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中科光電

CHINA TECHNOLOGY SOLAR POWER HOLDINGS LIMITED
中科光電控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8111)

2016
ANNUAL REPORT

* For identification purpose only

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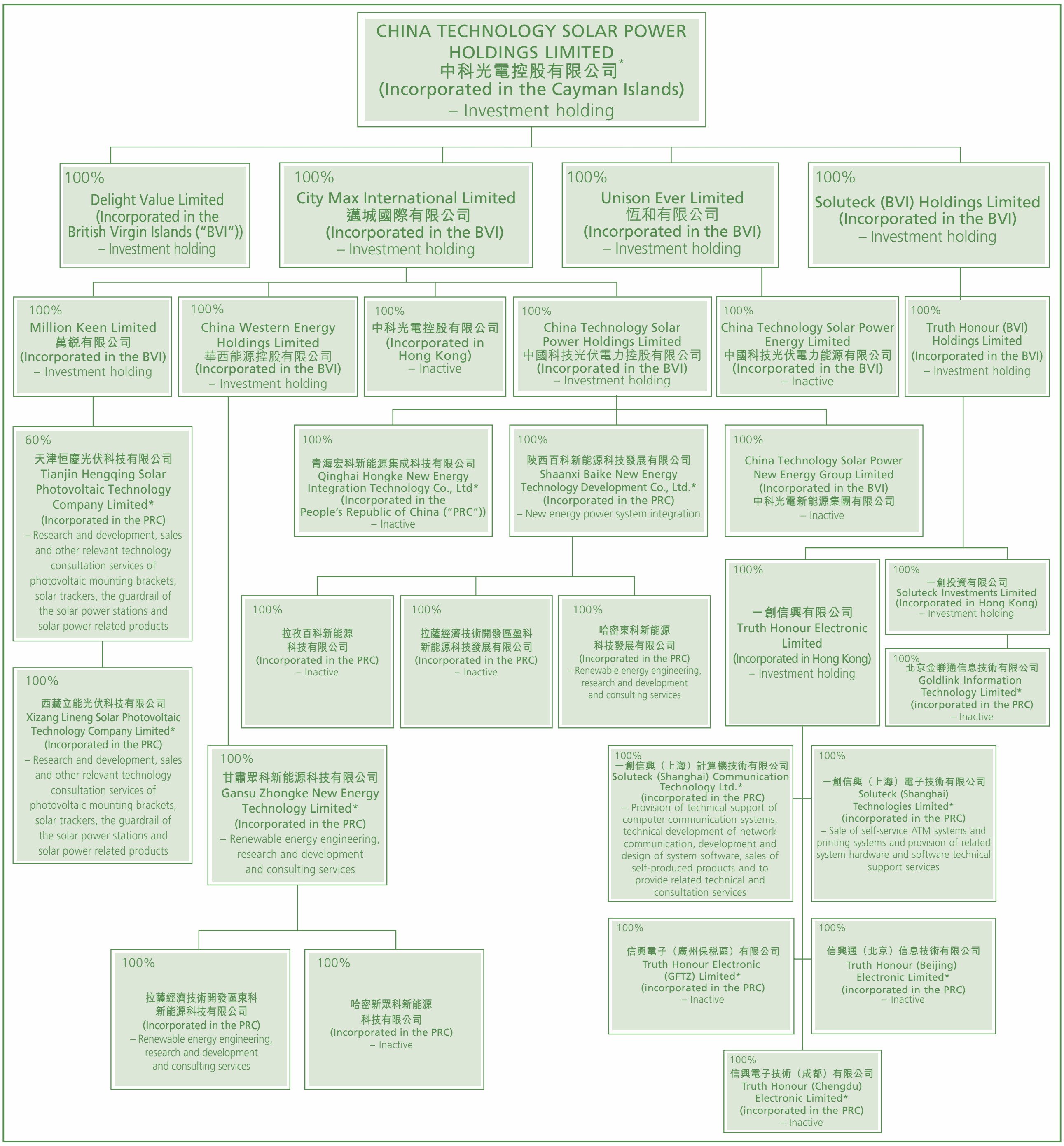
*This report, for which the directors ("**Directors**") of China Technology Solar Power Holdings Limited ("**Company**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

Contents

The following chart illustrates the corporate structure of the Company and its subsidiaries and their respective principal business activities as at the date of this report:



* *For identification purpose only*

Corporate Information

Executive directors
Mr. Chiu Tung Ping
(Chairman and Chief executive officer)
Mr. Zhang Shenxin (*Vice-Chairman*) *(resigned on 12 May 2015)*
Ms. Yuen Hing Lan
Mr. Hou Hsiao Bing
Mr. Hou Hsiao Wen *(resigned on 19 June 2015)*
Ms. Hu Xin

Independent non-executive directors
Mr. Shi Huizhong
Mr. Meng Xianglin
Mr. Dong Guangwu

Company secretary
Ms. Chan Mi Ling, Anita, FCCA, CPA, FCA

Authorised representatives
Ms. Hu Xin
Ms. Chan Mi Ling, Anita, FCCA, CPA, FCA

Compliance officer
Ms. Hu Xin

Members of audit committee
Mr. Shi Huizhong *(Chairman)*
Mr. Meng Xianglin
Mr. Dong Guangwu

Members of remuneration committee
Mr. Shi Huizhong *(Chairman)*
Mr. Meng Xianglin
Mr. Dong Guangwu

Members of nomination committee
Mr. Shi Huizhong *(Chairman)*
Mr. Meng Xianglin
Mr. Dong Guangwu

Members of corporate governance committee
Mr. Chiu Tung Ping *(Chairman)*
Mr. Zhang Shenxin *(resigned on 12 May 2015)*
Ms. Yuen Hing Lan
Mr. Hou Hsiao Bing
Mr. Hou Hsiao Wen *(resigned on 19 June 2015)*
Ms. Hu Xin

Auditors
Sky Base Partners CPA Limited
Level 20, Parkview Centre
7 Lau Li Street
Causeway Bay, Hong Kong

Registered office
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong
Room 1801, 18th Floor
Kai Tak Commercial Building
317 & 319 Des Voeux Road Central
Hong Kong

Company website
www.chinatechsolar.com

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

Hong Kong branch share registrar and transfer office
Computershare Hong Kong Investor Services Limited
1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

GEM Stock Code
8111

ANNUAL RESULTS HIGHLIGHTS

The profit attributable to owners of the Company for the year ended 31 March 2016 was approximately HK$46.5 million (2015: approximately HK$29.7 million).

The revenue of the Group for the year ended 31 March 2016 was approximately HK$192.4 million, representing an increase of approximately 69.8 per cent., as compared with approximately HK$113.3 million for the year ended 31 March 2015.

Gross profit margin of the Group was approximately 38.6 per cent. for the year ended 31 March 2016, as compared to approximately 39.1 per cent. for the year ended 31 March 2015.

Basic earnings per share for the year ended 31 March 2016 was approximately HK3.59 cents (basic earnings per share for the year ended 31 March 2015 was approximately HK2.68 cents).

The Directors do not recommend the payment of a dividend for the year ended 31 March 2016 (2015: Nil).

I am pleased to present the annual results of China Technology Solar Power Holdings Limited ("**Company**", together with its subsidiaries, the "**Group**").

BUSINESS REVIEW

The Group was principally engaged in (i) new energy power system integration business; (ii) sales of solar power related products; (iii) sales of self-service automatic teller machine ("**ATM**") systems and printing systems; and (iv) provision of hardware and software technical support services in the People's Republic of China ("**PRC**" or "**China**") during the year ended 31 March 2016.

The Group's revenue amounted to approximately HK$192.4 million for the year ended 31 March 2016, representing an increase of approximately 69.8 per cent. as compared with approximately HK$113.3 million recorded for the year ended 31 March 2015, mainly due to the increase in the revenue derived from the new energy power system integration business of approximately HK$36.7 million, the recognition of revenue derived from the sales of solar power related products of approximately HK$48.2 million, which was partly offset by the decrease in revenue generated from the sales of self-service ATM systems and printing systems (including the provision of hardware and software technical support services) of approximately HK$5.9 million during the year under review.

The Group's gross profit margin was approximately 38.6 per cent. for the year ended 31 March 2016, as compared to approximately 39.1 per cent. in the year ended 31 March 2015.

The Group recorded a profit attributable to owners of the Company amounting to approximately HK$46.5 million for the year ended 31 March 2016 (2015: approximately HK$29.7 million). The substantial increase in profit was mainly attributable to the profit arising from the new energy power system integration business of approximately HK$52.9 million (2015: approximately HK$36.7 million) and the recognition of change in fair value of contingent consideration payable of approximately HK$16.8 million (2015: approximately HK$4.4 million), which was partly offset by the loss attributable to the sales of self-service ATM systems and printing systems of approximately HK$7.6 million (2015: profit of approximately HK$2.1 million) during the year ended 31 March 2016. Please refer to the section "Management Discussion and Analysis" of this report for details.

Basic earnings per share was approximately HK3.59 cents for the year ended 31 March 2016, as compared with the basic earnings per share of approximately HK2.68 cents for the year ended 31 March 2015.

NEW ENERGY POWER SYSTEM INTEGRATION BUSINESS (INCLUDING CONTRACT REVENUE AND SERVICE INCOME)

The PRC government continues to support the development of the solar energy industry. The twelve five year plan has set clear targets on the development of different renewable energy technologies including but not limited to solar photovoltaic power and solar thermal power.

In the year ended 31 March 2016, the Group has completed the construction work of a solar photovoltaic power station with an expected capacity of 30MW ("**30MW Ningxia Power Station**") and obtained the system testing and satisfaction report from the customer. As such, the revenue from the 30MW Ningxia Power Station of approximately HK$130.9 million, together with the revenue from other new energy power system integration contracts of approximately HK$9.1 million, contributed to the total revenue generated from the new energy power system integration business (including contract revenue and service income) for the year ended 31 March 2016 of approximately HK$140.0 million (2015: approximately HK$103.3 million).

SALES OF SOLAR POWER RELATED PRODUCTS

Following the completion of the acquisition of Million Keen Limited ("**Million Keen**"), which is principally engaged in the research and development, sales and provision of other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products on 22 May 2015, the Group has started the new business of sales of solar power related products.

The revenue generated from the sales of solar power related products was approximately HK$48.2 million for the year ended 31 March 2016 (2015: Nil), accounted for approximately 25.1 per cent. (2015: Nil) of the Group's revenue.

SALES OF SELF-SERVICE ATM SYSTEMS AND PRINTING SYSTEMS

The Group remains recognised as a professional ATM software, hardware and service company in the ATM sector and a marketing agent for Fuji Xerox for its printing systems in China.

The Group offers a full range of banking and financial system solutions for the banking and financial sectors, and persists to put efforts on enhancing customer relationships, broadening business relationships and exploring new business opportunities in corporate outsourcing technical service sector.

DIVIDEND

The board of Directors ("**Board**") does not recommend the payment of a dividend for the year ended 31 March 2016 (2015: Nil).

APPRECIATION

We treasure the harmonious relationship with our staff and would like to take this opportunity to express our gratitude to the management and staff of the Group for their dedicated performance which is instrumental to the future development of the Group. We would also like to take this opportunity to thank our shareholders, suppliers and customers for their continuous support to the Group.

Mr. Chiu Tung Ping
Chairman and executive Director

Hong Kong, 23 June 2016

REVENUE

During the year ended 31 March 2016, the Group was principally engaged in (i) new energy power system integration business; (ii) sales of solar power related products; (iii) sales of self-service ATM systems and printing systems; and (iv) provision of hardware and software technical support services in the PRC.

Revenues recognised during the year are as follows:

	Year ended 31 March 2016 HK$'000	2015 HK$'000
Revenue		
New energy power system integration services income	–	4,897
New energy power system integration contract revenue	**139,996**	98,359
Sales of solar power related products	**48,234**	–
Sales of self-service ATM systems and printing systems	**3,282**	8,237
Provision of hardware and software technical support services	**905**	1,838
	192,417	113,331
Other revenue		
Bank interest income	**65**	64
Change in fair value of contingent consideration payable	**16,768**	4,389
Government subsidy for business development	**876**	25
Gain on trading in financial instrument	**51**	77
Others	**2,238**	859
	19,998	5,414
Total revenue	**212,415**	118,745

NEW ENERGY POWER SYSTEM INTEGRATION BUSINESS (INCLUDING CONTRACT REVENUE AND SERVICE INCOME)

Power system integration refers to the optimisation of technologies in the civil engineering system, electrical system and other ancillary system, database technologies, surveillance and software management. The Group shall source equipment and products from different vendors based on the scale and capacity of the respective new energy power stations and subsequently carry out integration of the separated equipment, functions and information into a connected, unified and coordinated system. Power system integration enables the utilisation of resources at their best to enhance optimisation of performance of the entire system and achieve centralised, high efficiency, balanced performance, substitutable and available for maintenance, as well as low cost management. The Group also offers subsequent system management services to the new energy power stations.

The Group continued to expand its new energy power system integration services and technology consultancy services through securing more contracts for provision of such services to biomass energy, thermal power and solar energy generation companies and projects in the PRC. In September 2013, the Group entered into a memorandum of understanding with an investment company ("**Investment Company**") for projects relating to construction of large-scale grid-connected solar photovoltaic power station and distributed power generation on rooftop, which are expected to have an aggregate designed capacity of 300MW ("**300MW Project**") by the end of 2016. In October 2013, the Group entered into a co-operation agreement with an energy company in Xi'an ("**Xi'an Energy Company**"), and together with such energy company, jointly contracted with a wholly-owned subsidiary of the Investment Company in Jinchang City in Gansu province for the construction of a solar photovoltaic power station with an expected capacity of 50MW ("**50MW Gansu Power Station**") which is phase 1 of the 300MW Project. The Group has completed the construction work of the 50MW Gansu Power Station and obtained the system testing and satisfaction report from the Investment Company during the year ended 31 March 2014.

In July 2014, the Group entered into a co-operation agreement with the Xi'an Energy Company, and together with the Xi'an Energy Company, jointly contracted with a wholly-owned subsidiary of the Investment Company in Ningxia Hui Autonomous Region for the construction of phase 2, 3 and 4 of the 300MW Project. The Group has completed the construction work of the phase 3 of the 300MW Project which includes a solar photovoltaic power station with an expected capacity of 50MW ("**50MW Ningxia Power Station**") and obtained the system testing and satisfaction report from the Investment Company during the year ended 31 March 2015. In the year ended 31 March 2016, the Group has completed the construction work of the 30MW Ningxia Power Station which is phase 2 of the 300MW Project and obtained the system testing and satisfaction report from the Investment Company. As such, the revenue generated from the 30MW Ningxia Power station of approximately HK$130.9 million, together with the revenue from other new energy power system integration contracts of approximately HK$9.1 million, contributed to the total revenue generated from the new energy power system integration business (including contract revenue and service income) for the year ended 31 March 2016 of approximately HK$140.0 million (2015: approximately HK$103.3 million).The Group expects the construction of phase 4 of the 300MW Project to commence in October 2016. The Group expects to finance such investment by internal generated cash flows and borrowings.

In March 2015, the Group entered into a memorandum of understanding with another investment company for projects relating to construction of large-scale grid-connected solar photovoltaic power station, which are expected to have an aggregate designed capacity of 500MW by the end of 2020. As at the date of this report, the Group had not commenced to provide these services.

As mentioned in the circular of the Company dated 16 May 2011, the Group has secured and signed two agreements for the provision of one-off service on new energy power system integration services for biomass energy, thermal power and solar energy generation companies and projects. As the contracting parties in the two agreements were in the process of obtaining the necessary licenses from the respective government authorities during the year ended 31 March 2016 and as at the date of this report, the Group had not commenced such new energy power system integration services and did not have income generated from the two agreements during the year ended 31 March 2016 (2015: Nil) and as at the date of this report.

As also mentioned in the circular of the Company dated 16 May 2011, the Group has also entered into two memorandums of understanding for the provision of new energy power system integration services. As at the date of this report, the Group had not entered into formal agreements with the other contracting parties and the Group had not commenced to provide these services.

SALES OF SOLAR POWER RELATED PRODUCTS

Following the completion of the acquisition of Million Keen Limited ("**Million Keen**"), which is principally engaged in the research and development, sales and provision of other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products on 22 May 2015, the Group has started the new business of sales of solar power related products.

The revenue generated from the sales of solar power related products was approximately HK$48.2 million for the year ended 31 March 2016 (2015: Nil), accounted for approximately 25.1 per cent. (2015: Nil) of the Group's revenue.

SALES OF SELF-SERVICE ATM SYSTEMS AND PRINTING SYSTEMS

During the year ended 31 March 2016, sales of self-service ATM systems and printing systems (including the provision of hardware and software technical support services) accounted for approximately 2.2 per cent. (2015: approximately 8.9 per cent.) of the Group's revenue.

The revenue generated from the sales of self-service ATM systems and printing systems (including the provision of hardware and software technical support services) recorded revenue of approximately HK$4.2 million for the year ended 31 March 2016, representing a decrease of approximately 58.4 per cent. as compared with the previous financial year, mainly as a result of the fierce competition in the PRC market.

By having ATM service centers established in China including Shanghai, Changshu, Beijing, Shenyang and Yingkou, the Group has ATM service centers covering a total of five strategic cities and locations currently.

PROVISION OF HARDWARE AND SOFTWARE TECHNICAL SUPPORT SERVICES

The provision of hardware and software technical support services accounted for approximately 0.5 per cent. (2015: approximately 1.6 per cent.) of the Group's total revenue for the year ended 31 March 2016. Revenue derived from the provision of hardware and software technical support services during the year ended 31 March 2016 decreased by approximately 50.8 per cent., as compared with that of the previous financial year, mainly as a result of the fierce competition in the PRC market.

SELLING EXPENSES

Selling expenses incurred by the Group for the year ended 31 March 2016 amounted to approximately HK$3.8 million (2015: approximately HK$2.9 million), representing an increase of approximately 28.4 per cent. mainly because the Group had allocated extra resources to explore new business opportunities during the year under review.

ADMINISTRATIVE EXPENSES

Administrative expenses incurred by the Group for the year ended 31 March 2016 amounted to approximately HK$31.8 million (2015: approximately HK$11.4 million), mainly attributable to the amortisation of intangible assets, general provision for doubtful debts and general provision for obsolete stocks of approximately HK$11.4 million (2015: approximately HK$1.2 million), HK$4.3 million (2015: Nil) and HK$3.0 million (2015: Nil) respectively during the year under review.

Amortisation of intangible assets of approximately HK$11.4 million (2015: approximately HK$1.2 million) was recognised during the year ended 31 March 2016. The intangible assets represent new energy power system integration services contracts and sales of solar power related products contracts signed by the subsidiaries acquired or being acquired, and are valued by an independent professional valuer.

