積華

JIWA BIO-PHARM HOLDINGS LIMITED

積華生物醫藥控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

2013

ANNUAL REPORT

*for identification only

CONTENT

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Lau Yau Bor *(Chairman)*
Lau Kin Tung *(Vice Chairman)*
Chan Hing Ming *(Chief Executive Officer)*

Independent Non-Executive Directors

Chiu Wai Piu
Choy Ping Sheung
Fung Tze Wa

AUTHORISED REPRESENTATIVES

Lau Yau Bor
Lau Kin Tung

COMPANY SECRETARY

Shek Man Fai

AUDIT COMMITTEE

Fung Tze Wa *(Chairman)*
Chiu Wai Piu
Choy Ping Sheung

REMUNERATION COMMITTEE

Choy Ping Sheung *(Chairman)*
Chiu Wai Piu
Fung Tze Wa

NOMINATION COMMITTEE

Chiu Wai Piu *(Chairman)*
Choy Ping Sheung
Fung Tze Wa

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART XI OF THE COMPANY ORDINANCE

2904 & 2906, Tower One
Lippo Centre
89 Queensway
Central
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants

PRINCIPAL BANKERS

Hang Seng Bank Limited
Nanyang Commercial Bank Ltd.
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking
Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Securities Services (Bermuda) Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Hong Kong

COMPANY WEBSITE

www.jiwa.com.hk

STOCK CODE

2327

CHAIRMAN'S STATEMENT

I am pleased to present the results of Jiwa Bio-Pharm Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 March 2013 (the "Year" or the "Period") to the shareholders.

RESULTS

During the period under review, the Group recorded a turnover of HK$35,648,000, representing a decrease of 82.5% as compared to HK$203,787,000 of the same period last year. During the Year, profit attributable to owners of the Company amounted to HK$41,754,000, compared to HK$70,620,000 of the same period of last year, representing a decrease of 40.9%.

DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2013.

PROSPECTS

Over the past year, the management of the Group has ardently explored investment projects and deployed professional teams for analysis of potential return and risks in a number of industries. The Company has consistently upheld the practice of meticulous management as it progressed on the route of business diversification.

Looking into the future, the Company will continuously seek business development and opportunities in the three major areas of trading, R&D project management and investment. Given the co-existence of risk and opportunity, the Group will continue to strengthen its corporate governance, excel in risk management efforts, and balance the investment risks of different industries and projects as it strives for optimization of its industry value and continued enhancement of shareholder's return.

APPRECIATION

On behalf of the Board, I would like to express my deepest appreciation for all staff of the Group for their excellent contribution, thank our shareholders for their trust and acknowledge our business partners for their support.

Lau Yau Bor
Chairman

Hong Kong, 11 June 2013

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Trading Business

During the Period, turnover from the trading business was HK$35,648,000, representing a decrease of 82.5% from the previous year; the segmental results amounted to HK$8,101,000, representing a decrease of 72.0% from the previous year. Trading product sales of the Company mainly include import prescription drugs sold indirectly to Kunming Jida Pharmaceutical Company Limited ("KJP", a 49% owned associated company of the Group) via an authorised and independent import and export company and a small portion of health care products manufactured in the People's Republic of China ("PRC"). After completion of the reorganization, KJP has established a subsidiary in Hong Kong, which is specifically responsible for KJP's new trading business and direct procurement from suppliers in Europe to strengthen its competitive edges. With the gradual expansion of scale of KJP, the pharmaceutical trading business of the Group has been significantly downsized. However, the Group is ardently looking at trading opportunities in different regions and industries, building on its market network in Europe, ASEAN and China, as well as the extensive experience of its management in trading business.

R&D and Project Management

The Group has commenced joint effort chemical and biological researches with R&D institution in Hong Kong since 2007. During the Period, segment results of HK$21,739,000 were recorded. The management is optimistic towards this business and continuously propelling the existing projects as well as putting continuous efforts in identifying R&D projects with potentials.

During the Period, one of the Group's R&D projects of pharmaceutical products has attained phasal achievement. On 23 July 2012, the Group entered into a technology transfer agreement with Jiwa Biotech, pursuant to which an aggregate consideration of RMB111,000,000 was payable by Jiwa Biotech upon satisfaction of the pre-condition stipulated for each of the following three phases of construction, production and registration.

At phase 1, the Group will transfer the technical documents of the product production technology to Jiwa Biotech within six months upon signing the Technology Transfer Agreement; at phase 2, the Group has to assist Jiwa Biotech to construct a production plant and ancillary facilities for the production of the pharmaceutical bulk materials products to be qualified by the Group and Jiwa Biotech within a specific construction budget; and at phase 3, the Group has to assist Jiwa Biotech to commence (i) full scale of production of such pharmaceutical bulk materials products at a specific production capacity and ensuring the production cost of such bulk materials relating thereto not exceeding the specific unit cost, and (ii) obtaining the registration certificates of such products as well as the certification of "Good Manufacturing Practice" by the State Food and Drug Administration of the PRC by no later than 31 March 2015.

According to the Technology Transfer Agreement, RMB40,000,000, RMB20,000,000 and RMB51,000,000 will be invoiced upon satisfaction of the pre-conditions set for phase 1, phase 2 and phase 3 respectively as mentioned above. The above payment schedule may be extended by mutual agreement between the contracting parties to the Technology Transfer Agreement, while the maximum consideration will be subject to adjustment(s) if certain of the above terms and conditions cannot be fulfilled in full. As ancillary to the Technology Transfer Agreement, the Company (being the Guarantor) and Jiwa Biotech further entered into a guarantee agreement on 23 July 2012, pursuant to which Jiwa Biotech has been guaranteed by the Company for the implementation of all the pre-conditions as set out therein. In case of Jiwa Biotech's failure of obtaining the requisite registration certificates of such products as well as the certification of Good Manufacturing Practice by the State Food and Drug Administration of the PRC by 31 December 2016, the Purchaser may request the vendor and/or the Company to repurchase the technology that had already been transferred to Jiwa Biotech; while the vendor and/or the Company has to repay the full consideration that had already been paid to Kunming Jida up to that time. Based on the Group's current estimate, failure of fulfilling the above pre-conditions under the Technology Transfer Agreement so as leading to the vendor's and/or the Company's obligations for making repayment to the Purchaser is remote.

Investment and Treasury Function

During the Period, losses of this segment amounted to HK$2,618,000, which was mainly derived from losses from treasury products. In May 2012, the Group acquired a unit in Grade A commercial building for HK$20,070,000 that can be used in conjunction with the adjacent unit currently held by the Group to enhance the over all value of the properties. The property would be disposed at a consideration of HK$22,000,000 under the Property Disposal Agreement dated 12 March 2013.

During the Period, the Group also disposed part of the treasury products and would continue to look at the opportunity of relatively higher yield return treasury products under limited risk exposure to maximize excess cash flow operation.

Disposal of 49% equity interest in the Kunming Jida Group

Reference is made to the joint announcement issued by the Company and U-Home Group International Limited dated 22 April 2013. Unless otherwise defined, all terms and reference used herein shall been the meaning ascribed to them in the joint announcement.

On 12 March 2013, the Company, through Jiwa Development as vendor, and the JW Purchaser as purchaser entered into the Disposal Agreement, pursuant to which the JW Purchaser conditionally agreed to acquire and Jiwa Development conditionally agreed to dispose of the Disposal Shares, comprising the entire issued share capital of Jiwa Pharm (including the indirect 49% equity interest in the Kunming Jida Group), at the Disposal Consideration of HK$512,000,000.

The Group is principally engaged in (i) trading of pharmaceutical products and healthcare products; (ii) investment holding and treasury function; and (iii) research and development of chemical and biological products. At the request of the Offeror, the Vendors proposed the Disposal to the Company in order to divest its non-core business, and to focus its capital and management resources on the operating business of trading of pharmaceutical products and R&D and project management.

The Directors estimate that the net proceed from the Disposal will be approximately HK$478 million. The Directors are of the view that the Disposal provides an opportunity for the Company to realise the Group's investment in the non-core business while receiving the Disposal Consideration in cash. If the possible Special Dividend is declared, the Company intends to use the net proceeds from the Disposal for the payment of the possible Special Dividend to the Shareholders. As such, the Disposal may provide an opportunity to the Shareholders to realise part of their investments in the Company by receiving the possible Special Dividend.

The Company has agreed with the Subscribers in February 2011 that if Kunming Jida does not obtain a listing on a stock exchange within 48 months from 7 April 2011, the Subscribers may, within six months from the expiry of such 48 months, request the Company to repurchase their equity interest in Kunming Jida. As at the date of the joint announcement, Kunming Jida has not obtained a separate listing status on any stock exchange.

During the course of preparation for the Listing Application on the Shenzhen Stock Exchange, the Company has been advised by the relevant professional parties after communication with the China Securities Regulatory Commission that if the controlling shareholder of Kunming Jida (i.e. currently being the Company) is a listed company in another overseas stock exchange, there will be significant regulatory hurdle for the Listing Application on the grounds that the relevant regulatory authority does not expect the same operating entity supporting two listing status (the listing of the Company and the listing of the Kunming Jida Group), whether in the PRC or overseas, hence causing the success of the Listing Application to be highly uncertain.

Based on the advice available to the Company from the advisers advising the proposed listing of Kunming Jida, any change in control of Kunming Jida will likely hinder the Listing Application of Kunming Jida and Kunming Jida will have to remain in the control of the same new controlling shareholder(s) for three years before proceeding with the proposed listing on the Shenzhen Stock Exchange, in which case the Repurchase Obligation will be triggered. If the Company were to reduce its shareholding in Kunming Jida to a "non-controlling level", the Company is advised that Kunming Jida will be treated as a "多人共同控制公司" (multi-controlling shareholders company) by relevant authority and thus will be deemed to have a change in control in Kunming Jida. On the other hand, if the Company were to dispose of its shareholding to other investors rather than the Lau's Family (who currently controlled Kunming Jida indirectly through the Company), it is obvious that a change in control of Kunming Jida would be resulted. Indeed, the Company considers it not making commercial sense for an independent investor to take up the interest in Kunming Jida and bearing the Repurchase Obligation at the same time while Kunming Jida can only proceed with its listing exercise after three years, not to say the uncertainties involved. Taking into account the above, the Company is of the view that the Disposal is fair and reasonable when comparing with the other options described above.

In view of the high possibility of triggering the Repurchase Obligation if the Listing Application is not successful, the Offeror does not expect the Repurchase Obligation would still be attributable to the Company after the completion of the Share Purchase Agreement. As such, the Disposal is one of the key conditions precedent to the entering into of the Share Purchase Agreement and completion thereof. The Repurchase Obligation will be assumed by the JW Purchaser prior to the Disposal Completion. In negotiation with the JW Purchaser in respect of the Disposal, the Directors have taken into consideration the management and ownership continuity of Kunming Jida and the established co-operation relationship among the existing equity holders of Kunming Jida, in order to ensure the smooth implementation of the Listing Application. In such regard, all the Subscribers have indicated that they do not expect the ultimate single largest equity holder of Kunming Jida to be changed to any parties other than the Lau's Family. Following the Disposal Completion, the Lau's Family, being the single largest equity holder of Kunming Jida, together with other equity holders thereof, will continue to proceed with the Listing Application.

POSSIBLE SPECIAL DIVIDEND

Subject to (i) the Disposal Completion; (ii) the completion of the Property Disposal; (iii) completion of the Property Transfer; (iv) compliance with the relevant bye-laws of the Company governing the declaration of and payment for dividends; (v) the sufficiency of the distributable reserves of the Company immediately after the Disposal Completion and the completion of the Property Disposal and the Property Transfer; and (vi) approval by the Shareholders of the possible Special Dividend at the SGM by way of poll, the Board had declared on 23 May 2013 the possible Special Dividend of HK$0.375 per Share to the Qualifying Shareholders as contemplated under the Closing Conditions under the Share Purchase Agreement.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER

On 12 March 2013, Mr. Lau Yau Bor, Mr. Lau Kin Tung, Madam Chan Hing Ming, LAU's Holdings Co. Ltd., MINGS Development Holdings Limited and WHYS Holdings Co. Ltd. as venders, and U-Home Group International Limited ("the Offeror") as purchaser entered into the Shares Purchase Agreement, pursuant to which the Vendors agreed to sell 1,173,102,000 Sale Shares to the Offeror.

As at the date of the joint announcement, the Offeror and parties acting in concert with it are not interested in any Shares (other than the interest in Shares under the Share Purchase Agreement). Immediately after completion of the Share Purchase Agreement, the Offeror and parties acting in concert with it will own a total of 1,173,102,000 Shares, representing approximately 72.19% of the existing issued share capital of the Company. Under Rules 26.1 and 13 of the Takeovers Code, the Offeror will be required to make a mandatory unconditional general offer in cash for all the issued Shares and to cancel all outstanding Options (other than those Shares already acquired or agreed to be acquired by the Offeror and parties acting in concert with it). The Offer Price is HK$0.2378 for each Offer Share, which is the same as the price per Sale Share paid by the Offeror under the Share Purchase Agreement.

Shareholders may be entitled to the possible Special Dividend, if declared, whether they accept the Share Offer or not during the offer period. If completion of the Share Purchase Agreement proceeds, the Lau's Family will receive an aggregate of approximately HK$0.6128 per Share from the sale proceeds of the Sale Shares and the possible Special Dividend, if declared. Similarly, other existing Shareholders will receive a total benefit of approximately HK$0.6128 per Share from the possible Special Dividend, if declared and the Share Offer if they accept the Share Offer.

FINANCIAL REVIEW

Liquidity

As at 31 March 2013, cash and cash equivalents of the Group totalled approximately HK$94,058,000 (2012: approximately HK$58,532,000), of which approximately 51.4% are in Hong Kong dollars, 13.1% in RMB, 35.1% in US dollars, 0.3% in Euro, and 0.1% in Macau Pataca. The increase in cash and cash equivalents is mainly attributable to a result of the receipt of cash proceeds under the Technology Transfer Agreement and the receipt of cash dividends from Kunming Jida Group.

As at 31 March 2013, the Group had aggregate banking facilities of approximately HK$548,069,000 (2012: approximately HK$581,030,000) of which approximately HK$181,153,000 was utilized (2012: approximately HK$283,988,000). This comprised of as to approximately HK$178,545,000 in short term bank loans and approximately HK$2,608,000 in letter of credit issued by the relevant banks to independent third parties. The decrease in total bank borrowings are mainly due to the decrease in the bank borrowings against pledged bank deposits and pledged treasury products.

Interest rate risk

The Group's bank borrowings was mainly denominated in HK dollar and US dollar in order to minimize currency risk. As at 31 March 2013, the gearing ratio was approximately 21% (2012: approximately 27%), calculated based on the Group's total bank borrowings of approximately HK$178,545,000 (2012: approximately HK$256,071,000) over the Group's total assets of approximately HK$872,449,000 (2012: approximately HK$932,953,000).

Foreign currency risk

The Group is subject to foreign currency risk as certain bills payable arising from import of purchases from European countries are denominated in EUROs. Management had hedged with EURO forward contracts to minimize the foreign currency risk.

Credit risk

The Group has a pragmatic approach towards credit risk management. New customers are usually not allowed to purchase on credit and the payment conduct of clients are monitored both to facilitate the determination of credit limit as well as a control over whether new sale deliveries should be made. The Group's sale staff and marketing agents pay regular visits to customers to promote the Group's products and at the same time would update information on the clients' credit worthiness. The remuneration of sales staff and marketing agents are structured so that there is goal congruence in maintaining a robust credit risk management system.

Capital Commitments

At 31 March 2013, outstanding Capital Commitment not provided for in the financial statements were as follows:

	The Group	
	2013	2012
	HK$'000	*HK$'000*
Contracted for		
— acquisition of property, plant and equipment	—	65,921

Funding for capital commitments is expected to come from the Group's internal resources and bank borrowings.

The Company had no capital commitment as at 31 March 2013 (2012: Nil).

Charge on Group assets

As at 31 March 2013, bank loans amounting to approximately HK$9,585,000 (2012: HK$15,250,000) were secured by the investment property (2012: investment property) of the Group having a net book value approximately HK$22,000,000 (2012: HK$29,000,000). In additions, bank loans amounting to HK$79,960,000 (2012: HK$97,821,000) were secured by the Group's pledged bank deposits amounting HK$76,652,000 (2012: HK$90,008,000). The bank loans amounted to approximately HK$89,000,000 (2012: HK$127,000,000) were secured by the Group's treasury products amounting HK$100,888,000 (2012: HK$141,427,000).

Contingent Liabilities

As at 31 March 2013, the Group has issued corporate guarantees to banks amounting to approximately HK$217,000,000 (2012: HK$150,323,000) with respect to bank borrowings of the associates of the Group. As at 31 March 2013, the outstanding balances of the bank borrowings were HK$157,000,000 (2012: HK$33,323,000).

The Group was not liable to any material legal proceedings of which provision for contingent liabilities was required.

The directors are pleased in presenting their annual report together with the audited financial statements for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Details of the principal activities of its subsidiaries are set out in note 21 to the financial statements.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 March 2013 and the state of the Group's affairs as at that date are set out in the financial statements on pages 28 to 101.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 33 to the financial statements.

RESERVES

Profits attributable to shareholders of the Company, before dividends, of approximately HK$41,754,000 (2012: approximately HK$70,620,000) have been transferred to reserves. Details of the movements in the reserves of the Company and the Group during the year are set out in note 34 to the financial statements and the consolidated statement of changes in equity respectively.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

PROPERTY, PLANT AND EQUIPMENT

The movement of property, plant and equipment of the Group for the year ended 31 March 2013 are set out in note 17 to the financial statements.

