization, depreciation and impairment:	累計攤銷、折舊及減值：								
At 1 April 2012	於二零一二年四月一日	22,588	14,929	2,635	3,108	43,260	-	263	43,523
Charge for the year	年度費用	4,427	3,824	1,743	897	10,891	-	4	10,895
Disposal	出售	-	(684)	(872)	(397)	(1,953)	-	-	(1,953)
Exchange adjustments	匯兌調整	116	71	9	12	208	-	-	208
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 二零一三年四月一日	27,131	18,140	3,515	3,620	52,406	-	267	52,673
Impairment	減值	32,146	16,881	967	259	50,253	-	-	50,253
Charge for the year	年度費用	2,158	5,232	2,454	1,540	11,384	-	2	11,386
Transfer to assets held for sale	轉撥至持作銷售資產	(61,435)	(35,407)	(3,252)	(3,424)	(103,518)	-	(269)	(103,787)
Disposal	出售	-	(383)	(262)	-	(645)	-	-	(645)
Exchange adjustments	匯兌調整	-	(2)	2	3	3	-	-	3
At 31 March 2014	於二零一四年三月三十一日	-	4,461	3,424	1,988	9,883	-	-	9,883
Net carrying amount:	賬面淨值：								
At 31 March 2014	於二零一四年三月三十一日	-	8,317	8,159	7,053	23,529	-	-	23,529
At 31 March 2013	於二零一三年三月三十一日	71,303	39,303	11,401	6,919	128,926	-	27	128,953

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

16. PROPERTY, PLANT AND EQUIPMENT

(continued)

The Company

16. 物業、廠房及設備(續)

本公司

		Furniture, fixtures, and equipment 傢俬、裝置 及設備 HK\$'000 千港元
Cost:	成本：	
At 1 April 2012	於二零一二年四月一日	1,582
Written off	撇銷	(1,440)
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 二零一三年四月一日	142
Addition	添置	-
At 31 March 2014	於二零一四年三月三十一日	142
Accumulated impairment and impairment losses:	累計減值及減值虧損：	
At 1 April 2012	於二零一二年四月一日	505
Charge for the year	年度費用	275
Written off	撇銷	(720)
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 二零一三年四月一日	60
Charge for the year	年度費用	33
At 31 March 2014	於二零一四年三月三十一日	93
Net carrying amount At 31 March 2014	賬面淨值： 於二零一四年三月三十一日	49
At 31 March 2013	於二零一三年三月三十一日	82

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綜合財務報表附註

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

17. INTANGIBLE ASSETS

17. 無形資產

The Group
Licences
本集團
專利權
HK\$'000
千港元

Cost:	成本：	
At 1 April 2012, 31 March 2013 and at 1 April 2013	於二零一二年四月一日、二零一三年 三月三十一日及二零一三年四月一日	—
Acquisition of subsidiary	收購附屬公司	62,000
At 31 March 2014	於二零一四年三月三十一日	62,000
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：	
At 1 April 2012, 31 March 2013 and at 1 April 2013	於二零一二年四月一日、二零一三年 三月三十一日及二零一三年四月一日	—
Charge for the year	年度費用	—
At 31 March 2014	於二零一四年三月三十一日	—
Net carrying amount: At 31 March 2014	賬面淨值： 於二零一四年三月三十一日	62,000
At 31 March 2013	於二零一三年三月三十一日	—

The intangible assets represent 3 exclusive licences on 3 patents granted by the holders to a subsidiary acquired during the year. Details of acquisition of intangible assets through acquisition of subsidiary are set out in note 33.

Amortisation is recognised on a straight-line basis over the remaining useful lives of the exclusive licences.

無形資產指本年度內持有人向所收購附屬公司授出三項專利之三份專利牌照。透過收購附屬公司獲得無形資產之詳情載於附註33。

攤銷按專利牌照之餘下使用年期以直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

17. INTANGIBLE ASSETS (continued)

Details of the useful life of the exclusive licences are as follows:

17. 無形資產(續)

專利牌照之使用年期詳情如下：

Particulars of patent 專利詳情		Expiry date of exclusive licence granted to subsidiary 授予附屬公司之 專利牌照到期日
Method for constructing pancreatic stem cell line from human insulin and differentiating to insulin secretion cell	一種來自人類胰島的胰腺幹細胞系的構建及向胰島素分泌細胞分化的方法	25 November 2031 二零三一年 十一月二十五日
Injectable temperature sensitive gel used for filling and repairing damaged tissues	一種用於填補與修復受損組織的可注射溫敏凝膠	10 June 2031 二零三一年 六月十日
Injection gel containing submicron hyaluronic acid microspheres and preparation method	一種含有亞微米級透明質酸微球的注射凝膠與製備方法	10 June 2031 二零三一年 六月十日

No amortization is recognized for the year as the exclusive licenses have not yet been in the location and condition necessary for them to be capable of operating in the manner intended by management.

由於相關地點尚未取得專利牌照且不具備管理層按擬定方式經營之必要條件，因此本年度並無確認攤銷。

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綜合財務報表附註

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

18. GOODWILL

18. 商譽

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost:	成本：		
Balance at beginning of year	年初結餘	208,144	10,071
Acquisition of subsidiaries	收購附屬公司	4,083	198,035
Exchange adjustments	匯兌調整	—	38
Balance at end of year	年末結餘	212,227	208,144
Accumulated impairment:	累計減值：		
Balance at beginning of year	年初結餘	(29,426)	(1,207)
Impairment recognised in the year	年內確認減值	(140,801)	(28,205)
Exchange adjustments	匯兌調整	—	(14)
Balance at end of year	年末結餘	(170,227)	(29,426)
Carrying amount at end of year	年末賬面值	42,000	178,718

The carrying amount of goodwill (net of accumulated impairment) was allocated to cash generating units as follows:

商譽之賬面值(扣除累計減值)乃分配至下列現金產生單位：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Funeral and related business operations	殯葬及相關業務	—	8,888
— Qinhai Fuli Fenghuagshan	— 青海福利鳳凰山	—	8,888
Stem cell technology business operations	幹細胞技術業務	42,000	169,830
		42,000	178,718

Funeral and related business operations

During the year, impairment of goodwill of approximately HK\$8,888,000 was recognised upon the classification of assets and liabilities of subsidiaries as held for sale before the date of completion of disposal of subsidiaries on 15 October 2013.

殯葬及相關業務

於本年度，商譽減值約8,888,000港元已於二零一三年十月十五日出售附屬公司完成日期前分類附屬公司之資產及負債時確認為持作銷售。

For the purpose of the annual goodwill impairment test in last year, the recoverable amount of the cash-generating unit was determined based on value-in-use calculation which used cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated rates stated below. The growth rate did not exceed the long-term average growth rate for the business in which the cash-generating unit operated.

就上一年度商譽減值測試而言，現金產生單位之可收回金額乃根據使用價值釐定，並採用按照管理層批准之五年期財政預算所預測之現金流量。超過五年期之現金流量則採用下列估計比率推斷。增長率不會超過現金產生單位所經營業務之長期平均增長率。

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綜合財務報表附註

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

18. GOODWILL (continued)

Funeral and related business operations (continued)

Key assumptions used for value-in-use calculations:

Cash-generating unit 現金產生單位		Gross margin 毛利率		Growth rate 增長率		Discount rate 貼現率	
		2014 二零一四年 %	2013 二零一三年 %	2014 二零一四年 %	2013 二零一三年 %	2014 二零一四年 %	2013 二零一三年 %
Qinghai Fuli Fenghuangshan	青海福利 鳳凰山	N/A 不適用	64	N/A 不適用	4	N/A 不適用	6

159 Regenerative Medicine Group (H.K.) Limited and its subsidiaries ("159 Group")

For the purpose of the annual goodwill impairment test, the recoverable amount of the cash-generating unit is determined based on value-in-use calculation which uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the cash-generating unit operates.

Key assumptions used for value-in-use calculations:

Cash-generating unit 現金產生單位		Gross margin 毛利率		Growth rate 增長率		Discount rate 貼現率	
		2014 二零一四年 %	2013 二零一三年 %	2014 二零一四年 %	2013 二零一三年 %	2014 二零一四年 %	2013 二零一三年 %
Stem cell technology business	幹細胞技術業務	69	79	40	56.7	19.6	21.6

According to the result of review of the calculation, the management determined that impairment loss of approximately HK\$127,830,000 was recognised because the recoverable amount with reference to the value in use was calculation estimated to be less than the carrying amount. It was mainly due to the number of customers recorded in the past year did not reach the expected target projection.

At the date of completion of acquisition in last year, the management of the Company had carried out impairment assessment on the carrying amount of goodwill arising on the acquisition of stem cell technology business based on the business valuation prepared by Roma Appraisals Limited adopted for acquisition purpose. According to the valuation, the fair value of the stem cell technology business was approximately HK\$333,000,000, of which approximately HK\$169,830,000 was attributable to the interest held by the Group, resulting in an impairment loss of HK\$28,205,000 was recognized in the profit or loss immediately after the completion of acquisition.

18. 商譽(續)

殯葬及相關業務(續)

計算使用價值採用之主要假設：

159 再生醫學集團(香港)有限公司及其附屬公司("159 集團")

就年度商譽減值測試而言，現金產生單位之可收回金額乃按使用價值計算釐定，而使用價值計算採用根據經管理層批准之五年期財務預算所得出之現金流量預測。超過五年期之現金流量則採用下列估計比率推斷。增長率不會超過現金產生單位所經營業務之長期平均增長率。

計算使用價值採用之主要假設：

根據計量方法審閱結果，管理層釐定確認減值虧損約127,830,000港元，原因為經參考使用價值得出之可收回金額預計少於賬面值。此乃主要由於去年所錄得客戶人數並未達到預期目標預測。

於去年收購完成日期，本公司管理層已根據羅馬國際評估有限公司就收購而言編製之業務估值，就收購幹細胞技術業務產生之商譽賬面值進行減值評估。根據估值，幹細胞技術業務之公平值約為333,000,000港元，本集團所持權益應佔當中約169,830,000港元，導致緊隨收購完成後在損益確認減值虧損28,205,000港元。

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

18. GOODWILL (continued) Shenzhen Sheng Li Hui Bio-Technology Limited ("Sheng Li")

Goodwill in the approximately amount of HK\$4,083,000 was recognised upon the acquisition of Sheng Li during the year. Details of acquisition are set out in note 34.

For the purpose of the annual goodwill impairment test, the recoverable amount of the cash-generating unit is determined based on value-in-use calculation which uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the cash-generating unit operates.