Staff costs (including Directors' emoluments) which were included in both selling expenses and administrative expenses increased by approximately 9.1 per cent. to approximately HK$6.9 million (2015: approximately HK$6.3 million) because of the increase in the number of employees from 38 as at 31 March 2015 to 56 as at 31 March 2016.

Operating leases for land and building increased by approximately 37.4 per cent. to approximately HK$1.3 million (2015: approximately HK$0.9 million) mainly because of the lease of two additional offices in the PRC during the year under review.

FINANCE COSTS

For the year ended 31 March 2016, the Group has incurred the following finance costs:

	2016	2015
	HK$'000	HK$'000
Imputed finance costs on convertible bonds	**3,705**	3,491
Interest on other loan	**2,447**	2,162
Interest on discounted bills	**146**	–
	6,298	5,653

INCOME TAX

The Group had an income tax credit for the year ended 31 March 2016 of approximately HK$0.9 million mainly due to the credit of deferred taxation of approximately HK$2.4 million (2015: approximately HK$2.5 million), which is partly offset by income tax expenses of approximately HK$1.5 million (2015: HK$0.3 million) during the year ended 31 March 2016. Pursuant to the relevant laws and regulations in the PRC, the Group's certain PRC subsidiaries are entitled to tax preferences from PRC Enterprise Income Tax.

LIQUIDITY, FINANCIAL RESOURCES AND TREASURY POLICIES

As at 31 March 2016, the Group had bank balances and cash amounting to a total of approximately HK$7.6 million (2015: approximately HK$43.8 million), denominated in Hong Kong dollars, Renminbi and United States dollars. The Group had no outstanding bank overdraft as at 31 March 2016 (2015: Nil).

The decrease in bank balances and cash from approximately HK$43.8 million as at 31 March 2015 to approximately HK$7.6 million as at 31 March 2016 is mainly because of the net cash used in operating activities of approximately HK$34.2 million and the effect of foreign exchange rate changes of approximately HK$7.0 million during the year ended 31 March 2016, which is partly offset by raising of other loan of approximately HK$4.2 million.

As at 31 March 2016, the Group had other loans amounting to (i) approximately HK$19.8 million (2015: approximately HK$19.8 million), which was interest bearing at 12% per annum, unsecured and repayable on demand; and (ii) approximately HK$4.2 million (2015: Nil), which was interest bearing at 1.5% to 1.65% per annum, secured by bills receivable and had fixed repayment term.

The Group financed its operations by internally generated cash flow and borrowings.

CURRENT RATIO

As at 31 March 2016, the Group's current ratio, represented by a ratio of current assets to current liabilities, was approximately 1.9 (2015: approximately 1.9). The current ratio remained stable during the year under review.

GEARING RATIO

As at 31 March 2016, the gearing ratio of the Group, based on total liabilities over total assets was approximately 31.2 per cent. (2015: approximately 30.0 per cent.).

	2016	2015
	HK$'000	HK$'000
Total assets	**587,956**	437,531
Total liabilities	**183,293**	131,467
Gearing ratio	**31.2 per cent.**	30.0 per cent.

The gearing ratio remained stable during the year under review.

DIRECTORS' OPINION ON SUFFICIENCY OF WORKING CAPITAL

In view of the Group's financial and liquidity positions and in the absence of unforeseen circumstances, the Directors are of the opinion that the Group has sufficient working capital for its present requirements.

BANKING FACILITIES

As at 31 March 2016, the Company did not have any banking facilities.

CHARGES ON ASSETS

As of 31 March 2016, the Group pledged no asset to secure borrowings granted to the Group. Bills receivable of the Company of approximately HK$4.2 million has been pledged to secure against other loan of approximately HK$4.2 million as at 31 March 2016 (2015: Nil).

CONTINGENT LIABILITIES

As at 31 March 2016, the Group did not have any significant contingent liabilities.

EXPOSURE TO FOREIGN EXCHANGE RISK

Most of the transactions, income and expenditure of the Group are denominated in Renminbi. The Group may be exposed to foreign currency risks as disclosed in the paragraphs headed "Principal risks and uncertainties" in the section "Report of the Directors" of this report. During the year ended 31 March 2016, the Group did not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

SIGNIFICANT INVESTMENTS HELD AND MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

ACQUISITION OF MILLION KEEN LIMITED

On 5 May 2015, City Max International Limited ("**City Max**"), a wholly-owned subsidiary of the Company, as the purchaser and Creation Moral Limited ("**Creation Moral**") as the vendor entered into the sale and purchase agreement ("**Million Keen SP Agreement**") pursuant to which City Max conditionally agreed to acquire and Creation Moral conditionally agreed to dispose of the entire issued share capital of Million Keen Limited ("**Million Keen**"), a company incorporated in the British Virgin Islands with limited liability, at the consideration of not less than HK$23,800,000 and not more than HK$47,600,000, the final amount of which would be determined based on the consolidated audited net profit after tax attributable to owners of Million Keen for the year ended 31 December 2015 multiplied by a price-earnings ratio of 6.8. The total consideration ("**Million Keen Consideration**") would in any event not exceed HK$47,600,000.

Pursuant to the Million Keen SP Agreement, the Million Keen Consideration should be satisfied by the issue of consideration shares ("**Million Keen Consideration Shares**") at the issue price of HK$0.22 per share to Creation Moral.

As all the conditions precedent under the Million Keen SP Agreement were fulfilled on 15 May 2015, the completion of the acquisition of Million Keen took place on 22 May 2015 and 108,181,818 Million Keen Consideration Shares for the initial payment were allotted and issued to Creation Moral by the Company at the issue price of HK$0.22 per share under the general mandate granted to the Directors to allot and issue up to 218,444,128 new shares by the shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 21 August 2014 ("**General Mandate**").

Based on the audited accounts of Million Keen for the year ended 31 December 2015 issued by the auditors appointed by the Company, the consolidated audited net profit after tax attributable to owners of Million Keen for the year ended 31 December 2015 was approximately HK$9,851,000. Accordingly, the final Million Keen Consideration was fixed at HK$47,600,000 pursuant to the Million Keen SP Agreement.

In accordance with the terms and conditions of the Million Keen SP Agreement, on 1 February 2016, 108,181,818 Million Keen Consideration Shares for the remaining balance of the Million Keen Consideration (being the final Million Keen Consideration less the initial payment) have been allotted and issued at the issue price of HK$0.22 per share by the Company to Creation Moral under the General Mandate.

Please refer to the announcements of the Company dated 5 May 2015, 22 May 2015 and 1 February 2016 for details of the acquisition.

EMPLOYEES

As at 31 March 2016, the Group employed 7 and 49 staff in Hong Kong and the PRC respectively (2015: 7 in Hong Kong and 31 in the PRC). The Group has developed its human resources policies and procedures based on performance and merit. The Group ensures that the pay levels of its employees are competitive and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system.

The remuneration of the Directors was determined by the Board with reference to the prevailing market rates, roles and responsibilities of the Directors. Share options may be granted to Directors and employees of the Group to subscribe for shares of the Company. Particulars of the scheme are set out in the section "Report of the Directors" of this report.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the shares of the Company during the year ended 31 March 2016.

BUSINESS OUTLOOK

The Group will continue to look for other solar energy generation projects, power system integration services and technology service projects.

The Group has been identifying and exploring other business opportunities so as to diversify the Group's business into the downstream of solar energy business with growth potential and to broaden its sources of income that can bring return to the Group and its shareholders. The Group has completed the construction work of the 50MW Gansu Power Station, 50MW Ningxia Power Station and 30MW Ningxia Power Station during the year ended 31 March 2014, 2015 and 2016 respectively.

Following the acquisition of Million Keen, which is principally engaged in the research and development, sales and provision of other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products, the Group tapped into the sales of solar power related products, which will enhance the competitive advantages of the Group as well as to seize the market opportunities in the solar energy industry.

Leveraging on the prudent and experienced management and the strong and determined workforce of the Group, the Group will strive to maintain and expand its operations further, thus bringing greater return to its shareholders.

EVENTS AFTER THE REPORTING PERIOD

There are no important events affecting the Company which have taken place after the end of the reporting period up to the date of this report.

(1) CORPORATE GOVERNANCE PRACTICES

The Board and the senior management of the Company are committed to the principles of good corporate governance and have dedicated significant efforts to provide transparency, accountability and independence of their corporate governance practices. During the year ended 31 March 2016 ("**Review Period**"), the Company has applied the principles in the Corporate Governance Code ("**CG Code**") as contained in Appendix 15 to the GEM Listing Rules to its corporate governance structure and practices in the manner as described in this report.

During the Review Period, the Company has complied with all the code provisions set out in the CG Code, except for the deviation from code provisions A.2.1, A.2.7 and E.1.2 as explained below.

Code provision A.2.1

Pursuant to code provision A.2.1 of the CG Code, the roles of the chairman of the Board and chief executive officer should be separate and should not be performed by the same individual.

The Company deviates from this provision because Mr. Chiu Tung Ping has been performing both the roles of chairman of the Board ("**Chairman**") and chief executive officer of the Group ("**Chief Executive Officer**") since 13 July 2012. However, the Board believes that vesting two roles in the same person provides the Group with strong and consistent leadership in the development and execution of the Group's business strategies and is beneficial to the Group. The Directors will continue to review the effectiveness of the current structure and assess whether separation of the roles of Chairman and Chief Executive Officer is necessary.

Code provision A.2.7

Code Provision of A.2.7 of the CG Code requires the Chairman to hold meetings at least annually with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. As Mr. Chiu Tung Ping, the Chairman, is also an executive Director, the Company has deviated from this code provision.

Code provision E.1.2

Under code provision E.1.2 of the CG Code, the Chairman should attend the annual general meeting. Due to other commitments which must be attended by Mr. Chiu Tung Ping, the Chairman, Mr. Chiu was unable to attend the annual general meeting of the Company held on 20 August 2015 ("**2015 AGM**"). Nevertheless, Mr. Shi Huizhong, an independent non-executive Director, presided as the chairman at the 2015 AGM, and answered questions from the shareholders of the Company.

(2) BOARD OF DIRECTORS

The Board is accountable to shareholders for the activities and performance of the Group and for the preparation of financial statements which give a true and fair view. It oversees the Group's overall strategic plans, reviews the financial performance, supervises the management of the business and affairs and approves the strategic plans. The Board delegates corporate matters to the management of the Group under the leadership of the Chief Executive Officer, including preparation of annual, interim and quarterly accounts, execution of business strategies adopted by the Board, implementation of internal controls systems and compliance with relevant statutory requirements, rules and regulations. The management is required to present an annual budget and proposals for major investment, addition of capital assets and change in business strategies for the Board's approval.

BOARD COMPOSITION

The composition of the Board during the Review Period and as at the date of this report is as follows:

Executive Directors:
Mr. Chiu Tung Ping (Chairman)
Mr. Zhang Shenxin (Vice-Chairman) (resigned on 12 May 2015)
Ms. Yuen Hing Lan
Mr. Hou Hsiao Bing
Mr. Hou Hsiao Wen (resigned on 19 June 2015)
Ms. Hu Xin

Independent non-executive Directors:
Mr. Shi Huizhong
Mr. Meng Xianglin
Mr. Dong Guangwu

At every annual general meeting of the Company, one-third of all the Directors including the independent non-executive Directors shall retire from office by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

Mr. Hou Hsiao Bing, an executive Director, is the brother of Mr. Hou Hsiao Wen, an executive Director (resigned on 19 June 2015) of the Company.

Mr. Chiu Tung Ping, an executive Director, the Chairman and the Chief Executive Officer, is the spouse of Ms. Yuen Hing Lan, an executive Director.

BOARD MEETING

The Board meets at least four times a year to review the financial and operating performance of the Group and discuss the Group's direction and strategy.

Details of the attendance of meetings of the Board held during the Review Period are as follows:

Name of Director	Number of board meetings attended/held during the Director's term of office in the Review Period	Attendance rate
Mr. Chiu Tung Ping	13/13	100%
Mr. Zhang Shenxin (resigned on 12 May 2015)	0/2	0%
Ms. Yuen Hing Lan	8/13	62%
Mr. Hou Hsiao Bing	1/13	8%
Mr. Hou Hsiao Wen (resigned on 19 June 2015)	2/5	40%
Ms. Hu Xin	13/13	100%
Mr. Shi Huizhong	12/13	92%
Mr. Meng Xianglin	3/13	23%
Mr. Dong Guangwu	2/13	15%

Directors are given notice of regular Board meetings of at least 14 days in advance. The Directors will receive details of agenda items for decision in advance of each Board meeting.

All Directors have access to the company secretary of the Company who is responsible for ensuring that Board procedures are complied with and advises the Board on corporate governance and compliance matters.

The non-executive Directors have a well balance of expertise in corporate finance, accounting, and business matters. They bring independent and invaluable advice and judgement on the Group's business expansion and risk management issues. The executive Directors are seasoned practitioners in the information technology field and/or solar power generation and related power system integration business and contribute to the Company with their industry and domain knowledge and management experience.

The Company confirmed that annual confirmations of independence were received from each of the Company's independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all independent non-executive Directors are considered to be independent.

(3) THE FOUR COMMITTEES OF THE BOARD

The Company implements specific terms of reference for the audit committee, remuneration committee, nomination committee and corporate governance committee of the Board, whereby the powers and responsibilities of each committee are clearly defined.

(a) *Audit Committee*

The Company established an audit committee ("**Audit Committee**") on 13 December 2000 with written terms of reference (revised in March 2016) in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. During the Review Period, the Audit Committee comprises three independent non-executive Directors, namely (i) Mr. Shi Huizhong; (ii) Mr. Meng Xianglin; and (iii) Mr. Dong Guangwu, with Mr. Shi Huizhong as the chairman of the Audit Committee.

The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Audit Committee meets at least four times a year to review with Company's senior management and at least twice a year with the Company's auditors for the Company's audit findings, accounting policies and standards, changes of accounting rules (if any), compliance to the GEM Listing Rules, internal and audit control, and budget and cash flow forecast.

During the Review Period, the Audit Committee held six meetings. The Group's unaudited quarterly and interim results and audited annual results during the Review Period have been reviewed by the Audit Committee, which the Audit Committee is of the opinion that such statements comply with the applicable accounting standards and that adequate disclosures have been made. The Directors were not aware of any material uncertainties relating to events or conditions that may cast significant doubt of the Company's ability to continue as a going concern during the Review Period.

The Audit Committee also reviewed the effectiveness of the Group's internal control systems during the Review Period as set out in the paragraph headed "Internal control" below.

(b) *Remuneration Committee*

The remuneration committee of the Company ("**Remuneration Committee**") was established in June 2005.

The Remuneration Committee was established with specific written terms of reference which deal clearly with its authority and duties. The terms of reference followed the requirement of Code Provision B.1.2 of the CG Code. During the Review Period, the Remuneration Committee comprises three independent non-executive Directors, namely (i) Mr. Shi Huizhong; (ii) Mr. Meng Xianglin; and (iii) Mr. Dong Guangwu, with Mr. Shi Huizhong as the chairman of the Remuneration Committee.

The Remuneration Committee is primarily responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration.

During the Review Period, the Remuneration Committee held two meetings and performed the following duties:

– determining, with delegated responsibility from the Board, the remuneration of individual executive Directors and senior management by assessing their performance and approving the terms of their service contracts (if any); and

– making recommendations to the Board to establish a more formal and transparent procedure for determining the remuneration policy.

The policies for the remuneration of the Directors are:

- to ensure that none of the Directors should determine his/her own remuneration;
- the remuneration should be broadly aligned with companies with which the Company competes for human resources;
- the Group should aim to attract and retain executives and to motivate them to pursue appropriate growth strategies while taking into account individual performance; and
- the remuneration should reflect the performance, complexity of duties and responsibility of the individual Directors.

(c) Nomination Committee

A nomination committee of the Board ("**Nomination Committee**") has been established with effect from 28 March 2012, with written terms of reference following the requirements of Code Provision A.5.2 of the CG Code and posted on the websites of the Company and Stock Exchange. The Procedures for Nomination of Directors adopted by the Nomination Committee can be found on the website of the Company.

During the Review Period, the Nomination Committee comprises three independent non-executive Directors, namely (i) Mr. Shi Huizhong; (ii) Mr. Meng Xianglin; and (iii) Mr. Dong Guangwu, with Mr. Shi Huizhong as the chairman of the Nomination Committee.

The Nomination Committee is responsible for considering suitable candidates to serve as Directors and making recommendations on the appointment and termination of service of Directors. During the Review Period, the Nomination Committee's nomination policy was to select and nominate candidates based on whether they possess the skills and experience required by the Group's development.

A board diversity policy ("**Board Diversity Policy**") has been reviewed and recommended by the Nomination Committee and was subsequently adopted by the Board on 28 August 2013. In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee developed measurable objectives to implement the Board Diversity Policy, where selection of candidates will be based on a range of diversity perspectives as set out above and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. Pursuant to the articles of association of the Company, one-third of all the Directors including independent non-executive Directors shall retire from office by rotation at the upcoming annual general meeting and being eligible, will offer themselves for re-election. The Nomination Committee, when making recommendations on the re-appointment of these Directors, has considered and taken into account the objectives set out in the Board Diversity Policy.

During the Review Period, the Nomination Committee held one meeting and performed the following duties:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

3 to assess the independence of independent non-executive Directors;

4. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer; and

5. to consider other topics as defined by the Board.

(d) Corporate Governance Committee

A corporate governance committee of the Board ("**Corporate Governance Committee**") has been established with effect from 28 March 2012 with written terms of reference following Code Provision D.3.1 of the CG Code.

During the Review Period, the Corporate Governance Committee comprised six executive Directors, namely, Mr. Chiu Tung Ping, Mr. Zhang Shenxin (resigned on 12 May 2015), Ms. Yuen Hing Lan, Mr. Hou Hsiao Bing, Mr. Hou Hsiao Wen (resigned on 19 June 2015) and Ms. Hu Xin as members of the Corporate Governance Committee, with Mr. Chiu Tung Ping as the chairman of the Corporate Governance Committee.

The primary duties of the Corporate Governance Committee are, among other things, to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements. The Corporate Governance Committee has held one meeting during the Review Period to review the Company's compliance with the CG Code and disclosure in this corporate governance report.

During the Review Period, the Corporate Governance Committee held one meeting and performed the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board are responsible.