EMPLOYMENT REMUNERATION POLICY

As at 31 March 2013, the Group had approximately 14 employees. The Group's remuneration policies are in line with prevailing market practice and formulated on the basis of the performance and experience of individual employees. Apart from basic salaries, other staff benefits included provident funds and medical schemes. The Company may also grant options to eligible employees under its share option scheme.

DIRECTORS' REPORT

DIRECTORS

The Directors of the Company during the year were:

Executive Directors

Lau Yau Bor *(the Chairman)*
Lau Kin Tung *(the Vice Chairman)*
Chan Hing Ming *(the Chief Executive Officer)*

Non-Executive Directors

Chiu Wai Piu
Choy Ping Sheung
Fung Tze Wa

Pursuant to the Bye-law 87(1) of the Company, each director is required to retire by rotation once every three years and that one-third (or the number nearest to one-third but not less than one-third) of the directors shall retire from office by rotation at each annual general meeting of the Company. Accordingly, Madam Chan Hing Ming and Mr. Fung Tze Wa will retire and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

DIRECTOR'S SERVICE CONTRACTS

Mr. Lau Yau Bor, Mr. Lau Kin Tung and Madam Chan Hing Ming have entered into service contracts with the Company respectively for an initial period of three years commencing from 1 April 2003 and shall continue thereafter for successive terms of one year.

Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa have been appointed as an independent non-executive director since 1 September 2008, 1 September 2003 and 1 September 2004, respectively, and shall continue thereafter for successive terms of one year.

Other than as disclosed above, none of the directors has entered into a service contract with the Company which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under the heading "Connected Transactions", no contract of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries and fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The directors and chief executive of the Company who held office as at 31 March 2013 had the following interests in the shares of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities Futures Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"):

Interests in issued Shares

Name of Director	Personal interests	Family interests	Corporate interests	Total number of Shares held	% of total issued Shares
Lau Yau Bor	96,390,000 *(Note 1)*	116,712,000 *(Note 2)*	840,000,000 *(Note 4)*	1,053,102,000 *(Note 7)*	64.81%
Lau Kin Tung	15,000,000	—	105,000,000 *(Note 5)*	120,000,000 *(Note 7)*	7.38%
Chan Hing Ming	41,712,000 *(Note 1)*	936,390,000 *(Note 3)*	75,000,000 *(Note 6)*	1,053,102,000 *(Note 7)*	64.81%

Notes:

1. The Shares are registered under the name of the Directors or chief executive of the Company who are the beneficial owners.
2. 75,000,000 Shares are held by MINGS Development Holdings Limited which is wholly and beneficially owned by Chan Hing Ming, the spouse of Lau Yau Bor, 41,712,000 Shares are held by Chan Hing Ming as beneficial owner.
3. 840,000,000 Shares are held by LAUs Holding Co. Ltd. which is wholly and beneficially owned by Lau Yau Bor, the spouse of Chan Hing Ming, 96,390,000 Shares are held by Lau Yau Bor as beneficial owner.
4. These Shares are held by LAUs Holding Co. Ltd., the entire issued share capital of which is held by Lau Yau Bor.
5. These Shares are held by WHYS Holding Co. Ltd., the entire issued share capital of which is held by Lau Kin Tung.
6. These Shares are held by MINGS Development Holdings Limited, the entire issued share capital of which is held by Chan Hing Ming.
7. On 12 March 2013, Mr. Lau Yau Bor, Mr. Lau Kin Tung, Madam Chan Hing Ming, LAUs Holding Co. Ltd., MINGS Development Holdings Limited and WHYS Holding Co. Ltd. as vendors, and U-Home Group International Limited ("Offeror") as purchaser entered into the Share Purchase Agreement, pursuant to which the Vendors agreed to sell or procure the sale of an aggregate of 1,173,102,000 Sale Shares owned by them and the Offeror agreed to acquire such Sale Shares, representing approximately 72.19% of the issued share capital of the Company as at the date of this joint announcement, at the Share Purchase Price. Immediately after completion of the Share Purchase Agreement, the Vendors will no longer hold any Shares.

Interests in underlying Shares

The directors and chief executives of the Company have been granted options under the Company's share option scheme (the "Share Option Scheme"), details of which are set out in the section "Share Option Scheme" below.

Apart from the foregoing, none of the directors and chief executives of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, any of its holding company, subsidiaries or fellow subsidiaries, as recorded in the register required to be kept under section 352 of the SFO or as other wise notified to the Company pursuant to the Model Code.

SHARE OPTION SCHEME

The Share Option Scheme which was adopted on 24 September 2003 whereby the directors of the Company are authorized, at their discretion, to invite employees of the Group, including directors of any company in the Group, and any suppliers, consultants or advisers who have provided services to any company in the Group to take up options to subscribe for Shares. The Share Option Scheme shall be valid and effective for a period of ten years ending on 24 September 2013, after which no further options will be granted. The exercise price of option is the highest of the nominal value of the ordinary share of HK$0.01 each in the share capital of the Company ("Shares"), the closing price of the Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant and the average closing price of the Shares on the Stock Exchange for the five business days immediately preceding the date of grant.

The total number of securities available for issue under the Share Option Scheme is 160,500,000, which represented 10% of the issued share capital of the Company as at 26 August 2008, the date of approval of the refreshment of the maximum number of the Shares, which may be issued upon the exercise of all the share options to be granted under the Share Option Scheme and such other schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue at the date of the approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of refreshed limit by shareholders of the Company.

Details of the share options granted by the Company pursuant to the Scheme and the options outstanding as at 31 March 2013 were as follows:

	Date of grant	Exercisable period	Balance at 01/04/12	Granted during the year	Exercised during the year	Cancelled during the year	Balance at 31/03/13	Exercise price	Exercise date
			Number of options	*Number of options*	*Number of options*	*Number of options*	*Number of options*	*HK$*	
Executive director									
Lau Kin Tung	14/04/08	14/04/08 to 13/04/13	15,000,000	—	(15,000,000)	—	—	0.18	29/5/12
	19/10/10	19/10/10 to 18/10/15	15,000,000	—	—	(15,000,000)	—	0.58	—
Employee/Consultant									
In aggregate	17/02/11	17/02/11 to 16/02/16	3,000,000	—	—	(3,000,000)	—	0.52	—
	12/11/12	12/11/12 to 11/11/17	—	15,000,000	—	—	15,000,000	0.34	—
			33,000,000	15,000,000	(15,000,000)	(18,000,000)	15,000,000		

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2013 the Company had been notified by the following person (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as at 31 March 2013 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Interests in issued Shares

Name of substantial shareholders	Capacity	Total Interests (long position)	Total Interests (short position)	Percentage of total issued shares (long position)	Percentage of total issued shares (short position)
LAUs Holdings Co. Ltd.	Beneficial owner	840,000,000	—	51.69	—
WHYS Holding Co. Ltd.	Beneficial owner	105,000,000	—	6.46	—
U-Home Group International Limited*	Beneficial owner	1,173,102,000	1,650,000,000	72.19	101.54
Zhou Xuzhou*	Beneficial owner	1,173,102,000	1,650,000,000	72.19	101.54

* On 12 March 2013, Mr. Lau Yau Bor, Mr. Lau Kin Tung, Madam Chan Hing Ming, LAUs Holding Co. Ltd., MINGS Development Holdings Limited and WHYS Holding Co. Ltd. as vendors, and U-Home Group International Limited ("Offeror") as purchaser entered into the Share Purchase Agreement, pursuant to which the Vendors agreed to sell or procure the sale of an aggregate of 1,173,102,000 Sale Shares owned by them and the Offeror agreed to acquire such Sale Shares, representing approximately 72.19% of the issued share capital of the Company as at the date of this joint announcement, at the Share Purchase Price. Immediately after completion of the Share Purchase Agreement, the Vendors will no longer hold any Shares.

CONNECTED TRANSACTIONS

Certain related party transactions as disclosed in note 37 to the financial statements also fell under the definition of "connected transaction" in Chapter 14A of the Listing Rules, details of which are set out below. The Company has complied with the disclosure requirements, where applicable, in accordance with Chapter 14A of the Listing Rules.

Continuing Connected Transactions

(1) Tenancy Agreements

Jiwa International Limited ("Jiwa International"), a wholly-owned subsidiary of the Company, entered into the Albany Tenancy Agreement and the Lippo Tenancy Agreement with Jiwa Investment Limited ("Jiwa Investment"). Jiwa International also entered into the Robinson Tenancy Agreement with Mr. Lau Yau Bor ("Mr. Lau"). Jiwa Investment is wholly owned by Mr. Lau and his associates, Mr. Lau is a director and a substantial shareholder of the Company. Mr. Lau and Jiwa Investment are therefore connected persons of the Company under the Listing Rules. Content of the agreements is summarised below:

(i) The Albany Tenancy Agreement

Date of agreement	:	17 September 2012
Landlord	:	Jiwa Investment
Tenant	:	Jiwa International
Premises	:	Apartment A1 (also known as Apartment C), 21st Floor and Car Park No. 21 on 4th Floor (Carpark Level 5), The Albany, No. 1 Albany Road, Hong Kong with a total gross floor area of approximately 201 square metres
Term	:	two years commencing from 1 September 2012 to 31 August 2014 (both days inclusive)
Annual rental	:	HK$1,272,000 (HK$106,000 per month)
Payment method	:	Payable monthly in advance on the first day of each calendar month by cash

(ii) The Robinson Tenancy Agreement

Date of agreement	:	17 September 2012
Landlord	:	Mr. Lau
Tenant	:	Jiwa International
Premises	:	Apartment A on 22nd Floor and Car Parking Space No. 7 on 4th Floor of Regal Crest, No. 9 Robinson Road, Hong Kong with a gross floor area of approximately 215 square metres
Term	:	two years commencing from 1 September 2012 to 31 August 2014 (both days inclusive)
Annual rental	:	HK$888,000 (HK$74,000 per month)
Payment method	:	Payable monthly in advance on the first day of each calendar month by cash

(iii) The Lippo Tenancy Agreement

Date of agreement	:	17 September 2012
Landlord	:	Jiwa Investment
Tenant	:	Jiwa International
Premises	:	Office 4, 29th Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong with a total gross floor area of approximately 150 square metres
Term	:	two years commencing from 1 September 2012 to 31 August 2014 (both days inclusive)
Annual rental	:	HK$1,296,000 (HK$108,000 per month)
Payment method	:	Payable monthly in advance on the first day of each calendar month by cash

The aggregate rental under the Albany Tenancy Agreement, the Robinson Tenancy Agreement and the Lippo Tenancy Agreement, will be subject to the following annual cap and shall not exceed:

(a) HK$3,166,000 for the year ending 31 March 2013;

(b) HK$3,456,000 for the year ending 31 March 2014; and

(c) HK$1,440,000 for the year ending 31 March 2015.

The aforesaid continuing connected transactions have been reviewed by the independent non-executive directors of the Company who have confirmed that the transactions have been entered into:

(a) in the ordinary and usual course of business of the Company;

(b) on normal commercial terms; or, if there is no available comparison, on terms that are no less favorable than terms available to or from independent third parties; and

(c) in accordance with the relevant agreement governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed by the Group in pages 13 to 15 of the annual report in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

VERY SUBSTANTIAL DISPOSAL TRANSACTIONS AND SHARE PURCHASE AGREEMENT

Reference is made to the joint announcement issued by the Company and U-Home Group International Limited dated 22 April 2013. Unless otherwise defined, all terms and reference used herein shall been the meaning ascribed to them in the joint announcement.

The Share Purchase Agreement

On 12 March 2013, Mr. Lau Yau Bor, Mr. Lau Kin Tung, Madam Chan Hing Ming, LAUs Holding Co. Ltd., MINGS Development Holdings Limited and WHYS Holding Co. Ltd. as vendors, and U-Home Group International Limited ("Offeror") as purchaser entered into the Share Purchase Agreement, pursuant to which the Vendors agreed to sell or procure the sale of an aggregate of 1,173,102,000 Sale Shares owned by them and the Offeror agreed to acquire such Sale Shares, representing approximately 72.19% of the issued share capital of the Company as at the date of this joint announcement, at the Share Purchase Price. Immediately after completion of the Share Purchase Agreement, the Vendors will no longer hold any Shares.

The Disposal Agreement

On 12 March 2013, the Company, through Jiwa Development as vendor, and the JW Purchaser as purchaser entered into the Disposal Agreement, pursuant to which the JW Purchaser conditionally agreed to acquire and Jiwa Development conditionally agreed to dispose of the Disposal Shares, comprising the entire issued share capital of Jiwa Pharm (including the indirect 49% equity interest in the Kunming Jida Group), at the Disposal Consideration of HK$512,000,000.

The Property Disposal Agreement

On 12 March 2013, Jiwa International as vendor and Sunny Enterprise as purchaser entered into the Property Disposal Agreement, pursuant to which Jiwa International agreed to sell and Sunny Enterprise agreed to acquire the Property at a consideration of HK$22,000,000.

The Property Option Deed

On 12 March 2013, Sunny Enterprise as grantor and Tech-Medi Development Limited as grantee entered into the Property Option Deed, pursuant to which Sunny Enterprise grants an option to the Grantee, at its sole discretion, to request Sunny Enterprise to purchase from the Grantee the Option Property.

The Management Agreement

On 12 March 2013, the Company and Sunny Enterprise entered into the Management Agreement, pursuant to which, subject to and from the date the Management Agreement becoming unconditional and effective, the Company agrees to engage Sunny Enterprise as management service provider to provide certain management services to the Managed Companies for a period of two years.

Possible Special Dividend

Subject to (i) the Disposal Completion; (ii) the completion of the Property Disposal; (iii) completion of the Property Transfer; (iv) compliance with the relevant bye-laws of the Company governing the declaration of and payment for dividends; (v) the sufficiency of the distributable reserves of the Company immediately after the Disposal Completion and the completion of the Property Disposal and the Property Transfer; and (vi) approval by the Shareholders of the possible Special Dividend at the SGM by way of poll, the Board may declare and distribute the possible Special Dividend of HK$0.375 per Share to the Qualifying Shareholders as contemplated under the Closing Conditions under the Share Purchase Agreement. The Company intends to declare and distribute the Special Dividend, subject to the approval of the Board at a Board meeting which will be held in due course. Further announcement will be made to update the Shareholders in such regard as and when appropriate.

Possible Mandatory Unconditional Cash Offer

As at the date of the joint announcement, the Offeror and parties acting in concert with it are not interested in any Shares (other than the interest in Shares under the Share Purchase Agreement). Immediately after completion of the Share Purchase Agreement, the Offeror and parties acting in concert with it will own a total of 1,173,102,000 Shares, representing approximately 72.19% of the existing issued share capital of the Company. Under Rules 26.1 and 13 of the Takeovers Code, the Offeror will be required to make a mandatory unconditional general offer in cash for all the issued Shares and to cancel all outstanding Options (other than those Shares already acquired or agreed to be acquired by the Offeror and parties acting in concert with it).

The Offer Price is HK$0.2378 for each Offer Share, which is the same as the price per Sale Share paid by the Offeror under the Share Purchase Agreement. The Offer Price will not be affected by the possible downward adjustment on the Share Purchase Price, if any, as stipulated in the section headed "The Share Purchase Agreement — Share Purchase Price — Downward adjustment of the Share Purchase Price" in the joint announcement.

Shareholders may be entitled to the possible Special Dividend, if declared, whether they accept the Share Offer or not during the offer period. If completion of the Share Purchase Agreement proceeds, the Lau's Family will receive an aggregate of approximately HK$0.6128 per Share from the sale proceeds of the Sale Shares and the possible Special Dividend, if declared. Similarly, other existing Shareholders will receive a total benefit of approximately HK$0.6128 per Share from the possible Special Dividend, if declared and the Share Offer if they accept the Share Offer.

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

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

FIXED ASSETS

During the year, the Group acquired machineries, furniture, fixtures and equipment for approximately HK$112,000, and the Group did not acquire properties. Details of these acquisitions and other movements in fixed assets are set out in note 17 to the financial statements.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 March 2013 are set out in note 29 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

	Percentage of the Group's total	
	Sales	**Purchase**
The largest customer	64%	
Five largest customers in aggregate	100%	
The largest supplier		29%
Five largest suppliers in aggregate		81%

Other than as disclosed at note 6 to the financial statement, at no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 102 of the annual report.

RETIREMENT SCHEMES

The Group operates a Mandatory Provident Fund scheme for its employees in Hong Kong and participates in a defined contribution retirement scheme organized by the PRC municipal government for its PRC employees. Particulars of these retirement schemes are set out in note 2.21 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the Company's Bye-Laws, or the law of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors of the Company, the percentage of the Shares which are in the hands of the public exceeds 25% of the total number of issued Shares.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO as auditor of the Company.

ANNUAL GENERAL MEETING

The 2013 Annual General Meeting of the Company will be held at 11:00 a.m. on 24 July 2013 (Wednesday) at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong and a notice of annual general meeting will be published and dispatched in due course.

On behalf of the Board of Directors
Lau Kin Tung
Vice Chairman and Executive Director

Hong Kong, 11 June 2013

CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance practices are crucial to the effective management of the Group. The Company is committed to the transparency, accountability and independence highlighted by the principles of the Code Provisions in accordance with the "Code on Corporate Governance Practices" and the revised version of it which takes effect from 1 April 2012 (the "CG Code") as set out in Appendix 14 of the Listing Rules to protect the rights of shareholders and stakeholders, enhance shareholder value and ensure proper management of corporate assets.

The Board is of the opinion that during the financial year ended 31 March 2013, the Company had applied the CG Code as set out in the Listing Rules.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted the Model Code of Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. On specific enquiries made, all directors have confirmed that, for the year ended 31 March 2013, they have complied with the required standard set out in the Model Code and the Own Code.

BOARD OF DIRECTORS

Composition of the Board

The Composition of the Board ensures a balance of skills and experience appropriate to the requirements of the business of the Company and to the exercising of independent judgment.