Key assumptions used for value-in-use calculations:

Cash-generating unit 現金產生單位	Gross margin 毛利率		Growth rate 增長率		Discount rate 貼現率	
	2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
	%	%	%	%	%	%
Stem cell technology business 幹細胞技術業務	78	–	5	–	19.6	–

According to the result of review of the calculation, the management determined that impairment loss of approximately HK\$4,083,000 was recognised, because the recoverable amount with reference to the value in use was estimated to be less than the carrying amount.

Management determined the budgeted gross margin based on past performance and its expectation for market development. The growth rates used are consistent with the forecasts in industry trends. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

18. 商譽(續) 深圳盛力會生物科技有限公司(「盛力」)

為數約4,083,000港元之商譽於年內收購盛力時確認。收購詳情載於附註34。

就年度商譽減值測試而言，現金產生單位之可收回金額乃根據使用價值釐定，並採用按照管理層批准之五年期財政預算所預測之現金流量。超過五年期之現金流量則採用下列估計比率推斷。增長率不會超過現金產生單位所經營業務之長期平均增長率。

計算使用價值採用之主要假設：

根據計量方法審閱結果，管理層決定確認減值虧損約4,083,000港元，原因為經參考使用價值得出之可收回金額預計少於賬面值。

管理層根據過往表現及其對市場發展之預期釐定預算毛利率。所用增長率與行業趨勢預測一致。所用貼現率並無計及稅項，並反映相關分類之特定風險。

19. INVESTMENT IN SUBSIDIARIES

		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	273,439	224,780
Provision for impairment losses	減值虧損撥備	(220,000)	(54,000)
		53,439	170,780

Details of the Company's principal subsidiaries as at 31 March 2014, which materially affected the Group's results or net assets, are set out in note 43 to the consolidated financial statements.

19. 於附屬公司之投資

對本集團業績或資產淨值產生重大影響之本公司主要附屬公司於二零一四年三月三十一日之詳情載於綜合財務報表附註43。

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綜合財務報表附註

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

20. AVAILABLE-FOR-SALE INVESTMENTS

20. 可供銷售投資

		The Group and the Company 本集團及本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted equity investment in PRC, at cost (Note (i))	於中國之非上市股本投資， 按成本(附註(i))	—	925
Exchange adjustment	匯兌調整	—	4
Unlisted equity investment in Spain, at cost (Note (ii))	於西班牙之非上市股本投資， 按成本(附註(ii))	—	929
		2,509	—
		2,509	929

Notes:

- (i) The unlisted investment was designated as available-for-sale investment and has no fixed maturity date or coupon rate. The unlisted investment is stated at cost less any accumulated impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that the fair value cannot be measured reliably. It was derecognised during the year as a result of the disposal of funeral and related businesses.
- (ii) The unlisted investment was designated as available-for-sale investment and has no fixed maturity date or coupon rate. The unlisted investment is stated at cost less any accumulated impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that the fair value cannot be measured reliably.

附註：

- (i) 非上市投資指定為可供銷售投資，並無固定到期日或票息率。由於合理公平價值估計範圍重大，董事認為公平值並不能可靠計量，故非上市投資按成本減任何累計減值列賬。由於已出售殯葬及相關業務，故已於本年度取消確認有關投資。
- (ii) 非上市投資指定為可供銷售投資，並無固定到期日或票息率。由於合理公平價值估計範圍重大，董事認為公平值並不能可靠計量，故非上市投資按成本減任何累計減值列賬。

21. INVENTORIES

21. 存貨

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Materials and consumables	原料及消耗品	184	17
Finished goods	製成品	10,979	47,624
		11,163	47,641

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綜合財務報表附註

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

22. AMOUNTS DUE FROM SUBSIDIARIES

22. 應收附屬公司款項

		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	356,702	227,642
Accumulated impairment losses:	累計減值虧損：		
Beginning balance	年初結餘	(73,219)	(73,219)
Provided during the year	年內撥備	(67,627)	-
Written back	撥回	1,413	-
Ending balance	年末結餘	(139,433)	(73,219)
Carrying amounts	賬面值	217,269	154,423

The amounts due from subsidiaries are unsecured and repayable on demand. Except for an amount due from a subsidiary bearing interest at the annual rate of 10.5% (2013: Nil), all amounts due from subsidiaries are interest-free.

應收附屬公司款項為無抵押及須按要求償還。除按年利率10.5厘(二零一三年：無)計息之應收附屬公司款項外，所有應收附屬公司款項均為免息。

23. TRADE AND OTHER RECEIVABLES

23. 應收賬款及其他應收款項

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	應收賬款	1,071	13,086	-	-
Deposits and prepayments (Note i)	按金及預付款項 (附註 i)	10,094	135,918	317	36,744
Loan receivables (Note ii)	應收貸款(附註 ii)	120,088	57,329	25,000	55,000
Other receivables	其他應收款項	22,342	15,034	384	2,451
Amounts due from related company of subsidiary (Note iii)	應收附屬公司關聯公司 之款項(附註 iii)	-	21,578	-	-
		153,595	242,945	25,701	94,195

No interest is charged on the trade receivables. The Group does not hold any collateral over these balances.

應收賬款不計息。本集團概無就此等結餘持有任何抵押品。

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23. TRADE AND OTHER RECEIVABLES

(continued)

The management of the Group monitors the recoverable amount of the trade debts and considers adequate impairment loss is made for irrecoverable amount, if necessary. In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of trade receivable from the date credit was initially granted up to the end of the reporting period.

At the end of the reporting period, there are no trade receivables past due and not impaired.

The Group offers credit terms to its customers ranging from cash on delivery to 90 days. An analysis of trade receivables by age, presented based on the invoice date, is as follows:

23. 應收賬款及其他應收款項(續)

本集團管理層監察應收賬項之可收回金額，並於有需要時考慮就不可收回金額計提足夠減值虧損。釐定應收賬款之可收回程度時，本集團會考慮自首次獲授信貸當日起至報告期末止應收賬款之信貸質素有否出現任何變動。

於報告期末，概無已逾期惟並無減值之應收賬款。

本集團授予其客戶之信貸期介乎到貨收款至90日。按發單日期呈列之應收賬款賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0-30 days	0至30日	1,030	-	-	-
31-60 days	31至60日	21	-	-	-
Over 60 days	60日以上	20	13,086	-	-
		1,071	13,086	-	-

Notes:

- (i) As at 31 March 2013, deposits and prepayments included:
- (a) a refundable deposit of HK\$36,600,000 paid in connection with a proposed acquisition of an entity, details of the proposed acquisition are set out in the Company's announcement dated 28 March 2013; and
- (b) trade deposit in an aggregate amount of approximately HK\$81,906,000.
- (ii) As at 31 March 2014, loan receivables were unsecured, bearing interest at the fixed rates of 12% to 24% (2013: 8% to 15%) per annum and repayable within 12 months. Except for a loan receivable with a carrying amount of approximately HK\$22,088,000 was secured by parcels of lands. The directors assessed the collectability of loans receivables from time to time individually with reference to borrowers' past collection history and current creditworthiness.
- (iii) The amounts due from a related company of subsidiary were unsecured, interest-free and repayable on demand.

附註：

- (i) 於二零一三年三月三十一日，訂金及預付款項包括：
- (a) 就建議收購一家實體所支付之可退還訂金36,600,000港元，有關建議收購之詳情載於本公司日期為二零一三年三月二十八日之公告內；及
- (b) 貿易訂金合共約81,906,000港元。
- (ii) 於二零一四年三月三十一日，應收貸款為無抵押、按固定年利率12厘至24厘(二零一三年：8厘至15厘)計息及須於12個月內償還。一項以多幅土地作抵押而賬面值約為22,088,000港元之應收貸款則除外。董事不時參考借款人之過往還款記錄及現時信貸狀況，就應收貸款是否可收回進行個別評估。
- (iii) 應收附屬公司之關聯公司之款項為無抵押、免息及須按要求償還。

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24. HELD-FOR-TRADING INVESTMENTS

24. 持作買賣投資

		The Group and The Company 本集團及本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Equity investments listed in Hong Kong, at fair value (Note)	於香港上市之股本投資， 公平值(附註)	69,588	62,876

Note: The fair values of listed investments are determined on the basis of quoted market price at the end of the reporting period.

附註：上市投資之公平值乃按報告期末所報市價釐定。

25. CASH AND BANK BALANCES

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

25. 現金及銀行結餘

現金及銀行結餘包括本集團所持現金及原到期日為三個月或以內之短期銀行存款。

26. BANK BORROWING

26. 銀行借貸

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank borrowing	銀行借貸	-	35,910	-	-

As at 31 March 2013, the bank borrowing was secured by personal guarantee provided by a director of subsidiary, bearing interest at the fixed rate of 10.2% per annum and was repayable within twelve months. The effective interest rate on the bank borrowing was 10.2% per annum.

於二零一三年三月三十一日，銀行借貸乃以一名附屬公司董事所提供個人擔保作抵押，按固定年利率10.2厘計息，須於十二個月內償還。銀行借貸之實際年利率為10.2厘。

27. AMOUNT DUE TO SUBSIDIARIES

The amount due to subsidiaries is unsecured, interest-free and repayable on demand.

27. 應付附屬公司款項

應付附屬公司款項為無抵押、免息及須按
要求償還。

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綜合財務報表附註

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

28. TRADE AND OTHER PAYABLES

The analysis of trade payables by age based on the invoice date is as follows:

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade payables	應付賬款	347	15,415	–	–
Other payables and accruals	其他應付款項及應計費用	33,140	86,321	866	876
Amounts due to minority shareholders of subsidiary (Note)	應付附屬公司少數股東之款項(附註)	30,000	30,000	–	–
Amounts due to directors of subsidiaries (Note)	應付附屬公司董事之款項(附註)	250	4,955	–	–
Amounts due to related companies of subsidiaries (Note)	應付附屬公司關聯公司之款項(附註)	–	2,260	–	–
		63,737	138,951	866	876

The average credit period on purchases of certain goods is 120 days.

採購若干貨品之平均信貸期為120日。

The aging analysis of trade payables is as follows:

應付賬款之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0–30 days	0至30日	26	358	–	–
31–60 days	31至60日	2	243	–	–
Over 60 days	60日以上	319	14,814	–	–
		347	15,415	–	–

Note: The amounts due to minority shareholders, directors and related companies of subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

附註：應付附屬公司少數股東、董事及關聯公司之款項為無抵押、免息及無固定還款期。

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29. DEFERRED TAX

Deferred tax assets

29. 遞延稅項

遞延稅項資產

		Unused tax losses 未動用稅項虧損 HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	8,131
Net change	變動淨額	1,287
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 於二零一三年四月一日	9,418
Net change	變動淨額	9,355
Eliminated on disposal of assets and liabilities held for sale	出售持作銷售資產及負債時對銷	(5,227)
Utilised	已動用	(852)
At 31 March 2014	於二零一四年三月三十一日	12,694

No deferred tax asset has been recognized in respect of the tax losses due to the unpredictability of future profit streams.