Attendance of Board committees meetings

The attendance of each Director at Board committees meetings during the Review Period was as follows:

Attendance out of number meetings

	Audit Committee	**Remuneration Committee**	**Nomination Committee**	**Corporate Governance Committee**
Executive Directors				
Mr. Chiu Tung Ping	–	–	–	1/1
Mr. Zhang Shenxin (resigned on 12 May 2015)	–	–	–	N/A
Ms. Yuen Hing Lan	–	–	–	1/1
Mr. Hou Hsiao Bing	–	–	–	0/1
Mr. Hou Hsiao Wen (resigned on 19 June 2015)	–	–	–	N/A
Ms. Hu Xin	–	–	–	1/1
Independent non-executive Directors				
Mr. Shi Huizhong	6/6	2/2	1/1	–
Mr. Meng Xianglin	4/6	2/2	1/1	–
Mr. Dong Guangwu	2/6	0/2	0/1	–

Note: Attendance is counted by the number of Board Committee meetings attended divided by the number of Board Committees meetings held during the Board Committee member's term of office in the Review Period.

(4) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

Since 13 July 2012, Mr. Chiu Tung Ping acted as both the Chairman and Chief Executive Officer. The Directors consider that vesting two roles in the same person provides the Group with strong and consistent leadership in the development and execution of the Group's business strategies and is beneficial to the Group.

The Directors will continue to review the effectiveness of the current structure and assess whether change in the separation of the roles of Chairman and Chief Executive Officer is necessary.

(5) DIRECTORS' AND AUDITORS' RESPONSIBILITIES ON THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the GEM Listing Rules. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner as required by the GEM Listing Rules.

The external auditors' statement about reporting responsibility is set out on pages 43 to 44.

(6) TRAINING FOR DIRECTORS

Each newly appointed Director will receive comprehensive, formal and tailored induction on his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environment to the Directors at Board meetings or through emails.

The Directors are committed to complying with Code Provision A.6.5 of the CG Code on Directors' training. All Directors have participated in continuing professional development to develop and refresh their knowledge and skills and provided a record of training they received during the Review Period to the Company.

During the Review Period, the Directors had participated in the following trainings:

Name of Director	**Type of training**
Chiu Tung Ping	A
Zhang Shenxin (resigned on 12 May 2015)	A
Yuen Hing Lan	A
Hou Hsiao Bing	A, B
Hou Hsiao Wen (resigned on 19 June 2015)	A
Hu Xin	A
Shi Huizhong	A, B
Meng Xianglin	A
Dong Guangwu	A

Note:

A reading journals and updates relating to the economy, business, directors duties and responsibilities, etc.

B attending seminars and/or conferences and/or forums

(7) COMPANY SECRETARY

During the Review Period, the company secretary of the Company ("**Company Secretary**"), Ms. Chan Mi Ling, Anita, has fulfilled the requirement under the GEM Listing Rules 5.14 and 5.15. The Company Secretary supports the Board, ensures good information flow within the Board and Board policy and procedures are followed; advises the Board on governance matters, facilitates induction and monitors the training and continuing professional development of Directors. Ms. Chan has attended not less than 15 hours of relevant professional training during the Review Period. Her biography is set out in the "Directors and Senior Management" section of this annual report.

(8) NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the CG Code provides that a non-executive Director should be appointed for a specific term and subject to re-election. The Company's non-executive Directors are appointed for a term of one year and are subject to retirement by rotation and re-election in accordance with the Company's articles of association.

(9) COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions adopted by the Company throughout the Review Period.

(10) AUDITORS' REMUNERATION

The Audit Committee is responsible for considering the appointment of the independent auditors. During the Review Period, the Group has incurred an aggregate of HK$400,000 to the independent auditors for its services of auditing and taxation.

The fees paid/payable to the Company's independent auditors in respect of audit and non-audit services for the Review Period are as follows:

Nature of Services	Amount (HK$)
Audit services	400,000
Non-audit services	–

(11) INTERNAL CONTROLS

The Board recognises that a sound and effective internal control system will contribute to the effectiveness and efficiency of operations, the reliability of financial reporting and the Group's compliance with applicable laws and regulations.

The management of the Group has established the Group's internal control policies and guidance for monitoring the internal control system of the Group.

The Board has delegated to the management the implementation of such systems of internal controls and to the Audit Committee the review of relevant financial, operational and compliance controls and risk management procedures. Qualified personnel and individual department heads throughout the Group maintain and monitor the compliance to these controls on an ongoing basis and report variance to senior management.

For the Review Period, based on the assessment and review made by the Board and senior management on the effectiveness of the internal control system of the Group, the Audit Committee is satisfied that:

- the internal controls and accounting systems of the Group provided reasonable assurance that material assets were protected, business risks attributable to the Group were identified and monitored, material transactions were executed in accordance with management's authorisation and the accounts were reliable for publication; and

- there was an ongoing process in place for identifying, evaluating and managing the significant risks faced by the Group.

(12) DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company has arranged appropriate insurance covering Directors' and officers' liabilities in respect of legal actions against Directors, officers and senior management of the Company arising out of corporate activities.

(13) CONSTITUTIONAL DOCUMENTS

There was no change to the Company's memorandum and articles of association during the Review Period. A copy of the latest consolidated version of the Company's memorandum and articles of association is posted on the websites of the Company and the Stock Exchange.

(14) COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted a shareholders' communication policy with the objective to ensure that the shareholders and potential investors of the Company are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established a number of channels to communicate with the shareholders as follows:

(i) corporate communications such as annual reports, quarterly reports, interim reports and circulars, which are issued in printed form and are available on the GEM website at www.hkgem.com and the Company's website at www.chinatechsolar.com;

(ii) periodic announcements published on the respective websites of the Stock Exchange and the Company;

(iii) corporate information is made available on the Company's website;

(iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and

(v) the Hong Kong branch share registrar and transfer office of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with its shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

Shareholders' comments and suggestions as well as any proposals put forward to general meetings of the Company at a reasonable time are welcome and such comments and proposals can be sent in writing to the Company Secretary at the Company's principal place of business in Hong Kong. The Board endeavors to answer all valuable questions from the Shareholders.

GENERAL MEETING

During the Review Period, 2015 AGM was held and the attendance of each director is set out as follows:

Directors	Attendance of the 2015 AGM
Executive Directors	
Mr. Chiu Tung Ping	0/1
Mr. Zhang Shenxin (resigned on 12 May 2015)	N/A
Ms. Yuen Hing Lan	0/1
Mr. Hou Hsiao Bing	1/1
Mr. Hou Hsiao Wen (resigned on 19 June 2015)	N/A
Ms. Hu Xin	0/1
Independent non-executive Directors	
Mr. Shi Huizhong	1/1
Mr. Meng Xianglin	0/1
Mr. Dong Guangwu	0/1

Code provision E.1.2

Under code provision E.1.2, the Chairman should attend the annual general meeting. Due to other commitments which must be attended by the Chairman, the Chairman was unable to attend the 2016 AGM. Nevertheless, Mr. Shi Huizhong, an independent non-executive Director, presided as the chairman at the 2016 AGM, and answered questions from the shareholders.

(15) SHAREHOLDERS' RIGHTS

In accordance with the Company's Article 64, 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 and having the right of voting at general meetings of the Company, shall have the right, by written requisition to the Directors or the Company Secretary, to require an extraordinary general meeting of the Company to be called by the Directors for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail 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 Directors shall be reimbursed to the requisitionist(s) by the Company.

A shareholders' communication policy was adopted by the Company in March 2012 to maintain an on-going dialogue with Shareholders and encourage them to communicate actively with the Company. The Company reviews the Policy on a regular basis to ensure its effectiveness.

Corporate Social Responsibility

THE GROUP'S VISION

The Group is of the view that performing social responsibility is a nationwide call for public companies, an inevitable choice for enterprises to realise sustainable development and an objective element for enterprises to engage in international communication and cooperation.

The Group will pay attention to unifying corporate efficiency and social responsibility with a view to maximising the integrated value of the economy, society and environment, and promoting the harmonious and sustainable development of both the enterprise and society.

Since the Company's founding in 2000, the Company has recognised the benefits of treating our staff, our stakeholders and the wider community with care and respect. Care and respect are at the heart of every business decision we make and every project we embark upon.

The trust of our staff, the support from our stakeholders and the sustainability of the communities and environment that surround us have been crucial to the Group's development.

ENVIRONMENTAL AND SOCIAL RESPONSIBILITY POLICY

The five core objectives, people, place, profit, planet and professionalism, have become the foundation of a robust corporate social responsibility ("**CSR**") policy, which will continue to develop and evolve as we fine-tune our initiatives.

CSR COMMITMENT STATEMENT

People

We commit to protecting the human rights of our staff all over the world, and to ensuring a safe, clean, respectful and inclusive workplace for every employee.

Upholding its "people-oriented" development concept, the Group puts the development of human resources at its first priority and considers talents as the fundamental element and biggest asset for the development of the enterprise. It strives to create a fair competition environment, sufficient development spaces and pleasant working environment for employees. It respects people, trains people and cultivates successful people with the sustainable development concept.

Working Environment (Care for Employees):

Employees are enrolled in the social insurance program, which includes pension funds, medical insurance and work-related injury insurance, and full contributions are and will be made in a timely manner. The Group cares about the occupational health and safety of its employees. A paid leave system was implemented for the employees to allow them to arrange their own work, relax themselves and achieve a work-life balance. More competitive remuneration packages are and will be provided to gradually uplift the living standard of the employees. The Company has established a remuneration system driven by the value of job positions and individuals.

Health and Safety:

The Group pays high attention to the occupational health and safety of its employees. It provides its employees with a safe and comfortable working environment, safe hygienic conditions and necessary protective equipment.

Place

We commit to the communities where we are based, through building strong local links, using local suppliers and service companies.

Profit

We commit to our stakeholders by complying with both the rules and spirit of the laws and regulations in the countries in which we operate, and by conducting business with honesty and transparency. We commit to our shareholders by ensuring that we maximise returns in a sustainable way. We commit to ensuring efficiency and cost savings through rigorous, transparent corporate governance.

Planet

We commit to sustainable development by reducing the environmental impact of our business operations wherever possible, and by establishing and developing our policies to ensure that our business activities safeguard our planet for future generations.

The problems of relatively insufficient resources and deteriorating ecological environment have posed serious restriction on the economic development of China. Increasing efforts in energy-saving and environmental protection are inevitable for the harmonious development between human beings and the nature and also a critical part for the Group to perform social responsibilities.

Professionalism

We commit to working with our business partners in a mutually respectful relationships. We commit to putting our best effort into creating the best result for our clients and our stakeholders.

Through these commitments, the Group aims to create a better world for our people, our stakeholders and our planet.

Report of the Directors

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 41 to the consolidated financial statements of the Company for the year ended 31 March 2016 ("**Consolidated Financial Statements**").

An analysis of the Group's performance for the year under review by business segments is set out in note 7 to the Consolidated Financial Statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2016 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 45.

No interim dividend have been paid or declared by the Company during the year under review. The Directors do not recommend the payment of a final dividend for the year ended 31 March 2016 (2015: Nil).

RESERVES

The Company may pay dividends out of share premium, retained earnings and other reserves provided that immediately following the payment of such dividends the Company will be in a position to pay off debts as they fall due in the ordinary course of business.

As at 31 March 2016, the Company had distributable reserves amounting to approximately HK$101.0 million (2015: approximately HK$69.8 million).

Details of the movements in the reserves of the Group and the Company during the year under review are set out on page 47 and page 112 respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the Consolidated Financial Statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year ended 31 March 2016 are set out in note 32 to the Consolidated Financial Statements. Save as disclosed, the Company did not issue other shares and debentures during the year under review.

BUSINESS REVIEW

Further discussion and analysis of the business of the Group, including a business review for the year ended 31 March 2016 and its likely future development is set out in the section "Management Discussion and Analysis" of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

(1) Government policy

The development of the new energy business relies on the supportive policies of the PRC government. Despite the Law of Renewable Energy and the Medium and Long Term Plan for Renewable Energy launched by the PRC government, there is risk that PRC government may revise or suspend such supportive policies which would be a concern for market participants. However, considered the growing alert in devastating consequences of global warming and increasing awareness in environmental protection, exploration of new energy has already become a must across the globe.

(2) Fast technological advancement

The new energy power system integration business of the Group involves large amount of equipment and related products required by solar energy, biomass and other energies power generation system. The Group shall possess sound knowledge and quick adaption on the corresponding installation technology. Fast technological advancement of these equipment and installation techniques expose the Group to the risk of being unable to catch up with the updated technology of the industry. The Group shall familiarise itself with industry trend characteristics, accumulates technological experience, arrange regular trainings, and catch up with advanced industry technology via its own projects in progress and external system integration projects, so as to lay a more solid foundation for continuous development of electrical power system integration business. The technologies and products that the Group has been adopting may not be as updated as the technologies advance in the rapid development of the solar photovoltaic industry. However, the Group will continue to conduct research and development and pay attention to the development of the technology in the new energy industry in the world in order to enhance the existing technology owned by the Group.

(3) The PRC government's control on foreign currency conversion

The PRC government's control of foreign currency conversion may limit the foreign exchange transaction of the Group including dividend payments.

It was provided in the laws and regulations of the PRC government such as Regulations on the Foreign Exchange System of the PRC and Notice of the State Administration of Foreign Exchange on Issuing the Measures for the Evaluation of Banks' Implementation of Provisions on Foreign Exchange Administration that the profits, dividends and bonuses of the foreign invested enterprises can be remitted out of the PRC after verification.

(4) Government regulations

The industries we operate in the PRC are subject to extensive industry standards and government regulations. If we fail to comply with these standards and regulations, our operation and sales may be adversely affected.

(5) Volatility in the securities market and financial risk

Volatility in the securities market may affect the Company's shares investments. The Company is also subject to market risk, such as currency fluctuations, and volatility of interest rates, credit risk, and liquidity risk in the normal course of the Group's business. Particulars of financial risk management of the Company are set out in note 6B to the Consolidated Financial Statements.

COMPLIANCE WITH REGULATIONS

There was no material breach of or non-compliance with the applicable laws and regulations such as the Hong Kong Companies Ordinance (Cap. 622), the GEM Listing Rules, and other applicable local laws and regulations in the jurisdictions the Group carried out operations during the year ended 31 March 2016.

SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group is committed to the long-term sustainability of its businesses and the communities in which it engages. We pursue this business approach by managing our business prudently and executing management decisions with due care and attention. For details, please refer to the section "Corporate Social Responsibility" of this report.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Remuneration packages are generally structured with reference to prevailing market rates and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors.

Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance related bonus. Share options may also be granted to eligible employees of the Group. For details, please refer to the paragraphs headed "Share Option Scheme" below.

Relationship is the fundamentals of business. The Group fully understands this principal and thus maintains close relationship with the customers to fulfil their immediate and long-term need. The Group also strives to maintain fair and co-operating relationship with the suppliers. During the year under review, policies have been in place for staff to refer the opinions of the customers and suppliers of the Group to the Directors and senior management of the Group.

DIRECTORS

The Directors during the year ended 31 March 2016 and up to the date of this report were:

Mr. Chiu Tung Ping (Chairman)
Mr. Zhang Shenxin (Vice-Chairman) (resigned on 12 May 2015)
Ms. Yuen Hing Lan
Mr. Hou Hsiao Bing
Mr. Hou Hsiao Wen (resigned on 19 June 2015)
Ms. Hu Xin
Mr. Shi Huizhong*
Mr. Meng Xianglin*
Mr. Dong Guangwu*

* *Independent non-executive Directors*

Neither Mr. Zhang Shenxin nor Mr. Hou Hsiao Wen resigned due to reasons relating to the affairs of the Company.

Detailed information of the Directors standing for re-election will be set out in the circular in relation to the forthcoming annual general meeting of the Company to be despatched to the shareholders.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE GROUP

EXECUTIVE DIRECTORS

Mr. Chiu Tung Ping, aged 64, is the Chairman of the Board and is appointed as the Chief Executive Officer of the Company with effect from 13 July 2012. He is in charge of the Group's strategic business development, executive management and monitoring of the Group's day-to-day operation. Mr. Chiu is a standing committee member of the 11th Plenary of the Chinese People's Political Consultative Conference Gansu Committee (中國人民政治協商會議甘肅省第十一屆委員會常務委員). Mr. Chiu was also the vice-chairperson of 甘肅省工商業聯合會 (unofficial English translation being Gansu Province Industrial and Commercial Industry Association). Mr. Chiu is the spouse of Ms. Yuen Hing Lan, an executive Director. Mr. Chiu was appointed as an executive Director on 8 June 2011. Mr. Chiu is also a director of Good Million Investments Limited, a substantial shareholder of the Company, as at the date of this report.

Ms. Yuen Hing Lan, aged 60, obtained the Bachelor of Public Health from Shanxi Medical School (山西醫學院) in 1979. Ms. Yuen is experienced in corporate management. Ms. Yuen was appointed as an executive Director on 8 June 2011. Ms. Yuen is the spouse of Mr. Chiu Tung Ping, an executive Director and the Chairman.

Mr. Hou Hsiao Bing, aged 61, joined the Group in April 2000. He has more than 35 years' experience in China business. Mr. Hou graduated from the Hong Kong Polytechnic University with a Diploma in Marketing. Mr. Hou is the elder brother of Mr. Hou Hsiao Wen, a former executive Director.

Ms. Hu Xin, aged 33, is the compliance officer and one of the authorised representatives of the Company starting from 13 July 2012. She obtained her Bachelor of Management in Accounting from 重慶工學院 (unofficial English translation being Chongqing Institute of Technology, presently known as 重慶科技大學 (Chongqing University of Technology). Ms. Hu has been the general accountant (總帳會計) of ST Electronics (Software Services) Ltd. (新鈳信息系统(深圳)有限公司) and involved in financial management. Ms. Hu has extensive experience in new energy power system data estimates. Ms. Hu joined the Group on 19 March 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shi Huizhong, aged 41, graduated from the Jinan University with a Bachelor of Management degree majoring in accounting. Mr. Shi is a member of the Chinese Institute of Certified Public Accountants and a certified internal auditor of the Institute of Internal Auditors. Mr. Shi has 20 years' experience in auditing and corporate financial management. Mr. Shi also has abundant experience in company strategic and financial planning, company management and risk management. Mr. Shi was appointed as an independent non-executive Director on 11 September 2014.

Mr. Meng Xianglin, aged 52, graduated from Beijing College of Economics (北京經濟學院) (currently known as Capital University of Economics and Business) and obtained a bachelor degree in economics in 1987. After his graduation, Mr. Meng worked as a committee member of the All-China Federation of Industry & Commerce (中華全國工商業聯合會) until 1992. From 1992 to 2001, he worked as a reporter and editor at Zhong Hua Gong Shang Shi Bao She (中華工商時報社). In 2000, he was granted with the qualification of senior editor (主任編輯) by the General Administration of Press and Publication of the PRC. From 2001 onwards, Mr. Meng is the chief executive officer of an investment company in Beijing. Mr. Meng is experienced in the media and publishing industry, as well as investment. Mr. Meng was appointed as an independent non-executive Director on 27 November 2012.