During the Period, the Board consists of three executive directors and three independent non-executive directors with a variety of experience in management, accounting and finance; their brief biographical particulars and their relationship among the Board are set out on page 25 of this annual report.

Four regular board meetings were held for the year ended 31 March 2013 and the attendance was as follows:

Board of Directors	**Attendance**
Executive Directors	
Lau Yau Bor *(Chairman)*	4/4
Lau Kin Tung *(Vice Chairman)*	4/4
Chan Hing Ming *(Chief Executive Officer)*	4/4
Non-Executive Directors	
Chiu Wai Piu	4/4
Choy Ping Sheung	4/4
Fung Tze Wa	4/4

The Company has appointed sufficient numbers of Independent Non-Executive Directors in accordance with the Listing Rules, including those with accounting and finance expertise. They have dedicately provided the Company with professional advice with respect to the steady operation and development of the Company. They also exercise supervision and coordination to safeguard interests of the company and its subsidiaries.

The Company has received written annual confirmation from each Independent Non-Executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-Executive Directors to be independent in accordance with independence guidelines set out in the Listing Rules.

CORPORATE GOVERNANCE REPORT

The Operation of the Board of Directors

The Board oversees the Group's strategic development, and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. All Board members have access to appropriate business documents and information about the Group on a timely basis. All directors and board committees have access to external legal counsel and other professionals for independent advice at the Group's expense if they require it.

Three board committees, namely, the audit committee, remuneration committee and nomination committee, have been established to oversee particular aspects of the Group's affairs. The Board has delegated the day-to-day management and operations of the Group's businesses to management of the Company and its subsidiaries.

The board had met four times during the Period to discuss and formulate overall strategies for the Group, review the financial performance, as well as other significant matters when board decisions were required.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Board held meetings from time to time whenever necessary. The company secretary assists in preparing the agenda for meetings and ensures that all relevant rules and regulations are followed.

Minutes of every Board meeting are circulated to all directors for their perusal and comments prior to confirmation of the minutes at the following board meeting. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Lau Yau Bor is the Chairman of the Company and is mainly responsible for the management of the Board. Madam Chan Hing Ming is the Chief Executive Officer of the Company and is delegated with the authority and is responsible for day-to-day management of the Group's business, and the implementation of the approved strategies in achieving the overall business objectives.

NON-EXECUTIVE DIRECTORS

Each of the Non-Executive Directors has entered into a service contract with the Company for a term of one year or till retirement by rotation in accordance with the Bye-laws of the Company, whichever is earlier.

REMUNERATION OF DIRECTORS

The Company established a Remuneration Committee on 1 September 2005 with written terms of reference as disclosed on the Company's website. The Remuneration Committee is responsible for formulating and recommending remuneration policy to the board, as well as reviewing and making recommendations on the Group's share option scheme, bonus structure, provident fund and other compensation-related issues. The committee shall consult with the Chairman on its proposals and recommendations, and has access to professional advice if deemed necessary.

During the year under review, the members of Remuneration Committee are Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa, all are independent non-executive directors. Mr. Choy Ping Sheung is the chairman of the remuneration committee.

PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the company secretary of the Company.

Mr. Lau Yau Bor, Mr. Lau Kin Tung and Madam Chan Hing Ming, being Executive Directors, and Mr. Chiu Wai Pin, Mr. Choy Ping Sheung and Mr. Fung Tze Wa, being Non-Executive Directors, have attended various seminars and meetings organised by such as Hong Kong Institute of Certified Public Accountants, Hong Kong Securities and Investment Institute and Hong Kong Institute of Directors to develop and refresh their knowledge so as to ensure that their contribution to the Board. All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

During the Period, the Remuneration Committee had held 1 meeting. Attendance of each individual member was as follows:

Committee Member	Meeting Attended/Held
Choy Ping Sheung	1/1
Chiu Wai Piu	1/1
Fung Tze Wa	1/1

The emolument policies of the directors of the Company were reviewed by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company's remuneration policy and structure for all directors' and senior management and the Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Details on the emolument payable to the Directors and the Company's share option scheme are disclosed in notes 16 and 35 to the financial statements respectively.

NOMINATION OF DIRECTORS

The Company established a Nomination Committee on 1 September 2005 with written terms of reference as disclosed on the Company's website. The Nomination Committee is responsible for reviewing and making recommendations to the board on relevant matters relating to the appointment, re-appointment and succession planning for the board members. The Nomination Committee has the responsibility to consider and access candidates for directorships on the Board based on their characters, qualifications and experience appropriate for the businesses of the Group.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent non-executive directors and making 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. In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the machinery industry and/or other professional areas.

During the Period, the members of Nomination Committee are Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa, all are Independent Non-executive Directors. Mr. Chiu Wai Piu is the chairman of the nomination committee.

During the year, the Nomination Committee had held 1 meeting. Attendance of each individual member was as follows:

Committee Member	Meeting Attended/Held
Chiu Wai Piu	1/1
Choy Ping Sheung	1/1
Fung Tze Wa	1/1

AUDITOR'S REMUNERATION

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect to the Company. During the Period, the Group is required to pay to the auditor, BDO Limited the following remuneration:

Nature of services	*HK$'000*
Audit services	750

AUDIT COMMITTEE

The Audit Committee members comprise of Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa, all are independent non-executive directors. Mr. Fung Tze Wa is the Chairman of the Audit Committee who has appropriate professional qualifications and accounting expertise. No member of this committee is a member of the former or external auditors of the Company.

The audit committee's primary responsibilities include overseeing the relationship with the Company's external auditor, review of financial information of the Group, and oversight of the Group's financial reporting system, internal control procedures and risk management. The Company has adopted a term of reference of the audit committee, which complies with the provisions of the CG Code. The terms of reference of the audit committee are available on the Company's website.

During the year, the Audit Committee had held 2 meetings. Attendance of each individual member was as follows:

Committee Member	Meeting Attended/Held
Fung Tze Wa	2/2
Chiu Wai Piu	2/2
Choy Ping Sheung	2/2

At the meetings held during the year, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

(a) review and supervise the financial reporting process and internal control system of the Company and its subsidiaries;

(b) recommendation to the Board, for the approval by shareholders, of the re-appointment of the external Auditor and approval of their remuneration;

(c) determination of the nature and scope of the audit; and

(d) review the financial statements for the relevant periods.

RESPONSIBILITY ON FINANCIAL REPORTING

Management provides financial information with explanation to the Board to assist the Board in assessing the financial position of the Company.

The board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price sensitive announcement and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to the statutory requirements. The Board is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern.

The reporting responsibilities of BDO Limited, the Company's auditor, are stated in the Independent Auditor's Report on pages 26 to 27 of the Annual Report.

INTERNAL CONTROL

The Board had conducted a review of the effectiveness of the system of internal control of the Group which covered all material controls, including financial, operational and compliance controls and risk management functions.

SHAREHOLDERS' RIGHTS

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders, can submit a written request to the company secretary of the Company stating the resolution intended to be moved at the general meeting or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

The above procedures are subject to the Company's Bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation (as amended from time to time). Shareholders who have enquiries about the above procedures or have enquiries to put to the Board may write to the company secretary of the Company at the principal place of business at 2906, Tower One, Lippo Centre, 89 Queensway, Central, Hong Kong or by e-mail to enquiry-genl-hk@jiwa.com.hk for the attention of the company secretary.

COMMUNICATION WITH SHAREHOLDERS

To enhance transparency and effectively communicate with the investment community, the executive directors and senior management of the Company actively maintains close communications with various institutional investors, financial analysts and financial media. Investors are welcome to share their views with the Board by sending enquiries to enquiry-genl-hk@jiwa.com.hk.

EXECUTIVE DIRECTORS

Lau Yau Bor, aged 75 is the founder, Chairman and Executive Director of the Group. Mr. Lau is responsible for the business development direction and corporate strategy of the Group. Mr. Lau has over 30 years of experience in corporate management. Mr. Lau is an Honorary Doctor of Management of Lincoln University and a Fellow of the Canadian Chartered Institute of Business Administration.

Mr. Lau is also the council member of China Federation of Chinese Entrepreneurs, council member of China Enterprise Directors Association, vice chairman of Yunnan Overseas Chinese Chamber of Commerce and Entrepreneurs, founding member of China Overseas Chinese Entrepreneurs Association, deputy chairman of Yunnan Association of Enterprises with Foreign Investment, consultant of Yunnan Federation of Returned Overseas Chinese, consultant of Yunnan Association for Promotion of Overseas Economic Cooperation, council member of Yunnan Overseas Friendship Association, consultant of Yunnan Overseas Exchange Association, honorary professor of Kunming Medical University and council member of Kunming Overseas Friendship Association.

Lau Kin Tung, aged 43, is the Vice-Chairman and Executive Director of the Group. Mr. Lau joined the Group in June 1992. Since 1993, Mr. Lau was involved in the management of Jida Group. Mr. Lau holds a Bachelor of Business Administration Degree from the University of Hong Kong (1992), a Master of Business Administration Degree from the University of Manchester (2002), and a Bachelor of Science Degree in Pharmaceutical Studies from the University of Sunderland (2003). Mr. Lau is the son of Mr. Lau Yau Bor, the Chairman of the Group and Madam Chan Hing Ming, a Director. Mr. Lau resigned as Chief Executive Officer on 24 June 2011.

Mr. Lau is also a standing member of Yunnan Youth Federation, council member of Yunnan Overseas Friendship Association, member of Yunnan Federation of Returned Overseas Chinese, council member of Yunnan Association for Promotion of Overseas Economic Cooperation, council member of Yunnan Overseas Exchange Association and contact expert of Yunnan Province.

Chan Hing Ming, aged 72, is the Executive Director, Chief Executive Officer and one of the founders of the Group. Madam Chan assisted in founding the Group and has been responsible for the operation and financial management of the Group. Madam Chan has over 30 years of experience in corporate management. Madam Chan is the wife of Mr. Lau Yau Bor, the Chairman of the Group. Madam Chan was appointed as Chief Executive Officer on 24 June 2011.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chiu Wai Piu, aged 66, is the Independent Non-executive Director of the Company. Mr. Chiu is an experienced journalist with over 40 years' experience in journalism. He has been a reporter, editor, main news assignment editor, local news assignment editor, assistant editor-in-chief and editorial writer in newspapers and a senior research officer in "One Country Two Systems Research Institute". Mr. Chiu is the Director (General) of the "Hong Kong Federation of Journalists". He is also an independent non-executive director of Mobile Telecom Network (Holdings) Limited, the shares of which are listed on the Stock Exchange of Hong Kong.

Choy Ping Sheung, aged 65, is the Independent Non-executive Director of the Company. Mr. Choy had held management positions in Nanyang Commercial Bank and the China & South Sea Bank (Hong Kong Branch). Mr. Choy obtained a Higher Certificate in Business Studies (Banking) from the Hong Kong Polytechnic in 1986.

Fung Tze Wa, aged 56, is the Independent Non-executive Director of the Company. Mr. Fung is a certified public accountant and a director of an accounting firm in Hong Kong. Mr. Fung has more than 28 years of experience in auditing, taxation and company secretarial practice in Hong Kong. He obtained a Master Degree in Professional Accounting from the Hong Kong Polytechnic University in 2000. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. He is also the independent non-executive director of China Haidian Holdings Limited and JF Household Furnishings Limited, the shares of which are listed on the Stock Exchange of Hong Kong.

INDEPENDENT AUDITOR'S REPORT

BDO

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香港干諾道中111號
永安中心25樓

To the shareholders of Jiwa Bio-Pharm Holdings Limited
積華生物醫藥控股有限公司
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Jiwa Bio-Pharm Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 28 to 101, which comprise the consolidated and company statements of financial position as at 31 March 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Companies Act, 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 auditor's 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 auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate Number: P05057

Hong Kong, 11 June 2013

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Revenue	5	**35,648**	203,787
Cost of sales		**(27,720)**	(168,472)
Gross profit		**7,928**	35,315
Other income	7	**6,278**	3,528
Selling expenses		**—**	(1,065)
Administrative expenses		**(12,891)**	(18,573)
Other operating expenses		**(4,476)**	(906)
Other gains and losses	8	**19,557**	19,622
Operating profit		**16,396**	37,921
Finance costs	9	**(4,435)**	(3,404)
Share of results of associates	22	**35,352**	40,737
Profit before income tax	10	**47,313**	75,254
Income tax expense	11	**(5,559)**	(4,636)
Profit for the year		**41,754**	70,618
Other comprehensive income, including reclassification adjustments			
Fair value adjustment upon transfer of owner-occupied properties to investment property	17	**—**	22,353
Release of translation reserve upon disposal of a subsidiary	39	**(1,002)**	—
Exchange gain on translation of financial statements of foreign operations		**—**	862
Other comprehensive income for the year, including reclassification adjustments and net of tax		**(1,002)**	23,215
Total comprehensive income for the year		**40,752**	93,833
Profit for the year attributable to:			
Owners of the Company		**41,754**	70,620
Non-controlling interests		**—**	(2)
		41,754	70,618
Total comprehensive income attributable to:			
Owners of the Company		**40,752**	93,835
Non-controlling interests		**—**	(2)
		40,752	93,833
Earnings per share	14		
Basic (HK cents)		**2.57**	4.39
Diluted (HK cents)		**2.56**	4.37

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	17	373	2,652
Investment properties	19	55,000	29,000
Interests in associates	22	443,816	408,464
Intangible assets	23	—	29,994
Deposit for land use right	25	—	14,326
		499,189	484,436
Current assets			
Inventories		—	586
Accounts receivable	24	8,282	59,126
Deposits, prepayments and other receivables	25	10,634	25,100
Amounts due from associates	22	81,873	50,011
Derivative financial assets	26	—	4,019
Treasury products at fair value through profit or loss	27	100,888	161,032
Tax recoverable		873	103
Pledged bank deposits	28	76,652	90,008
Cash and cash equivalents	28	94,058	58,532
		373,260	448,517
Current liabilities			
Bank borrowings	29	178,545	256,071
Accounts and bills payable	30	7,727	4,992
Accrued expenses and other payables		2,283	5,442
Tax payable		1,832	6,969
Derivative financial liabilities	31	64,523	53,704
		254,910	327,178
Net current assets		118,350	121,339
Total assets less current liabilities		617,539	605,775
Non-current liabilities			
Deferred tax liabilities	32	1,602	1,192
Net assets		615,937	604,583
EQUITY			
Share capital	33	16,250	16,100
Reserves	34	599,693	588,489
Equity attributable to owners of the Company		615,943	604,589
Non-controlling interests		(6)	(6)
Total equity		615,937	604,583

Lau Yau Bor
Director

Lau Kin Tung
Director

STATEMENT OF FINANCIAL POSITION

As at 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries	21	**82,380**	82,380
Current assets			
Amounts due from associates		**436**	—
Amounts due from subsidiaries	21	**82,105**	113,345
Dividend receivables		**12,312**	—
Prepayments		**—**	4
Tax recoverable		**31**	103
Cash and cash equivalents		**782**	538
		95,666	113,990
Current liabilities			
Accrued expenses and other payables		**3**	3
Net current assets		**95,663**	113,987
Net assets/Total assets less current liabilities		**178,043**	196,367
EQUITY			
Share capital	33	**16,250**	16,100
Reserves	34	**161,793**	180,267
Total equity		**178,043**	196,367

Lau Yau Bor
Director

Lau Kin Tung
Director

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Cash flows from operating activities			
Profit before income tax		**47,313**	75,254
Adjustments for:			
Interest income		**(2,417)**	(2,785)
Interest expense		**4,435**	3,404
Depreciation of property, plant and equipment		**472**	663
Share-based employee compensation		**2,027**	—
Amortisation of land use rights		**247**	—
Gain on disposals of property, plant and equipment		**(80)**	(73)
Gain on disposals of subsidiary and intangible assets	39	**(23,529)**	—
Fair value loss/(gain) on derivative financial instruments not qualify as hedges, net	26	**6,218**	(4,019)
Gain on derecognition of Profit guarantee		**—**	(3,289)
Fair value loss/(gain) on Put option		**10,356**	(24,252)
Fair value (gain)/loss on treasury products at fair value through profit or loss		**(2,893)**	428
Fair value gain on investment properties		**(4,972)**	—
Impairment of other receivables		**12,013**	20,211
Write off of inventories		**—**	5,834
Write back of impairment on other receivables		**(7,500)**	—
Share of results of associates		**(35,352)**	(40,737)
Operating profit before changes in working capital		**6,338**	30,639
Decrease in inventories		**586**	7,560
Decrease in accounts receivable		**50,844**	15,714
Decrease in deposits, prepayments and other receivables		**10,035**	2,654
(Increase)/decrease in amounts due from associates, net		**(6,167)**	90,609
Increase/(decrease) in accounts and bills payable		**3,503**	(14,496)
Decrease in accrued expenses and other payables		**(3,159)**	(9,999)
Net cash generated from operations		**61,980**	122,681
Hong Kong profits tax paid, net		**(834)**	(2,905)
Taxation outside Hong Kong paid		**(10,052)**	—
Net cash generated from operating activities		**51,094**	119,776