並無因無法預測之未來溢利來源而就稅項虧損確認遞延稅項資產。

Deferred tax liabilities

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	15
Net change	變動淨額	74
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及 於二零一三年四月一日	89
Net change	變動淨額	86
At 31 March 2014	於二零一四年三月三十一日	175

No deferred tax liability has been recognized due to the temporary differences which will result in a liability to be payable in the foreseeable future are immaterial.

並無因將導致於可見將來應付負債且不重大之暫時差額而確認遞延稅項負債。

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司就所賺取盈利宣派股息須繳納預扣稅。由於本集團可控制撥回暫時差額之時間，且暫時差額於可見將來將不會撥回，故並無就中國附屬公司所賺取盈利應佔之暫時差額於綜合財務報表作出遞延稅項撥備。

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30. SHARE CAPITAL

30. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised (ordinary shares of HK\$0.04 each)	法定(每股面值0.04港元之普通股)		
At 1 April 2012, 31 March 2013 and 2014	於二零一二年四月一日、二零一三年及二零一四年三月三十一日	5,000,000	200,000
Issued and fully paid (ordinary shares of HK\$0.04 each):	已發行及繳足(每股面值0.04港元之普通股):		
At 1 April 2012	於二零一二年四月一日	2,492,786	99,712
Issue of new shares under share placing (note a)	根據股份配售發行新股份(附註a)	498,500	19,940
Issue of consideration shares (note b)	發行代價股份(附註b)	300,667	12,026
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及於二零一三年四月一日	3,291,953	131,678
Issue of new shares under share placing (note c)	根據股份配售發行新股份(附註c)	658,380	26,335
At 31 March 2014	於二零一四年三月三十一日	3,950,333	158,013

Notes:

- (a) On 18 July 2012, 498,500,000 shares of the Company were issued to placees at a total consideration of HK\$99,700,000, of which HK\$19,940,000 was credited to share capital account and the net balance after expenses of HK\$79,760,000 was credited to share premium account.
- (b) On 18 September 2012, 300,666,667 shares of the Company were issued to Add Talent Holdings Limited's nominees to acquire 51% equity interest in 159 Regenerative Medicine Group (H.K.) Limited (the "Target Company") at a total consideration of HK\$184,000,000, of which HK\$12,026,666.68 was credited to share capital account and the net balance after expenses of HK\$72,160,000 was credited to share premium account.
- (c) On 29 August 2013, 658,380,000 shares of the Company were issued to placees at a total consideration of HK\$102,557,000, of which HK\$26,335,000 was credited to share capital account and the net balance after expenses of HK\$76,222,000 was credited to share premium account.

附註:

- (a) 於二零一二年七月十八日，498,500,000股本公司股份以總代價99,700,000港元發行予承配人，其中19,940,000港元已計入股本賬，而扣除開支後之結餘淨額79,760,000港元則已計入股份溢價賬。
- (b) 於二零一二年九月十八日，300,666,667本公司股份以總代價184,000,000港元發行予增慧控股有限公司之代名人，以收購159再生醫學集團(香港)有限公司(「目標公司」)之51%股本權益，其中12,026,666.68港元已計入股本賬，而扣除開支後之結餘淨額72,160,000港元則已計入股份溢價賬。
- (c) 於二零一三年八月二十九日，658,380,000股本公司股份以總代價102,557,000港元發行予承配人，其中26,335,000港元已計入股本賬，而扣除開支後之結餘淨額76,222,000港元則已計入股份溢價賬。

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31. SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 4 August 2010 and the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued under the Share option scheme (the "Share Option Scheme B") on 17 November 2010, the Company has adopted the Share Option Scheme B to replace the share option scheme adopted on 1 February 2002 (the "Share Option Scheme A").

(a) Share Option Scheme A

The Company's Share Option Scheme A was approved on 1 February 2002 pursuant to a written resolution of the Company. The purpose of the Scheme is to enable the Company to grant options to selected individuals to subscribe for shares in the Company as incentives or rewards for their contributions to the Group. The Board may, at its discretion, invite any full-time or part-time employee of the Company or any member of the Group, including any director of any member of the Group and any advisor or consultant (in areas of technical, financial or corporate managerial) of the Company or any of its subsidiaries to take up options to subscribe for the shares in the Company for a consideration of HK\$1 per each lot of share options granted.

The Share Option Scheme A was terminated on 17 November 2010. No further options will be granted thereunder, but the provisions of the Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the Options granted prior to its termination or otherwise as may be required in accordance with the provisions of the Scheme. The option period shall not be less than 3 years and shall not exceed 10 years from the date of acceptance of option. There is no minimum period for which an option must be held before it can be exercised. HK\$1 is payable on acceptance of an option within 28 days from the date of grant.

31. 購股權計劃

根據於二零一零年八月四日舉行之本公司股東特別大會通過之一項普通決議案，以及在聯交所於二零一零年十一月十七日批准根據購股權計劃（「購股權計劃乙」）將予發行之股份上市及買賣之情況下，本公司已採納購股權計劃乙以取代於二零零二年二月一日採納之購股權計劃（「購股權計劃甲」）。

(a) 購股權計劃甲

本公司購股權計劃甲於二零零二年二月一日根據本公司一項書面決議案獲得批准。計劃旨在讓本公司向經挑選人士授出可認購本公司股份之購股權，作為彼等對本集團所作貢獻之獎勵或回報。董事會可酌情邀請本公司或本集團任何成員公司之任何全職或兼職僱員，包括本集團任何成員公司之任何董事及本公司或其任何附屬公司之任何顧問或諮詢人（屬於技術、財務或企業管理範疇），以接納可認購本公司股份之購股權，每批所授出購股權之代價為1港元。

購股權計劃甲已於二零一零年十一月十七日終止。儘管不再據此進一步授出購股權，計劃之條文仍具十足效力及全面生效，惟以終止前授出之購股權可予行使所需者或可根據計劃條文之規定行使者為限。購股權期間由接納購股權日期起計不得少於三年及不得超過十年，概無規定購股權於行使前須持有之最短期限。接納購股權須於授出日期起計28日內支付1港元。

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31. SHARE OPTIONS SCHEME (continued)

(a) Share Option Scheme A (continued)

The total number of shares in respect of which options may be granted under the Share Option Scheme A must not in aggregate exceed 10% of the shares in issue unless approval from the Company's shareholders has been obtained. The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each individual in any twelve-month period up to and including the date of grant shall not exceed 1% of the shares in issue at the date of grant unless approval from Company's shareholders has been obtained.

Options may be exercised at any time during the specified option period. The exercise price shall be determined by the directors of the Company, and shall be at least the highest of (i) the closing price of the Company's shares as stated on GEM's daily quotation sheets on the date of grant; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

(b) Share Option Scheme B

The purpose of the Share Option Scheme B is to enable the Company to provide incentive to participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and may, in turn, assist in the attraction and retention of talents who have made contributions to the success of the Company.

Given that the Share Option Scheme A has expired on 14 January 2012, the Directors considered that it is in the interest of the Company to adopt the Share Option Scheme B in compliance with Chapter 23 of the GEM Listing Rules to replace the old scheme.

The option period shall not be less than 3 years and shall not exceed 10 years from the date of acceptance of option. There is no minimum period for which an option must be held before it can be exercised. HK\$1 is payable on acceptance of an option within 28 days from the date of grant.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under both Share Option Schemes involving the issue or grant of options must not exceed 30% of the Company's shares in issue from time to time.

31. 購股權計劃(續)

(a) 購股權計劃甲(續)

根據購股權計劃甲可授出之購股權所涉及股份總數合計不得超過已發行股份之10%，惟已取得本公司股東批准者除外。於截至授出日期(包括該日)止任何十二個月期間內向每名人士授出及將授出之購股權於行使時已發行及將予發行之股份總數，不得超過於授出日期之已發行股份1%，惟已取得本公司股東批准者除外。

購股權可於指定購股權期間內隨時行使。行使價須由本公司董事釐定，並至少為下列三者中之最高者：(i)本公司股份於授出日期在創業板每日報價表載列之收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份面值。

(b) 購股權計劃乙

購股權計劃乙旨在令本公司得以為參與者提供機會通過收購本公司股份而分享本公司之增長成果，從而有助於吸引及留聘對本公司之成功作出貢獻之人才。

鑑於購股權計劃甲已於二零一二年一月十四日屆滿，董事認為遵照創業板上市規則第23章採納購股權計劃乙以取代舊購股權計劃乃符合本公司利益。

購股權期間由接納購股權日期起計不得少於三年及不得超過十年，概無規定購股權於行使前須持有之最短期限。接納購股權須於授出日期起計28日內支付1港元。

根據兩個涉及發行或授出購股權之購股權計劃所授出及有待行使之所有尚未行使購股權於行使時可能發行之股份數目整體上限不得超過本公司不時已發行股份之30%。

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31. SHARE OPTIONS SCHEME (continued)

Details of the share options granted by the Company are as follows:

31. 購股權計劃(續)

本公司於授出之購股權詳情如下：

Share Options	Date of grant	Exercise period	Number of share options granted	Exercise price per share	Fair value at grant date	Closing share price immediately before the date of grant
購股權	授出日期	行使期間	授出購股權數目	每股行使價 HK\$ 港元	於授出日期之公平值 HK\$ 港元	股份於緊接授出日期前之收市價 HK\$ 港元
A 甲	26 April 2010 二零一零年四月二十六日	26 April 2010 to 25 April 2013 二零一零年四月二十六日至 二零一三年四月二十五日	120,376,000	0.2760	0.0743	0.241
B 乙	18 November 2010 二零一零年十一月十八日	18 November 2010 to 17 November 2013 二零一零年十一月十八日至 二零一三年十一月十七日	173,000,000	0.1670	0.0466	0.153
C 丙	3 January 2014 二零一四年一月三日	3 January 2014 to 2 January 2015 二零一四年一月三日至 二零一五年一月二日	90,000,000	0.4000	0.04315	0.290
D 丁	3 January 2014 二零一四年一月三日	3 January 2015 to 2 January 2016 二零一五年一月三日至 二零一六年一月二日	90,000,000	0.4000	0.06998	0.290

The fair value of the share options granted HK\$2,539,000 was recognized as share option expense of during the year. (2013: HK\$5,671,000).