Mr. Dong Guangwu, aged 44, graduated from Gangsu Agricultural University and obtained a bachelor degree in agriculture in 1995. In 1996, Mr. Dong studied economic law on part-time basis in the Northwest Institute of Politics and Law (西北政法學院) (currently known as Northwest University of Politics and Law) and graduated in 1998. In 1998, Mr. Dong was granted the Chinese Lawyers Qualification Certificate (中國律師資格證書) by the Judicial Department of the PRC. Mr. Dong has been a practicing lawyer for more than 16 years and is currently a partner of a law firm in the PRC. Mr. Dong was appointed as an independent non-executive Director on 27 November 2012.

SENIOR MANAGEMENT

Ms. Chan Mi Ling, Anita, aged 49, is the chief financial officer, the qualified accountant, company secretary and one of the authorised representatives of the Group. She is in charge of the Group's financial and accounting management. Ms. Chan holds a Master degree in Business Administration from the University of Western Sydney in Australia and a Master degree in Professional Accounting from Jinan University in the PRC. Ms. Chan is also a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants, a fellow member of the Institute of Chartered Accountants in England and Wales and a fellow member of Association of Chartered Certified Accountants. Ms. Chan has over 24 years' experience in the fields of auditing, accounting and finance and have been engaged in international certified public accountants firms, Hong Kong listed companies and multinational company listed overseas. Ms. Chan joined the Group in July 2000.

Mr. Cao Ming Zhe, aged 35, is the chief technical engineer of a subsidiary of the Group responsible for the implementation and maintenance of solar energy projects. He holds a bachelor degree in Computer Science and Technology of the University of Qinghai with the professional qualification of information system supervisor. He has about 12 years of experience in the photovoltaic industry, and had been the technical chief engineer responsible for the implementation and maintenance of Qinghai solar energy project jointly financed by the PRC and Germany, as well as various photovoltaic power stations projects. He also participated in the research and compilation of articles on the subjects of various photovoltaic industry projects. He is familiar with solar energy industry requirements and standards, and thus is able to design a photovoltaic power station independently in accordance with the requirements. Mr. Cao joined the Group in June 2011.

Mr. Hou Hsiao Wen, aged 56, is in charge of the Group's business development and management in respect of the sales of goods and rendering of services business segments. Mr. Hou has over 29 years' experience in the information technology industry in the PRC. Mr. Hou holds a Bachelor of Science degree in Information System from the Ohio State University in the United States ("**US**"). Prior to joining the Group in January 2000, he was the managing director of a private company principally engaged in providing satellite TV network solutions in the PRC. Mr. Hou is the younger brother of Mr. Hou Hsiao Bing, an executive Director. Mr. Hou resigned as an executive Director on 19 June 2015, but remained as the chief executive officer of the Group's business relating to the sale of self-service ATM systems and printing systems in the PRC.

DIRECTORS' SERVICE CONTRACTS AND VARIATIONS TO REMUNERATIONS

With effect from 1 April 2016, the remuneration of Ms. Hu Xin, an executive Director, has been increased from HK$15,000 to HK$15,000 plus RMB3,167, which was determined by the remuneration committee of the Board with reference to the prevailing market conditions, her roles and responsibilities.

With effect from 1 April 2016, the remuneration of Mr. Dong Guangwu, an independent non-executive Director, is HK$20,000 per month which was determined by the remuneration committee of the Board with reference to the prevailing market conditions, his roles and responsibilities.

Mr. Chiu Tung Ping, an executive Director, had waived his emoluments of approximately HK$0.4 million during the year ended 31 March 2016.

There are no existing or proposed service contracts with the Company which are not terminable by the Company within one year without payment of compensation, other than statutory compensation.

CONNECTED TRANSACTIONS

The related party transactions undertaken by the Group as set out in note 37 to the Consolidated Financial Statements constituted continuing connected transactions of the Company. However, such transactions are exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

DIRECTORS' INTEREST IN CONTRACTS

Save as disclosed in this report, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 March 2016.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2016, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

(A) DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN THE SHARES OF THE COMPANY

Name of Directors/ Chief executive	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities (Note 2)
Mr. Chiu Tung Ping *(Executive Director)*	Interests of controlled corporation (Note 3)	217,766,038 ordinary shares (L) (Note 4)	15.23%
Ms. Yuen Hing Lan *(Executive Director)*	Interests of spouse (Note 3)	217,766,038 ordinary shares (L) (Note 4)	15.23%
Mr. Hou Hsiao Bing *(Executive Director)*	Beneficial owner	131,150,000 ordinary shares (L)	9.17%

Notes:

1. The letter "L" represents the Directors' long positions in the interests in the shares or underlying shares of the Company.

2. As at 31 March 2016, the issued share capital of the Company was 1,430,012,850 shares of HK$0.1 each.

3. Mr. Chiu Tung Ping and Ms. Yuen Hing Lan held 70% and 30% interest in the entire issued share capital of Good Million Investments Limited. Ms. Yuen Hing Lan is the spouse of Mr. Chiu Tung Ping, and hence both Mr. Chiu Tung Ping and Ms. Yuen Hing Lan were deemed to be interested in the shares of the Company held by Good Million Investments Limited.

4. Included in these shares were 207,766,038 shares of the Company held by Good Million Investments Limited and 10,000,000 shares of the Company to be issued to Good Million Investments Limited upon exercise of convertible bonds issued by the Company.

(B) DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS/SHORT POSITIONS IN THE SHARE CAPITAL OF THE COMPANY'S ASSOCIATED CORPORATIONS

Name of Director	Name of associated corporations	Number of shares interested	Nature of interest	Approximate percentage holding of the non-voting deferred shares
Mr. Hou Hsiao Bing *(Executive Director)*	Truth Honour Electronic Limited	3,000,000 non-voting deferred shares	Beneficial owner	100% of the non-voting deferred shares
Mr. Hou Hsiao Bing *(Executive Director)*	Soluteck Investments Limited	500,000 non-voting deferred shares	Beneficial owner	100% of the non-voting deferred shares

Truth Honour Electronic Limited and Soluteck Investments Limited are subsidiaries of the Company and are thus associated corporations of the Company.

(C) DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN THE DEBENTURES OF THE COMPANY

Name of Director	Capacity in which the debentures are held	Amount of debentures
Mr. Chiu Tung Ping *(Executive Director)*	Interest in a controlled corporation (note)	HK$5,000,000
Ms. Yuen Hing Lan *(Executive Director)*	Interest of spouse (note)	HK$5,000,000

Note: Mr. Chiu Tung Ping and Ms. Yuen Hing Lan held 70% and 30% interest in the entire issued share capital of Good Million Investments Limited. Ms. Yuen Hing Lan is the spouse of Mr. Chiu Tung Ping, and hence both Mr. Chiu Tung Ping and Ms. Yuen Hing Lan were deemed to be interested in the debentures of the Company held by Good Million Investments Limited.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2016, the following persons or entities, other than a Director or chief executive of the Company, had an interest or a short position in the shares and underlying shares in the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of shareholders	Number of ordinary shares or underlying shares interested (Note 1)	Capacity	Approximate percentage of the Company's issued share capital as at 31 March 2016 (Note 2)
Good Million Investments Limited	217,766,038 (L) (Note 5)	Beneficial owner (Note 3)	15.23%
Mr. Qin Zhongde	88,000,000 (L) (Note 6)	Beneficial owner (Note 4)	6.15%
Creation Moral	216,363,636 (L)	Beneficial owner (Note 7)	15.13%
Ms. Sun Aihui	216,363,636 (L)	Interest of controlled corporation (Note 7)	15.13%

Notes:

1. The letter "L" represents the long position in the shares or underlying shares of the Company.

2. As at 31 March 2016, the issued share capital of the Company was 1,430,012,850 shares of HK$0.1 each.

3. Mr. Chiu Tung Ping and Ms. Yuen Hing Lan, both being executive Directors, held 70% and 30% interest in the entire issued share capital of Good Million Investments Limited.

4. Ms. Huang Xiulan is the spouse of Mr. Qin Zhongde. Accordingly, Ms. Huang Xiulan is deemed, by virtue of SFO, to be interested in all the shares in which Mr. Qin Zhongde is interested.

5. Included in these shares are 207,766,038 shares of the Company held by Good Million Investments Limited and 10,000,000 shares of the Company to be issued to Good Million Investments Limited upon exercise of convertible bonds issued by the Company.

6. According to the register of bondholders maintained by the Company, Mr. Qin Zhongde is the holder of the convertible bonds issued by the Company in the principal amount of HK$32,000,000, convertible into 64,000,000 shares of the Company.

7. Ms. Sun Aihui held 100% interest in the entire issued share capital of Creation Moral. Hence, Ms. Sun Aihui was deemed to be interested in the shares of the Company held by Creation Moral.

Save as disclosed above, as at 31 March 2016, no person or entity other than a Director or chief executive of the Company, had an interest or a short position in the shares and underlying shares in the Company as recorded in the register required to be kept under section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

Set out below are the equity-linked agreements entered into by the Company during the year ended 31 March 2016 or subsisted as at 31 March 2016.

Share Option Scheme

The Company has adopted a share option scheme ("**Share Option Scheme**") which became effective on 26 August 2014.

The principal terms of the Share Option Scheme are set out as follows:

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

Participants under the Share Option Scheme include directors and employees of the Group or any entity ("**Invested Entity**") in which the Group holds an equity interest; any suppliers, customers, advisers or consultants of the Group or any Invested Entity; any persons or entities that provide research development or other technological support to the Group or any Invested Entity; any holders of securities issued by any member of the Group or any Invested Entity; and any other groups or classes of participants whom the Board considers to have contributed or will contribute to the Group.

The maximum number of shares to be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The total number of shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of passing of the relevant resolution adopting the Share Option Scheme ("**General Scheme Limit**"). On the basis that there were a total of 1,092,220,643 shares in issue as at the date of passing of the relevant resolution of the Share Option Scheme on 21 August 2014, the Directors were allowed to grant options carrying rights to subscribe for a maximum of 109,222,064 shares under the General Scheme Limit.

Since the adoption of the Share Option Scheme in August 2014 and up to the date of this report, no options had been granted, exercised, cancelled or lapsed under the Share Option Scheme. The total number of securities available for issue under the Share Option Scheme was 109,222,064 ordinary shares of HK$0.1 each in the share capital of the Company, representing approximately 7.64% of the Company's shares in issue as at 31 March 2016.

As at 1 April 2015 and 31 March 2016, no share option was outstanding.

The maximum number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the issued shares of the Company from time to time.

An option may be accepted by a participant within 21 days from the date of the offer for grant of the option.

Unless otherwise determined by the Directors and stated in the offer for the grant of options to grantees, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

A nominal consideration of HK$1 is payable on acceptance of the grant of an option.

The subscription price for shares under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotations sheet for five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted, i.e. until 20 August 2024.

Convertible bonds

On 1 June 2011, the Company issued the ten-year zero coupon convertible bonds ("**2011 CB**") at par with a nominal value of HK$163,100,000 to the vendor, in acquiring of the entire issued share capital of CTSP (BVI) China Technology Solar Power Holdings Limited ("**CTSP (BVI)**") and its subsidiaries ("**Target Group**"). The convertible bonds are denominated in Hong Kong dollars. The bonds entitle the holders to convert them into ordinary shares of the Company at any time between the date of issue of the bonds and their settlement date on 1 June 2021 ("**Maturity Date**") at a conversion price of HK$0.5 per share. If the bonds have not been converted, they will be redeemed on Maturity Date at par.

The 2011 CB was divided into Tranche I Convertible bonds ("**Tranche I CB**") and Tranche II Convertible bonds ("**Tranche II CB**") of HK$113,100,000 and HK$50,000,000 respectively. For Tranche I CB, the CB holders are not subject to any restriction for exercising the conversion of Tranche I CB into share. For Tranche II CB, the principal amount would be subject to change in relation to a profit guarantee made by the vendor to the Company.

Referring to a supplementary agreement made between the vendor and the Company on 30 January 2012, the amount of profit guarantee was increased to HK$40,000,000 and the guarantee period was extended to 30 September 2012. In the event that the profit guarantee could not be achieved, the principal amount of the Tranche II CB will be adjusted to HK$0 if consolidated net profit after tax of the Target Group is equivalent to or less than HK$15,000,000 or a loss.

Based on the audited consolidated financial statements of the Target Group for the 12 months ended 30 September 2012, the Target Group recorded a loss of HK$77,094. On such basis, the amended target profit of HK$40,000,000 under the Agreement (as supplemented by a supplemental Agreement) was not achieved and the principal amount of the Tranche II CB in the principal amount of HK$50,000,000 was adjusted to HK$0.

During the year ended 31 March 2016, Tranche I CB in the principal amount of HK$15,000,000 (2015: Nil) were converted by the bondholders into 30,000,000 ordinary shares of HK$0.1 each in the share capital of the Company at a conversion price of HK$0.5 per share.

As at 31 March 2016, the aggregate outstanding principal amount of the 2011 CB was HK$49,000,000, which may be converted into 98,000,000 ordinary shares of HK$0.1 each in the share capital of the Company at a conversion price of HK$0.5 per share.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of purchases and sales for the year attributable to the Group's major suppliers and customers for the year ended 31 March 2016 are as follows:

PURCHASES

- the largest supplier: Approximately 44.7 per cent.
- five largest suppliers in aggregate: Approximately 79.6 per cent.

SALES

- the largest customer: Approximately 68.9 per cent.
- five largest customers in aggregate: Approximately 89.6 per cent.

None of the Directors or their respective close associates (as defined in the GEM Listing Rules) or shareholders which to the knowledge of the Directors, owns more than 5 per cent. of the Company's issued share capital, had any interest in the major suppliers or customers noted above.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association, although there are no restrictions against such rights under the laws in the Cayman Islands.

FIVE YEARS FINANCIAL SUMMARY

	2016	2015	2014	2013	2012
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Results:					
Revenue	**192,417**	113,331	74,516	52,349	31,938
Profit/(loss) attributable to owners of the Company	**46,490**	29,673	10,065	578	(49,691)
Assets and liabilities					
Total assets	**587,956**	437,531	354,009	303,242	461,594
Total liabilities	**(183,293)**	(131,467)	(103,167)	(78,552)	(243,160)
Net assets	**404,663**	306,064	250,842	224,690	218,434

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 March 2016, none of the Directors or his/her close associate(s) had an interest in a business which competes or may compete with the business of the Group. The Company did not have controlling shareholder as at 31 March 2016 and as at the date of this report.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on page 15 to 26 of the annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there is sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issue of this report.

DONATIONS

No donations had been made by the Group for charitable or other purposes of a total amount not less than $10,000 during the year ended 31 March 2016 (2015: Nil).

PERMITTED INDEMNITY PROVISION

During the year ended 31 March 2016 and as at the date of this report, an indemnity provision was in force such that the Directors shall be indemnified by Company against all actions, costs, charges, losses, damages and expenses they may incur or sustain in the execution of their duty, except such (if any) as they shall incur or sustain through their own fraud or dishonesty. The Company has arranged appropriate insurance covering Directors' and officers' liabilities in respect of legal actions against Directors, officers and senior management arising out of corporate activities.

AUDITORS

Sky Base Partners CPA Limited was appointed as auditor of the Group with effect from 22 April 2015 to fill the causal vacancy following the resignation of W.H. Tang & Partners CPA Limited.

The audited financial statements of the Company for the year ended 31 March 2016 have been audited by Sky Base Partners CPA Limited, who will retire and being eligible, offer themselves for reappointment as auditor at the forthcoming annual general meeting of the Company.

On behalf of the Board
Mr. Chiu Tung Ping
Chairman and executive Director

Hong Kong, 23 June 2016

天璣會計師事務所有限公司
Sky Base Partners CPA Limited

To the shareholders of China Technology Solar Power Holdings Limited
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Technology Solar Power Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 45 to 119, which comprise the consolidated statement of financial position as at 31 March 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this 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.

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.

Level 20, Parkview Centre, 7 Lau Li Street, Causeway Bay, Hong Kong
香港銅鑼灣琉璃街七號栢景中心二十樓
電話 Tel.: (852) 23426130 傳真 Fax :(852) 37411221

天璣會計師事務所有限公司
Sky Base Partners CPA Limited

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2016, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Sky Base Partners CPA Limited
Certified Public Accountants (Practising)
LAM Man Yee

Practising Certificate Number: P06112
Hong Kong, 23 June 2016

Level 20, Parkview Centre, 7 Lau Li Street, Causeway Bay, Hong Kong
香港銅鑼灣琉璃街七號栢景中心二十樓
電話 Tel.: (852) 23426130 傳真 Fax :(852) 37411221

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Year Ended 31 March 2016

	Note	**2016** **HK$'000**	2015 HK$'000
Revenue	8	**192,417**	113,331
Cost of sales		**(118,056)**	(69,028)
Gross profit		**74,361**	44,303
Other revenue	8	**19,998**	5,414
Selling expenses		**(3,770)**	(2,935)
Change in fair value of financial assets at fair value through profit or loss		**(1,231)**	(2,303)
Administrative expenses		**(31,846)**	(11,361)
Finance costs	9	**(6,298)**	(5,653)
Profit before taxation	10	**51,214**	27,465
Income tax	11	**921**	2,208
Profit for the year		**52,135**	29,673
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of financial statements of foreign operations		**(6,586)**	151
Total comprehensive income for the year		**45,549**	29,824
Profit for the year attributable to:			
Owners of the Company		**46,490**	29,673
Non-controlling interests		**5,645**	–
		52,135	29,673
Total comprehensive income for the year attributable to:			
Owners of the Company		**40,152**	29,824
Non-controlling interests		**5,397**	–
		45,549	29,824
Earnings per share	13		
– Basic (HK cents)		**3.59**	2.68
– Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2016

	Note	**2016 HK$'000**	2015 HK$'000
Non-current assets			
Property, plant and equipment	16	**1,196**	1,366
Available-for-sale financial assets	17	**–**	–
Intangible assets	18	**–**	1,237
Goodwill	19	**311,555**	260,079
		312,751	262,682
Current assets			
Inventories	20	**752**	6,576
Accounts and bills receivables	21	**229,256**	119,083
Other receivables, deposits and prepayments	22	**36,076**	2,500
Financial assets at fair value through profit or loss	24	**1,517**	2,748
Prepaid tax		**–**	181
Bank balances and cash	25	**7,604**	43,761
		275,205	174,849
Current liabilities			
Accounts payables	27	**106,533**	59,157
Other payables and accruals	28	**15,286**	13,248
Other loan	29	**24,016**	19,840
Taxation		**149**	–
Receipt in advance		**862**	52
		146,846	92,297
Net current assets		**128,359**	82,552
Total assets less current liabilities		**441,110**	345,234
Non-current liabilities			
Convertible bonds	30	**32,347**	32,542
Deferred tax liabilities	31	**4,100**	6,628
		36,447	39,170
Net assets		**404,663**	306,064
Capital and reserves			
Share capital	32	**143,001**	118,365
Reserves		**253,779**	187,699
Equity attributable to owners of the Company		**396,780**	306,064
Non-controlling interests		**7,883**	–
Total equity		**404,663**	306,064