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Cash flows from investing activities			
Payments for purchase of property, plant and equipment		**(112)**	(1,543)
Proceeds received from disposals of property, plant and equipment		**80**	73
Payments for construction in progress		**(2,152)**	—
Payments for acquisition of an investment property		**(21,028)**	—
Payments for acquisition of intangible assets		**—**	(18,229)
Proceeds received from disposals of subsidiaries		**—**	115,035
Net cash inflow on disposal of a subsidiary and intangible assets	*39*	**46,875**	—
Payments to acquire treasury products at fair value through profit or loss		**—**	(161,460)
Proceeds received from disposal of treasury products at fair value through profit or loss		**63,037**	—
Proceeds received from disposal of non-current assets held for sale		**—**	2,000
Deposit for land use rights	*25(b)*	**—**	(14,326)
Payments for purchase of land use right		**(1,981)**	—
Decrease/(Increase) in pledged bank deposits		**8,847**	(16,929)
Interest received		**2,417**	2,785
Settlement of derivative financial assets		**(1,736)**	1,291
Net cash generated from/(used) in investing activities		**94,247**	(91,303)
Cash flows from financing activities			
Proceeds from issuance of share capital		**2,700**	—
Proceeds from bank borrowings		**10,000**	240,321
Repayment of bank borrowings		**(87,526)**	(119,755)
Interest paid		**(4,435)**	(3,404)
Dividends paid to owners of the Company	*13(b)*	**(34,125)**	(96,600)
Net cash (used in)/generated from financing activities		**(113,386)**	20,562
Net increase in cash and cash equivalents		**31,955**	49,035
Translation differences		**3,571**	(9)
Cash and cash equivalents at beginning of the year		**58,532**	9,506
Cash and cash equivalents at end of the year	*28*	**94,058**	58,532

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2013

	Equity attributable to owners of the Company									Non-controlling interests	Total equity
	Share capital	Share premium* *(note 34(iii))*	Contributed surplus* *(note 34(i))*	Translation reserve*	Asset revaluation reserve* *(note 34(ii))*	Share option reserve*	Proposed final dividend*	Retained profits*	Total		
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2011	16,100	56,097	2,000	140	–	5,836	96,600	430,581	607,354	(4)	607,350
Dividend paid in respect of the previous year *(note 13(b))*	–	–	–	–	–	–	(96,600)	–	(96,600)	–	(96,600)
Transaction with owners	–	–	–	–	–	–	(96,600)	–	(96,600)	–	(96,600)
Profit for the year	–	–	–	–	–	–	–	70,620	70,620	(2)	70,618
Other comprehensive income											
Exchange gain on translation of financial statements of foreign operations	–	–	–	862	–	–	–	–	862	–	862
Fair value adjustment upon transfer of owner-occupied properties to investment property *(note 17)*	–	–	–	–	22,353	–	–	–	22,353	–	22,353
Total comprehensive income for the year	–	–	–	862	22,353	–	–	70,620	93,835	(2)	93,833
Proposed final dividend *(note 13(a))*	–	–	–	–	–	–	33,810	(33,810)	–	–	–
At 31 March 2012	**16,100**	**56,097**	**2,000**	**1,002**	**22,353**	**5,836**	**33,810**	**467,391**	**604,589**	**(6)**	**604,583**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2013

	Equity attributable to owners of the Company									Non-controlling interests	Total equity
	Share capital	**Share premium*** *(note 34(iii))*	**Contributed surplus*** *(note 34(i))*	**Translation reserve***	**Asset revaluation reserve*** *(note 34(ii))*	**Share option reserve***	**Proposed final dividend***	**Retained profits***	**Total**		
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2012	16,100	56,097	2,000	1,002	22,353	5,836	33,810	467,391	604,589	(6)	604,583
Dividend paid in respect of the previous year *(note 13(b))*	—	—	—	—	—	—	(33,810)	(315)	(34,125)	—	(34,125)
Cancellation of share options	—	—	—	—	—	(4,551)	—	4,551	—	—	—
Grant of share options	—	—	—	—	—	2,027	—	—	2,027	—	2,027
Issue of shares upon exercise of share options	150	2,550	—	—	—		—	—	2,700	—	2,700
Exercise of share options	—	1,285	—	—	—	(1,285)	—	—	—	—	—
Transaction with owners	150	3,835	—	—	—	(3,809)	(33,810)	4,236	(29,398)	—	(29,398)
Profit for the year	—	—	—	—	—	—	—	41,754	41,754	—	41,754
Other comprehensive income											
Release of translation reserve upon disposal of a subsidiary *(note 39)*	—	—	—	(1,002)	—	—	—	—	(1,002)	—	(1,002)
Total comprehensive income for the year	—	—	—	(1,002)	—	—	—	41,754	40,752	—	40,752
At 31 March 2013	**16,250**	**59,932**	**2,000**	**—**	**22,353**	**2,027**	**—**	**513,381**	**615,943**	**(6)**	**615,937**

* the total of these equity accounts as at reporting date represent "Reserves" in the consolidated statement of financial position

1. GENERAL INFORMATION

Jiwa Bio-Pharm Holdings Limited (the "Company") is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is 2904 & 2906, Tower One, Lippo Centre, 89 Queensway, Central, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company and its subsidiaries are collectively referred to as the "Group".

The Company is principally engaged in investment holding. The principal activities of its subsidiaries include trading of pharmaceutical and health care products, research and development of chemical and biological products and investment and treasury function.

On 21 September 2012, one of the Group's wholly owned subsidiaries, Jiwa Pharm & Chemicals Limited, entered into a conditional sale and purchase agreement with Kunming Jida Pharmaceutical Company Limited ("KJP"), a 49%-owned associated company of the Group, to dispose its entire 100% equity interests in a subsidiary of the Group, namely Yunnan Jiwa Biotech Limited ("YJB"), for a cash consideration of Renminbi ("RMB") 19,000,000 (Hong Kong Dollars ("HK$") 23,170,000 equivalent). YJB is incorporated in the People's Republic of China (the "PRC") and is principally engaged in manufacturing and trading of pharmaceutical products in the PRC. The directors consider that the Group has lost its controls over YJB and the disposal was completed on 24 September 2012.

On 23 July 2012, one of the Group's wholly owned subsidiaries, Base Affirm International Limited ("Base Affirm"), entered into a technology transfer agreement with YJB, pursuant to which an aggregate consideration of RMB111 million (HK$135.4 million equivalent) is payable by YJB upon satisfaction of the pre-condition set for each of the 3 phases. The technology has been transferred to YJB and Phase 1 of the arrangement has been completed on 28 September 2012.

The gain on disposals of YJB and the technology are considered as linked transactions and accordingly, the gains amounted to HK$23,529,000 in aggregate has been recognised in consolidated statement of comprehensive income in "Other gains and losses" during the year ended 31 March 2013. Further details regarding the gain on disposal of the subsidiary and the intangible assets are set out in note 39.

On 12 March 2013, the Company through Jiwa Development Co. Ltd., a wholly owned subsidiary of the Company, entered into a conditional sale and purchase agreement (the "Disposal Agreement") with a company which is wholly owned by Mr. Lau Yau Bor, Madam Chan Hing Ming and Mr. Lau Kin Tung (collectively referred to as "Lau's Family"), directors of the Company, to dispose its entire 100% equity interests in a subsidiary of the Group, namely Jiwa Pharmaceutical Limited ("JPL") which held 49% direct equity interest in KJP, for a cash consideration of HK$512,000,000. KJP has four wholly owned subsidiaries in the PRC or Hong Kong, namely Wuxi Jida Pharmaceutical Company Limited ("JJRP"), Kunming Jida Pharmaceutical Distribution Company Limited ("YJPL"), YJB and Jida Pharm (HK) Trading Co., Limited (collectively referred to as the "KJP Group"). The disposal has not yet been completed on 31 March 2013.

The directors consider the ultimate parent is LAUs Holdings Co. Ltd, a company incorporated in British Virgin Islands.

The financial statements for the year ended 31 March 2013 were approved for issue by the board of directors on 11 June 2013.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 28 to 101 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 3.

The financial statements have been prepared under historical cost convention except for investment properties, treasury products at fair value through profit or loss, and derivative financial assets and liabilities, which are stated at fair value. The measurement bases are fully described in the accounting policies below.

The financial statements are presented in Hong Kong Dollars ("HK$"), which is also the functional currency of the Company.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to 31 March each year. Inter-company transactions and balances between group companies together with unrealised profits on such transaction are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in profit or loss from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Business combination and basis of consolidation *(Continued)*

Acquisition of subsidiaries or businesses is accounted for using acquisition method. The cost of acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

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

When the Group loses control of a subsidiary, profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent ownership interests in the subsidiary is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

2.3 Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies. Associates are accounted for using equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate and the entire carrying amount of the investment is subject to impairment test, by comparing the carrying amount with its recoverable amount, which is higher of value-in-use and fair value less costs to sell.

2.5 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK$. Assets and liabilities have been translated into HK$ at the closing rates at the reporting date. Income and expenses have been converted into HK$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Construction in progress is stated at cost less impairment losses. The cost comprises construction costs including direct materials, labour, contractors' fees, interest expenses, overheads and cost of plant and machineries attributable to bringing the production facilities to its present condition.

When the construction or installation is completed, the relevant cost of construction in progress is transferred to the appropriate categories of property, plant and equipment.

Depreciation is provided to write off the cost of property, plant and equipment less their residual values over their estimated useful lives, using straight-line method, as follows:

Leasehold land	Over lease term
Buildings	20-50 years
Motor vehicles	3 year
Furniture, fixtures and equipment	5 years

The assets' estimated residual values, depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

2.7 Land use rights

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any impairment losses. The determination if an arrangement is or contains a lease and the lease is an operating lease is detailed in note 2.16. Amortisation is calculated on straight-line method over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land. Land use rights are amortised when these are occupied by the Group.

2.8 Investment property

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Investment property *(Continued)*

Rental income from investment property is accounted for as described in note 2.19.

When investment property carried at fair value is transferred to owner-occupied property, its deemed cost for subsequent accounting is its fair value at the date of change in use.

When a property occupied by the Group as an owner-occupied property becomes an investment property, such property is accounted for in accordance with the policy of property, plant and equipment (note 2.6) up to the date of change in use. Any difference at that date between the carrying amount and the fair value of the property is dealt with in asset revaluation reserve. On disposal of the property, the asset revaluation reserve is transferred to retained profits as a movement in reserves.

2.9 Intangible assets (other than goodwill) and research and development activities

Intangible assets (other than goodwill)

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible asset with finite useful lives are carried at cost less accumulated amortization and any impairment losses, if any. Amortisation is provided on straight-line method over their estimated useful lives. The amortisation expense is recognised in profit or loss. Intangible assets with indefinite useful lives are carried at cost less any impairment losses.

Intangible assets, with finite and indefinite useful lives, are tested for impairment as described in note 2.20.

Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

(i) demonstration of technical feasibility of the prospective product for internal use or sale;

(ii) there is intention to complete the intangible asset and use or sell it;

(iii) the Group's ability to use or sell the intangible asset is demonstrated;

(iv) the intangible assets will generate probable economic benefits through internal use or sale;

(v) sufficient technical, financial and other resources are available for completion; and

(vi) the expenditure attributable to the intangible asset can be reliably measured.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.9 Intangible assets (other than goodwill) and research and development activities *(Continued)*

Direct costs included employee costs incurred on development along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.

2.10 Financial assets

The Group's accounting policies for financial assets other than investment in subsidiaries and associates are set out below.

Financial assets are classified into loans and receivables and financial assets at fair value through profit or loss. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial assets.

(i) Financial assets at fair value through profit or loss

They include financial assets held for trading; and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Financial assets *(Continued)*

(i) Financial assets at fair value through profit or loss (Continued)

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

— the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets recognising gains or losses on them on a different basis; or

— the assets are part of a group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or

— the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 2.19 to these financial statements.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are subsequently measured at amortised cost using effective interest method, less any impairment losses. 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 cost.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Financial assets *(Continued)*

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

— significant financial difficulty of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

For financial assets other than financial assets at fair value through profit or loss and accounts and bills receivable that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of accounts and bills receivable is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of accounts and bills receivable is remote, the amount considered irrecoverable is written off against accounts receivable directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.11 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average method and in the case of work in progress and finished goods, comprise direct materials, direct labour and an appropriate portion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

2.12 Derivative financial instruments

Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designed as hedging instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss. Gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

2.13 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Financial liabilities

The Group's financial liabilities include bank borrowings, accounts and bills payable, accrued expenses and other payables and derivative financial liabilities.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.22).

A financial liability is recognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Derivatives

Derivatives including separated embedded derivatives are measured at fair value (see note 2.12).

Bank borrowings

Bank borrowings are recognised initially at fair value, net of transaction costs incurred. Bank borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Bank borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial liabilities *(Continued)*

Accounts and bills payable, accrued expenses and other payables

These are recognised initially at their fair value and subsequently measured at amortised cost, using effective interest method.

2.15 Financial guarantee issued

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within accrued expenses and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

2.16 Leases

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

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risk and rewards of ownership to the Group are classified as operating leases.

(ii) Operating lease charges as the lessee

Where the Group has the right to use the assets held under operating leases, payments made under the leases are charged to profit or loss on straight-line method over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.16 Leases *(Continued)*

(iii) Assets leased out under operating leases as lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

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

2.17 Provisions and contingent liabilities

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

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

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

2.18 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.19 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and the use by others of the Group's assets yielding interest and rental income, net of rebates and discounts. A single arrangement is separated into its identifiable components if each component has stand-alone value to the customer and the fair value of the component can be measured reliably. The consideration for the arrangement is allocated to the identifiable components on a relative fair value basis. Revenue is recognised for each component of a single arrangement in accordance with the Group's revenue recognition policies.

Provided it is probable that the economic benefits will flow to the Group and revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

— Sales of goods are recognised upon transfer of the significant risk and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

— Rental income is recognised on straight-line method over the lease period of the tenancy.

— Interest income is recognised on time-proportion basis using effective interest method.

— Dividend is recognised when the right to receive payment is established.

2.20 Impairment of non-financial assets

Intangible assets, property, plant and equipment, land use rights, interests in associates and the Company's interests in subsidiaries are subject to impairment testing.

Intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level.

An impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

Impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.21 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

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

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

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

Short-term employee benefits

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

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

Share-based employee compensation

All share-based payment arrangements granted are recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the equity instruments awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.22 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.23 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax is calculated using liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Accounting for income taxes *(Continued)*

Current tax assets and current tax liabilities are presented in net if, and only if:

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if:

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

— the same taxable entity; or

— different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.24 Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the chief operating decision-maker i.e. the most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations. Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2.25 Related parties

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

(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 of a parent of the Group; or

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.25 Related parties *(Continued)*

(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 party and the other party is an associate of the third party;

(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).

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

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependents of that person or that person's spouse or domestic partner.

3. ADOPTION OF NEW OR AMENDED HKFRSs

(a) Adoption of new/revised HKFRSs — effective 1 April 2012

In the current year, the Group has applied for the first time the following new standards, amendments and interpretations issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 April 2012:

Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets

The adoption of these amendments has no material impact on the Group's financial statements.

3. ADOPTION OF NEW OR AMENDED HKFRSs *(Continued)*

(b) New/Revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 1 (Revised)	Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income[1]
Amendments to HKAS 32	Presentation — Offsetting Financial Assets and Financial Liabilities[3]
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities[2]
HKAS 27 (2011)	Separate Financial Statements[2]
HKAS 28 (2011)	Investments in Associates and Joint Ventures[2]
HKFRS 9	Financial Instruments[4]
HKFRS 10	Consolidated Financial Statements[2]
HKFRS 12	Disclosure of Interests in Other Entities[2]
HKFRS 13	Fair Value Measurements[2]
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities[3]
HKFRSs (Amendments)	Annual Improvement 2009-2011 Cycle[2]

1 Effective for annual periods beginning on or after 1 July 2012
2 Effective for annual periods beginning on or after 1 January 2013
3 Effective for annual periods beginning on or after 1 January 2014
4 Effective for annual periods beginning on or after 1 January 2015

Amendments to HKAS 1 (Revised) Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit or loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKAS 32 Presentation — Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding application guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement.

Amendments to HKFRS 7 Disclosure — Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

3. ADOPTION OF NEW OR AMENDED HKFRSs *(Continued)*

(b) New/Revised HKFRSs that have been issued but are not yet effective *(Continued)*

HKFRS 9 Financial Instruments

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 Financial Instruments: Recognition and Measurement. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains and losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option. For these fair value option liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the fair value option are scoped out of the Additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues apply. The Group expects to adopt HKFRS 9 from 1 April 2015.

HKFRS 10 Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of "de facto" control where an investor can control an investee while holding less than 50% of the investee's voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

3. ADOPTION OF NEW OR AMENDED HKFRSs *(Continued)*

(b) New/Revised HKFRSs that have been issued but are not yet effective *(Continued)*

HKFRS 12 Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

HKFRS 13 Fair Value Measurements

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 Financial Instruments: Disclosures. HKFRS 13 defines fair value as 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 (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) — Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity's business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

3. ADOPTION OF NEW OR AMENDED HKFRSs *(Continued)*

(b) New/Revised HKFRSs that have been issued but are not yet effective *(Continued)*

HKFRSs (Amendments) — Annual Improvements 2009-2011 Cycle

The improvements made amendments to five standards in which four standards are relevant to the Group.

(i) HKAS 1 Presentation of Financial Statements

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRS. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

(ii) HKAS 16 Property, Plant and Equipment

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

(iii) HKAS 32 Financial Instruments: Presentation

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

(iv) HKAS 34 Interim Financial Reporting

The amendments clarifies that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors of the Company are not yet in a position to quantify the effects on the Group's financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Impairment of interests in associates, property, plant and equipment and intangible assets

The Group assesses impairment at each reporting date by evaluating conditions that may lead to impairment of assets. Where an impairment condition exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates and assumptions about future events, which are subject to uncertainty and might materially differ from actual results. In making these key estimates and judgements, the directors take into consideration assumptions that are based on market condition existing at the reporting dates and appropriate market and discount rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

(ii) Impairment on accounts and other receivables

The Group estimates impairment losses for bad and doubtful debts resulting from the inability of its debtors to make the required payments. These estimates are based on ageing of its accounts and other receivable balances, customers' credit-worthiness, and historical write-off experience. If the financial condition of its debtors deteriorates so that the actual impairment loss will be higher than expected, the Group will revise the basis of making the allowance and its future results would be affected.