已授出購股權之公平值2,539,000港元已於年內確認為購股權開支(二零一三年：5,671,000港元)。

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the share options were granted. The significant inputs into the Model were as follows:

年內授出以權益方式結算之購股權公平值於授出日期以二項式期權定價模式估計，當中已考慮授出購股權之條款及條件。該模式主要輸入數據如下：

Scheme		A	B	C	D
計劃		甲	乙	丙	丁
Share Price (HK\$) as at the date of grant	於授出日期之股價(港元)	0.241	0.153	0.290	0.290
Exercise Price (HK\$)	行使價(港元)	0.276	0.167	0.400	0.400
Expected volatility	預期波幅	103.56%	94.013%	65.859%	63.606%
Risk-free interest rate	無風險利率	1.255%	0.716%	0.205%	0.333%
Life of option	購股權年期	3 years年	3 years年	1 year年	1 year年

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the share options granted was incorporated into the measurement of fair value.

預期波幅反映歷史波幅乃預測未來趨勢之假設，但該預測不一定為實際結果。所授出購股權並無其他特質計入公平值之計算中。

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31. SHARE OPTIONS SCHEME (continued)

Details of the Company's share options outstanding under share option scheme during the year are as follows:

Share Options Scheme 購股權計劃	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Number of share options outstanding at the beginning of the year 年初尚未行使之購股權數目	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/terminated during the year 年內註銷/終止	Lapsed during the year 年內失效	Number of share options outstanding at the end of the year 年末尚未行使之購股權數目
2014								
二零一四年								
Consultants 顧問	A 甲	26 April 2010 二零一零年四月二十六日	0.276	120,376,000	-	-	(120,376,000)	-
Consultants 顧問	B 乙	18 November 2010 二零一零年十一月十八日	0.167	173,000,000	-	-	(173,000,000)	-
Consultants 顧問	C 丙	3 January 2014 二零一四年一月三日	0.400	-	90,000,000	-	-	90,000,000
Consultants 顧問	D 丁	3 January 2014 二零一四年一月三日	0.400	-	90,000,000	-	-	90,000,000
			293,376,000	180,000,000	-	-	(293,376,000)	180,000,000

31. 購股權計劃(續)

年內本公司於購股權計劃項下尚未行使購股權之詳情如下：

Share Options Scheme 購股權計劃	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Number of share options outstanding at the beginning of the year 年初尚未行使之購股權數目	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/terminated during the year 年內註銷/終止	Lapsed during the year 年內失效	Number of share options outstanding at the end of the year 年末尚未行使之購股權數目
2013								
二零一三年								
Consultants 顧問	A 甲	26 April 2010 二零一零年四月二十六日	0.276	120,376,000	-	-	-	120,376,000
Consultants 顧問	B 乙	18 November 2010 二零一零年十一月十八日	0.167	173,000,000	-	-	-	173,000,000
			293,376,000	-	-	-	-	293,376,000

At the end of the reporting period, the Company had 180,000,000 (2013: 293,376,000) share options outstanding under the schemes, which represented approximately 4.56% (2013: 8.91%) of the Company's ordinary shares in issue as at that date.

於報告期末，本公司根據計劃有 180,000,000 份(二零一三年：293,376,000 份)尚未行使之購股權，相當於本公司於該日已發行普通股約 4.56% (二零一三年：8.91%)。

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

32. RESERVES (a) The Group

32. 儲備 (a) 本集團

		Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Share Options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	300,302	(39,998)	4,035	9,774	(95,842)	178,271
Loss for the year	本年度虧損	-	-	-	-	(35,614)	(35,614)
Exchange difference arising on translation of foreign operations	換算海外業務之匯兌差額	-	-	438	-	-	438
Total comprehensive income for the year	本年度全面收益總額	-	-	438	-	(35,614)	(35,176)
Issue of ordinary shares under share placing	根據股份配售發行普通股	76,165	-	-	-	-	76,165
Issue of ordinary shares for acquisition of subsidiaries	就收購附屬公司發行普通股	72,110	-	-	-	-	72,110
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	-	-	5,671	-	5,671
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及於二零一三年四月一日	448,577	(39,998)	4,473	15,445	(131,456)	297,041
Loss for the year	本年度虧損	-	-	-	-	(152,201)	(152,201)
Exchange difference arising on translation of foreign operations	換算海外業務之匯兌差額	-	-	1,643	-	-	1,643
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	-	-	(6,852)	-	-	(6,852)
Total comprehensive income for the year	本年度全面收益總額	-	-	(5,209)	-	(152,201)	(157,410)
Issue of ordinary shares under share placing	根據股份配售發行普通股	76,222	-	-	-	-	76,222
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	-	-	2,539	-	2,539
Share options lapsed	已失效購股權	-	-	-	(17,013)	17,013	-
At 31 March 2014	於二零一四年三月三十一日	524,799	(39,998)	(736)	971	(266,644)	218,392

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32. RESERVES (continued)

(b) The Company

32. 儲備(續)

(b) 本公司

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	300,302	9,774	(156,318)	153,758
Loss for the year	本年度虧損	-	-	(4,171)	(4,171)
Total comprehensive income for the year	本年度全面收益總額	-	-	(4,171)	(4,171)
Issue of ordinary shares under share placing	根據股份配售發行普通股	76,165	-	-	76,165
Issue of ordinary shares for acquisition of subsidiaries	就收購附屬公司發行普通股	72,110	-	-	72,110
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	5,671	-	5,671
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及於二零一三年四月一日	448,577	15,445	(160,489)	303,533
Loss for the year	本年度虧損	-	-	(187,652)	(187,652)
Total comprehensive income for the year	本年度全面收益總額	-	-	(187,652)	(187,652)
Issue of ordinary shares under share placing	根據股份配售發行普通股	76,222	-	-	76,222
Recognition of equity-settled share-based payments	確認以權益方式結算及以股份為基礎之付款	-	2,539	-	2,539
Share options lapsed	已失效購股權	-	(17,013)	17,013	-
At 31 March 2014	於二零一四年三月三十一日	524,799	971	(331,128)	194,642

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32. RESERVES (continued)

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Special reserve

The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 2002.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4(g).

(iv) Share options reserve

The share options reserve represents the fair value of the number of unexercised share options granted by the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(t)(i).

(d) Distributability of reserves

In the opinion of the directors of the Company, the Company's reserves available for distribution to shareholders as at 31 March 2014 amount to approximately HK\$193,671,000 (2013: HK\$288,088,000).

32. 儲備(續)

(c) 儲備性質及用途

(i) 股份溢價

根據開曼群島公司法(經修訂)，本公司可以股份溢價向股東分派或支付股息，惟須遵守本公司組織章程大綱或細則之條文，且只可在本公司於緊隨分派或支付股息後，仍有能力償還於日常業務過程中到期的債務，方可作出分派或支付股息。

(ii) 特別儲備

本集團之特別儲備指本公司股份於二零零二年上市前透過集團重組所收購附屬公司股份賬面值與本公司就收購所發行股份賬面值兩者間之差額。

(iii) 換算儲備

換算儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備乃根據附註4(g)所載會計政策處理。

(iv) 購股權儲備

購股權儲備指本公司所授出尚未行使購股權數目之公平值，根據附註4(t)(i)就以權益方式結算及以股份為基礎之付款而採納之會計政策確認。

(d) 可供分派儲備

本公司董事認為，於二零一四年三月三十一日，本公司可供分派予股東之儲備約為193,671,000港元(二零一三年：288,088,000港元)。

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33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARY

On 29 October 2013, the Company, entered into the agreements with an independent third party to acquire 100% of equity interests in Gold Arch Group Limited ("Gold Arch") at the total consideration of HK\$62,000,000. Gold Arch holds only exclusive licences on 5 patents granted by the holders and has not yet commenced any operations prior to the acquisition. The directors therefore considered that Gold Arch did not meet the definition of a business in HKFRS 3 (revised) at the acquisition date. Accordingly, the acquisition had been accounted for as an asset acquisition.

Details of acquisition are set out in the Company's announcement dated 28 March 2013.

Details of the assets and liabilities acquired were as follows:

		HK\$'000 千港元
Intangible assets	無形資產	13,341
Accrued charges and other payable	累計費用及其他應付款項	(13,341)
Net assets acquired	已收購資產淨值	–
Total consideration satisfied by cash	以現金支付之總代價	62,000
An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary was as follows:	就收購附屬公司之現金及現金等價物流出淨額分析：	
Purchase consideration settled in cash	以現金結算之購買代價	62,000
Net outflow of cash and cash equivalents	現金及現金等價物流出淨額	62,000

At the date of completion of acquisition, the Company carried out assessment for the carrying amounts of the exclusive licences on the 5 patents and determined that future economic benefit would be generated from the use of 3 patents while the other 2 patents revealed no future economic benefit. As a result, the exclusive licences on 3 patents were recognised as intangible assets and their details are set out in note 17.

33. 透過收購附屬公司收購資產及負債

於二零一三年十月二十九日，本公司與獨立第三方訂立協議，以按總代價62,000,000港元收購高門集團有限公司(「高門」)全部股本權益。高門僅持有持有人授出之五項專利之專利牌照，且於收購事項前尚未開始任何業務。因此，董事認為，於收購日期，高門並不符合香港財務報告準則第3號(經修訂)內業務之定義。因此，收購事項已作為資產收購入賬。

收購事項之詳情載於本公司日期為二零一三年三月二十八日之公佈。

已收購資產及負債詳情如下：

於收購完成日期，本公司就五項專利之專利牌照賬面值進行評估並釐定未來經濟利益將由三項專利之使用中產生，而其他兩項專利不會產生未來經濟利益。因此，三項專利之專利牌照確認為無形資產而有關詳情載於附註17。

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34. BUSINESS COMBINATION

For the year ended 31 March 2014

On 6 December 2013, the Group acquired the entire equity interests of Shenzhen Sheng Li Hui Bio-Technology Limited (深圳盛力會生物科技有限公司) ("Sheng Li"), a company incorporated in the PRC and engaged in the provision of anti-aging and beauty services, at a total consideration of RMB3,500,000 (equivalent to HK\$4,455,000). The acquisition was made with the aim to utilise Sheng Li as a platform to extend the stem cells technology business of the Group.

The fair value of the identifiable assets and liabilities of Sheng Li acquired as at the date of acquisition were as follows:

34. 業務合併

截至二零一四年三月三十一日止年度

於二零一三年十二月六日，本集團以總代價人民幣3,500,000元(相當於4,455,000港元)收購一間於中國註冊成立並從事提供抗衰老及美容服務之公司深圳盛力會生物科技有限公司(「盛力」)之全部股本權益。收購旨在利用盛力作開拓本集團幹細胞技術業務之平台。

於收購日期，已收購盛力之可識別資產及負債公平值如下：

		Acquiree's carrying amount before business combination 業務合併前收購對象之賬面值 HK\$'000 千港元	Fair value adjustment 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	755	103	858
Inventories	存貨	37		37
Trade and other receivables	應付賬款及 其他應收款項	462	(37)	425
Cash and bank balance	現金及銀行結餘	350		350
Trade and other payables	應付賬款及 其他應付款項	(1,151)	(147)	(1,298)
		453	(81)	372
Goodwill	商譽			4,083
				4,455
Satisfied by:	以下列方式支付：			
Cash	現金			4,455
Total consideration transferred	所轉讓代價總額			4,455
Net cash outflow arising on acquisition:	收購事項產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(4,455)
Cash and cash equivalents acquired	已收購現金及現金等價物			350
				(4,105)

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

34. BUSINESS COMBINATION (continued)

The goodwill arising on the acquisition of Sheng Li is attributable to the anticipated profitability of the Group's medical beauty operation in the PRC and the anticipated future operating synergies from the combination.