The consolidated financial statements on pages 45 to 119 were approved and authorized for issue by the Board of Directors on 23 June 2016 and are signed on its behalf by:

Chiu Tung Ping	**Hu Xin**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31 March 2016

	Attributable to owners of the Company									
	Share capital HK$'000	**Share premium** HK$'000	**Warrant reserve** HK$'000 (Note (a))	**Reserve arising from reorganisation** HK$'000 (Note (b))	**Exchange reserve** HK$'000 (Note (c))	**Convertible bond reserve** HK$'000	**Retained profits (Deficit)** HK$'000	**Total** HK$'000	**Non-controlling interests** HK$'000	**Total** HK$'000
At 1 April 2014	100,079	171,828	9,680	(24,317)	11,363	39,097	(56,888)	250,842	–	250,842
Profit for the year	–	–	–	–	–	–	29,673	29,673	–	29,673
Exchange differences arising on translation of financial statements of foreign operations	–	–	–	–	151	–	–	151	–	151
Total comprehensive income for the year	–	–	–	–	151	–	29,673	29,824	–	29,824
Issue of shares in acquisition of a subsidiary	18,286	7,497	–	–	–	–	–	25,783	–	25,783
Transaction costs on issue of shares	–	(385)	–	–	–	–	–	(385)	–	(385)
Release of warrant reserve	–	–	(9,680)	–	–	–	9,680	–	–	–
	18,286	7,112	(9,680)	–	–	–	9,680	25,398	–	25,398
At 31 March 2015 and 1 April 2015	118,365	178,940	–	(24,317)	11,514	39,097	(17,535)	306,064	–	306,064
Profit for the year	–	–	–	–	–	–	46,490	46,490	5,645	52,135
Exchange differences arising on translation of financial statements of foreign operations	–	–	–	–	(6,338)	–	–	(6,338)	(248)	(6,586)
Total comprehensive income for the year	–	–	–	–	(6,338)	–	46,490	40,152	5,397	45,549
Issue of shares in acquisition of a subsidiary	21,636	25,423	–	–	–	–	–	47,059	–	47,059
Acquisition of interests in a subsidiary	–	–	–	–	–	–	–	–	2,486	2,486
Issue of shares on exercise of convertible bonds (Note d)	3,000	12,000	–	–	–	(11,100)	–	3,900	–	3,900
Transaction costs on issue of shares	–	(395)	–	–	–	–	–	(395)	–	(395)
	24,636	37,028	–	–	–	(11,100)	–	50,564	2,486	53,050
At 31 March 2016	143,001	215,968	–	(24,317)	5,176	27,997	28,955	396,780	7,883	404,663

Notes:

(a) For the year ended 31 March 2010, the Company issued 100,000,000 warrant at HK$0.10 each for cash. Net proceeds from the issuance of warrant of approximately HK$9,680,000 was recognized as warrant reserve. Warrant was lapsed on 22 December 2014.

(b) The reserve arising from reorganization of approximately HK$24,317,000 represents the difference between the nominal value of the share capital of subsidiaries acquired and the cost of investments in these subsidiaries incurred by the Company in exchange thereof, and has been debited to the reserve of the Group.

(c) The exchange reserve comprises:

(i) The foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries whose functional currencies are different from the functional currency of the Company.

(ii) The exchange differences on monetary items which form part of the Group's net investment in the foreign subsidiaries.

(d) On 22 March 2016, HK$15,000,000 convertible bonds were exercised and 30,000,000 ordinary shares were issued.

CONSOLIDATED STATEMENT OF CASH FLOWS

For The Year Ended 31 March 2016

	Note	2016 HK$'000	2015 HK$'000
OPERATING ACTIVITIES			
Profit before taxation		**51,214**	27,465
Adjustment for:			
Amortization of intangible assets		**11,379**	1,237
Depreciation		**779**	423
Interest income		**(65)**	(64)
Finance costs		**6,298**	5,653
Change in fair value of financial assets at fair value through profit or loss		**1,231**	2,303
Gain on change in fair value of contingent consideration payable		**(16,768)**	(4,389)
Provision for obsolete stocks		**2,979**	–
Provision for doubtful debts		**4,345**	–
Written off of other receivables		**435**	–
Operating cash flows before movements in working capital		**61,827**	32,628
Decrease (Increase) in inventories		**6,610**	(4,996)
Increase in accounts and bills receivables		**(112,782)**	(59,098)
(Increase) Decrease in other receivables, deposits and prepayments		**(31,050)**	44,873
Increase in accounts payables		**43,924**	22,729
Decrease in other payables and accruals		**(2,166)**	(4,970)
Increase in receipt in advance		**810**	5
Cash (used in) from operations		**(32,827)**	31,171
Interest paid		**(212)**	–
Overseas taxation paid		**(1,194)**	(2,584)
NET CASH (USED IN) FROM OPERATING ACTIVITIES		**(34,233)**	28,587
INVESTING ACTIVITIES			
Interest received		**65**	64
Purchase of property, plant and equipment		**(635)**	(477)
Net cash inflow on acquisition of a subsidiary	36(a)	**1,824**	1,529
Sales proceeds on disposal of held-to-maturity financial assets		**–**	5,044
NET CASH FROM INVESTING ACTIVITIES		**1,254**	6,160
FINANCING ACTIVITIES			
Transaction costs in issuing of shares		**(395)**	(385)
Raised of other loan		**4,176**	3,700
NET CASH FROM FINANCING ACTIVITIES		**3,781**	3,315
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		**(29,198)**	38,062
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		**43,761**	5,546
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		**(6,959)**	153
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		**7,604**	43,761
Represented by:			
Bank balances and cash		**7,604**	43,761

For The Year Ended 31 March 2016

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is located at Room 1801, 18/F., Kai Tak Commercial Building, 317 & 319 Des Voeux Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company.

The Company act as an investment holding company. The principal activities of its principal subsidiaries are set out in Note 41.

The consolidated financial statements on pages 45 to 119 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards ("HKAS") and Interpretations ("HK(IFRIC)-Int, HK(SIC)-Int and HK-Int") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The consolidated financial statements include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange ("GEM Listing Rules").

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

2. APPLICATION OF NEW AND REVISED HKFRSs

(i) New and revised HKFRSs effective in the current year

For the purpose of preparing and presenting the consolidated financial statements for the year ended 31 March 2016, the Group has adopted all the HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are effective for the Group's financial year beginning on 1 April 2015.

The application of new and revised HKFRSs effective in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosure set out in these consolidated financial statements.

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

(ii) New and revised HKFRSs issued but not yet effective

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

HKFRS 9 (2014)	Financial Instruments[1]
HKFRS 14	Regulatory Deferral Accounts[2]
HKFRS 15	Revenue from Contracts with Customers[1]
HKFRS 16	Leases[3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[4]
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers[1]
Amendments to HKAS 1	Disclosure Initiative[4]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[4]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[4]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS28	Investment Entities: Applying the Consolidation Exception[4]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle[4]

1 Effective for annual periods beginning on or after 1 January 2018.

2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.

3 Effective for annual periods beginning on or after 1 January 2019.

4 Effective for annual periods beginning on or after 1 January 2016.

5 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that, except as described below, the application of the new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRS 9 (2014) "FINANCIAL INSTRUMENTS"

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalized version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a "fair value through other comprehensive income" ("FVTOCI") measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an "expected credit loss" model for impairment assessments.

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

HKFRS 9 (2014) "FINANCIAL INSTRUMENTS" (Continued)

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognized financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized 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 amortized cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. 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 (2014), 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 recognized in profit or loss.

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognized. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

HKFRS 9 (2014) "FINANCIAL INSTRUMENTS" (Continued)

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The directors of the Company anticipate that the adoption of HKFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Group's financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

HKFRS 15 "REVENUE FROM CONTRACTS WITH CUSTOMERS"

The core principle of HKFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. The five steps are as follows:

(i) Identify the contract with the customer;

(ii) Identify the performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognize revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

HKFRS 15 "REVENUE FROM CONTRACTS WITH CUSTOMERS" (Continued)

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted. The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

ANNUAL IMPROVEMENTS TO HKFRSS 2012 – 2014 CYCLE

The Annual Improvements to HKFRSs 2012-2014 Cycle include a number of amendments to various HKFRSs, which are summarized below.

The amendments to HKFRS 5 clarify that changing from one of the disposal methods (i.e. disposal through sale or disposal through distribution to owners) to the other should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in HKFRS 5. Besides, the amendments also clarify that changing the disposal method does not change the date of classification.

The amendments to HKFRS 7 clarify that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in HKFRS 7 in order to assess whether the additional disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety are required. Besides, the amendments to HKFRS 7 also clarify that disclosures in relation to offsetting financial assets and financial liabilities are not required in the condensed interim financial report, unless the disclosures provide a significant update to the information reported in the most recent annual report.

The amendments to HKAS 19 clarify that the market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

HKAS 34 requires entities to disclose information in the notes to the interim financial statements 'if not disclosed elsewhere in the interim financial report'. The amendments to HKAS 34 clarify that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report. The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

The directors of the Company do not anticipate that the application of the amendments included in the Annual Improvements to HKFRSs 2012-2014 Cycle will have a material effect on the Group's consolidated financial statements.

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

AMENDMENTS TO HKAS 16 AND HKAS 38 "CLARIFICATION OF ACCEPTABLE METHODS OF DEPRECIATION AND AMORTIZATION"

The amendments to HKAS 16 prohibit the use of revenue-based depreciation methods for property, plant and equipment under HKAS 16. The amendments to HKAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption can be rebutted only in the following limited circumstances:

(i) when the intangible asset is expressed as a measure of revenue; and

(ii) when a high correlation between revenue and the consumption of the economic benefits of the intangible assets could be demonstrated.

The amendments to HKAS 16 and HKAS 38 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied prospectively. As the Group use straight-line method for depreciation of property, plant and equipment, the directors of the Company do not anticipate that the application of the amendments to HKAS 16 and HKAS 38 will have a material impact on the Group's consolidated financial statements.

AMENDMENTS TO HKAS 1 "DISCLOSURE INITIATIVE"

The amendments clarify that companies should use professional judgement in determining what information as well as where and in what order information is presented in the financial statements. Specifically, an entity should decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity does not require to provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material. This is the case even if the HKFRS contain a list of specific requirements or describe them as minimum requirements.

Besides, the amendments provide some additional requirements for presenting additional line items, headings and subtotals when their presentation is relevant to an understanding of the entity's financial position and financial performance respectively. Entities, in which they have investments in associates or joint ventures, are required to present the share of other comprehensive income of associates and joint ventures accounted for using the equity method, separated into the share of items that (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

Furthermore, the amendments clarify that:

(i) an entity should consider the effect on the understandability and comparability of its financial statements when determining the order of the notes; and

(ii) significant accounting policies are not required to be disclosed in one note, but instead can be included with related information in other notes.

For The Year Ended 31 March 2016

2. APPLICATION OF NEW AND REVISED HKFRSs *(Continued)*

AMENDMENTS TO HKAS 1 "DISCLOSURE INITIATIVE" (Continued)

The amendments will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

The directors of the Company anticipate that the application of Amendments to HKAS 1 in the future may have a material impact on the disclosures made in the Group's consolidated financial statements.

HKFRS 16 "LEASES"

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases", introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognize depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The directors of the Company will assess the impact of the application of HKFRS 16. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 16 until the Group performs a detailed review.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarized below. The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values as explained in the accounting policies set out below.

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

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

In addition, for financial reporting purpose, 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 principal accounting policies are set out below.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

BASIS OF CONSOLIDATION

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

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

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

Consolidation of a subsidiary begins when the Group obtains control over the 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 subsidiaries to bring their 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.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

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 acquired and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

BASIS OF CONSOLIDATION (Continued)

BUSINESS COMBINATIONS (Continued)

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

- deferred tax assets or liabilities, and liabilities or assets related to employee benefit arrangements are recognized 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 (see the accounting policy below); 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 re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

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

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, 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 pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss recognized for goodwill is not reversed in subsequent periods.

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

REVENUE RECOGNITION

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

Revenue from the sale of goods is recognized when goods are delivered and titled has passed, at which time all the following conditions are satisfied:

– the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;

– the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

– the amount of revenue can be measured reliably;

– it is probable that the economic benefits associated with the transaction will flow to the Group; and

– the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the provision of technical support services, technology consultation and design services and new energy power system integration business is recognized when the services are rendered. The unrecognized portion is recorded as receipt in advance when deposits and instalment payments are received.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset 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 the estimated future cash receipts through the expected life on the financial asset to that asset's net carrying amount on initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

CONSTRUCTION CONTRACTS

When the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as the amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other receivables.

GOVERNMENT GRANTS

Government grants are recognized where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognized as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset are deducted from the carrying amount of the asset and consequently are effectively recognized in profit or loss over the useful life of the asset by way of reduced depreciation expense.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprising leasehold improvements, office equipment, furniture and fixtures and motor vehicles are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The principal annual rates are as follows:

Leasehold improvements	20% – 50%
Office equipment, furniture and fixtures	20% – 33%
Motor vehicles	20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

INTANGIBLE ASSETS

Intangible assets acquired separately are capitalized at cost and those acquired from a business combination are capitalized at fair value as at the date of acquisition. Following initial recognition, the cost model is applied to the class of intangible assets. Intangible assets, excluding development costs, created within the business are not capitalized and expenditure is charged against the profit or loss in the year in which the expenditure is incurred.

Useful lives of acquired intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are stated at cost less accumulated amortization and any accumulated impairment losses. Intangible assets with indefinite useful lives are stated at cost less any subsequent accumulated impairment losses.

Amortization for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Intangible assets are tested for impairment annually either individually or at the cash generating unit ("CGU") level. Useful lives are also examined on an annual basis and, where applicable, adjustments are made on a prospective basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

INTANGIBLE ASSETS (Continued)

As intangible asset is derecognized on disposal or no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of the intangible asset, calculated as the difference between the net disposal proceeds and the carrying amount of the intangible asset, is recognized in the consolidated statement of profit or loss and other comprehensive income in the year when the intangible asset is derecognized.

Service contracts

Acquired service contracts are stated at costs less amortization and any identified impairment losses.

SEGMENT REPORTING

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

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.

INVENTORIES

Inventories, comprising merchandise and spare parts, are stated at the lower of cost and net realizable value. Cost, calculated on the first-in, first-out basis, comprises cost of purchases. Net realizable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

CASH AND CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

EMPLOYEE BENEFITS

Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees in Hong Kong who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged in profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when an employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme. The refunded contribution is recognized in the consolidated statement of profit or loss and other comprehensive income to offset the current year contribution made.

The subsidiaries operating in the People's Republic of China (the "PRC") are required to participate in defined contribution retirement schemes, organized by the relevant local government authorities. The subsidiaries are required to make contributions to the retirement schemes, at an applicable rate of the basic salary of their employees and there will be no other future obligations of the Group towards the employees' retirement benefits.

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

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognized as a reduction of rental expense over the lease term on a straight-line basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Group has a present legal or constructive obligation as a result of a past event, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit or loss and other comprehensive income net of any reimbursement.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognized but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognized as a provision.

TAXATION

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit 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 is recognized 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 recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized 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 recognized 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.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

TAXATION *(Continued)*

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

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

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

Current and deferred tax is recognized in profit or loss, except when it related to items that are recognized in other comprehensive income or directly in equity, in which case the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

BORROWING COSTS

Borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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

FOREIGN CURRENCIES

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

FOREIGN CURRENCIES (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognized in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognized in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the 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 directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity (the translation reserve). Such exchange differences are recognized in profit or loss in the period in which the foreign operating is disposed of.

DIVIDENDS

Dividends proposed or declared after the end of reporting date is not recognized as a liability at the end of the reporting period.

IMPAIRMENT LOSS ON TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of the 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.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized in the consolidated statement of financial position 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 ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

The financial assets of the Group are mainly financial assets at fair value through profit or loss, held-to-maturity, loans and receivables 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. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees 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 financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Interest income is recognized on an effective interest basis for debt instruments.

Financial assets at fair value through profit or loss

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
- it is a part of an identified portfolio of 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.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognized directly in profit or loss in the period in which they arise. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial assets.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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. Subsequent to initial recognition, loans and receivables (including accounts and bills receivables, other receivables, deposits and prepayments, bank balances and cash) are carried at amortized cost using the effective interest method, less any identified impairment losses.

Held-to-maturity investments

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

- those that the Group upon initial recognition designated as at FVTPL; or
- those that the Group designates as available-for-sale; and
- those that meet the definition of loans and receivables

Held-to-maturity investments are subsequently measured at amortised cost using effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the investments are derecognized or impaired, as well as through amortisation process.

Available-for-sale financial assets

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

At the end of each reporting period, subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognized in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

FINANCIAL INSTRUMENTS (Continued)

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 impaired where 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 financial assets have been affected.

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

For all other financial asset, 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 borrowing will enter bankruptcy or financial re-organization; or

– the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as accounts receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment of a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period and observable changes in national or local economic conditions that correlate with default on receivables.

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

For financial assets carried at amortized cost, an impairment loss is recognized in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

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

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognized directly in other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

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. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Effective interest method

The effective interest method is a method of calculating the amortized 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 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 recognized on an effective interest basis for debt instruments.

Financial liabilities

Financial liabilities including accounts payables, other payables and accruals, receipt in advance and other loan are subsequently measured at amortized cost, using the effective interest method.

Convertible bonds issued by the Company

Convertible bonds issued by the Company contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company’s own equity instruments is classified as an equity instrument.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

FINANCIAL INSTRUMENTS (Continued)

Convertible bonds issued by the Company (Continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (convertible bonds reserve).

In subsequent period, the liability component of the convertible bonds is carried at amortized cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds reserve until the embedded option is exercised (in which case the balance stated in convertible bond equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds reserve will be released to the accumulated losses. No gain or loss is recognized in profit or loss upon conversion or expiration of the option.

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

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the assets' carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

RESEARCH AND DEVELOPMENT EXPENDITURE

Expenditure on research activities is recognized as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development expenditure is recognized only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity.

The resultant asset is amortized on a straight-line basis over its useful life, and carried at cost less subsequent accumulated amortization and any accumulated impairment losses.