(iii) Fair value of Put option

In March 2011, the Group disposed of its pharmaceutical manufacturing and distribution operations comprising the KJP Group. As part of the terms of the disposal, the Group gave the new investors in the KJP Group a put option ("Put option") to sell their equity interests in the KJP Group to the Group if the latter did not obtain a stock exchange listing within an agreed time frame. Further details are set out in note 31(a) to the financial statements. The Group's Put option was accounted as a derivative financial liability and stated at fair value in accordance with the accounting policies stated in notes 2.12 and 2.14 to the financial statements. The fair value of Put option was determined with the assistance of an independent firm of professional valuer, Roma Appraisals Limited ("Roma"), but it should be noted that the valuation was based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results.

(iv) Fair value of treasury products

The Group's treasury products are stated at fair value in accordance with the accounting policies stated in notes 2.10 and 2.12 to the financial statements. The fair values of treasury products as set out in note 27 to the financial statements were determined with reference to valuations provided by the banks/or conducted by an independent firm of professional valuer, Greater China Appraisal Limited ("GCA") (2012: Roma), using appropriate valuation techniques as set out in note 27 in the financial statements . The valuations involve significant estimates and judgements and hence the fair value of these structured products and embedded derivatives are subject to uncertainty.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Critical accounting estimates and assumptions *(Continued)*

(v) Fair value of investment properties

As disclosed in note 19, investment properties are measured at fair value at the date of transfer from owner-occupied properties and revalued at the end of each reporting period. The fair values are determined with reference to valuations conducted by Roma, an independent firm of professional valuer. Such valuations were based on various assumptions which are subject to uncertainty and might materially differ from actual results. In making the judgement, the Group considered current prices in an active market for similar properties and used assumptions that were mainly based on market conditions existing at the end of each reporting period.

Critical judgements in applying the accounting policies

(i) Research and development activities

Careful judgement by the Group's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems upon recognition. Judgements are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new products or know-how are continuously monitored by the Group's management.

(ii) Sale of technical know-how

As disclosed in note 23, the Group entered into multiple-element arrangements when they sell its intangible assets to YJB. Consideration of total arrangements is allocated to the deliverables based on their relative fair values. The allocated consideration is recognised as revenue in accordance with note 2.19. The Group's directors exercise judgement to determine whether the arrangements comprise identifiable components so as to apply the recognition criteria to the separately identifiable components of a single transaction in order to reflect the substance of the transaction.

5. REVENUE

The Group's principal activities are disclosed in note 1. Turnover of the Group is the revenue derived from these activities.

	2013	2012
	HK$'000	*HK$'000*
Trading of pharmaceutical and health care products	**35,648**	203,787

6. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors. The executive directors based on their decisions about resources allocation to the Group's business components and for their review of the performance of those components on these reports. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

For the year ended 31 March 2013, the Group has identified the following reportable segments:

(i) Trading of pharmaceutical and health care products — Trading of pharmaceutical and health care products

(ii) Research and development — Research and development of chemical and biological products

(iii) Investment and treasury function — Investment holding and treasury function

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

— expenses related to share-based payments
— fair value gain or loss on Put options and gain on derecognition of Profit guarantees
— impairment of/reversal of impairment for other receivables
— share of profit or loss of associates accounted for using the equity method
— finance costs incurred on corporate borrowings
— income tax
— corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but exclude interests in associates and tax recoverable. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment and the Group's headquarters.

Segment liabilities exclude derivative financial liabilities in relation to Put options (further detailed in note 31(a)). In addition, corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include tax payable and deferred tax liabilities.

No asymmetrical allocations have been applied to reportable segments.

6. SEGMENT INFORMATION *(Continued)*

Segment revenue, segment results, segment assets and segment liabilities

Information regarding the Group's reportable segments including the reconciliations to revenue, profit before income tax, total assets, total liabilities and other segment information are as follows:

	Trading of pharmaceutical and health care products	Research and development	Investment and treasury function	Sub-total	Elimination	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
For the year ended 31 March 2013						
Reportable segment revenue	35,648	—	—	35,648	—	35,648
Reportable segment profit/(loss)	8,101	21,739	(2,618)	27,222	—	27,222
Fair value loss on Put option						(10,356)
Share base payment						(2,027)
Impairment of other receivables						(12,013)
Write back of other receivables						7,500
Finance costs on corporate borrowings						(1,439)
Share of results of associates						35,352
Unallocated corporate income						8,476
Unallocated corporate expenses						(5,402)
Profit before income tax						47,313

	Trading of pharmaceutical and health care products	Research and development	Investment and treasury function	Corporate	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Other information					
Interest income					
— Bank deposits and loans to associates	45	4	—	2	51
— Bank deposits subject to interest rate swap contracts	—	—	2,150	—	2,150
— Overdue receivables	—	—	—	216	216
Finance costs	—	—	(2,996)	(1,439)	(4,435)
Depreciation of property, plant and equipment	(224)	(248)	—	—	(472)
Fair value loss on other derivative financial instruments not qualifying as hedges, net	—	—	(6,218)	—	(6,218)
Fair value gain on treasury products at fair value through profit or loss	—	—	2,893	—	2,893
Gain on disposal of a subsidiary and intangible assets	—	23,529	—	—	23,529
Additions to specified non-current asset[#]	21,028	15,472	—	—	36,500

6. SEGMENT INFORMATION *(Continued)*

Segment revenue, segment results, segment assets and segment liabilities *(Continued)*

	Trading of pharmaceutical and health care products	Research and development	Investment and treasury function	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
As at 31 March 2013				
Reportable segment assets	163,440	27,655	177,540	368,635
Interests in associates				443,816
Tax recoverable				873
Other corporate assets				59,125
Consolidated total assets				872,449
As at 31 March 2013				
Reportable segment liabilities	10,005	—	80,423	90,428
Derivative financial liabilities — Put option				64,060
Tax payables				1,832
Deferred tax liabilities				1,602
Other corporate liabilities				98,590
Consolidated total liabilities				256,512

6. SEGMENT INFORMATION *(Continued)*

Segment revenue, segment results, segment assets and segment liabilities *(Continued)*

	Trading of pharmaceutical and health care products *HK$'000*	Research and development *HK$'000*	Investment and treasury function *HK$'000*	Sub-total *HK$'000*	Elimination *HK$'000*	Total *HK$'000*
For the year ended 31 March 2012						
Reportable segment revenue	203,787	—	—	203,787	—	203,787
Reportable segment profit/(loss)	28,930	(1,680)	4,395	31,645	900	32,545
Gain on derecognition of Profit guarantee						3,289
Fair value gain on Put option						24,252
Impairment of other receivables						(20,211)
Finance costs on corporate borrowings						(1,805)
Share of results of associates						40,737
Unallocated corporate income						3,863
Unallocated corporate expenses						(7,416)
Profit before income tax						75,254

	Trading of pharmaceutical and health care products *HK$'000*	Research and development *HK$'000*	Investment and treasury function *HK$'000*	Corporate *HK$'000*	Total *HK$'000*
Other information					
Interest income					
— Bank deposits and loans to associates	82	220	—	449	751
— Bank deposits subject to interest rate swap contracts	—	—	2,034	—	2,034
Finance costs	—	—	(1,599)	(1,805)	(3,404)
Depreciation of property, plant and equipment	(415)	(248)	—	—	(663)
Fair value loss on treasury products at fair value through profit or loss	—	—	(428)	—	(428)
Fair value (loss)/gain on other derivative financial instruments not qualifying as hedges, net	(159)	—	4,178	—	4,019
Additions to specified non-current asset#	809	18,963	—	—	19,772
Deposits to specified non-current asset#	—	14,326	—	—	14,326

6. SEGMENT INFORMATION *(Continued)*

Segment revenue, segment results, segment assets and segment liabilities *(Continued)*

	Trading of pharmaceutical and health care products *HK$'000*	Research and development *HK$'000*	Investment and treasury function *HK$'000*	Total *HK$'000*
As at 31 March 2012				
Reportable segment assets	153,415	55,817	257,416	466,648
Interests in associates				408,464
Tax recoverable				103
Other corporate assets				57,738
Consolidated total assets				932,953
As at 31 March 2012				
Reportable segment liabilities	10,353	—	97,821	108,174
Derivative financial liabilities — Put option				53,704
Tax payables				6,969
Deferred tax liabilities				1,192
Other corporate liabilities				158,331
Consolidated total liabilities				328,370

[#] Including the Group's property, plant and equipment, investment properties, intangible assets, deposit for land use right and interests in associates but excluding deferred tax assets

6. SEGMENT INFORMATION *(Continued)*

Geographical information

The Group's revenue is predominantly derived from the PRC. An analysis of the Group's property, plant and equipment, investment properties, intangible assets, deposit for land use right and interest in associates (i.e. specified non-current assets) by geographical locations, determined based on physical location of the assets or location of operations in case of interests in associates, is as follows:

	2013	2012
	HK$'000	*HK$'000*
Hong Kong (place of domicile)	**55,373**	59,680
Macau	**—**	1
The PRC (excluding Hong Kong and Macau)	**443,816**	424,755
	499,189	484,436

Information about major customers

During the year ended 31 March 2013, the Group had three (2012: two) customers with whom transactions of each has exceeded 10% of the Group's revenue. The revenue of HK$22,951,000 (2012: HK$148,943,000), HK$8,637,000 (2012: HK$31,639,000) and HK$4,060,000 (2012: HK$985,000) from these three customers accounted for 64% (2012: 73%), 24% (2012: 16%) and 12% (2012: 1%) respectively of the Group's revenue for the year.

As at 31 March 2013, accounts and bills receivable due from the largest customer accounted for 25% of the Group's total accounts and bills receivable balances while the balances due from the associates were included in "amounts due from associates". As at 31 March 2013, total accounts and bills receivable due from the three customers accounted for 91% of such balances. The sales to these three customers (2012: two customers) are included in the segment of trading of pharmaceutical and health care products.

7. OTHER INCOME

	2013	2012
	HK$'000	*HK$'000*
Interest income on bank deposits	**2,201**	2,374
Interest income on overdue receivables	**216**	—
Interest income on loans to associates	**—**	411
Rental income	**1,091**	210
Others	**2,770**	533
	6,278	3,528

In last year, the exchange gain (net), fair value gain on other derivative Financial Instruments not qualifying as hedges (net) and gain on disposal of property, plant and equipment amounted to HK$8,628,000, HK$4,019,000 and HK$73,000 respectively were disclosed within "Other income". Management considered that inclusion of these items in "Other gains and losses" is a better presentation in this year and accordingly, these comparative figures have been reclassified.

8. OTHER GAINS AND LOSSES

	2013 HK$'000	2012 HK$'000
Exchange gain, net	**9,170**	8,628
Fair value gain on investment properties	**4,972**	—
Fair value (loss)/gain on Put option	**(10,356)**	24,252
Fair value gain/(loss) on treasury products at fair value through profit or loss, net	**2,893**	(428)
Fair value (loss)/gain on other derivative financial instruments not qualifying as hedges, net *(note 26)*	**(6,218)**	4,019
Gain on derecognition of Profit guarantee *(note (a))*	**—**	3,289
Gain on disposal of a subsidiary and intangible assets *(note 39)*	**23,529**	—
Gain on disposal of property, plant and equipment	**80**	73
Impairment on other receivables *(note (b))*	**(12,013)**	(20,211)
Write back of impairment on other receivables *(note (c))*	**7,500**	—
	19,557	19,622

In last year, the exchange gain (net), fair value gain on derivative financial instruments not qualifying as hedges (net) and gain on disposal of property, plant and equipment amounted to HK$8,628,000, HK$4,019,000 and HK$73,000 respectively were disclosed within "Other income" while the fair value loss on treasury products at fair value through profit or loss (net) of HK$428,000 was disclosed within "Other operating expenses". Management considered that inclusion of these items in "Other gains and losses" is a better presentation in this year and accordingly, the comparative figures have been reclassified.

Notes:

(a) Pursuant to the terms of the capital injection (the "Capital Injection") in relation to the disposal of the subsidiaries incurred for the year ended 31 March 2011, the Group would compensate the independent subscribers for any shortfall if there was non-compliance of the Profit guarantee. As at 31 March 2012, the Profit guarantee period expired and accordingly, the Group derecognised the financial liability in relation to the Profit guarantee and recognised the corresponding balance in the amount of HK$3,289,000 in "Other gains and losses".

(b) Impairment loss on other receivables for the year ended 31 March 2013 comprises of impairment provision of HK$12,013,000 (2012: HK$10,000,000) provided for the consideration receivable in relation to disposal of equity interests in Longchang Industrial Co. Ltd.（山西繁峙縣龍昌實業有限責任公司）("Longchang").

For the year ended 31 March 2012, the following items were also included:

— impairment provision of HK$4,692,000 provided for the consideration receivable for exercising the put option of Leader Forever Limited ("Leader Forever");

— impairment provision of HK$2,500,000 provided for the consideration receivable for exercising the put option of Vital Element Investments Limited ("Vital Element"); and

— impairment provision of HK$3,019,000 provided for other receivables. Based on impairment assessment, management determined that the balances are unlikely to be recovered and impairment provision was provided for in the year.

8. OTHER GAINS AND LOSSES *(Continued)*

Notes: (Continued)

(c) Write back of impairment included HK$5,000,000 settled by the shareholder of Leader Forever and HK$2,500,000 settled by the shareholder of Vital Element during the year ended 31 March 2013.

During the year ended 31 March 2011, the Group exercised the put option pursuant to the shareholders' agreement of Leader Forever, the Group's former associate, requiring the controlling shareholder of Leader Forever to re-purchase the 1,000 shares of Leader Forever held by the Group at a consideration of HK$10,000,000. A total of HK$5,000,000 were received in previous years. As at 31 March 2012, the directors of the Company determined that the carrying amount (at amortised cost) of the remaining consideration receivable of HK$4,692,000 is unlikely to be recovered and impairment provision was provided for accordingly (note 8(b)).

During the year ended 31 March 2012, the Group had exercised the put option pursuant to the shareholders' agreement of Vital Element, the Group's former associate, requiring the controlling shareholder of Vital Element to re-purchase the 500 shares of Vital Element held by the Group at a consideration of HK$2,500,000. The amount was not received and full provision was made during the year ended 31 March 2012. As at the date of the exercise of the put option, the net carrying amount of the Group's interests in Vital Element was nil, representing initial investment cost of HK$5,000,000, less the accumulated amount of share of losses of Vital Element up to the date of exercise of the put option.

As at 31 March 2012, other than those shares subject to put option, the Group held another 500 shares in Vital Element. The net carrying amount of these remaining 500 shares was nil, representing initial investment cost of HK$5,000,000, less the accumulated amount of share of losses of Vital Element up to 31 March 2012. There was no further share of loss of Vital Element recognised by the Group at the reporting date as the net carrying amount of the Group's interests in Vital Element is nil as at 31 March 2012. The amount of the Group's unrecognised share of losses of Vital Element was HK$1,413,000 for the year ended 31 March 2012.

9. FINANCE COSTS

	2013	2012
	HK$'000	*HK$'000*
Interest charges on bank borrowings wholly repayable within five years	**4,435**	3,404

During the year ended 31 March 2012 and 2013, all finance costs were charged on bank borrowings which contain repayment on demand clause.

10. PROFIT BEFORE INCOME TAX

	2013 HK$'000	2012 HK$'000
Profit before income tax is arrived at after charging:		
Auditor's remuneration	**750**	600
Amortisation of land use rights	**247**	—
Cost of inventories recognised as expense including	**27,720**	168,472
Write off of inventories	**—**	5,834
Depreciation of property, plant and equipment *(note (a))*	**472**	663
Employee benefit expenses (including directors' emoluments)	**8,613**	8,703
Operating lease charges in respect of premises	**3,339**	2,919
Written off of prepayments	**39**	—
Research and development costs *(note (a))*	**780**	1,092

Note:

(a) These are included in "Administrative expenses" in the consolidated statement of comprehensive income for the years ended 31 March 2013 and 2012.

11. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits for the year.

Enterprise Income Tax ("EIT") has been provided on the estimated assessable profits of subsidiaries operating in PRC at 25% (2012: 25%).

	2013 HK$'000	2012 HK$'000
Current tax		
— Hong Kong		
Tax for the year	**170**	1,532
(Over)/Under-provision in respect of prior years	**(1,026)**	227
	(856)	1,759
— PRC — Tax for the year	**6,005**	1,685
Deferred tax		
Current year *(note 32)*	**410**	1,192
	5,559	4,636

11. INCOME TAX EXPENSE *(Continued)*

Reconciliation between tax expense and accounting profit at applicable tax rates:

	2013 HK$'000	2012 HK$'000
Profit before income tax	**47,313**	75,254
Tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	**7,832**	12,442
Tax effect of non-deductible expenses	**5,109**	16,768
Tax effect of non-taxable revenue	**(12,649)**	(25,888)
Tax effect of prior year's tax losses utilised	**—**	(51)
Tax effect of tax losses not recognised	**736**	—
Tax effect of temporary differences not recognised	**12**	364
Others	**126**	(201)
Tax provided for selling of technical know-how	**5,009**	—
Deferred tax provided for withholding tax on distributable profits of an PRC associate	**410**	975
(Over)/Under-provision in prior years	**(1,026)**	227
Income tax expense	**5,559**	4,636

12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated profit attributable to owners of the Company of HK$41,754,000 (2012: HK$70,620,000), a profit of HK$11,074,000 (2012: HK$33,871,000) (note 34) has been dealt with in the financial statements of the Company.

13. DIVIDENDS

(a) Dividends attributable to the year

	2013 HK$'000	2012 HK$'000
No final dividend was proposed for 2013 after the reporting date (2012: HK$0.021 per share)	**—**	33,810

The final dividend proposed for 2012 after the last reporting date has not been recognised as a liability at the last reporting date, but reflected as an appropriation of the retained profits for the year ended 31 March 2012.