Sheng Li totally contributed approximately HK\$550,000 and HK\$1,806,000 to the Group's turnover and loss for the year respectively for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 April 2013, the Group's turnover for the year would have been approximately HK\$4,256,000, and loss for the year would have been approximately HK\$530,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2013, nor is intended to be projection of future results.

For the year ended 31 March 2013

On 18 September 2012 (the "Acquisition Date"), the Group acquired 51% of the entire issued share capital of the Target Company and its subsidiaries (collectively the "Target Group") at a total consideration of HK\$184,000,000 (the "Acquisition"). The Target Group is engaged in stem cell technology business. The Acquisition provided good opportunity for the Group to diversify from the existing business into a new line of business with significant growth potential. Details of the consideration on the Acquisition are as follows:

34. 業務合併(續)

收購盛力產生之商譽乃因本集團於中國之醫學美容業務預期盈利情況及合併產生之預期未來業務協同作用而產生。

於收購日期至報告期末止期間，盛力合共佔本集團營業額及年度虧損分別約為550,000港元及1,806,000港元。

倘收購事項於二零一三年四月一日完成，本集團本年度營業額將約為4,256,000港元，而本年度虧損將約為530,000港元。備考資料僅作說明用途，並不一定表示倘收購事項於二零一三年四月一日完成本集團之實際營業額及經營業績，亦不擬用作未來業績之預測。

截至二零一三年三月三十一日止年度

於二零一二年九月十八日(「收購日期」)，本集團以總代價184,000,000港元收購目標公司及其附屬公司(統稱「目標集團」)全部已發行股本其中51%(「收購」)。目標集團從事幹細胞技術業務。收購為本集團從現有業務多元化發展至具有龐大增長潛力之新業務範圍之良機。收購之代價詳情如下：

		HK\$'000 千港元
Cash	現金	30,000
Issue of shares (Note a)	發行股份(附註a)	84,187
Contingent consideration arrangement (Note b)	或然代價安排(附註b)	69,813
		184,000

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綜合財務報表附註

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

34. BUSINESS COMBINATION (continued)

Notes:

- (a) The Company allotted and issued 300,666,667 Consideration Shares at HK\$0.28 per share, the fair value at the Acquisition Date, to Add Talent Holdings Limited ("Add Talent") credited as fully paid on 18 September 2012.
- (b) The contingent consideration requires the Company to allot and issue consideration shares in an aggregate number of 249,333,333 shares upon satisfaction of the following conditions:
- (i) The Company is required to allot and issue of 51,000,000 Consideration Shares to Add Talent credited as fully paid if the 51% of the consolidated earnings before interest, taxes, depreciation and amortization ("EBITDA") of the Target Group is not less than HK\$15,300,000 for the period from 1 October 2012 to 31 December 2013 (the "Guaranteed Period A");
- (ii) The Company is required to allot and issue of 85,000,000 Consideration Shares to Add Talent credited as fully paid if the EBITDA of the Target Group is not less than HK\$25,500,000 for the period from 1 January 2014 to 31 December 2014 (the "Guaranteed Period B");
- (iii) The Company is required to allot and issue of 136,000,000 Consideration Shares to Add Talent credited as fully paid if the EBITDA of the Target Group is not less than HK\$40,800,000 for the Guaranteed Period A or the actual accumulative EBITDA achieved for the Guaranteed Period A and the Guaranteed B is not less than HK\$40,800,000; and
- (iv) The Company is required to allot and issue of 113,333,333 Consideration Shares (as defined below) to Add Talent credited as fully paid upon either:
- (a) Dr. Lin Xiongbin ("Dr. Lin"), beneficially holds approximately 41.16% of the issued share capital of Add Talent, has obtained a patent granted by the State Intellectual Property Office of the PRC and the user right of stem cell technology granted by Dr. Lin to the Target Group remaining fully effective; or
- (b) the actual accumulative EBITDA achieved for the Guaranteed Period A and the Guaranteed Period B is not less than HK\$25,500,000.

The Consideration Share was measured at HK\$0.28, the fair value at the Acquisition Date.

34. 業務合併(續)

附註：

- (a) 於二零一二年九月十八日，本公司按收購日期之公平值每股0.28港元向增慧控股有限公司(「增慧」)配發及發行300,666,667股入賬列作繳足之代價股份。
- (b) 達成以下條件後，或然代價要求本公司配發及發行合共249,333,333股代價股份：
- (i) 倘目標集團於二零一二年十月一日至二零一三年十二月三十一日期間(「保證期A」)之除息、稅、折舊和攤銷前的綜合利潤(「EBITDA」)之51%不少於15,300,000港元，則本公司須向增慧配發及發行51,000,000股入賬列作繳足之代價股份；
- (ii) 倘目標集團於二零一四年一月一日至二零一四年十二月三十一日期間(「保證期B」)之EBITDA不少於25,500,000港元，則本公司須向增慧配發及發行85,000,000股入賬列作繳足之代價股份；
- (iii) 倘目標集團於保證期A之EBITDA不少於40,800,000港元或於保證期A及保證期B達致之實際累計EBITDA不少於40,800,000港元，則本公司須向增慧配發及發行136,000,000股入賬列作繳足之代價股份；及
- (iv) 於發生以下事項時，本公司須向增慧配發及發行113,333,333股入賬列作繳足之代價股份(定義見下文)：
- (a) 林雄斌博士(「林博士」)，實益持有增慧已發行股本約41.16%，已取得中國國家知識產權局授出之專利及林博士向目標集團授出之幹細胞技術使用權仍具十足效力；或
- (b) 於保證期A及保證期B實際達成之累計EBITDA不少於25,500,000港元。

代價股份按收購日期之公平值0.28港元計量。

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綜合財務報表附註

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

34. BUSINESS COMBINATION (continued)

Acquisition-related costs amounting to approximately HK\$2,806,000 have been excluded from the consideration transferred and have been recognised as an expense in profit or loss for the year.

Assets acquired and liabilities recognized on the Acquisition Date

34. 業務合併(續)

收購相關成本約2,806,000港元已自所轉讓代價中扣除，並已於本年度之損益確認為開支。

於收購日期收購之資產及確認之負債

		HK\$'000 千港元
<hr/>		
NON-CURRENT ASSETS	非流動資產	
Property, plant and equipment	物業、廠房及設備	16,243
CURRENT ASSETS	流動資產	
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	6,514
Cash and bank balances	現金及銀行結餘	1,322
CURRENT LIABILITIES	流動負債	
Accruals and other payables	應計費用及其他應付款項	(6,600)
NON-CURRENT LIABILITIES	非流動負債	
Amount due to a shareholder	應付股東之款項	(30,000)
Other payable	其他應付款項	(15,000)
		<hr/>
		(27,521)
		<hr/>

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綜合財務報表附註

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

34. BUSINESS COMBINATION (continued)

The non-controlling interests (49% in the Target Group) recognized at the Acquisition Date was measured by reference to the proportionate share of the fair value of the acquiree's identifiable net liabilities and amounted to approximately HK\$13,486,000.

Goodwill arising from acquisition

		HK\$'000 千港元
Consideration of acquisition	收購之代價	184,000
Less: Non-controlling interest	減：非控股權益	(13,486)
Add: Fair value of net identifiable liabilities assumed	加：所承擔可識別負債淨額之公平值	27,521
		198,035

Goodwill arose in the Acquisition because the Group would benefit from the revenue growth and future market development through stem cell technology and highly skilled workforce owned by the Target Group.

34. 業務合併(續)

於收購日期確認之非控股權益(目標集團之49%權益)約為13,486,000港元，乃按應佔收購對象之可識別負債淨額公平值之比例計算得出。

收購產生之商譽

		HK\$'000 千港元
Consideration of acquisition	收購之代價	184,000
Less: Non-controlling interest	減：非控股權益	(13,486)
Add: Fair value of net identifiable liabilities assumed	加：所承擔可識別負債淨額之公平值	27,521
		198,035

收購產生商譽，此乃由於目標集團擁有之幹細胞技術及高技術勞動力，對本集團之收益增長及未來市場發展有利。

Net cash flow on acquisition

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	30,000
Less: Cash and bank balance acquired	減：所收購現金及銀行結餘	(1,322)
		28,678

收購產生之現金流量淨額

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綜合財務報表附註

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

34. BUSINESS COMBINATION (continued) Impact of the Acquisition on the results of the Group

The Target Group contributed approximately HK\$1,850,000 and loss of approximately HK\$13,970,000 to the Group's turnover and loss for the year respectively for the period between the Acquisition Date and the end of the reporting period.

If the Acquisition had been completed on 1 April 2012, the total Group's turnover for the year would have been unchanged due to the Target Group has no turnover and the loss for the year would have been HK\$31,601,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of the operations of the Group that actually would have been achieved had the Acquisition been completed on 1 April 2012, nor is intended to be a projection of future results.

35. MAJOR NON-CASH TRANSACTIONS

On 18 September 2012, 300,666,667 shares of the Company were issued to Add Talent's nominees to acquire 51% equity interest in the Target Company as part of the total consideration.

36. CONTINGENT CONSIDERATION PAYABLE

As at 31 March 2013, the fair value of contingent consideration was re-estimated based on an assumed probability weighting in fulfilling the performance requirements as set out in note 34 note (B) (i) to (iv). As a result, the fair value of contingent consideration payable was reduced by approximately HK\$17,453,000.

As at 31 March 2014, the management of the Company re-assessed the probability of fulfilling the performance requirements. The management of the Company determined that the Target Group was unable to achieve the expected EBITDA under the Guaranteed Periods with respect to performance requirements as set out in note 34 (B) (i) to (iii) and (iv) (b) and the remaining performance requirement as set out in note 34 note (B) (iv) (a) would be achieved within the next twelve months. As a result, the fair value of contingent consideration payable was reduced by approximately HK\$21,193,000.