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

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

RELATED PARTIES

A person, or a close member of that person's family, is related to the Group if that person:

(a) the party is a person or a close member of that person's family and that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are disclosed in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

USEFUL LIVES AND IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

Property, plant and equipment and other intangible assets are depreciated or amortized on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment and other intangible assets and if the expectation differs from the original estimate, such a difference may impact the depreciation or amortization in the year and the estimate will be changed in the future period.

ALLOWANCE FOR INVENTORIES

The management of the Group reviews an aging analysis at the end of each reporting date, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sales. The management estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of each reporting date and makes allowance for obsolete and slow moving items.

ALLOWANCE FOR DOUBTFUL DEBTS

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realizable of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in impairment of their ability to make payments, addition allowance may be required.

IMPAIRMENT OF GOODWILL

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than previously estimated, a material impairment loss may arise. As at 31 March 2016, the carrying amount of goodwill is approximately HK$311,555,000 (2015: approximately HK$260,079,000). The Group did not recognize any impairment loss in relation to goodwill arising from the acquisition of subsidiaries. Details of the recoverable amount calculation are disclosed in Note 19.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes other loan and convertible bonds as disclosed in Note 29 and 30 respectively, cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debts.

6. FINANCIAL INSTRUMENTS

6A. CATEGORIES OF FINANCIAL INSTRUMENTS

	2016 **HK$'000**	2015 HK$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	**272,936**	165,344
Financial assets at fair value through profit or loss	**1,517**	2,748
Available-for-sale financial assets	**–**	–

	2016 **HK$'000**	2015 HK$'000
Financial liabilities		
Amortized cost	**179,044**	124,839

6. FINANCIAL INSTRUMENTS *(Continued)*

6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments to raise finance for the Group's operations comprise convertible bonds. The Group has various other financial instruments such as accounts and bills receivables, financial assets at fair value through profit or loss, other receivables, deposits and prepayments, bank balances and cash, available-for-sale financial assets, accounts payables, other payables and accruals, other loan and receipt in advance which arise directly from its operations. Details of the financial instruments are disclosed in 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.

CREDIT RISK

The Group's credit risk is primarily attributable to its accounts and bills receivables, other receivables and bank balances.

At the end of respective reporting dates, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amount of the respective recognized financial assets stated in the consolidated statement of financial position.

In order to minimize the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The credit risk on liquid funds is limited because the counterparties are authorized banks of good standing.

FOREIGN CURRENCY RISK

The Group's revenue are denominated and settled in Renminbi ("RMB"), in addition, incurred most of the expenditures for operating purposed as well as capital expenditures in RMB. Most of the subsidiaries' monetary assets and liabilities are also denominated in RMB. Future exchange rate of RMB could vary significantly from the current or historical exchange rates as a result of controls that could be imposed by the PRC government. The exchange rates may also affected by economic developments and political changes domestically and internationally, and supply and demand of RMB. The appreciation or devaluation of RMB against foreign currencies may have positive or negative impact on the result of operations of the Group.

6. FINANCIAL INSTRUMENTS *(Continued)*

6B. *FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*

FOREIGN CURRENCY RISK (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the reporting date are as follows:

	Assets		**Liabilities**	
	2016	2015	**2016**	2015
	HK$'000	HK$'000	**HK$'000**	HK$'000
RMB	**273,506**	171,940	**116,958**	65,510
United States dollars ("USD")	**1,836**	3,005	**2,340**	2,340
	275,342	174,945	**119,298**	67,850

The Group and the Company currently do not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Sensitivity analysis

The following table details the Group's and Company's sensitivity to a 5% (2015: 5%) increase and decrease in HK$ against RMB 5% (2015: 5%) is the sensitivity rate used that represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis included only outstanding foreign currency denominated monetary items and adjusts their translation at the reporting date for a 5% (2015: 5%) change in foreign currency rates. A positive number below indicates an increase in profit or equity where the HK$ weakening 10% against the relevant currency. For a 10% strengthens of the HK$ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

6. FINANCIAL INSTRUMENTS *(Continued)*

6B. *FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES* *(Continued)*

FOREIGN CURRENCY RISK *(Continued)*

Sensitivity analysis *(Continued)*

	Profit or loss		**Equity**	
	2016	2015	**2016**	2015
	HK$'000	HK$'000	**HK$'000**	HK$'000
RMB	**2,766**	1,797	**7,713**	5,323

No sensitivity analysis has been presented as the directors consider that the Group's exposure to USD is insignificant on the grounds that Hong Kong dollars is pegged to USD.

INTEREST RATE RISK

The Group borrowed loan in fixed interest rate to minimize the exposure on cash flow interest rate risk. The Group has exposed to cash flow interest rate risk in relation to bank deposits that carrying interest at variable rates. The Group does not have an interest rate hedging policy. However, the management monitor interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The directors consider the Group's exposure to cash flow interest rate risk of bank deposit is not significant, hence no sensitivity analysis is presented for the year ended 31 March 2016 and 2015.

FAIR VALUE RISK

The Group is exposed to equity price risk through its financial assets at fair value through profit or loss. The Group's objective is to earn competitive relative return by investing in a diverse portfolio of high quality and liquid securities.

Sensitivity analysis

The following table details the Group's sensitivity to 5% increase/decrease in equity prices which is the sensitivity rate used when reporting price risk internally to key management personnel and represents management's assessment of the reasonably possible change in equity price.

6. FINANCIAL INSTRUMENTS *(Continued)*

6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

FAIR VALUE RISK (Continued)

Sensitivity analysis *(Continued)*

A positive/negative number below indicates an increase/decrease in profit or loss where equity prices increase/decrease by 5% respectively.

	Equity price impact	
	2016	2015
	HK$'000	HK$'000
Investment – Financial assets at fair value through profit or loss	**1,517**	2,748
5% price increase/decrease	**76**	137

The sensitivity analysis has been determined assuming that the reasonably possible changes in the value of equity securities had occurred at the end of the reporting period and had been applied to the exposure to price risk in existence at the date.

The analysis is performed on the same basis for 2015.

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 monitors the utilization of borrowings and ensures compliance with loan covenants.

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surplus and the raising of loans to cover expected cash demands, subject to approval by the Company's directors when the borrowings exceed certain predetermined levels of authority.

The table below summarizes the maturity profile of the Group's financial liabilities as at the end of reporting period, based on the contracted undiscounted payments. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

6. FINANCIAL INSTRUMENTS *(Continued)*

6B. *FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*

LIQUIDITY RISK (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period:

2016

	Carrying amounts HK$'000	Total contractual undiscounted cash flows HK$'000	Within 1 year or on demands HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	Over 5 years HK$'000
Accounts payables	106,533	106,533	106,533	–	–	–
Other payables and accruals	15,286	15,286	15,286	–	–	–
Other loan	24,016	27,086	27,086	–	–	–
Receipt in advance	862	862	862	–	–	–
Convertible bonds	32,347	49,000	2,707	2,934	10,360	32,999
	179,044	198,767	152,474	2,934	10,360	32,999

2015

	Carrying amounts HK$'000	Total contractual undiscounted cash flows HK$'000	Within 1 year or on demands HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	Over 5 years HK$'000
Accounts payables	59,157	59,157	59,157	–	–	–
Other payables and accruals	13,248	13,248	13,248	–	–	–
Other loan	19,840	22,221	22,221	–	–	–
Receipt in advance	52	52	52	–	–	–
Convertible bonds	32,542	64,000	3,777	4,216	15,823	40,184
	124,839	158,678	98,455	4,216	15,823	40,184

6. FINANCIAL INSTRUMENTS *(Continued)*

6C. *FAIR VALUE*

The fair value of financial assets and financial liabilities are determined as follows:

– the fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; 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.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximated their fair values.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

	Fair value as at		Fair	Valuation
	2016	2015	value	technique
	HK$'000	HK$'000	hierarchy	and key input
Financial assets at FVTPL				
Non-derivative financial assets held-for-trading	**1,517**	2,748	Level 1	Quoted bid price

There were no transfers between Levels 1, 2 and 3 in the current and prior years.

Fair value estimation

The directors of the Company consider that the carrying amounts of the Group's financial assets and financial liabilities carried at amortized cost in the consolidated financial statements approximate to their fair values as at 31 March 2016 and 2015.

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7. SEGMENT INFORMATION

The Group is organized on the basis of the type of goods or services delivered or provided. Information reported to the Executive Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided.

The Group has internal reports about the sales of self-service automatic teller machine ("ATM") systems and printing systems, and the provision of hardware and software technical support services and new energy power system integration business in the PRC that are regularly reviewed by the Executive Directors of the Company and accordingly, they are considered as four separate operating segments.

According to HKFRS 8, the Group's operating segments are as follows:

(a) Sales of solar power related products;

(b) New energy power system integration business;

(c) Sales of self-service automatic teller machine systems and printing systems; and

(d) Provision of hardware and software technical support services.

SEGMENT REVENUE AND RESULTS

The following table presents revenue and results for the Group's business segments:

Year ended 31 March 2016

	Sales of solar power related products HK$'000	New energy power system integration business HK$'000	Sales of self-service ATM systems and printing systems HK$'000	Provision of hardware and software technical support services HK$'000	Total HK$'000
Revenue from external customers	48,234	139,996	3,282	905	192,417
Segment results	5,110	52,934	(7,627)	(1,670)	48,747
Other revenue					18,445
Unallocated cost					(8,449)
Change in fair value of financial assets at fair value through profit or loss					(1,231)
Profit from operations					57,512
Finance costs					(6,298)
Profit before taxation					51,214
Income tax					921
Profit for the year					52,135

7. SEGMENT INFORMATION *(Continued)*

SEGMENT REVENUE AND RESULTS (Continued)

Year ended 31 March 2015

	Sales of solar power related products HK$'000	New energy power system integration business HK$'000	Sales of self-service ATM systems and printing systems HK$'000	Provision of hardware and software technical support services HK$'000	Total HK$'000
Revenue from external customers	–	103,256	8,237	1,838	113,331
Segment results	–	36,665	2,112	(1,361)	37,416
Other revenue					4,431
Unallocated cost					(6,426)
Change in fair value of financial assets at fair value through profit or loss					(2,303)
Profit from operations					33,118
Finance costs					(5,653)
Profit before taxation					27,465
Income tax					2,208
Profit for the year					29,673

SEGMENT ASSETS AND LIABILITIES

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

Year ended 31 March 2016

	Sales of solar power related products HK$'000	**New energy power system integration business HK$'000**	**Sales of self-service ATM systems and printing systems HK$'000**	**Provision of hardware and software technical support services HK$'000**	**Total HK$'000**
Segment assets	**70,076**	**493,174**	**18,382**	**898**	**582,530**
Property, plant and equipment (for corporate)					**349**
Other receivables, deposits and prepayments (for corporate)					**2,928**
Financial assets at fair value through profit or loss (for corporate)					**1,517**
Bank balances and cash (for corporate)					**632**
Total assets					**587,956**
Segment liabilities	**13,675**	**98,611**	**3,306**	**983**	**116,575**
Other payables and accruals (for corporate)					**11,789**
Other loan (for corporate)					**19,840**
Convertible bonds (for corporate)					**32,347**
Deferred tax liabilities (for corporate)					**2,742**
Total liabilities					**183,293**

7. SEGMENT INFORMATION *(Continued)*

SEGMENT ASSETS AND LIABILITIES (Continued)

Year ended 31 March 2015

	Sales of solar power related products HK'000	New energy power system integration business HK$'000	Sales of self-service ATM systems and printing systems HK$'000	Provision of hardware and software technical support services HK$'000	Total HK$'000
Segment assets	–	400,627	29,057	3,926	433,610
Property, plant and equipment (for corporate)					553
Other receivables, deposits and prepayments (for corporate)					310
Financial assets at fair value through profit or loss (for corporate)					2,748
Bank balances and cash (for corporate)					310
Total assets					437,531
Segment liabilities	–	60,864	3,414	1,309	65,587
Other payables and accruals (for corporate)					8,299
Other loan (for corporate)					19,840
Convertible bonds (for corporate)					32,542
Deferred tax liabilities (for corporate)					5,199
Total liabilities					131,467

For the purpose of monitoring segment performances and allocation resources among segments:

– all assets are allocated to reportable-segments, other than corporate assets of the management companies and investment holdings companies and

– all liabilities are allocated to operating segments, other than corporate liabilities of the management companies and investment holdings companies such as other payables and accruals, convertible bonds for corporate.

7. SEGMENT INFORMATION *(Continued)*

OTHER SEGMENTS INFORMATION

Amounts included in the measure of segment profit or loss or segment assets:

Year ended 31 March 2016

	Sales of solar power related products HK$'000	New energy power system integration business HK$'000	Sales of self-service ATM systems and printing systems HK$'000	Provision of hardware and software technical support services HK$'000	Total HK$'000
Additions to property, plant and equipment	–	12	623	–	635
Depreciation of property, plant and equipment	1	102	382	91	576
Amortization of intangible assets	10,142	1,237	–	–	11,379
Provision for obsolete stocks	–	–	2,979	–	2,979
Provision for doubtful debts	–	–	3,425	920	4,345
Written off of other receivables	–	–	–	435	435

Year ended 31 March 2015

	Sales of solar power related products HK$'000	New energy power system integration business HK$'000	Sales of self-service ATM systems and printing systems HK$'000	Provision of hardware and software technical support services HK$'000	Total HK$'000
Additions to property, plant and equipment	–	477	–	–	477
Depreciation of property, plant and equipment	–	57	64	93	214
Amortization of intangible assets	–	1,237	–	–	1,237

GEOGRAPHICAL INFORMATION

No geographical analysis is provided as less than 10% of the consolidated revenue and less than 10% of the operating results of the Group are attributable to markets outside the PRC. Therefore, no geographical information is presented.

Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2016 HK$'000	2015 HK$'000
Customer A – Contract revenue	132,512	98,340

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8. REVENUE AND OTHER REVENUE

	2016 HK$'000	2015 HK$'000
Revenue		
Sales of goods	**51,516**	8,237
Rendering of services	**905**	6,735
Contract revenue	**139,996**	98,359
	192,417	113,331
Other revenue		
Bank interest income	**65**	64
Change in fair value of contingent consideration payable	**16,768**	4,389
Government subsidy for business development	**876**	25
Gain on trading in financial instrument	**51**	77
Others	**2,238**	859
	19,998	5,414
Total revenue	**212,415**	118,745

9. FINANCE COSTS

	2016 HK$'000	2015 HK$'000
Imputed finance costs on convertible bonds	**3,705**	3,491
Interest on other loan	**2,447**	2,162
Interest on discounted bills	**146**	–
	6,298	5,653

10. PROFIT BEFORE TAXATION

Profit before taxation is stated after crediting and charging the following:

	2016 HK$'000	2015 HK$'000
Crediting:		
Net foreign exchange gains	**3**	29
Charging:		
Auditors' remuneration	**423**	441
Cost of inventories	**35,195**	5,462
Depreciation	**779**	423
Amortization of intangible assets	**11,379**	1,237
Change in fair value of financial assets at fair value through profit or loss	**1,231**	2,303
Operating leases for land and building	**1,283**	934
Provision for doubtful debts	**4,345**	–
Provision for obsolete stocks	**2,979**	–
Staff costs (including directors' emoluments)	**6,862**	6,288
Written off of other receivables	**435**	–

For The Year Ended 31 March 2016

11. INCOME TAX

The Company is incorporated in the Cayman Islands and is exempted from taxation in the Cayman Islands until 2021. The Company's subsidiaries established in the British Virgin Islands is incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, is exempted from payment of the British Virgin Islands income taxes.

The Company's subsidiaries established in the PRC are subject to Enterprise Income Tax rate of 25% (2015: 25%). Pursuant to the relevant laws and regulations in the PRC, the Group's certain subsidiaries are entitled to tax preference from PRC Enterprise Income Tax.

No provision for Hong Kong Profits Tax has been made as there is no assessable profit (2015: Nil) for the subsidiaries operating in Hong Kong during the year ended 31 March 2016.

The amount of tax (credited) charged to the consolidated statement of profit or loss and other comprehensive income represents:

	2016 **HK$'000**	2015 HK$'000
Current income tax:		
– Hong Kong Profits Tax	**–**	–
– PRC Enterprise Income Tax	**1,522**	327
Deferred taxation (Note 31)	**(2,443)**	(2,535)
Income tax	**(921)**	(2,208)

The income tax can be reconciled to the profit before taxation as per the consolidated statement of profit or loss and other comprehensive income as follows:

	2016 **HK$'000**	2015 HK$'000
Profit before taxation	**51,214**	27,465
Calculated at a rate of income tax of 16.5% (2015: 16.5%)	**8,450**	4,531
Effect of difference rate of income tax in other countries	**1,324**	(65)
Tax effect on income not subject to tax	**(9,115)**	(7,723)
Tax effect on expenses not deductible for taxation purposes	**3,911**	2,195
Tax effect of temporary differences	**(240)**	–
Tax effect of tax loss not previously recognized	**1,573**	2,691
Tax effect of utilization of tax loss not previously recognized	**(1,733)**	(348)
Tax concession	**(2,648)**	–
Over provision in prior years	**–**	(954)
Deferred taxation	**(2,443)**	(2,535)
	(921)	(2,208)

12. DIVIDEND

No dividend was paid or proposed during the two years ended 31 March 2016 and 2015 nor has any dividend been proposed since the end of reporting date.

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	2016 **HK$'000**	2015 HK$'000
Profit		
Profit for the year attributable to the owners of the Company	**46,490**	29,673

	2016	2015
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	**1,295,024,058**	1,105,246,083
Weighted average number of ordinary shares for the purpose of diluted earnings per share	**1,295,024,058**	1,105,246,083

Outstanding convertible bonds of the Company are anti-dilutive since their exercise or conversion would result in an increase in basic earnings per share for the year ended 31 March 2015 and 31 March 2016.

14. STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

	2016 **HK$'000**	2015 HK$'000
Wages and salaries	**6,791**	6,229
Pension costs – defined contribution plans	**71**	59
	6,862	6,288

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(A) DIRECTORS' EMOLUMENTS

Emoluments paid or payable to each of the eight (2015: nine) directors of the Company during the year were as follows:

2016	Fee HK$'000	Salaries and other emoluments HK$'000	Contribution to retirement benefit scheme HK$'000	Performance-based bonus (Note 2) HK$'000	Total HK$'000
Executive directors:					
Chiu Tung Ping	–	–	–	–	–
Hou Hsiao Bing	–	1,500	18	–	1,518
Hou Hsiao Wen (Note 3)	–	329	4	–	333
Hu Xin	–	165	–	–	165
Yuen Hing Lan	–	120	–	–	120
Zhang Shenxin (Note 1)	–	72	–	–	72
Independent non-executive directors:					
Dong Guangwu	–	120	–	–	120
Meng Xianglin	–	120	–	–	120
Shi Huizhong	–	240	–	–	240
	–	2,666	22	–	2,688

Note 1: Zhang Shenxin resigned as executive director on 12 May 2015.