(b) Dividends attributable to the previous financial year, approved and paid during the year

	2013 HK$'000	2012 HK$'000
Final dividend in respect of the previous financial year of HK$0.021 per share (2012: HK$0.060 per share)	**34,125**	96,600

13. DIVIDENDS *(Continued)*

Subsequent to 31 March 2012, on 29 May 2012, a director of the Company exercised his rights to convert a total of 15,000,000 share options into 15,000,000 ordinary shares of HK$0.01 each of the Company. The holder of these new shares was also entitled to the proposed final dividend of HK$0.021 per share for 2012. Accordingly, an additional amount of HK$315,000, in addition to the proposed amount of HK$33,810,000, were paid during 2013.

14. EARNINGS PER SHARE

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

	HK$'000
Earnings	
For the year ended 31 March 2013	
Earnings used in calculating basic earnings per share and diluted earnings per share attributable to owners of the Company during the year	**41,754**
For the year ended 31 March 2012	
Earnings used in calculating basic earnings per share and diluted earnings per share attributable to owners of the Company during the year	70,620

	2013 '000	2012 '000
Weighted average number of ordinary shares		
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,622,616**	1,610,000
Effect of dilutive potential ordinary shares — Share options issued by the Company	**7,631**	7,652
Weighted average number of ordinary shares used in calculating diluted earnings per share	**1,630,247**	1,617,652

15. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2013 HK$'000	2012 HK$'000
Salaries and wages, other allowances and benefits in kind	**4,443**	6,520
Rentals for staff and directors	**2,060**	1,920
Share-based employee compensation *(note 35)*	**2,027**	—
Contribution to defined contribution plans	**83**	263
	8,613	8,703

16. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

	Fees	Salaries, housing, other allowances and benefits in kind	Contribution to defined contribution plans	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
For the year ended 31 March 2013				
Executive directors				
Mr. Lau Yau Bor	—	2,334	—	2,334
Mr. Lau Kin Tung	1,308	—	15	1,323
Madam Chan Hing Ming	—	910	—	910
Independent non-executive directors				
Mr. Choy Ping Sheung	80	—	—	80
Mr. Fung Tze Wa	100	—	—	100
Mr. Chiu Wai Piu	100	—	—	100
	1,588	3,244	15	4,847

	Fees	Salaries, housing, other allowances and benefits in kind	Contribution to defined contribution plans	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
For the year ended 31 March 2012				
Executive directors				
Mr. Lau Yau Bor	—	2,292	—	2,292
Mr. Lau Kin Tung	887	374	12	1,273
Madam Chan Hing Ming	—	775	—	775
Independent non-executive directors				
Mr. Choy Ping Sheung	80	—	—	80
Mr. Fung Tze Wa	100	—	—	100
Mr. Chiu Wai Piu	100	—	—	100
	1,167	3,441	12	4,620

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

(a) Directors' emoluments *(Continued)*

Notes:

(i) There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2012: Nil).

(ii) During the year, no emolument was paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2012: Nil).

(iii) During the year, an aggregate of 15,000,000 share options with a fair value of approximately HK$2,027,000 were granted to a consultant and certain employees of the Group to subscribe for ordinary shares of the Company. For the year ended 31 March 2013, no share option was granted to the directors of the Company and employees of the Group (note 35).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2012: three) directors whose emoluments are reflected in the analysis presented above. Emoluments payable to the remaining two (2012: two) individuals during the year are as follows:

	2013	2012
	HK$'000	*HK$'000*
Salaries, housing, other allowances and benefits in kind	**1,050**	949
Discretionary bonus	**128**	177
Share-based employee compensation	**405**	—
Contribution to defined contribution plans	**29**	24
	1,612	1,150

Emoluments of the two (2012: two) individuals fell within the following bands:

	Number of individuals	
	2013	2012
Nil — HK$1,000,000	**2**	2
HK$1,500,001 — HK$2,000,000	**—**	—

No emolument was paid by the Group to the directors or any of the five highest paid individual as an inducement to join or upon joining the Group, or as compensation for loss of office (2012: Nil).

The emoluments paid or payable to members of senior management are included in the analysis presented above.

17. PROPERTY, PLANT AND EQUIPMENT — GROUP

	Leasehold land HK$'000	Buildings HK$'000	Motor vehicles HK$'000	Furniture, fixtures and equipment HK$'000	Total HK$'000
At 1 April 2011					
Cost	4,566	3,009	—	4,940	12,515
Accumulated depreciation	(314)	(542)	—	(3,310)	(4,166)
Net carrying amount	4,252	2,467	—	1,630	8,349
Year ended 31 March 2011					
Opening net carrying amount	4,252	2,467	—	1,630	8,349
Additions	—	—	673	870	1,543
Depreciation	(35)	(37)	(224)	(367)	(663)
Gain on revaluation upon transfer *(note)*	14,181	8,172	—	—	22,353
Transfer to investment property *(note)*	(18,398)	(10,602)	—	—	(29,000)
Translation differences	—	—	—	70	70
Closing net carrying amount	—	—	449	2,203	2,652
At 31 March 2012					
Cost	**—**	**—**	**673**	**5,885**	**6,558**
Accumulated depreciation	**—**	**—**	**(224)**	**(3,682)**	**(3,906)**
Net carrying amount	**—**	**—**	**449**	**2,203**	**2,652**
Year ended 31 March 2013					
Opening net carrying amount	**—**	**—**	**449**	**2,203**	**2,652**
Additions	**—**	**—**	**—**	**112**	**112**
Depreciation	**—**	**—**	**(224)**	**(248)**	**(472)**
Disposal of a subsidiary *(note 39)*	**—**	**—**	**—**	**(1,919)**	**(1,919)**
Closing net carrying amount	**—**	**—**	**225**	**148**	**373**
At 31 March 2013					
Cost	**—**	**—**	**673**	**3,555**	**4,228**
Accumulated depreciation	**—**	**—**	**(448)**	**(3,407)**	**(3,855)**
Net carrying amount	**—**	**—**	**225**	**148**	**373**

Note:

On 1 January 2012, the Group leased out its self-occupied commercial unit, for administrative purpose in Hong Kong, to an associate of the Group to earn rental income. This commercial unit has been reclassified to investment property (note 19). The carrying amounts of the leasehold land portion and building portion of this property were HK$4,217,000 and HK$2,430,000 respectively immediately before the transfer. The Group recognised an aggregate fair value gain of HK$22,353,000 on the date of transfer, which was included in asset revaluation reserve in equity. This property is held under a lease of over 50 years. This property was pledged to secure the Group's bank borrowings (note 29) as at 31 March 2012 and 2013.

18. LAND USE RIGHTS — GROUP

	2013 HK$'000	2012 HK$'000
At 1 April	—	—
Additions	16,307	
Amortisation during the year	(247)	—
Disposal of a subsidiary *(note 39)*	(16,060)	—
At 31 March	—	—

19. INVESTMENT PROPERTIES — GROUP

	2013 HK$'000	2012 HK$'000
At 1 April	29,000	—
Additions	21,028	
Change in fair value *(note 8)*	4,972	
Transfer from property, plant and equipment *(note 17)*	—	29,000
At 31 March	55,000	29,000

Notes:

These properties are held under leases of over 50 years and as at the reporting date, one of these properties with a fair value of HK$22,000,000 was pledged to secure the Group's bank borrowings (note 29).

The fair values of the properties as at the date of transfer and as at 31 March 2012 and 2013 were assessed by Roma, an independent firm of professional qualified valuer, on an open market basis.

20. CONSTRUCTION IN PROGRESS — GROUP

	2013 HK$'000	2012 HK$'000
At 1 April	—	—
Additions	2,152	—
Disposal of a subsidiary *(note 39)*	(2,152)	—
At 31 March	—	—

21. INTERESTS IN SUBSIDIARIES — COMPANY

(a) Investments in subsidiaries

	2013 HK$'000	2012 HK$'000
Unlisted shares, at cost	**82,380**	82,380

Particulars of the Company's subsidiaries as at 31 March 2013 are as follows:

Name of company	Place of incorporation and kind of legal entity	Particulars of issued and paid up capital	Percentage of issued capital effectively held by the Company	Principal activities and place of operation
Jiwa Development Co. Ltd.	British Virgin Islands ("BVI"), limited liability company	50,000 ordinary shares of United States dollar ("US$") 1 each	100%*	Investment holding, Hong Kong
Jiwa International Limited	Hong Kong, limited liability company	1,000 ordinary shares of HK$1,000 each	100%	Trading of pharmaceutical products, Hong Kong
JPL	Hong Kong, limited liability company	1,000 ordinary shares of HK$1,000 each	100%	Investment holding, Hong Kong
Tech-Medi Development Limited	Hong Kong, limited liability company	200 ordinary shares of HK$1,000 each	100%	Trading of health care products, Hong Kong
Jiwa Rintech Holdings Limited	BVI, limited liability company	10 ordinary shares of US$1 each	100%	Investment holding, Hong Kong
Sino-Tech International (Macao Commercial Offshore) Limited	Macau, limited liability company	MOP100,000	100%	Trading of pharmaceutical products, Macau
Jiwa Pharm & Chemicals Limited	Hong Kong, limited liability company	1,000 ordinary shares of HK$1,000 each	100%	Investment holding, Hong Kong
Rise Hill Development Limited	BVI, limited liability company	1,000 ordinary shares of US$1 each	60%	Not yet commence business
Base Affirm	BVI, limited liability company	1,000 ordinary shares of US$1 each	100%	Research and development

* Issued capital held directly by the Company

21. INTERESTS IN SUBSIDIARIES — COMPANY *(Continued)*

(b) Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand. The carrying amounts of amounts due from subsidiaries approximate to their fair values.

22. INTERESTS IN ASSOCIATES — GROUP

	2013 ***HK$'000***	2012 *HK$'000*
At 1 April	**408,464**	400,999
Share of results of associates	**35,352**	40,737
Dividend received	**—**	(33,272)
At 31 March	**443,816**	408,464

Particulars of the associates at 31 March 2013 are as follows:

Name of company	**Place of incorporation and kind of legal entity**	**Particulars of issued and paid up capital**	**% of ownership interests**	**Principal activities and place of operation**
KJP	PRC, limited liability company	RMB330,000,000 (2012: RMB189,048,600)	49%	Manufacturing and trading of pharmaceutical products, PRC
JJRP	PRC, limited liability company	RMB73,000,000	49%	Manufacturing and trading of pharmaceutical products, PRC
YJPL	PRC, limited liability company	US$2,100,000	49%	Trading of pharmaceutical products, PRC
Jida Pharm (HK) Trading Co Limited	HK, limited liability company	300,000 ordinary shares of HK$1 each	49%	Trading of pharmaceutical products, PRC
YJB	PRC, limited liability company	RMB23,623,392	49%	Manufacturing and trading of pharmaceutical products, PRC

22. INTERESTS IN ASSOCIATES — GROUP *(Continued)*

The above associates have a financial year ending 31 December, which is not coterminous with that of the Group. The consolidated financial statements have been adjusted for material transactions between associates and group companies between 1 January and 31 March.

The aggregate amounts of financial information as extracted from the financial statements of the associates for the years ended 31 March 2013 and 2012 are as follows:

	2013	2012
	HK$'000	*HK$'000*
Assets	1,245,046	1,019,352
Liabilities	644,631	509,831
Revenue	1,120,439	764,037
Profit for the year*	93,544	57,981

Amounts due from associates are unsecured, interest-free and repayable on demand.

The carrying amounts of these balances approximate their fair value.

* Profit for the year ended 31 March 2013 in which the associates were equity accounted for amounted to HK$93,544,000.

23. INTANGIBLE ASSETS — GROUP

	Technical know-how
	HK$'000
Year ended 31 March 2012	
Opening net carrying amount	11,765
Additions	18,229
Closing net carrying amount	**29,994**
At 31 March 2012	
Cost and net carrying amount	**29,994**
Year ended 31 March 2013	
Opening net carrying amount	29,994
Disposals *(note 39)*	(29,994)
Closing net carrying amount	**—**
At 31 March 2013	
Cost and net carrying amount	**—**

23. INTANGIBLE ASSETS — GROUP *(Continued)*

The Group's technical know-how represented technology and formulae acquired for the development and production of pharmaceutical products.

As at 31 March 2012, the development of the technology was still in progress and had not yet been applied to mass production. The directors of the Company considered that as technical know-how had not yet been available for use, the balances were not amortised during the year ended 31 March 2012, but were subject to impairment test at least annually, or more frequently when there are indications that its carrying amount may not be recoverable. As at 31 March 2012, management of the Group determined that there was no impairment of intangible assets.

On 23 July 2012, Base Affirm, a wholly owned subsidiary, entered into a technology transfer agreement with YJB (the "Technology Transfer Agreement"), pursuant to which an aggregate consideration of RMB111 million (HK$135.4 million equivalent) is payable by YJB upon satisfaction of the pre-conditions set for each of the following three phases:

— at phase 1, the Group will transfer the technical documents of the technical know-how (the "Key Product Technology") to YJB within six months upon signing the Technology Transfer Agreement;

— at phase 2, the Group has to assist YJB to construct a production plant with its ancillary facilities for the production of bulk materials relating to the Key Product Technology to be qualified by the Group and YJB within a prescribed construction budget, and to obtain the production licence from the State Food and Drug Administration of the PRC by 31 December 2013; and

— at phase 3, the Group has to assist YJB to commence (i) full scale of production of bulk materials relating to the Key Product Technology with a prescribed production capacity and ensuring the unit production cost of such bulk materials relating thereto not exceeding the prescribed unit cost, and (ii) obtaining the registration certificates of such products as well as the certification of "Good Manufacturing Practice" ("GMP") by the State Food and Drug Administration of the PRC by no later than 31 March 2015.

According to the Technology Transfer Agreement, RMB40.0 million, RMB20.0 million and RMB51.0 million (equivalent to HK$48.8 million, HK$24.4 million and HK$62.2 million respectively)) will be settled upon satisfaction of the pre-conditions set for phase 1, phase 2 and phase 3 respectively as mentioned above.

The above payment schedule may be extended by mutual agreement between the contracting parties to the Technology Transfer Agreement; while the maximum consideration will be subject to adjustment(s) if certain of the above terms and conditions cannot be fulfilled in full. As ancillary to the Technology Transfer Agreement, the Company (being the guarantor) and YJB further entered into a guarantee agreement on 23 July 2012, pursuant to which YJB has been guaranteed by the Company for the implementation of all the pre-conditions as set out therein. In case of YJB's failure of obtaining the requisite registration certificates of such products as well as the certification of GMP by the State Food and Drug Administration of the PRC by 31 December 2016, YJB may request Base Affirm and/or the Company to repurchase the Key Product Technology that had already been transferred to YJB; while Base Affirm and/ or the Company has to repay the full consideration that had already been paid to YJB up to that time. In the opinion of the directors of the Company, failure of fulfilling the pre-conditions under the Technology Transfer Agreement so as leading to Base Affirm and/or the Company's obligations for making repayment to YJB is remote.

On 28 September 2012, the Key Product Technology was transferred to YJB representing the fair value of the Key Product Technology of RMB42,519,000 (HK$51,853,000 equivalent), and its carrying amount of HK$29,994,000 which resulted to a gain on disposal of HK$21,859,000, was included in "Gain on disposal of a subsidiary" (note 39).

24. ACCOUNTS RECEIVABLE — GROUP

The directors of the Company consider that the fair values of accounts receivable are not materially different from their carrying amounts because these amounts have short maturity periods at their inception.

The Group generally allows a credit period of 30 days to 180 days (2012: 30 days to 180 days) to its trade customers. Based on invoice date, ageing analysis of the Group's accounts receivable is as follows:

	2013 HK$'000	2012 HK$'000
Within 3 months	8,282	15
Over 3 months but less than 6 months	—	57,933
Over 6 months	—	1,178
	8,282	59,126

At each reporting date, the Group first assesses whether objective evidence of impairment exists individually for its accounts receivable that are individually significant, and individually or collectively for accounts receivable that are not individually significant. The Group also assesses collectively for accounts receivable with similar credit risk characteristics for impairment. The impaired receivables, if any, are determined based on the credit history of its customers, such as financial difficulties or default in payments, and current market conditions. Consequently, specific impairment provision is recognised if the amount is determined to be irrecoverable. Based on impairment assessment, no impairment loss was recognised for the Group's accounts receivable for the years ended 31 March 2013 and 2012.

The Group did not hold any collateral as security or other credit enhancements over the accounts receivable, whether determined on an individual or collective basis.

Ageing analysis of the Group's accounts receivable that were past due as at the reporting dates but not impaired, based on due date is as follows:

	2013 HK$'000	2012 HK$'000
Past due and not impaired		
Over 1 month but less than 6 months past due	—	1,242

As at 31 March 2013, accounts receivable of HK$8,282,000 (2012: HK$57,884,000) were neither past due nor impaired. These related to a number of customers from whom there was no recent history of default.

Accounts receivable that were past due but not impaired relate to customers that had a good track record of credit with the Group. Based on past credit history, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

25. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES — GROUP

	2013 HK$'000	2012 HK$'000
Deposits	**670**	14,858
Other receivables, net *(note (a))*	**7,840**	21,450
Prepayments	**2,124**	3,118
	10,634	39,426
Less: Deposit for land use right included under non-current assets *(note (b))*	**—**	(14,326)
Prepayments included under current assets	**10,634**	25,100

Notes:

(a) Other receivables as at 31 March 2012 included outstanding consideration in relation to disposal of equity interests in Longchang of HK$22,013,000, net of impairment provision of HK$10,000,000. The receivable was secured by 10% equity interests of a PRC entity and personal guarantee provided by an equity holder of that PRC entity. Having assessed the impairment, management estimated that the remaining carrying amount of HK$12,013,000 was not recoverable and hence further impairment provision of HK$12,013,000 (note 8(b)) was made during the year ended 31 March 2013.