34. 業務合併(續) 收購對本集團業績之影響

目標集團於收購日期至報告期末止期間為本集團營業額及本年度虧損貢獻約1,850,000港元及虧損約13,970,000港元。

倘收購於二零一二年四月一日完成，則本集團於年內之總營業額將維持不變，此乃由於目標集團並無錄得營業額，而本年度虧損則應為31,601,000港元。該備考資料僅供說明，不一定表示倘收購於二零一二年四月一日完成本集團確實取得之營業額及經營業績，亦無意作為未來業績之預測。

35. 主要非現金交易

於二零一二年九月十八日，300,666,667股本公司股份已發行予增慧之代名人，以收購目標公司之51%股本權益，作為總代價之一部分。

36. 應付或然代價

於二零一三年三月三十一日，或然代價之公平值按附註34項下附註(B)(i)至(iv)所載履行表現規定之假設可能性重新估計。因此，應付或然代價之公平值減少約17,453,000港元。

於二零一四年三月三十一日，本公司管理層重新評估履行表現規定之可能性。本公司管理層確定目標集團無法按附註34 (B)(i)至(iii)及(iv)(b)所載履行表現規定達致保證期之預期EBITDA，而附註34項下附註(B)(iv)(a)所載餘下履行表現規定則將於未來十二個月內達致。因此，應付或然代價之公平值減少約21,193,000港元。

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綜合財務報表附註

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

37. DISPOSAL OF ASSETS AND LIABILITIES HELD FOR SALE

On 15 October 2013, the Group disposed of its entire equity interest in two subsidiaries, namely Qinghai Fuli Fenghuangshan Cemetery Company Limited and Taiyuan City Wufuling Company Limited, at a total consideration of HK\$33,000,000. Details of disposal of subsidiaries are set out in the Company's circular dated 17 September 2013. The state of affairs of these subsidiaries were classified as assets and liabilities held for sale on 30 September 2013 and the details were set out in the interim results announcement dated 13 November 2013. An analysis of the financial effects arising on the disposal is as follows:

37. 出售持作銷售資產及負債

於二零一三年十月十五日，本集團以總代價33,000,000港元出售兩間附屬公司，即青海福利鳳凰山公墓股份有限責任公司及太原市五福陵股份有限公司之全部股本權益。有關出售附屬公司之詳情載於本公司日期為二零一三年九月十七日之通函。該等附屬公司之事務狀況於二零一三年九月三十日分類為資產及負債，而有關詳情載於日期為二零一三年十一月十三日之中期業績公佈。出售產生之財務影響分析如下：

		Qinghai Fuli Fenghuangshan Cemetery Company Limited 青海福利 鳳凰山公墓 股份有限責任公司 HK'\$000 千港元	Taiyuan City Wufuling Company Limited 太原市五福陵 股份有限公司 HK'\$000 千港元	Total 總額 HK'\$000 千港元
Net assets disposed of:	出售之資產淨值：			
Property, plant and equipment	物業、廠房及設備	29,391	24,644	54,035
Available-for-sales investment	可供銷售投資	-	947	947
Inventories	存貨	7,620	39,667	47,287
Trade and other receivables	應收賬款及其他應收款項	26,802	69,627	96,429
Cash and bank balances	現金及銀行結餘	2,112	121	2,233
Trade and other payables	應付賬款及其他應付款項	(49,172)	(83,779)	(132,951)
		16,753	51,227	67,980
Non-controlling interest	非控股權益	(8,041)	(25,102)	(33,143)
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時解除之匯兌儲備	(2,760)	(4,092)	(6,852)
Gain on disposal	出售之收益	2,512	2,503	5,015
Total consideration, satisfied by:	總代價，以下列方式支付：			
Cash	現金			3,000
Promissory note	承兌票據			30,000
Total consideration disposed	出售之代價總額			33,000
Net cash inflow arising on disposal	出售產生之現金流入淨額：			
Cash consideration received	已收之現金代價			33,000
Cash and cash equivalent disposed	出售之現金及現金等價物			(2,233)
				30,767

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

37. DISPOSAL OF ASSETS AND LIABILITIES HELD FOR SALE (continued)

The subsidiaries disposed of during the year were engaged in funeral and related business and had contributed turnover of approximately HK\$26,896,000 and loss of approximately HK\$52,121,000 to the Group up to the date of disposal.

38. COMMITMENT

(i) Operating lease commitment

At the end of the reporting period, the Group had commitment payable under non-cancellable operating leases in respect of rented premises as follows:

37. 出售持作銷售資產及負債(續)

於本年度內出售之附屬公司從事殯葬及相關業務，截至出售日期止，為本集團貢獻營業額約26,896,000港元及虧損約52,121,000港元。

38. 承擔

(i) 經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃就租賃物業應付之承擔如下：

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	8,876	9,953	-	-
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	4,580	4,822	-	-
		13,456	14,775	-	-

(ii) Capital commitments

(ii) 資本承擔

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Capital commitments for the acquisition of property, plant and equipment	收購物業、廠房及 設備之資本承擔	12,710,000	-	-	-

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綜合財務報表附註

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

39. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund (“MPF”) Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group and its employees are each required to make monthly contributions at 5% of relevant payroll costs or HK\$1,250, whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The employees of the Group’s subsidiaries in the People’s Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year ended 31 March 2014, the total contributions made by the Group to the retirement benefit schemes and charged to the consolidated statement amounted to HK\$1,005,000 (2013: HK\$952,000).

As at 31 March 2014, there were no forfeited contributions available for the Group to offset contributions payable in future years (2013: Nil).

39. 退休福利計劃

本集團為所有香港合資格僱員參加強制性公積金(「強積金」)計劃。該計劃之資產乃與本集團之資產分開持有，並存放於由受託人控制之基金內。本集團及僱員各自每月按有關薪金之5%或1,250港元(以較低者為準)向計劃作出供款。本集團就有關強積金計劃之僅有責任是根據計劃繳納規定供款。

本集團於中華人民共和國附屬公司之僱員乃由當地政府運營之國家管理退休福利計劃之成員。此等附屬公司須按薪金之特定比例向該退休福利計劃供款以資助福利。本集團就有關退休福利計劃之僅有責任是繳納特定供款。

截至二零一四年三月三十一日止年度，本集團向退休福利計劃作出供款合共約1,005,000港元(二零一三年：952,000港元)，並已於綜合報表中扣除。

於二零一四年三月三十一日，本集團並無可抵銷未來年度應付供款之已沒收供款(二零一三年：無)。

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40. FINANCIAL INSTRUMENTS

The Group's major financial instruments include available-for-sale investments, bank balances, trade and other receivables, trade and other payables and bank borrowing. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Categories of financial instruments

40. 財務工具

本集團之主要財務工具包括可供銷售投資、銀行結餘、應收賬款及其他應收款項、應付賬款及其他應付款項以及銀行借貸。該等財務工具之詳情於各附註披露。與該等財務工具有關之風險及如何降低該等風險之政策載列如下。管理層管理及監察該等風險以確保即時有效地採取適當措施。

(a) 財務工具類別

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Financial assets	財務資產		
Available-for-sale investments	可供銷售投資	2,509	929
Loan and receivables	貸款及應收款項		
— Trade and other receivables	— 應收賬款及其他應收款項	148,616	242,945
— Cash and bank balances	— 現金及銀行結餘	47,718	29,157
Held-for-trading investments	持作買賣投資	69,588	62,876
		268,431	335,907
Financial liabilities	財務負債		
Amortised cost	攤銷成本		
— Bank borrowing	— 銀行借貸	—	35,910
— Trade and other payables	— 應付賬款及其他應付款項	42,194	138,951
Contingent consideration payable	應付或然代價	31,167	52,360
		73,361	227,221

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

40. FINANCIAL INSTRUMENTS (continued)

(b) Market risk

(i) Foreign currency risk

Foreign currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. The foreign exchange risk of the Group occurred due to the fact that the Group's had business activities denominated in foreign currencies. The Group's business activities are primarily exposed to foreign exchange risk in respect of Renminbi ("RMB") against Hong Kong Dollar. The net assets/liabilities of certain investments of the Group in the PRC are exposed to foreign currency translation risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should need arise.

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

40. 財務工具(續)

(b) 市場風險

(i) 外幣風險

外幣風險於未來商業交易及已確認資產及負債以本集團功能貨幣以外貨幣計值時產生。本集團就其以外幣計值之業務承受外幣風險。本集團業務主要面對與人民幣(「人民幣」)兌港元有關之外幣風險。本集團於中國部分投資之資產／負債淨額須承受外幣換算風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

於報告期末，本集團以外幣計值之重大貨幣資產及貨幣負債賬面值如下：

		Assets 資產		Liabilities 負債	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Renminbi	人民幣	42,853	152,226	6,929	142,462

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

40. FINANCIAL INSTRUMENTS (continued)

(b) Market risk (continued)

(i) Foreign currency risk (continued)

Foreign currency sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in Renminbi. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the company against the Renminbi. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates a decrease in loss for the year where the functional currencies of the Group strengthen 5% against Renminbi. For a 5% weakening of the functional currencies of the Group against the Renminbi, there would be an equal and opposite impact on the loss, and the balances below would be negative.

40. 財務工具(續)

(b) 市場風險(續)

(i) 外幣風險(續)

外幣敏感度分析

本集團主要面對人民幣波幅帶來之影響。下表詳列本集團對本公司功能貨幣匯率兌人民幣升值及貶值5%之敏感度。5%為向主要管理人員內部彙報外幣風險時所用敏感度比率，反映管理層對匯率可能出現之合理變動所作評估。敏感度分析包括尚未兌換之外幣計值貨幣項目，並按外幣匯率之5%變動於年結日調整有關換算。以下正數顯示倘本集團之功能貨幣兌人民幣升值5%，則本年度虧損將會減少。倘本集團功能貨幣兌人民幣貶值5%，則對虧損有同等而相反之影響，以下結餘亦會成為負數。

		Effect on loss of the year end and accumulated losses		Effect on equity	
		對年結日虧損及 累計虧損之影響		對股本之影響	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Renminbi	人民幣	1,796	488	1,796	488

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40. FINANCIAL INSTRUMENTS (continued)

(b) Market risk (continued)

(ii) Interest rate risk

The Group's cash flow interest rate risk relates primarily to bank balances. The management considers the Group's exposure of bank balances to interest rate risk is not significant as they have short maturity period.

Interest rate risk sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rate risk at the end of the reporting period. The analysis is prepared assuming the amount of variable-rate bank balances at the end of the reporting period was the amount outstanding for the whole year.

If interest rates had been 50 basis point higher/lower and all other variable were held constant, the Group's loss for the year ended 31 March 2014 would decrease/increase by HK\$186,000 (decrease/increase by 2013: HK\$80,000). This is mainly attributable to the Group's exposure to cash flow interest rate risk on its variable-rate bank balance.

(iii) Price risk

The Group is exposed to equity price risk through its investments in equity securities classified as available-for-sale investments and held-for-trading investments. The Group's price risk is mainly concentrated on equity securities listed in Hong Kong. The management monitors the price risk and will take appropriate actions when necessary.

Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

As at 31 March 2014, if the quoted market price of equity securities listed in Hong Kong classified as held-for-trading investments had been increased/decreased by 5% and all other variables held constant, the Group's post-tax loss for the year would have decreased/increased by HK\$3,479,000 as a result of change in fair value of held-for-trading investments. (2013: HK\$3,144,000).

40. 財務工具(續)

(b) 市場風險(續)

(ii) 利率風險

本集團現金流量利率風險主要與銀行結餘有關。管理層認為本集團就銀行結餘承受之利率風險輕微，原因為有關結餘均於短期內到期。

利率風險敏感度分析

以下敏感度分析乃根據於報告期末面對之利率風險而編製。該分析假設於報告期末之浮息銀行結餘為全年內未償還金額而編製。

倘若利率上升/下降50個基點而所有其他變數維持不變，本集團截至二零一四年三月三十一日止年度之虧損將減少/增加186,000港元(二零一三年：減少/增加80,000港元)，主要由於本集團須就浮息銀行結餘承受現金流量利率風險。

(iii) 價格風險

本集團就其分類為可供銷售投資及持作買賣投資之股本證券承受股本價格風險。本集團價格風險主要集中於香港上市股本證券。管理層監察價格風險，並將於有需要時採取適當行動。

股本價格敏感度分析

以下敏感度分析乃根據報告期末所承受股本價格風險而編製。

於二零一四年三月三十一日，倘按持作買賣之投資分類的香港上市股本證券所報市價增加/減少5%而所有其他變數維持不變，本集團年度除稅後虧損將因持作買賣之投資公平值變動而減少/增加約3,479,000港元(二零一三年：3,144,000港元)。

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40. FINANCIAL INSTRUMENTS (continued)

(c) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of respective recognised financial assets as stated in the consolidated financial statements.

The Group's exposure to credit risk on trade and other receivables is influenced mainly by the individual characteristics of each customer rather than industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, the Group had concentration of credit risk as over 83% (2013: over 86%) of the total trade receivables was due from 5 (2013: 1) largest customers which had no history of default. The Group has policies and place for the control and monitoring of such credit risk.

The credit risk on liquid funds is limited because all the Group's bank deposits are deposited placed with major banks in Hong Kong and the PRC.

(d) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

40. 財務工具(續)

(c) 信貸風險

因交易對手未能履行責任而令本集團蒙受財務損失之最高信貸風險乃來自綜合財務報表所載列相關已確認財務資產之賬面值。

就應收賬款及其他應收款項而言，本集團所面對之信貸風險主要受各客戶之個別特色(而非各客戶營運所在行業)所影響，因此信貸風險大量集中之情況主要於本集團就個別客戶涉及重大數額時產生。於報告期末，本集團承受信貸集中風險，原因為應收五名(二零一三年：一名)並無拖欠還款記錄主要客戶之款項佔應收賬款總額超過83%(二零一三年：超過86%)。本集團已訂立信貸風險監控政策。

流動資金之信貸風險有限，原因為本集團所有銀行存款均存放於香港及中國主要銀行。

(d) 流動資金風險

管理流動資金風險時，本集團監察及將現金及現金等值物維持於管理層認為充足水平，以為本集團營運提供資金及減低現金流量波動之影響。管理層定期審閱其主要資金狀況，確保具備足夠財務資源應付其財務責任。

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40. FINANCIAL INSTRUMENTS (continued)

(d) Liquidity risk (continued)

The table below analysis the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. The tables include both interest and principal cash flows.

The Group

		On demand or less than 3 months	3 months to 1 year	More than 1 year	Total undiscounted cash flows	Total carrying amount at 31.3.2014 於二零一四年 三月三十一日 之賬面總值
		按要求或 少於三個月 HK\$'000 千港元	三個月至 一年 HK\$'000 千港元	超過一年 HK\$'000 千港元	未貼現 現金流量總計 HK\$'000 千港元	HK\$'000 千港元
2014						
二零一四年						
Bank borrowing	銀行借貸	-	-	-	-	-
Trade and other payables	應付賬款及其他應付款項	42,194	-	-	42,194	42,194
Total	總計	42,194	-	-	42,194	42,194
		On demand or less than 3 months	3 months to 1 year	More than 1 year	Total undiscounted cash flows	Total carrying amount at 31.3.2013 於二零一三年 三月三十一日 之賬面總值
		按要求或 少於三個月 HK\$'000 千港元	三個月至 一年 HK\$'000 千港元	超過一年 HK\$'000 千港元	未貼現 現金流量總計 HK\$'000 千港元	HK\$'000 千港元
2013						
二零一三年						
Bank borrowing	銀行借貸	-	38,535	-	38,535	35,910
Trade and other payables	應付賬款及其他應付款項	138,951	-	-	138,951	138,951
Total	總計	138,951	38,535	-	177,486	174,861

40. 財務工具(續)

(d) 流動資金風險(續)

下表顯示本集團及本公司就由各報告期末至合約到期日止之剩餘期間按相關到期組別劃分之財務負債分析。在表內披露之金額為合約未貼現現金流量。下表包括利率及本金現金流量。

本集團

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

40. FINANCIAL INSTRUMENTS (continued)

(e) Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to the quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

40. 財務工具(續)

(e) 財務工具之公平值

財務資產及財務負債之公平值按下列基準釐定：

- 具標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考所報市場買入價及賣出價釐定；及
- 其他財務資產及財務負債之公平值，乃按公認定價模式以觀察所得當前市場交易價格，進行貼現現金流量分析釐定。

董事認為，於財務報表確認之財務資產及財務負債之賬面值與其公平值相若。

下表提供初步按公平值確認後計量之財務工具分析，按照公平值觀察所得程度分為一至三級：

第一級公平值計量乃自相同資產或負債於活躍市場所報(未調整)價格得出；

第二級公平值計量乃來自第一級所包括報價以外，可直接(即價格)或間接(即自價格衍生)自資產或負債觀察所得輸入數據得出；及

第三級公平值計量乃源自計入並非根據可觀察市場數據之資產或負債輸入值(無法觀察之輸入值)之估值技術得出。

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40. FINANCIAL INSTRUMENTS (continued) (e) Fair value of financial instruments (continued)

40. 財務工具(續) (e) 財務工具之公平值(續)

The Group and the Company 本集團及本公司

	2014 二零一四年			2013 二零一三年		
	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Equity securities listed in Hong Kong, at fair value 於香港上市之股本證券，按公平值						
Held-for-trading investments 持作買賣投資	69,588	-	-	62,876	-	-
Contingent consideration payable 應付或然代價	-	-	31,167	-	-	52,360

The fair value of held-for-trading investments was based on quoted bid prices in an active market.

持作買賣投資之公平值乃以活躍市場所報買入價為依據。

Details of the valuation of the fair value of contingent consideration payable were disclosed in note 36.

應付或然代價公平值之估值詳情於附註36披露。

There were no transfers between Levels 1 and 2 in both years.

於兩個年度，第一級及第二級之間並無轉讓。

41. CAPITAL 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 provide an adequate return to shareholders.

41. 資本管理

本集團管理資本之目標為保障本集團繼續按持續基準經營之能力，以為股東帶來回報及為其他利益相關者帶來利益以及為股東帶來足夠回報。

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes were made in the objectives, policies and process during the years end 31 March 2014 and 2013.

本集團根據經濟狀況及相關資產之風險特徵管理及調整資本架構。為維持或調整資本架構，本集團可能調整支付予股東之股息金額、向股東退回資本、發行新股份或出售資產以減少債務。截至二零一四年及二零一三年三月三十一日止年度，並無對相關目標、政策及程序作出變動。

The Group monitors capital on the basis of gearing ratio, which is calculated as total liabilities over total assets. The Group's strategy is to maintain the gearing ratio at a satisfactory level. The gearing ratio as at 31 March 2014 was 21% (2013: 33%).

本集團按資產負債比率(按總負債除以總資產計算)基準監察資本。本集團之策略為維持資產負債比率於滿意之水平。於二零一四年三月三十一日之資產負債比率為21%(二零一三年:33%)。

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42. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Compensation of key management personnel

The remuneration of Directors and other members of key management during the year were as follows:

42. 有關聯人士交易

本公司與其附屬公司(其為本公司之有關聯人士)間之結餘及交易已於綜合賬目時對銷，故不會於本附註披露。

主要管理人員之酬金

年內，董事及其他主要管理人員之酬金如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Short-term benefits	短期福利	3,866	2,501
Post-employment benefits	離職後福利	15	17
		3,881	2,518

The remuneration of Directors and other members of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及其他主要管理人員之酬金乃由薪酬委員會考慮個別人員之表現及市場趨勢後釐定。

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

a. Particulars of the principal subsidiaries of the Company as at 31 March 2014 are as follows:

43. 主要附屬公司詳情

a. 於二零一四年三月三十一日，本公司之主要附屬公司詳情如下：

Name of Company	Place of incorporation/ operation	Form of legal entity	Issue and paid up capital/registered capital 已發行及繳足股本/註冊股本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司所持已發行股本/註冊股本面值百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Royal Kit Trading Limited 御盈貿易有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$10,000 普通股10,000港元	-	100%	Investment holding 投資控股
深圳市康大生科貿易有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB50,000,000 人民幣50,000,000	-	100%	Sales of cotton yarn and metals 銷售棉紗及金屬

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

43. 主要附屬公司詳情(續)

Name of Company 公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Issue and paid up capital/registered capital 已發行及 繳足股本/註冊股本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊股本面值百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Life Sciences and Technologies Group Limited 生命科學技術集團有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	100%	-	Investment holding 投資控股
LST Operating Limited	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	100%	Distribution of biomedical and life sciences products 分銷生物醫學及生命科學產品
Gold Arch Group Limited 高門集團有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$1 普通股1美元	100%	-	Investment holding 投資控股
159 Regenerative Medicine Group (H.K.) Limited 159再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島/ Hong Kong 香港	Limited liability company 有限責任公司	Ordinary US\$100 普通股100美元	51%	-	Investment holding 投資控股
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港159自體造血幹細胞庫有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	51%	Storage and processing of stem cells 幹細胞儲存及加工

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

43. 主要附屬公司詳情(續)

Name of Company 公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Issue and paid up capital/registered capital 已發行及繳足股本/註冊股本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司所持已發行股本/註冊股本面值百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
159 Anti-Aging Center (H.K.) Limited 香港159抗衰老中心有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	51%	Stem cell anti-aging application related services 幹細胞抗衰老應用及相關服務
Asia Honest Finance Limited 誠宇財務有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	100%	-	Money lending business 放債業務
Life Length International Health Club Limited 生命長度國際健康俱樂部有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	100%	Investment holding 投資控股
生命長度科技(深圳)有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB50,000,000 人民幣50,000,000	-	100%	Trading business 貿易業務
深圳盛力會生物科技有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB3,000,000 人民幣3,000,000	-	100%	Anti-aging and beauty service 抗衰老及美容服務
深圳市生命長度健康管理有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB500,000 人民幣500,000	-	100%	Anti-aging and beauty service 抗衰老及美容服務
婺源縣婺里天禧酒店有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000	-	100%	Hotel investment and management 酒店投資及管理

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

各附屬公司概無任何於本年度完結時或本年度內任何時間存在之債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

b. The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

43. 主要附屬公司詳情(續)

b. 下表載列擁有重大非控股權益之本集團非全資附屬公司之詳情。

Name of subsidiary 公司名稱	Principal place of incorporation 主要註冊成立地點	Principal place of business 主要營業地點	Proportion of ownership interest held by non-controlling interest 非控股權益所持擁有權益比例		Profit/(loss) allocated to non-controlling interest 分配至非控股權益之溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
			2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
			HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	(2,838)	(6,891)	(9,729)	(6,891)
159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(2,346)	(11,416)	(13,762)	(11,416)
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹細胞庫有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(2,139)	(1,655)	(3,794)	(1,655)
Individually immaterial subsidiaries with non-controlling interests 擁有非控制股東權益之個別非主要附屬公司							(2,264)	(368)
							(29,549)	(20,330)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Summarized financial information in respect of each of the Group's subsidiaries that has material non-controlling interest is set out below. The summarized financial information below represents amounts before intra-group eliminations.