Note 2: The performance-based bonus is determined by the performance of each individual director for the relevant year.

Note 3: Hou Hsiao Wen resigned as executive director on 19 June 2015.

Note 4: The emoluments shown above for executive directors were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments for independent non-executive directors were mainly for their services as directors of the Company.

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

(A) DIRECTORS' EMOLUMENTS (Continued)

2015	Fee	Salaries and other emoluments	Contribution to retirement benefit scheme	Performance-based bonus (Note 4)	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Executive directors:					
Chiu Tung Ping	–	–	–	–	–
Hou Hsiao Bing	–	15	–	–	15
Hou Hsiao Wen (Note 5)	–	1,500	18	–	1,518
Hu Xin	–	169	–	–	169
Yuen Hing Lan	–	120	–	–	120
Zhang Shenxin (Note 1)	–	624	–	–	624
Independent non-executive directors:					
Tam Kam Biu, William (Note 2)	–	54	–	–	54
Dong Guangwu	–	120	–	–	120
Meng Xianglin	–	120	–	–	120
Shi Huizhong (Note 3)	–	133	–	–	133
	–	2,855	18	–	2,873

Note 1: Zhang Shenxin resigned as executive director on 12 May 2015.

Note 2: Tam Kam Biu, William resigned as independent non-executive director on 11 September 2014.

Note 3: Shi Huizhong was appointed as independent non-executive director on 11 September 2014.

Note 4: The performance-based bonus is determined by the performance of each individual director for the relevant year.

Note 5: Hou Hsiao Wen resigned as executive director on 19 June 2015.

Note 6: The emoluments shown above for executive directors were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments for independent non-executive directors were mainly for their services as directors of the Company.

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

(B) FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year include three (2015: two) directors whose emoluments have been disclosed in the preceding paragraph. The emoluments payable to the remaining two (2015: three) individuals during the year are as follows:

	2016 **HK$'000**	2015 HK$'000
Basic salaries, allowances and benefits in kind	**1,828**	1,052
Pension costs-defined contribution plans	**32**	34
	1,860	1,086

The emoluments fell within the following bands:

	Number of Individuals	
	2016	2015
Emoluments bands		
Nil – HK$1,000,000	**1**	3
HK$1,000,001 – HK$1,500,000	**1**	–

During the year ended 31 March 2016, no emoluments have been paid by the Group to the directors and the highest paid individuals other than the directors above as bonus, as inducement to join the Group or as compensation for loss of office (2015: Nil).

During the year, the following directors waived their emolument and details are as follows:

	2016 **HK$'000**	2015 HK$'000
Executive directors		
Chiu Tung Ping	**360**	360
Hou Hsiao Bing	**–**	1,485

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Office equipment, furniture and fixtures HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost				
At 1 April 2014	1,614	5,658	1,357	8,629
Additions	–	37	440	477
Exchange adjustment	2	2	1	5
At 31 March 2015 and At 1 April 2015	1,616	5,697	1,798	9,111
Acquisition of subsidiaries	–	123	–	123
Additions	623	12	–	635
Disposal	–	(117)	–	(117)
Exchange adjustment	(80)	(126)	(37)	(243)
At 31 March 2016	**2,159**	**5,589**	**1,761**	**9,509**
Accumulated depreciation				
At 1 April 2014	1,614	5,266	437	7,317
Charge for the year	–	110	313	423
Exchange adjustment	2	3	–	5
At 31 March 2015 and At 1 April 2015	1,616	5,379	750	7,745
Charge for the year	327	108	344	779
Exchange adjustment	(87)	(109)	(15)	(211)
At 31 March 2016	**1,856**	**5,378**	**1,079**	**8,313**
Net book values				
At 31 March 2016	**303**	**211**	**682**	**1,196**
At 31 March 2015	–	318	1,048	1,366

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets are comprised of:

	2016 HK$'000	2015 HK$'000
Unlisted investment, at cost (Note)	**190**	190
	190	190
Less: Impairment loss	**(190)**	(190)
At 31 March	**–**	–
Analysed for:		
Non-current assets	**–**	–
Current assets	**–**	–
	–	–

Note: This is investment in an unlisted private entity incorporated in the PRC. Its fair value information is not disclosed because the related fair value cannot be measured reliably.

18. INTANGIBLE ASSETS

	New energy power system integration services contracts HK$'000	**Sales of solar power related products contracts** HK$'000	**Total** HK$'000
Cost			
At 1 April 2014	–	–	–
Acquisition of a subsidiary (Note 36(b))	2,474	–	2,474
At 31 March 2015 and at 1 April 2015	2,474	–	2,474
Acquisition of a subsidiary (Note 36(a))	–	10,142	10,142
At 31 March 2016	**2,474**	**10,142**	**12,616**
Amortization			
At 1 April 2014	–	–	–
Provided for the year	1,237	–	1,237
At 31 March 2015 and at 1 April 2015	1,237	–	1,237
Provided for the year	1,237	10,142	11,379
At 31 March 2016	**2,474**	**10,142**	**12,616**
Carrying amounts			
At 31 March 2016	**–**	**–**	**–**
At 31 March 2015	1,237	–	1,237

Intangible assets represent new energy power system integration services contracts and sales of solar power related products contracts signed by the subsidiary being acquired and valued by an independent professional valuer.

19. GOODWILL

	New energy power system integration business HK$'000	Sales of solar power related products HK$'000	Total HK$'000
Cost			
At 1 April 2014	235,999	–	235,999
Acquisition of a subsidiary (Note 36(b))	24,080	–	24,080
At 31 March 2015 and at 1 April 2015	260,079	–	260,079
Acquisition of a subsidiary (Note 36(a))	–	51,476	51,476
At 31 March 2016	**260,079**	**51,476**	**311,555**
Impairment			
At 1 April 2014	–	–	–
Impairment loss recognized for the year	–	–	–
At 31 March 2015 and at 1 April 2015	–	–	–
Impairment loss recognized for the year	–	–	–
At 31 March 2016	**–**	**–**	**–**
Carrying values			
At 31 March 2016	**260,079**	**51,476**	**311,555**
At 31 March 2015	260,079	–	260,079

19. GOODWILL *(Continued)*

The goodwill is allocated to the cash generating unit ("CGU"), namely new energy power system integration business and sales of solar power related products. The Group tests goodwill annually for impairment in the financial year in which the acquisition takes place, or more frequently if there is indications that goodwill might be impaired.

As at 31 March 2016, the goodwill is approximately HK$311,555,000 (2015: approximately HK$260,079,000).

The recoverable amounts of cash generating units ("CGUs") are determined from value in use calculations based on cash flow projections covering a five-year period. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

During the year ended 31 March 2016, the Group did not recognized any impairment loss (2015: Nil) in relation to goodwill arising on acquisition of subsidiaries.

The key assumption used for cash flow projections for the new energy power system integration business and sales of solar power related products are as follows:

New energy power system integration business

Discount rate	9.43%
Operating margin*	25%
Growth rate	Reference to the project being under negotiation and the estimated project revenue

Sales of solar power related products

Discount rate	8%
Operating margin*	27%
Growth rate	Reference to the co-operation agreement

* Defined as profit before income tax expenses divided by revenue

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. The operating margin and growth rate within the five-year period have been based on management expectation.

The management believe that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

20. INVENTORIES

	2016 HK$'000	2015 HK$'000
Merchandize for re-sale	**7,069**	9,625
Spare parts	**1,995**	2,624
	9,064	12,249
Less: Provision for slow moving and obsolete inventories	**(8,645)**	(5,666)
Exchange adjustment	**333**	(7)
	752	6,576

21. ACCOUNTS AND BILLS RECEIVABLES

	2016 HK$'000	2015 HK$'000
Accounts receivables	**217,060**	123,865
Bills receivables	**20,999**	–
Less: Allowance for doubtful debts	**(8,803)**	(4,782)
	229,256	119,083

The majority of the Group's sales are on open account in accordance with terms specified in the contracts governing relevant transactions. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

At 31 March 2016, the aging analysis of the Group's accounts and bills receivables was as follows:

	2016 HK$'000	2015 HK$'000
Current to 60 days	**133,799**	110,494
61 to 90 days	**29,913**	73
Over 90 days	**74,347**	13,298
	238,059	123,865
Less: Allowance for doubtful debts	**(8,803)**	(4,782)
	229,256	119,083

As at 31 March 2016, the top five customers accounted for 80.86% (2015: 95.82%) of the Group's accounts receivables.

21. ACCOUNTS AND BILLS RECEIVABLES *(Continued)*

AGING OF OVERDUE ACCOUNTS RECEIVABLES BUT NOT IMPAIRED

The Group has credit policies in place to review the credit worthiness of all existing and potential customers. Credit terms range between 30 and 90 days. As at 31 March 2016, accounts receivables of approximately HK$64,826,000 (2015: approximately HK$3,201,000) were overdue but not impaired. Management assessed the credit quality by reference to the repayment history and current financial position of the customers. Management believes that no provision for impairment is necessary and these balances are expected to be fully recovered. The Group does not hold any collateral over these balances. The aging of these overdue accounts receivables but not impaired is as follows:

	2016 **HK$'000**	2015 HK$'000
91 to 120 days	**18,878**	1,096
121 to 150 days	**49**	83
Over 150 days	**45,899**	2,022
	64,826	3,201

Movement in the allowance for doubtful debts:

	2016 **HK$'000**	2015 HK$'000
Balance at the beginning of the year	**4,782**	4,776
Allowance for doubtful debts	**4,345**	–
Exchange adjustment	**(324)**	6
Balance at the end of the year	**8,803**	4,782

Included in accounts receivables, there are retention money receivable of approximately HK$23,871,000 (2015: HK$10,721,000) due from customers and due within one year.

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Other receivables, deposits and prepayments included the following:

(a) Deposit of approximately HK$12,880,000 (2015: Nil) for purchase of trading goods.

(b) Deposit of approximately HK$2,400,000 (2015: Nil) for acquisition of land use right in the PRC.

(c) Prepayment of approximately HK$18,616,000 (2015: Nil) for new energy power system integration business for construction contract.

23. HELD-TO-MATURITY FINANCIAL ASSETS

	2016 HK$'000	2015 HK$'000
The movement in held-to-maturity financial assets summarized as follows:		
At the beginning of the year	–	5,044
Additions	11,000	–
Disposal	(11,000)	(5,044)
At the end of the year	–	–

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2016 HK$'000	2015 HK$'000
Listed securities held for trading:		
Market value of equity securities listed in New York		
Cost	24,250	24,250
Change in fair value	(22,733)	(21,502)
31 March	1,517	2,748

The fair value of the above listed securities was determined based on the quoted market bid prices of the listed securities available on the relevant exchanges.

25. BANK BALANCES AND CASH

	2016 HK$'000	2015 HK$'000
Cash at bank and on hand	7,604	43,761
Bank balances and cash in the consolidated statement of financial position and in the consolidated statement of cash flows	7,604	43,761

For The Year Ended 31 March 2016

25. BANK BALANCES AND CASH *(Continued)*

	2016	2015
	HK$'000	HK$'000
Cash and bank deposits denominated in:		
Hong Kong dollars	**455**	309
Chinese Renminbi	**6,854**	43,195
United States dollars	**295**	257
	7,604	43,761

Included in the balance was approximately HK$6,132,000 (2015: approximately HK$42,467,000), representing bank deposits denominated in Renminbi placed with banks in the PRC by the Group. The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the PRC government.

The effective interest rates on bank deposits ranged from 0.05% to 0.35% (2015: from 0.05% to 1.49%) per annum.

26. AMOUNTS DUE FROM CUSTOMERS UNDER CONTRACT WORKS

	2016	2015
	HK$'000	HK$'000
Cost incurred	**84,746**	64,170
Recognised profits	**57,134**	35,241
	141,880	99,411
Progressive billing	**(141,880)**	(99,411)
Due from customers	**–**	–

Retention money receivable due within one year of approximately HK$23,871,000 (2015: approximately HK$10,721,000) is included in accounts receivable.

27. ACCOUNTS PAYABLES

	2016 HK$'000	2015 HK$'000
Accounts payables	**106,533**	59,157

At 31 March 2016, the aging analysis of the Group's accounts payables was as follows:

	2016 HK$'000	2015 HK$'000
Current to 60 days	**79,706**	11,200
61 to 90 days	**–**	1,604
Over 90 days	**26,827**	46,353
	106,533	59,157

28. OTHER PAYABLES AND ACCRUALS

Included in other payables and accruals, there are amounts due to executive directors, Mr. Hou Hsiao Bing, Ms. Yuen Hing Lan and Mr. Chiu Tung Ping, the amounts are approximately HK$592,000 (2015: Nil), HK$470,000 (2015: Nil) and approximately HK$677,000 (2015: approximately HK$676,000) respectively. In addition, there was an amount due to Mr. Hou Hsiao Wen (an executive director resigned on 19 June 2015) of Nil (2015: approximately HK$153,000). The amounts are unsecured, interest free and have no fixed repayment terms.

There is amount due to Dynatek Limited amounting to HK$660,000 (2015: HK$420,000). The amount is unsecured, interest free and has no fixed repayment term.

Mr. Hou Hsiao Bing is the common director of the Company and Dynatek Limited.

For The Year Ended 31 March 2016

29. OTHER LOAN

	2016	2015
	HK$'000	HK$'000
Other loan (note (a))	**19,840**	19,840
Other loan (note (b))	**4,176**	–
	24,016	19,840

(a) Other loan amounting to HK$19,840,000 (2015: HK$19,840,000) is interest bearing on 12% per annum, unsecured and repayable on demand.

(b) Other loan amounting to approximately HK$4,176,000 (2015: Nil) is interest bearing on 1.5% to 1.65% per annum, secured by bills receivable and has fixed repayment term.

Borrowings are repayable as follows:

	2016	2015
	HK$'000	HK$'000
On demand or within one year	**24,016**	19,840
Less: Amount shown under non-current liabilities	**–**	–
Amount shown under current liabilities	**24,016**	19,840

30. CONVERTIBLE BONDS

2011 CONVERTIBLE BONDS ("2011 CB")

On 1 June 2011 ("Issue Date"), the Company issued the ten-year zero coupon convertible bonds at par with a nominal value of HK$163,100,000 to the vendor, in acquiring of the entire issued share capital of CTSP (BVI) and its subsidiaries. The convertible bonds are denominated in Hong Kong dollars. The bonds entitle the holders to convert them into ordinary shares of the Company at any time between the date of issue of the bonds and their settlement date on 1 June 2021 ("Maturity Date") at a conversion price of HK$0.5 per share. If the bonds have not been converted, they will be redeemed on Maturity Date at par.

The 2011 CB was divided into Tranche I Convertible bonds ("Tranche I CB") and Tranche II Convertible bonds ("Tranche II CB") of HK$113,100,000 and HK$50,000,000 respectively. For Tranche I CB, the CB holders are not subject to any restriction for exercising the conversion of Tranche I CB into share. For Tranche II CB, the amount should be subject to change in restrict to a profit guarantee made by the vendor to the Company. Refer to a supplementary agreement made between the vendor and the Company on 30 January 2012, the amount of profit guarantee was increased to HK$40,000,000 and the guarantee period was extended to 30 September 2012. In the event that the profit guarantee could not be achieved, the principal amount of the Tranche II CB will be adjusted to HK$0 if the profit guarantee is equivalent to or less than HK$15,000,000 or a loss.

Based on the audited consolidated financial statements of CTSP (BVI) and its subsidiaries ("Target Group") for the 12 months ended 30 September 2012, the Target Group recorded a loss of HK$77,094. On such basis, the amended target profit of HK$40,000,000 under the Agreement (as supplemented by a supplemental Agreement) was not achieved and the principal amount of the Tranche II CB in the principal amount of HK$50,000,000 was adjusted to HK$0.

For the year ended 31 March 2016, Tranche l CB with a nominal value of HK$15,000,000 (Year ended 31 March 2015: Nil) were converted by the bondholders into 30,000,000 ordinary shares at a conversion price of HK$0.5 per ordinary share.

The 2011 CB contain liability and equity components. The effective interest rate of the liability component is 13.39% per annum. The equity component is presented under the equity heading of "convertible bonds reserve".

For The Year Ended 31 March 2016

30. CONVERTIBLE BONDS *(Continued)*

2011 CONVERTIBLE BONDS ("2011 CB") *(Continued)*

The fair value of the liability component of the convertible bonds at the issue date was valued by an independent professional valuer determined based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan.

2016

	Tranche I **HK$'000**
Equity component of convertible bonds at the beginning of the year	**39,097**
Conversion of convertible bonds	**(11,100)**
Equity component at 31 March	**27,997**
Liability component of convertible bonds at the beginning of the year	**32,542**
Conversion of convertible bonds	**(3,900)**
Imputed finance costs (Note 9)	**3,705**
Liability component at 31 March	**32,347**

2015

	Tranche I HK$'000
Equity component of convertible bonds at the beginning of the year	39,097
Equity component at 31 March	39,097
Liability component of convertible bonds at the beginning of the year	29,051
Imputed finance costs (Note 9)	3,491
Liability component at 31 March	32,542

31. DEFERRED TAXATION

The movement on the deferred tax liabilities account is as follows:

	2016 **HK$'000**	2015 HK$'000
At 1 April	**6,628**	9,161
Exchange adjustment	**(85)**	2
Deferred taxation credited to consolidated statement of profit or loss and other comprehensive income (Note 11)	**(2,443)**	(2,535)
At 31 March	**4,100**	6,628

Deferred tax assets are recognized for tax losses carry forwards to the extent that the realization of related tax benefits through the future taxable profits is probable. The Group did not recognize deferred tax assets of approximately HK$7,242,000 (2015: approximately HK$6,831,000) that can be carried forward against future taxable income. Losses amounting to approximately HK$43,891,000 (2015: approximately HK$41,398,000). The tax losses of approximately HK$8,854,000 (2015: approximately HK$6,362,000) that will expire within 1-5 years from the year origination. Other losses may be carried forward indefinitely.