(b) During the year ended 31 March 2012, amount of RMB11,604,000 (HK$14,326,000 equivalent) was paid by the Group for the land use rights in Yunnan, the PRC. As the legal title of the land had not yet been transferred to the Group at 31 March 2012, the balance was classified as a non-current deposit. During the year ended 31 March 2013, the legal title of the land has been transferred to the Group and the corresponding amount was transferred to land use rights.

The carrying amount of deposits and other receivables is considered a reasonable approximation of fair value.

26. DERIVATIVE FINANCIAL ASSETS

These relate to interest rate swap and foreign currency forward contracts entered into by the Group to mitigate exchange rate exposure of RMB against HK$ or US$ and interest rate exposure arising from certain bank borrowings of HK$79,960,000 (2012: HK$97,821,000) (note 29) which are interest bearing at floating rate.

These derivative financial instruments are stated at fair value, which has been measured as described in note 40(ii). During the year, net fair value loss of HK$6,218,000 (2012: Net fair value gain of HK$4,019,000) (note 8) was charged to profit or loss under "Other gains and losses".

27. TREASURY PRODUCTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2013 HK$'000	2012 HK$'000
Unlisted debt securities with principal protected at maturity by Bankers		
— Designated at fair value through profit or loss	**100,888**	161,032

The Group's treasury products as at 31 March 2013 include the followings:

— debt securities (including embedded derivatives) of HK$41,195,000 (2012: HK$58,792,000) with redemption amount that is indexed to the value of equity instruments and principal protected at maturity by Standard Chartered Bank London; and

— debt securities (including embedded derivatives) of HK$59,693,000 (2012: HK$59,237,000) with redemption amount that is indexed to exchange rates of a basket of currencies and principal protected at maturity by Standard Chartered Bank London.

The Group's treasury products as at 31 March 2012, in additions to the above items, also include debt securities (including embedded derivatives) of HK$43,003,000 with redemption amount that is indexed to the London Interbank Offered Rate and principal protected at maturity by The Hongkong and Shanghai Banking Corporation Limited.

The fair value of the Group's unlisted securities has been measured as described in note 40(i). During the year, fair value gain of HK$2,893,000 (2012: Loss of HK$428,000) (note 8) was recognised.

As at 31 March 2013, treasury products with net carrying amount of HK$100,888,000 (2012: HK$141,427,000) have been pledged to the banks as securities of certain bank borrowings (note 29).

28. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS — GROUP

	2013 HK$'000	2012 HK$'000
Cash and bank balances	**94,058**	58,532
Time deposits	**76,652**	90,008
Less: Pledged bank deposits *(note 29)*	**(76,652)**	(90,008)
Cash and cash equivalents	**94,058**	58,532

Time deposits earn 2.65% interest per annum (2012: 2.28% to 2.95%). These deposits have been pledged to secure the Group's bank borrowings (note 29). The directors of the Company consider that the fair value of time deposits is not materially different from its carrying amount.

As at 31 March 2013, no bank balance denominated in RMB was placed with the banks in the PRC.

As at 31 March 2012, included in cash and bank balances of the Group are bank balances of HK$6,374,000 denominated in RMB placed with the banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

29. BANK BORROWINGS — GROUP

	2013 HK$'000	2012 HK$'000
Current liabilities		
Portion of term loans from banks due for repayment within one year	**169,529**	156,821
Portion of term loans from banks due for repayment after one year which contain a repayment on demand clause	**9,016**	99,250
	178,545	256,071

All bank borrowings are interest bearing and are carried at amortised cost. All term loans which contain a repayment on demand clause are classified as current liability. The directors of the Company expect that the term loans with repayment on demand clause will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	2013 HK$'000	2012 HK$'000
Bank loans:		
Secured by pledge of assets	**178,545**	240,071
Unsecured	**—**	16,000
	178,545	256,071

Bank borrowings of HK$178,545,000 (2012: HK$256,071,000) as at 31 March 2013 are secured by one of the Group's investment properties with net carrying amount of HK$22,000,000 (2012: HK$29,000,000) (note 19), bank deposits of HK$76,652,000 (2012: HK$90,008,000) (note 28) and treasury products with net carrying amount of HK$100,888,000 (2012: HK$141,427,000) (note 27).

All of the Group's borrowings as at 31 March 2013 and 2012 are guaranteed by the Company.

Based on the repayment dates set out in the loan agreements and ignoring the effect of any repayment on demand clauses, at 31 March 2013, the Group's bank borrowings are scheduled to be repaid as follows:

	2013 HK$'000	2012 HK$'000
Due within 1 year or on demand	**169,529**	156,821
After 1 year but within 2 years	**583**	99,250
After 2 years but within 5 years	**1,836**	—
Over 5 years	**6,597**	—
	178,545	256,071

29. BANK BORROWINGS — GROUP *(Continued)*

Effective interest rates of the Group's bank borrowings at the reporting dates were as follows:

	Interest rates	
	2013	2012
Bank borrowings in HK$ — Floating rate, to be matured between 2012 and 2015 (2012: between 2011 and 2015)	**1% to 2.25% above one-month, three-months and six months HIBOR**	1% to 2.5% above one-month, three-months and six months HIBOR
Bank borrowings in US$ — Floating rate, to be matured between 2012 and 2013 (2012: between 2011 and 2013)	**0.5% above three-month LIBOR**	1% to 1.25% above one-month LIBOR

In the opinion of the directors, the carrying amounts of the Group's bank borrowings approximate their fair values.

The Group's bank borrowings are subject to the fulfilment of certain loan covenants. In the circumstances where the covenants are not met, the drawn down facilities will become repayable on demand. Pursuant to the loan agreements entered into by KJP and JJRP with the banks, KJP and JJRP are required to remain as subsidiaries of the Group (the "Subsidiary Covenant"). However, after the reorganisation, KJP and JJRP became 40%-owned associated companies of the Group from 30 March 2011 and accordingly, the Subsidiary Covenant is not met. On 22 May 2012, the Group had received a waiver letter from the banks in relation to the Subsidiary Covenant and the bank has agreed to amend the term that KJP and JJRP are required to remain not less than 49% owned by the Company.

30. ACCOUNTS AND BILLS PAYABLE — GROUP

Ageing analysis of accounts and bills payable is as follows:

	2013	2012
	HK$'000	*HK$'000*
Accounts payable		
Within 3 months	**5,119**	—
Bills payable	**2,608**	4,992
	7,727	4,992

Accounts and bills payable are non-interest bearing and are all are expected to be settled within one year.

The fair values of the Group's accounts and bills payable at 31 March 2013 and 2012 approximate to their corresponding carrying amounts due to their short-term maturities.

31. DERIVATIVE FINANCIAL LIABILITIES — GROUP

	2013 HK$'000	2012 HK$'000
Fair value of Put option *(note (a))*	**64,060**	53,704
Fair value of interest rate swap and foreign currency forward contracts	**463**	—
	64,523	53,704

Notes:

(a) In connection with the Capital Injection detailed in note 8(a), the Group and the subscribers entered into agreements, pursuant to which Put options were granted to the subscribers. The Group had obligations to purchase the equity interests from the subscribers upon exercise of the options by the subscribers if KJP does not obtain a listing on a stock exchange within 48 months from the completion date of Capital Injection, each of the subscribers may, within 6 months from the expiry of such 48 months, request the Group to purchase the subscribers' interest in KJP, plus a compound interest of 10% per annum thereon. The Put option was valued by an independent valuer, Roma, using Black-Scholes Option Pricing Model. On initial recognition and as at 31 March 2011, the fair value of the Put option was HK$77,956,000. As at 31 March 2013, the fair value of the Put option is HK$64,060,000 (2012: HK$53,704,000) and the Group recognised the change in fair value amounted to HK$10,356,000 (2012: HK$24,252,000) in profit or loss under "Other gains and losses" (note 8).

32. DEFERRED TAX

Group

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Investment property HK$'000	Withholding tax HK$'000	Total HK$'000
At 1 April 2011	—	—	—
Charged to profit or loss *(note 11)*	217	975	1,192
At 31 March 2012 and 1 April 2012	217	975	1,192
Charged to profit or loss *(note 11)*	—	410	410
At 31 March 2013	**217**	**1,385**	**1,602**

The Group has estimated tax losses arising in Hong Kong of HK$4,461,000 (2012: Nil) that are available indefinitely for offsetting against future taxable profits of the companies in which losses arose. Deferred tax assets of HK$736,000 (2012: Nil) have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Enterprise Income Tax Law, effective from 1 January 2008, a 10% withholding tax is levied on dividends declared to the Group from the foreign investment enterprises established in the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investor. The Group is therefore liable for withholding taxes at 5% on dividend distributed by its subsidiaries and associates established in the PRC in respect of earnings generated from 1 January 2008. As at 31 March 2013, deferred tax liabilities of approximately HK$1,385,000 (2012: HK$975,000) had been recognised in respect of the distributable earnings of a PRC associate attributable to the Group amounted to approximately HK$27,707,000 (2012: HK$19,506,000). The withholding tax of HK$975,000 for last year was paid during the year ended 31 March 2013.

32. DEFERRED TAX *(Continued)*

Company

At 31 March 2013, no deferred tax has been provided in the financial statements of the Company as the Company did not have any material temporary differences (2012: Nil).

33. SHARE CAPITAL

	2013 Number of shares	2013 Amount HK$'000	2012 Number of shares	2012 Amount HK$'000
Authorised:				
Ordinary shares of HK$0.01 each	**10,000,000,000**	**100,000**	10,000,000,000	100,000

	2013 Number of shares	2013 Amount HK$'000	2012 Number of shares	2012 Amount HK$'000
Issued and fully paid:				
Ordinary shares of HK$0.01 each				
At 1 April	**1,610,000,000**	**16,100**	1,610,000,000	16,100
Employee share option exercised	**15,000,000**	**150**	—	—
At 31 March	**1,625,000,000**	**16,250**	1,610,000,000	16,100

Note:

On 29 May 2012, a director of the Company exercised his rights to convert a total of 15,000,000 share options into 15,000,000 ordinary shares of HK$0.01 each of the Company at exercise price of HK$0.18. Details regarding the exercise of share options are summarised in note 35.

34. RESERVES

Group

Please refer to the consolidated statement of changes in equity on pages 33-34 for reserves of the Group.

(i) Contributed surplus

Pursuant to the corporate reorganisation of the Group during 2002 to 2003 (the "Reorganisation"), the Company became the holding company of the Group on 24 September 2003. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the Reorganisation was transferred to contributed surplus. The balance is available for distribution to shareholders subject to the provision under section 54 of the Companies Act of Bermuda.

(ii) Asset revaluation reserve

Movements during the year ended 31 March 2012 and the balance as at 31 March 2012 related to the revaluation of owner-occupied property upon reclassification to investment property (note 17).

(iii) Share premium

This represents the premium arising from the issue of shares, net of placing expenses.

34. RESERVES *(Continued)*

Company

	Share premium *HK$'000*	Contributed surplus *HK$'000*	Share option reserve *HK$'000*	Retained profits *HK$'000*	Total *HK$'000*
At 1 April 2011	56,097	82,180	5,836	98,883	242,996
Dividend paid in respect of the previous year *(note 13(b))*	—	—	—	(96,600)	(96,600)
Profit for the year *(note 12)*	—	—	—	33,871	33,871
At 31 March 2012 and 1 April 2012	56,097	82,180	5,836	36,154	180,267
Dividend paid in respect of the previous year *(note 13(b))*	—	—	—	(34,125)	(34,125)
Cancellation of share options	—	—	(4,551)	4,551	—
Issue of shares upon exercise of share options	2,550	—	—	—	2,550
Exercise of share options	1,285	—	(1,285)	—	—
Grant of share option	—	—	2,027	—	2,027
Profit for the year *(note 12)*	—	—	—	11,074	11,074
At 31 March 2013	**59,932**	**82,180**	**2,027**	**17,654**	**161,793**

	2013 *HK$'000*	2012 *HK$'000*
Retained profits of the Company comprise:		
Proposed final dividend *(note 13(a))*	—	33,810
Retained profits after proposed dividend	**17,654**	2,344
Total retained profits	**17,654**	36,154

35. SHARE-BASED EMPLOYEE COMPENSATION

The Company has a share option scheme (the "Scheme") which was adopted on 24 September 2003 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, and consultants and advisers to the Group (subject to the eligibility requirements) to take up options to subscribe for shares of the Company representing up to a maximum of 10% of the shares in issue at the date of approval of the Scheme. For the options granted to vest, persons eligible to participate in this Scheme have to remain employed during the vesting period. The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of the grant and average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant. The options vested are exercisable within a period of five years from date of grant. Each option gives the holder the right to subscribe for one share. The grantee shall pay HK$1 to the Company by way of consideration for the grant.

As at 31 March 2013, total number of securities available for issue under the Scheme is 160,500,000 (2012: 160,500,000), which represents 10% of the issued share capital of the Company as at 26 August 2008, the date of approval of the refreshment of the maximum number of the shares which may be issued upon the exercise of all the share options to be granted under the Scheme and such other schemes of the Company, which initially shall not in aggregate exceed 10% of the shares in issue at the date of the approval of the Scheme by the shareholders and thereafter, if refreshed shall not exceed 10% of the shares in issue as at the date of approval of refreshed limit by shareholders of the Company.

35. SHARE-BASED EMPLOYEE COMPENSATION *(Continued)*

Details of the share options granted by the Company pursuant to the Scheme and the options outstanding as at 31 March 2013 and 2012 are as follows:

For the year ended 31 March 2013

	Date of grant	Exercisable period	Balance at 01/04/2012	Granted during the year	Exercised during the year	Cancelled during the year	Balance at 31/03/2013	Weighted average exercise price	Exercise date
			Number of options	*Number of options*	*Number of options*	*Number of options*	*Number of options*	*HK$*	
Executive directors									
Mr. Lau Kin Tung	14/04/2008	14/04/2008 to 13/04/2013	15,000,000	—	(15,000,000)	—	—	0.18	29/5/2012
	19/10/2010	19/10/2010 to 18/10/2015	15,000,000	—	—	(15,000,000)	—	0.58	N/A
Employee/Consultant *(note (a))*									
In aggregate *(note(b))*	17/02/2011	17/02/2011 to 16/02/2016	3,000,000	—	—	(3,000,000)	—	0.52	N/A
In aggregate *(note(a))*	12/11/2012	12/11/2012 to 11/11/2017	—	15,000,000	—	—	15,000,000	0.34	N/A
At 31 March 2013			33,000,000	15,000,000	(15,000,000)	(18,000,000)	15,000,000	0.34	

For the year ended 31 March 2012

	Date of grant	Exercisable period	Balance at 01/04/2011	Granted during the year	Exercised during the year	Balance at 31/03/2012	Weighted average exercise price	Exercise date
			Number of options	*Number of options*	*Number of options*	*Number of options*	*HK$*	
Executive directors								
Mr. Lau Kin Tung	14/04/2008	14/04/2008 to 13/04/2013	15,000,000	—	—	15,000,000	0.180	N/A
	19/10/2010	19/10/2010 to 18/10/2015	15,000,000	—	—	15,000,000	0.580	N/A
Employee/Consultant *(note (b))*								
In aggregate	17/02/2011	17/02/2011 to 16/02/2016	3,000,000	—	—	3,000,000	0.520	N/A
At 31 March 2012			33,000,000	—	—	33,000,000	0.390	

Note:

(a) These options were granted to several employees and a consultant on 12 November 2012.

(b) These options were granted to an employee on 17 February 2011. That employee subsequently became a consultant of the Group in June 2011.

35. SHARE-BASED EMPLOYEE COMPENSATION *(Continued)*

All share-based employee compensation will be settled in equity. The share options outstanding as at 31 March 2013 had weighted average exercise prices of HK$0.34 (2012: HK$0.39) and a weighted average remaining contractual life of 4.62 years (2012: 2.44 years).

The weighted average share price at the date of exercise for share options exercised during the year was HK$0.32.

Of the total number of options outstanding at the year, 15,000,000 (2012: 33,000,000) had vested and were exercisable at the end of the year.

During the year, total consideration of HK$4 was received by the Group from the grantees for taking up the options and in total, share-based payment expense of HK$2,027,000 was recognised in profit or loss with the corresponding amount recognised in share option reserve in equity.

During the year ended 31 March 2012, no share option was granted by the Group and accordingly, no consideration was received and no share-based payment expense was recognised in profit or loss for the year.

As at 31 March 2013, total number of shares available for issue upon exercise of share options granted under the Scheme was 15,000,000 (2012: 33,000,000), representing approximately 1.0% (2012: 2.0%) of the issued share capital of the Company at that date.

The following significant assumptions were used to derive the fair values of the share options, using the Binomial Option Pricing Model:

Share options granted on	19 October 2010	17 February 2011	12 November 2012
Share price	HK$0.58	HK$0.51	HK$0.34
Exercise price	HK$0.58	HK$0.52	HK$0.34
Expected volatility	71%	71%	69%
Expected option life (year)	5	5	5
Weighted average annual risk-free interest rate	1.23%	2.01%	0.58%
Expected dividend yield	4.12%	4.12%	6.18%
Suboptimal exercise factor	2.20	2.20	2.20

The expected volatility was determined with reference to the historical volatility of the Company's share prices. It is assumed that the volatility is constant throughout the option life. The expected volatility reflects the assumption that the historical volatility is indicative of future share market price trends, which may also not necessarily be the actual outcome. Risk-free interest rate was determined with reference to the yield of Exchange Fund Notes as at the grant date.