2014

43. 主要附屬公司詳情(續)

擁有重大非控股權益之本集團各附屬公司之財務資料概列如下。以下財務資料概要為集團內對銷前之款項。

二零一四年

		159 Regenerative Medicine Group (H.K.) Limited 159再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港159自體 造血幹細胞庫 有限公司 HK\$'000 千港元
Current assets	流動資產	102	44,440	556
Non-current assets	非流動資產	–	5,637	5,863
Current liabilities	流動負債	(19,957)	(78,163)	(14,163)
Non-current liabilities	非流動負債	–	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	(10,126)	(14,324)	(3,949)
Non-controlling interest	非控股權益	(9,729)	(13,762)	(3,794)
Revenue	收益	–	10,046	–
Expenses	開支	5,792	11,633	4,366
Loss for the year	本年度虧損	(5,792)	(4,787)	(4,366)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(2,954)	(2,441)	(2,227)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(2,838)	(2,346)	(2,139)
Loss for the year	本年度虧損	(5,792)	(4,787)	(4,366)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔 其他全面收益	–	–	–
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他 全面收益	–	–	–
Other comprehensive income for the year	本年度其他全面收益	–	–	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 2014 (continued)

43. 主要附屬公司詳情(續)

二零一四年(續)

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體 造血幹細胞庫 有限公司 HK\$'000 千港元
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	(2,954)	(2,441)	(2,227)
Total comprehensive income attributable to the non-controlling interests	非控股權益應佔全面收益總額	(2,838)	(2,346)	(2,139)
Total comprehensive income for the year	本年度全面收益總額	(5,792)	(4,787)	(4,366)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash inflow (outflow) from operating activities	來自經營業務之現金流入(流出)淨額	(5,542)	3,764	(2,506)
Net cash inflow (outflow) from investing activities	來自投資活動之現金流入(流出)淨額	-	(73)	(65)
Net cash inflow (outflow) from financing activities	來自融資活動之現金流入(流出)淨額	5,542	(1,501)	2,571
Net cash inflow (outflow)	現金流入(流出)淨額	-	2,190	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 2013

43. 主要附屬公司詳情(續)

二零一三年

		159	159	159
		Regenerative Medicine Group (H.K.) Limited	Anti-Aging Center (H.K.) Limited	Autologous Stem Cell LifeBank (H.K.) Limited
		159 再生醫學 集團(香港) 有限公司	香港 159 抗衰老中心 有限公司	香港 159 自體 造血幹細胞庫 有限公司
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Current assets	流動資產	267	31,171	693
Non-current assets	非流動資產	-	7,313	7,539
Current liabilities	流動負債	(14,330)	(61,783)	(11,610)
Non-current liabilities	非流動負債	-	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Non-controlling interest	非控股權益			
Revenue	收益	-	1,850	-
Expenses	開支	14,063	24,393	3,378
Loss for the year	本年度虧損	(14,063)	(23,299)	(3,378)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(7,172)	(11,883)	(1,723)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(6,891)	(11,416)	(1,655)
Loss for the year	本年度虧損	(14,063)	(23,299)	(3,378)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-	-
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	-	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 2013 (continued)

43. 主要附屬公司詳情(續)

二零一三年(續)

		159	159	159
		Regenerative Medicine Group (H.K.) Limited 159再生醫學 集團(香港) 有限公司 HK\$'000 千港元	Anti-Aging Center (H.K.) Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	Autologous Stem Cell LifeBank (H.K.) Limited 香港 159自體 造血幹細胞庫 有限公司 HK\$'000 千港元
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	(7,172)	(11,883)	(1,723)
Total comprehensive income attributable to the non-controlling interests	非控股權益應佔全面收益總額	(6,891)	(11,416)	(1,655)
Total comprehensive income for the year	本年度全面收益總額	(14,063)	(23,299)	(3,378)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash inflow (outflow) from operating activities	來自經營業務之現金流入(流出)淨額	(13,944)	(51,046)	(2,896)
Net cash inflow (outflow) from investing activities	來自投資活動之現金流入(流出)淨額	-	(9,974)	(8,667)
Net cash inflow (outflow) from financing activities	來自融資活動之現金流入(流出)淨額	13,944	61,224	11,563
Net cash inflow (outflow)	現金流入(流出)淨額	-	204	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

44. LITIGATION

On 14 March 2014, LST Operating Limited as the defendant and as the tenant, an indirectly wholly-owned subsidiary of the Company, received an amended writ of summons in the High Court of the Hong Kong Special Administrative Region. Based on the statement of claims, the plaintiff as the landlord claimed against the defendant for the outstanding rent, service charges, rates, interest, costs and damages to be assessed. The defendant has filed a defence on 23 May 2014 which denied certain claims made by the plaintiff. Up to the date of this report, the vacant possession of the suit premises was delivered to the landlord and the parties are still in the settlement negotiations in order to resolve the disputes. The Directors assessed that the litigation would have no material impact to the financial position of the Company and the liability to the Company is remote.

45. MATERIAL EVENT AFTER REPORTING PERIOD

On 4 April 2014, Wuyuan County Wuli Tianxi Hotel Company Limited ("Wuli Tianxi") entered into (i) the lease agreement with Wuyuan County Yuhe Property Development Company Limited ("Yuhe") pursuant to which Wuli Tianxi agreed to lease the property from Yuhe upon the terms and conditions set out in the lease agreement. The property is located in Jiangxi Province, PRC consisting of a hotel building and 10 blocks of terrace villas; and (ii) the management agreement with Shenzhen Ruiyue Hotel Management Company Limited ("Ruiyue"), pursuant to which Ruiyue agreed to provide hotel management service to Wuli Tianxi upon the terms and conditions set out in the management agreement. Wuli Tianxi employed Ruiyue as the sole manager in charge of managing the hotel during the effective period of the management agreement. Up to the date of this report, Wuli Tianxi has not commenced business operation. Details of the lease agreement and management agreement were disclosed in the Company's announcement dated 4 April 2014.

46. APPROVAL OF ACCOUNTS

The consolidated financial statements were approved and authorised for issue by the Company's Board of directors on 25 June 2014.

44. 訴訟

於二零一四年三月十四日，本公司間接全資附屬公司LST Operating Limited(作為被告及作為租戶)接獲香港特別行政區高等法院之經修訂傳訊令狀。根據申索陳述書，原告(作為業主)向被告索償尚未償還之租金、服務費、差餉、利息、費用及有待評估之損失。被告已於二零一四年五月二十三日呈交一份抗辯書，拒絕接受原告提出之若干申索。截至本報告日期，涉及訴訟之物業已向業主交吉，而雙方仍在進行調解談判以解決分歧。董事認為，訴訟不會對本公司之財政狀況構成重大影響，而對本公司產生之負債亦非重大。

45. 報告期後之重大事項

於二零一四年四月四日，婺源縣婺里天禧酒店有限公司(「婺里天禧」) (i) 與婺源縣裕和置業有限公司(「裕和」) 訂立租賃合同，據此，婺里天禧同意向裕和租賃該房產，相關條款及條件載於租賃合同。該房產位於中國江西省，由一幢酒店大樓及10幢連排別墅組成；及(ii) 與深圳市瑞悅酒店管理公司(「瑞悅」) 訂立管理合同，據此，瑞悅同意向婺里天禧提供酒店管理服務，相關條款及條件載於管理合同。婺里天禧僱用瑞悅為唯一管理方，於管理合同有效期限內管理該酒店。截至本報告日期，婺里天禧尚未展開業務經營。租賃合同及管理合同之詳情於本公司日期為二零一四年四月四日之公佈內披露。

46. 批准賬目

本公司董事會於二零一四年六月二十五日批准及授權刊發綜合財務報表。

Five-Year Financial Summary

五年財務摘要

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

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements of the Group, were set out below:

本集團過去五個財政年度之綜合業績、資產及負債(摘錄自本集團經審核財務報表)概列如下:

		Year ended 31 March 截至三月三十一日止年度				2014
		2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	二零一四年 HK\$'000 千港元
RESULTS	業績					
Turnover	營業額	74,505	79,733	71,727	86,113	706,787
Loss before tax	除稅前虧損	(48,140)	(9,879)	(31,267)	(41,949)	(184,375)
Income tax	所得稅	(1,537)	(81)	(758)	(1,177)	(583)
Loss for the year	本年度虧損	(49,677)	(9,960)	(32,025)	(43,126)	(184,958)
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(39,769)	(8,930)	(28,448)	(35,614)	(152,201)
Non-controlling interests	非控股權益	(9,908)	(1,030)	(3,577)	(7,512)	(32,757)

Five-Year Financial Summary

五年財務摘要

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

		As at 31 March 於三月三十一日				
		2010	2011	2012	2013	2014
		二零一零年	二零一一年	二零一二年	二零一三年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	357,182	419,983	433,215	691,219	441,760
Total liabilities	負債總額	(92,254)	(112,653)	(106,317)	(227,221)	(94,904)
Net assets	資產淨額	264,928	307,330	326,898	463,998	346,856
Non-controlling interests	非控股權益	83,718	77,607	57,434	35,279	(29,549)



**Hong Kong Life Sciences
and Technologies Group Limited**
香港生命科學技術集團有限公司