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

DEFERRED TAX LIABILITIES

	Accelerated tax depreciation		**Other temporary difference**		**Total**	
	2016 **HK$'000**	2015 HK$'000	**2016** **HK$'000**	2015 HK$'000	**2016** **HK$'000**	2015 HK$'000
At 1 April	**–**	–	**7,304**	9,837	**7,304**	9,837
Exchange adjustment	**–**	–	**(91)**	2	**(91)**	2
Credited to consolidated statement of profit or loss and other comprehensive income	**–**	–	**(2,443)**	(2,535)	**(2,443)**	(2,535)
At 31 March	**–**	–	**4,770**	7,304	**4,770**	7,304

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31. DEFERRED TAXATION *(Continued)*

DEFERRED TAX ASSETS

	Provision		Tax losses		Other temporary differences		Total	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
At 1 April	**–**	–	**–**	–	**676**	676	**676**	676
Exchange adjustment	**–**	–	**–**	–	**(6)**	–	**(6)**	–
Charged to consolidated statement of profit or loss and other comprehensive income	**–**	–	**–**	–	**–**	–	**–**	–
At 31 March	**–**	–	**–**	–	**670**	676	**670**	676

	2016	2015
	HK$'000	HK$'000
Deferred tax assets	**670**	676
Deferred tax liabilities	**(4,770)**	(7,304)
	(4,100)	(6,628)

Deferred tax liabilities are to be recovered and settled after more than 12 months.

32. SHARE CAPITAL

	Authorized Ordinary shares of HK$0.1 each	
	No. of shares	HK$'000
At 1 April 2014, 31 March 2015, 1 April 2015 and 31 March 2016	2,500,000,000	250,000

	Issued and fully paid Ordinary shares of HK$0.1 each	
	No. of shares	HK$'000
At 1 April 2014	1,000,792,072	100,079
Shares issued pursuant to acquire a subsidiary	182,857,142	18,286
At 31 March 2015 and at 1 April 2015	1,183,649,214	118,365
Shares issued pursuant to acquire a subsidiary	216,363,636	21,636
Shares issued on exercise of convertibles bonds	30,000,000	3,000
At 31 March 2016	1,430,012,850	143,001

32. SHARE CAPITAL *(Continued)*

(A) SHARES ISSUED ON EXERCISE OF CONVERTIBLE BONDS

For the year ended 31 March 2016, Tranche I convertible bonds with an aggregate principal amount of HK$15,000,000 were converted into 30,000,000 ordinary shares of HK$0.1 each in the Company at the conversion price of HK$0.5 per share.

All new ordinary shares rank pari passu in all respects with other ordinary shares in issue.

(B) SHARES ISSUED ON ACQUISITION OF A SUBSIDIARY

For the year ended 31 March 2016, 216,363,636 ordinary shares of HK$0.1 each were issued as consideration shares at the price of HK$0.22 per share in acquiring entire share capital in Million Keen Limited.

For year ended 31 March 2015, 182,857,142 ordinary shares of HK$0.1 each were issued as consideration shares at the price of HK$0.175 per share in acquiring entire share capital in China Western Energy Holdings Limited.

ISSUANCE OF UNLISTED WARRANTS

On 23 December 2009, 100,000,000 unlisted warrants of HK$0.1 each for cash had been issued. The total proceeds and net proceeds from the placing of warrants, after deducting all related expenses, were approximately HK$10,000,000 and HK$9,680,000 respectively. The Company has utilized the net proceed as general working capital. The warrant was lapsed on 22 December 2014.

SHARE OPTIONS

The Company has adopted a share option scheme ("New Scheme") by shareholders' resolutions passed at its Annual General Meeting held on 26 August 2014. The New Scheme became effective on 26 August 2014. No option shares have been granted under the share option scheme to any person since its adoption (2015: Nil).

33. BANKING FACILITIES

As at 31 March 2016, the Group did not have any banking facilities (2015: Nil).

34. COMMITMENTS UNDER OPERATING LEASES – LAND AND BUILDINGS

At 31 March 2016, the Group had future aggregate minimum lease payments under operating leases as follows:

	2016 **HK$'000**	2015 HK$'000
Not later than one year	**573**	351
Later than one year and not later than five years	**459**	546
Over five years	**–**	–
	1,032	897

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases and rentals are negotiated and fixed for an average of two years.

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35. CAPITAL COMMITMENTS

	2016 **HK$'000**	2015 HK$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
– Capital injection to subsidiaries	**11,364**	3,750
– Acquisition of land use right	**24,001**	–

36. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

ACQUISITION OF A SUBSIDIARY

(a) For the year ended 31 March 2016, a wholly owned subsidiary of the Company acquired the entire share capital of Million Keen Limited at a consideration of approximately HK$63,827,000. The acquisition was completed on 22 May 2015. Details of the acquisition were summarized as follows:

	HK$'000	**Fair value adjustment** HK$'000	**Total** HK$'000
Property, plant and equipment	123	–	123
Intangible assets (Note 1)	–	10,142	10,142
Inventories	3,765	–	3,765
Accounts receivables	1,412	–	1,412
Other receivables	2,962	–	2,962
Bank balances and cash	1,824	–	1,824
Accounts payables	(3,568)	–	(3,568)
Other payables and accruals	(1,823)	–	(1,823)
Non-controlling interests	(2,486)	–	(2,486)
	2,209	10,142	12,351
Goodwill arising on consolidation (Note 19)			51,476
Total consideration			63,827
Satisfied by:			
Share consideration – 216,363,636 ordinary shares of the Company (Note 2)			63,827
Net cash inflows arising on acquisition:			
Bank balances and cash			1,824

36. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

ACQUISITION OF A SUBSIDIARY (Continued)

Note 1: Intangible assets represent sales of solar power related products contracts signed by a non-wholly owned subsidiary of Million Keen Limited being valued by an independent professional valuer.

Note 2: First lot of 108,181,818 ordinary shares of the Company was issued on 22 May 2015. Second lot of 108,181,818 ordinary shares of the Company was issued on 1 February 2016.

(b) For the year ended 31 March 2015, a wholly owned subsidiary of the Company acquired the entire share capital of China Western Energy Holdings Limited at a consideration of approximately HK$30,171,000. The acquisition was completed on 10 April 2014. Details of the acquisition were summarized as follows:

		Fair value adjustment	**Total**
	HK$'000	HK$'000	HK$'000
Accounts receivables	7,867	–	7,867
Deposits	13	–	13
Bank balances and cash	1,529	–	1,529
Intangible assets (Note 1)	–	2,474	2,474
Accounts payables	(4,148)	–	(4,148)
Other payable and accruals	(379)	–	(379)
Taxation	(1,265)	–	(1,265)
	3,617	2,474	6,091
Goodwill arising on consolidation (Note 19)			24,080
Total consideration			30,171
Satisfied by:			
Share consideration – 182,857,142 ordinary shares of the Company (Note 2)			30,171
Net cash inflows arising on acquisition:			
Bank balances and cash acquired			1,529

Note 1: Intangible assets represent new energy power system integration services contracts signed by a wholly owned subsidiary of China Western Energy Holdings Limited being valued by an independent professional valuer.

Note 2: First lot of 91,428,571 ordinary shares of the Company was issued on 10 April 2014. Second lot of 91,428,571 ordinary shares of the Company was issued on 29 January 2015.

37. RELATED PARTY TRANSACTIONS

During the year, the Group undertook the following material transactions with the directors and/or related parties, some of which are also deemed to be connected persons pursuant to the GEM Listing Rules. The transactions during the year are as follows:

(A) TRANSACTIONS WITH CONNECTED OR RELATED PARTIES

	Note	**2016** **HK$'000**	2015 HK$'000
Rental paid to directors	(i)	**–**	246
Rental paid to the related parties	(ii)	**593**	189

Note:

(i) The Group leased an office premise from Mr. Hou Hsiao Wen (an executive director resigned on 19 June 2015) and Ms. Chung Yuk Hung (a relative of Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen), in Beijing of the PRC for the Group's use.

(ii) The Group leased office premises from Dynatek Limited ("Dynatek") in Hong Kong at an annual rental of HK$360,000 (2015: Nil) for the Group's use for the year ended 31 March 2016. Besides, the Group leased office premises from Ms. Tsou Lo Nien and Ms. Chung Po Chu in Shanghai, the PRC, at an annual rental of approximately HK$147,000 (2015: approximately HK$189,000) for the Group's use. The Group leased an office premise from Mr. Hou Hsiao Wen (an executive director resigned on 19 June 2015) at an annual rental of approximately HK$86,000 (2015: HK$246,000) for the year ended 31 March 2016. Dynatek is owned by Mr. Hou Hsiao Bing, the executive director of the Group. Ms. Tsou Lo Nien is a relative of Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen and Ms. Chung Po Chu is the mother of Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen.

(B) BALANCES WITH RELATED PARTIES

Included in other payables and accruals, there are amounts due to executive directors, Mr. Hou Hsiao Bing, Ms. Yuen Hing Lan and Mr. Chiu Tung Ping, the amounts are approximately of HK$592,000 (2015: Nil), HK$470,000 (2015: Nil) and approximately HK$677,000 (2015: approximately HK$676,000) respectively. In addition, there was an amount due to Mr. Hou Hsiao Wen (an executive director resigned on 19 June 2015) of Nil (2015: approximately HK$153,000). The amounts are unsecured, interest free and have no fixed repayment terms.

There is also amount due to Dynatek Limited amounting to HK$660,000 (2015: HK$420,000). The amount is unsecured, interest free and has no fixed repayment term.

(C) COMPENSATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

	2016 **HK$'000**	2015 HK$'000
Short-term benefits	**4,013**	3,103
Post-employment benefits	**54**	35
	4,067	3,138

38. MAJOR NON-CASH TRANSACTIONS

During the year, the Group incurred imputed finance costs on convertible bonds of approximately HK$3,705,000 (2015: approximately HK$3,491,000).

During the year, 216,363,636 ordinary shares of the Company were issued as consideration in acquiring 100% equity interests in Million Keen Limited.

39. TRANSFERRED FINANCIAL ASSETS THAT ARE DERECOGNIZED IN THEIR ENTIRELY

At 31 March 2016, the Group has discounted certain bills receivable and endorsed certain bills receivable accepted by certain banks in Mainland China (the "Derecognised Bills") to certain of its suppliers in order to settle the trade payables due to these suppliers with a carrying amount in aggregate of approximately HK$10,233,000 and HK$14,581,000 (2015: Nil) respectively. The Derecognised Bills had a maturity of one to four months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the year ended 31 March 2016, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Bills. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively.

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2016 HK$'000	2015 HK$'000
Non-current assets		
Interests in subsidiaries	**307,503**	264,074
Current assets		
Other receivables, deposits and prepayments	**232**	232
Financial assets at fair value through profit or loss	**1,517**	2,748
Bank balances	**36**	38
	1,785	3,018
Current liabilities		
Other payables and accruals	**1,804**	1,695
Amount due to a subsidiary	**390**	390
	2,194	2,085
Net current (liabilities) assets	**(409)**	933
Total assets less current liabilities	**307,094**	265,007
Non-current liabilities		
Deferred tax liabilities	**2,748**	5,191
Convertible bonds	**32,347**	32,542
	35,095	37,733
Net assets	**271,999**	227,274
Capital and reserves		
Share capital	**143,001**	118,365
Reserves (Note)	**128,998**	108,909
Shareholders' funds	**271,999**	227,274

The statement of financial position of the Company was approved and authorized for issue by Board of Directors on 23 June 2016 and are signed on its behalf by:

Chiu Tung Ping
Director

Hu Xin
Director

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

NOTE: MOVEMENT IN RESERVES OF THE COMPANY

	Share premium HK$'000	Warrant reserve HK$'000	Convertible bond reserve HK$'000	Retained profits (Deficit) HK$'000	Total HK$'000
At 1 April 2014	171,828	9,680	39,097	(111,842)	108,763
Total comprehensive expenses for the year	–	–	–	(6,966)	(6,966)
Release of warrant reserve	–	(9,680)	–	9,680	–
Issue of shares in acquisition of a subsidiary	7,497	–	–	–	7,497
Transaction costs on issue of shares	(385)	–	–	–	(385)
	7,112	(9,680)	–	9,680	7,112
At 31 March 2015 and 1 April 2015	178,940	–	39,097	(109,128)	108,909
Total comprehensive expenses for the year	–	–	–	(5,839)	(5,839)
Issue of shares in acquisition of a subsidiary	25,423	–	–	–	25,423
Issue of shares on exercise of convertible bonds	12,000	–	(11,100)	–	900
Transaction costs on issue of shares	(395)	–	–	–	(395)
	37,028	–	(11,100)	–	25,928
At 31 March 2016	215,968	–	27,997	(114,967)	128,998

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41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

The following is a list of subsidiaries as at 31 March 2016:

Name of company	Place of incorporation/ establishment/ operation and type of legal entity	Principal activities	Particular of issued share capital/ registered capital	Interest held %
Subsidiaries held directly:				
Soluteck (BVI) Holdings Limited	British Virgin Islands ("BVI"), limited liability company	Investment holding	1,000 ordinary shares of US$1 each	100
Delight Value Limited	BVI, limited liability company	Investment holding	1 ordinary share of US$1 each	100
City Max International Limited	BVI, limited liability company	Investment holding	1 ordinary share of US$1 each	100
Unison Ever Limited	BVI, limited liability company	Investment holding	50,000 ordinary shares of US$1 each	100
Subsidiaries held indirectly:				
Soluteck Investments Limited	Hong Kong, limited liability company	Investment holding	2 ordinary shares of HK$1 each and 500,000 non-voting deferred shares of HK$1 each	100
Truth Honour Electronic Limited	Hong Kong, limited liability company	Investment holding	2 ordinary shares of HK$1 each and 3,000,000 non-voting deferred shares of HK$1 each	100
Truth Honour Electronic (GFTZ) Limited	People's Republic of China ("PRC"), limited liability company	Inactive	Registered capital of US$200,000	100

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of company	Place of incorporation/ establishment/ operation and type of legal entity	Principal activities	Particular of issued share capital/ registered capital	Interest held %
Truth Honour (BVI) Holdings Limited	BVI, limited liability company	Investment holding	100 ordinary shares of US$1 each	100
北京金聯通信息技術有限公司	PRC, limited liability company	Inactive	Registered capital of US$150,000	100
信興電子技術(成都)有限公司	PRC, limited liability company	Inactive	Registered capital of US$150,000	100
一創信興(上海)計算機技術有限公司	PRC, limited liability company	Provision of technical support of computer communication systems, technical development of network communication, development and design of system software, sales of self-produced products and provision of related technical and consultation services	Registered capital of US$1,300,000	100
信興通(北京)信息技術有限公司	PRC, limited liability company	Inactive	Registered capital of US$150,000	100
China Technology Solar Power Holdings Limited	BVI, limited liability company	Investment holding	2 ordinary shares of US$1 each	100

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41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of company	Place of incorporation/ establishment/ operation and type of legal entity	Principal activities	Particular of issued share capital/ registered capital	Interest held %
中科光電控股有限公司	Hong Kong, limited liability company	Inactive	1 ordinary share of HK$1 each	100
一創信興(上海)電子技術有限公司	PRC, limited liability company	Sale of self-service ATM systems and printing systems and provision of related hardware and software technical support services	Registered capital of US$1,400,000	100
青海宏科新能源集成科技有限公司	PRC, limited liability company	Inactive	Registered capital of US$1,000,000	100
陝西百科新能源科技發展有限公司	PRC, limited liability company	New energy power system integration	Registered capital of US$1,000,000	100
China Technology Solar Power Energy Limited	BVI, limited liability company	Inactive	50,000 ordinary shares of US$1 each	100
China Technology Solar Power New Energy Group Limited	BVI, limited liability company	Inactive	50,000 ordinary shares of US$1 each	100
China Western Energy Holdings Limited	BVI, limited liability company	Investment holding	1 ordinary share of US$1 each	100
甘肅眾科新能源科技有限公司	PRC, limited liability company	Renewable energy engineering, research, development and consulting services	Registered capital of US$30,000	100

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of company	Place of incorporation/ establishment/ operation and type of legal entity	Principal activities	Particular of issued share capital/ registered capital	Interest held %
拉薩經濟技術開發區東科新能源科技有限公司	PRC, limited liability company	Renewable energy engineering, research, development and consulting services	Registered capital of RMB$500,000	100
拉薩經濟技術開發區盈科新能源科技發展有限公司	PRC, limited liability company	Inactive	Registered capital of RMB$1,000,000	100
哈密東科新能源科技發展有限公司	PRC, limited liability company	Renewable energy engineering, research, development and consulting services	Registered capital of RMB$1,000,000	100
哈密新眾科新能源科技有限公司	PRC, limited liability company	Inactive	Registered capital of RMB$500,000	100
Million Keen Limited	BVI, limited liability company	Investment holding	1 ordinary share of US$1 each	100
天津恒慶光伏科技有限公司	PRC, limited liability company	Research and development, sales and other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products	Registered capital of RMB$2,000,000	60

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of company	Place of incorporation/ establishment/ operation and type of legal entity	Principal activities	Particular of issued share capital/ registered capital	Interest held %
西藏立能光伏科技有限公司	PRC, limited liability company	Research and development, sales and other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products	Registered capital of RMB$1,000,000	60
拉孜百科新能源科技有限公司	PRC, limited liability company	Inactive	Registered capital of RMB$2,030,000	100

Information about the composition of the Group at the end of reporting period is as follows:

Principal activity	Place of incorporation	Number of non-wholly owned subsidiary 2016	2015
Research and development, sales and other relevant technology consultation services of photovoltaic mounting brackets, solar trackers, the guardrail of the solar power stations and solar power related products	PRC	**2**	–

Principal activity	Place of incorporation	Number of wholly owned subsidiary 2016	2015
Sale of self-service ATM systems, printing systems and provision of related system hardware and software technical support services	PRC	**2**	2
Renewable energy engineering, research and development and consulting services	PRC	**4**	4

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2016	2015	**2016 HK$'000**	2015 HK$'000	**2016 HK$'000**	2015 HK$'000
天津恒慶光伏科技有限公司	PRC	**40%**	–	**5,645**	–	**7,883**	–

Summarized financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarized financial information below represents the amount before intragroup elimination.

	2016 HK$'000	2015 HK$'000
Non-current assets	**1**	–
Current assets	**34,582**	–
Current liabilities	**14,875**	–
Equity attributable to owners of the Company	**11,825**	–
Non-controlling interests	**7,883**	–

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY *(Continued)*

Details of non-wholly owned subsidiaries that have material non-controlling interests *(Continued)*

	22-5-2015 (date of acquisition) to 31-3-2016 HK$'000	Year ended 31-3-2015 HK$'000
Revenue	**48,620**	–
Expenses	**34,509**	–
Profit for the period	**14,111**	–
Profit attributable to owners of the Company	**8,466**	–
Profit attributable to non-controlling interests	**5,645**	–
Profit for the period	**14,111**	–
Total comprehensive income attributable to owners of the Company	**8,714**	–
Total comprehensive income attributable to non-controlling interests	**5,397**	–
Total comprehensive income for the period	**14,111**	–
Net cash outflows from operating activities	**(1,949)**	–
Net cash inflows from investing activities	**4**	–
Net cash inflows from financing activities	**1,200**	–
Net cash outflows	**(745)**	–

42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors of the Company on 23 June 2016.