36. COMMITMENTS

(a) Operating lease commitments

At the reporting date, the total future minimum lease payments payable under non-cancellable operating leases are as follows:

Group

	2013 HK$'000	2012 HK$'000
Within 1 year	3,592	1,260
After 1 year but within 5 years	1,452	62
	5,044	1,322

The Group leases a number of properties under operating leases. The leases run for periods from one year to two years (2012: one year to two years). None of the leases include contingent rentals.

Company

As at 31 March 2013, the Company does not have any operating lease commitment (2012: Nil).

(b) Operating lease arrangements

At 31 March 2013, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

Group

	2013 HK$'000	2012 HK$'000
Within 1 year	1,342	840
After 1 year but within 5 years	615	700
	1,957	1,540

During the year, the Group leased one of its investment properties to an associate under operating lease arrangements which run for an initial period of 2 years (2012: 2 years).

Company

As at 31 March 2013, the Company does not have any minimum lease receipts under non-cancellable operating leases (2012: Nil).

36. COMMITMENTS *(Continued)*

(c) Capital commitments

At the reporting date, outstanding capital commitments not provided for in the financial statements were as follows:

Group

	2013 HK$'000	2012 HK$'000
Contracted but not provided for:		
— acquisition of property, plant and equipment	—	65,921

Company

As at 31 March 2013, the Company does not have any significant capital commitment (2012: Nil).

37. RELATED PARTY TRANSACTIONS — GROUP

Save as disclosed elsewhere in the financial statements, the Group had the following significant transactions with related parties:

(a) Related party transactions:

	Notes	2013 HK$'000	2012 HK$'000
Recurring:			
Sales of goods:			
— KJP Group	*(i)*	—	31,639
Purchase of goods:			
— KJP	*(i)*	794	27,614
— JJRP	*(i)*	—	9,748
Loan interest received:			
— KJP	*(i)*	—	175
— YJPL	*(i)*	—	236
Rentals received:			
— Jiwa Pharm (HK)	*(ii)*	840	210
Rentals paid:			
— Mr. Lau Yau Bor	*(iii)*	810	720
— Jiwa Investment Limited	*(iv)*	2,348	2,040

37. RELATED PARTY TRANSACTIONS — GROUP *(Continued)*

(a) Related party transactions: *(Continued)*

Notes:

(i) KJP, JJRP and YJPL are former subsidiaries of the Group. They became associates of the Group since 30 March 2011.

(ii) Jiwa Pharm (HK) is an associate of the Group.

(iii) A director of the Company, Mr. Lau Yau Bor, leased certain properties to the Group.

(iv) Jiwa Investment Limited, which is controlled by Mr. Lau Yau Bor and Madam Chan Hing Ming, the directors of the Company, leased certain staff quarters and office premises to the Group.

(b) During the year ended 31 March 2013, the Group had issued irrevocable corporate guarantee in respect of a loan in a sum of HK$237 million made by Nanyang Commercial Bank, Ltd ("Nanyang Bank") to KJP Group, associate companies of the Group. The Group is entitled to receive handling fee of HK$1,896,000 per annum (being calculated as 0.8% of the total amount of the guarantees).

During the year ended 31 March 2012, the Group had issued irrevocable corporate guarantee in respect of a loan in a sum of HK$117 million made by Nanyang Bank to KJP, an associate of the Group. The Group is entitled to receive handling fee of HK$936,000 per annum (being calculated as 0.8% of the total amount of the guarantees).

As at 31 March 2013, the aggregate amount of corporate guarantee issued by the Group to banks with respect of bank borrowings of its associates was HK$217,000,000 (2012: HK$150,323,000) (note 38).

(c) During the 3-month period ended 31 March 2012, the Group assisted its associate, KJP Group, to carry out a pharmaceutical trading business pending the approval of various licences application required to carry on such business.

(d) Balance with related parties

As at 31 March 2013, amount due from a director amounted to HK$235,000 (2012: HK$155,000), which was included in "Deposits, prepayments and other receivables" in the consolidated financial position. The balance is unsecured, interest-free and repayable on demand.

(e) Compensation of key management personnel

Remuneration of directors and other members of key management during the year are as follows:

	2013	2012
	HK$'000	*HK$'000*
Fee, salaries, other allowances and benefits in kind	**3,542**	3,602
Discretionary bonus	**128**	310
Rentals for directors	**2,060**	1,920
Share-based employee compensation	**405**	—
Contribution to defined contribution plans	**44**	38
	6,179	5,870

38. GUARANTEE

Group

As at 31 March 2013, the Group has issued corporate guarantees to banks amounting to approximately HK$217,000,000 (2012: HK$150,323,000) with respect to banking facilities granted by banks to its associates. As at 31 March 2013, the outstanding balances of the bank borrowings were HK$157,000,000 (2012: HK$33,323,000).

Company

As at 31 March 2013, the Company has issued corporate guarantees to banks amounting to approximately HK$674,177,000 (2012: HK$919,381,000) with respect to banking facilities granted by banks to its subsidiaries and associates. As at 31 March 2013, the outstanding balances of the bank borrowings were HK$388,152,000 (2012: HK$289,394,000).

39. DISPOSAL OF A SUBSIDIARY

As detailed in note 1, on 24 September 2012, the Group disposed of its subsidiary, YJB. In addition, as detailed in note 23, the Key Product Technology was disposed to YJB on 28 September 2012. The transactions were considered as linked transactions as they were entered into in close proximity in time to one another and these transactions have the same business purpose of producing the key product, the gains on the disposal of YJB and the intangible assets therefore were accounted for together. The carrying amount of the net assets of YJB and the carrying amount of the intangible assets at the disposal dates were as follows:

	Notes	*HK$'000*
Property, plant and equipment	*17*	**1,919**
Land use rights	*18*	**16,060**
Construction in progress	*20*	**2,152**
Other receivables		**2,990**
Cash and cash equivalents		**1,233**
Amount due to related companies		**(1,852)**
Net assets disposed of		**22,502**
Release of translation reserve upon disposal		**(1,002)**
Gain on disposal of YJB		**1,670**
Intangible assets disposed of	*23*	**29,994**
Gain on disposal of intangible assets	*a*	**21,859**
Total		**75,023**
Satisfied by:		
Cash consideration		**48,108**
Deferred consideration	*b*	**26,915**
		75,023
Net cash outflow arising on disposal		
Cash consideration		**48,108**
Cash and cash equivalents disposed of		**(1,233)**
Net inflow of cash and cash equivalents		**46,875**
Aggregate amount of the gains on disposal of YJB and intangible assets	8	**23,529**

39. DISPOSAL OF A SUBSIDIARY *(Continued)*

Notes:

(a) At the date of disposal of the intangible assets, the fair value and the carrying amount of the intangible assets was amounted to HK$51,853,000 and HK$29,994,000 (note 23) respectively which resulted in a gain on disposal of HK$21,859,000.

(b) The deferred consideration will be settled in cash, of which, HK$23,843,000 was received by the Group on 6 June 2013.

40. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

The following table shows the carrying amounts and fair value of financial assets and financial liabilities as defined in notes 2.10, 2.12 and 2.14.

	Group		Company	
	2013	2012	**2013**	2012
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Financial assets				
Loans and receivables:				
Accounts receivable	**8,282**	59,126	**—**	—
Deposits and other receivables	**905**	14,861	**—**	—
Amounts due from associates	**81,873**	50,011	**436**	—
Amounts due from subsidiaries	**—**	—	**82,105**	113,345
Dividend receivables	**—**	—	**12,312**	—
Pledged bank deposits	**76,652**	90,008	**—**	—
Cash and cash equivalents	**94,058**	58,532	**782**	538
Fair value through profit or loss:				
Derivative financial instrument held for trading	**—**	4,019	**—**	—
Treasury products designated upon initial recognition at fair value through profit or loss	**100,888**	161,032	**—**	—
	362,658	437,589	**95,635**	113,883
Financial liabilities				
Financial liabilities measured at amortised costs:				
— Bank borrowings	**178,545**	256,071	**—**	—
— Accounts and bills payable	**7,727**	4,992	**—**	—
— Accrued expenses and other payables	**2,283**	5,442	**3**	3
Fair value through profit or loss:				
— Derivative financial instrument held for trading	**463**			
— *Held for trading:*				
Fair value of Profit guarantee	**—**	—	**—**	—
Fair value of Put option	**64,060**	53,704	**—**	—
	253,078	320,209	**3**	3

40. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY *(Continued)*

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable input).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirely is based on the lowest level of input that is significant to the fair value measurement.

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
	HK'000	***HK$'000***	***HK$'000***	***HK$'000***
Assets				
Financial assets at fair value through profit or loss				
— *Designated upon initial recognition:*				
Treasury products at fair value through profit or loss (note (i))	**—**	**100,888**	**—**	**100,888**
Liabilities				
Financial liabilities at fair value through profit or loss				
— Held for trading				
Interest rate swap and foreign currency forward contracts *(note (ii))*	**—**	**(463)**	**—**	**(463)**
Put option *(note (iii))*	**—**	**—**	**(64,060)**	**(64,060)**
	—	**100,425**	**(64,060)**	**36,365**

	2012			
	Level 1	Level 2	Level 3	Total
	HK'000	*HK$'000*	*HK$'000*	*HK$'000*
Assets				
Financial assets at fair value through profit or loss				
— *Held for trading:*				
Interest rate swap and foreign currency forward contracts *(note (ii))*	—	4,019	—	4,019
— *Designated upon initial recognition:*				
Treasury products at fair value through profit or loss *(note (i))*	—	161,032	—	161,032
Liabilities				
Financial liabilities at fair value through profit or loss				
Put option *(note (iii))*	—	—	(53,704)	(53,704)
	—	165,051	(53,704)	111,347

40. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY *(Continued)*

Notes:

(i) The treasury products are unlisted securities not traded on active markets. The fair value of these products is determined with reference to valuations provided by the banks and valuations assessed by independent professional valuers using valuation techniques that maximise the use of observable market inputs (i.e. market currency and interest rates (Level 2).

(ii) The derivatives entered into by the Group and included in Level 2 consist of interest rate swap and foreign currency forward contracts. These are not traded on active markets. The fair values of such contracts are estimated using a valuation technique that maximises the use of observable market inputs (i.e. market currency and interest rates (Level 2).

(iii) The Group's financial assets classified in Level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled form opening to closing balances as follows:

	2013	2012
	HK$'000	*HK$'000*
Derivatives financial liabilities		
At 1 April	**(53,704)**	(106,838)
Other adjustments	**(463)**	25,593
Gain on derecognition of Profit guarantee *(note 8(a))*	**—**	3,289
Fair value (loss)/gain on Put option *(note 31(a))*	**(10,356)**	24,252
At 31 March	**(64,523)**	(53,704)

There have been no transfers into or out of Level 3 in the reporting period.

For the year ended 31 March 2012, fair value gain on Profit guarantee of HK$3,289,000 was recognised in profit or loss and included in "Other gains and losses (note 8(a)). In addition, fair value loss on Put option of HK$10,356,000 (2012: gain of HK$24,252,000) was recognised in profit or loss and included in "Other gains and losses" (note 8(a)).

41. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest risk), price risk, credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the directors of the Company. Overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long-term financial investments are managed to generate lasting returns with acceptable risk levels.

The finance department works under the financial risk management policies approved by the directors of the Company. It identifies ways to access financial markets and monitors the Group's financial risk exposures. Regular reports are provided to the directors of the Company.

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Foreign currency risk

(i) Transactions in foreign currencies and the Group's risk management policies

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its overseas sales and purchases, which are primarily denominated in RMB, Euro ("EUR") and US$. These are not the functional currencies of the group entities to which these transactions relate. As HK$ is pegged to US$, the Group does not have any significant exposure to currency risk resulting from transactions conducted in US$. The Group reviews its foreign currency exposure regularly and will consider hedging significant foreign currency exposure should the need arise.

To mitigate the Group's exposure to foreign currency risk, cash flows in foreign currencies are monitored and forward foreign exchange contracts and other derivative instruments are entered into in accordance with the Group's risk management policies. The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

(ii) Summary of exposure

Foreign currency denominated financial assets and liabilities, translated into HK$ at the closing rates, are as follows:

	2013			2012		
	RMB	US$	EUR	RMB	US$	EUR
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Accounts receivable	**1,088**	**5,493**	**964**	54,944	—	4,073
Deposits and other receivables	**—**	**—**	**—**	12,141	—	—
Amounts due from associates	**81,873**	**—**	**—**	27,267	—	—
Pledged bank deposits	**76,652**	**—**	**—**	90,008	—	—
Cash and cash equivalents	**12,391**	**32,994**	**242**	25,293	2,894	5,219
Bank borrowings	**—**	**(79,960)**	**—**	—	(94,251)	—
Derivative financial liabilities	**(64,060)**	**—**	**—**	(53,704)	—	—
Accounts and bills payable	**—**	**(4,156)**	**(3,571)**	—	—	(4,992)
Net exposure arising from recognised financial assets/ (liabilities)	**107,944**	**(45,629)**	**(2,365)**	155,949	(91,357)	4,300

During the year, the Group has entered into foreign currency forward contracts to mitigate foreign currency exposure arising from RMB against HK$ or US$. As at 31 March 2013, the notional amount of these outstanding foreign currency forward contracts was HK$76,652,000 (2012: HK$93,862,000).

The Company did not have any significant exposure to foreign currencies at the reporting date (2012: Nil).

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Foreign currency risk *(Continued)*

(iii) Sensitivity analysis

The following table illustrates the sensitivity of the Group's profit after tax for the year and equity in regards to a 2% and 4% (2012: 3% and 2%) appreciation in the group entities' functional currencies against RMB and EUR respectively. These percentages are the rates used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

Sensitivity analysis of the Group's exposure to foreign currency risk at the reporting date has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year.

	2013		2012	
	RMB	**EUR**	RMB	EUR
	HK$'000	***HK$'000***	*HK$'000*	*HK$'000*
Profit for the year and retained profits	**(1,807)**	**79**	(1,764)	(59)

An 2% and 4% depreciation in the group entities' functional currencies against RMB and EUR respectively would have the same magnitude on the Group's profit for the year and equity but of opposite effect.

These are the same method and assumption used in preparing the sensitivity analysis included in the financial statements of the year ended 31 March 2012.

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nevertheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

(b) Interest rate risk

(i) Exposures to interest rate risk and the Group's risk management policies

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank borrowings. These borrowings bearing variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group reviews whether bank borrowings bearing floating rates should be drawn from time to time with reference to the trend of changes in interest rates. The interest rates and repayment terms of bank borrowings and cash and bank balances of the Group are disclosed in notes 29 and 28 respectively. The directors of the Company monitor interest rate change exposure and will consider hedging significant interest rate exposure should the need arise. The policies to management interest rate risk have been consistently applied by the Group and are considered to be effective.

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Interest rate risk *(Continued)*

(ii) Sensitivity analysis

The following table illustrates the sensitivity of the Group's profit for the year and equity to a possible change in interest rates of +/-1% (2012: +/-1%), with effect from the beginning of the year. The calculations are based on the Group's financial assets and liabilities held at the reporting date. All other variables are held constant.

	2013			2012		
	Change in interest rate	Increase/ (Decrease) in profit for the year	Increase/ (Decrease) in retained profits	Change in interest rate	Increase/ (Decrease) profit for the year	Increase/ (Decrease) In retained profits
		HK$'000	*HK$'000*		*HK$'000*	*HK$'000*
Borrowings in HK$	+1%	(823)	(823)	+1%	(1,321)	(1,321)
	-1%	823	823	-1%	1,321	1,321

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate over the period until the next annual reporting date. The sensitivity analysis included in the financial statements of the year ended 31 March 2012 has been prepared on the same basis.

(c) Other price risk

(i) Exposures to other price risk and the Group's risk management policies

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices in respect of its investments in unlisted debt securities, which are classified as treasury products at fair value through profit or loss.

To manage its market risk arising from these investments, the Group maintains a portfolio of investments with different risk and return profile and will consider hedging the risk exposure should the need arise.

(ii) Sensitivity analysis

As at 31 March 2013, if the prices had increased/(decreased) by 1% and all other variables were held constant, the Group's profit for the year and retained profits would have increased/ (decreased) by approximately HK$842,000 (2012: HK$1,345,000).

Sensitivity analysis has been determined assuming that the price change had occurred at the reporting date and has been applied to the Group's investments in treasury products on that date.

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) Credit risk

(i) Summary of exposure

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from credit terms granted to its customers in the ordinary course of its operations and its investing activities. The Group is also exposed to credit risk arising from the provision of financial guarantees and the amounts of which are disclosed in note 38.

(ii) Risk management objective and policies

The Group limits its exposure to credit risk by rigorously selecting the counterparties. Credit risk on cash and cash equivalents is mitigated as cash is deposited in banks of high credit rating. Credit risk on receivables is minimised as the Group performs ongoing evaluation on the financial condition of its debtors and tightly monitors the ageing of its receivable balances. Follow up action is taken in case of overdue balances. In addition, management reviews the recoverability of receivables individually and collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

As disclosed in note 6, a significant portion of Group's sales are made to several major customers. These customers made continuous settlements with the Group and therefore, management believes that the credit risk on the amounts due is minimal. The remaining amount of accounts and bills receivable is attributable to a number of counterparties and customers and therefore, the Group has no significant concentration of credit risk on the remaining amounts.

The Group adopts conservative investment strategies. Investment decisions and guarantees to non-group entities have to be approved by the directors of the Company. For investments in treasury products, only issuers and/or brokers with high credit rating would be considered.

The credit and investment policies have been consistently applied and are considered to be effective in limiting the Group's exposure to credit risk to a desirable level.

(e) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Group is exposed to liquidity risk in respect of settlement of accounts payable, other payables as well as its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and long term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long-term liquidity needs for a 90-day and 180-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows if available borrowing facilities are expected to be sufficient over the lookout period.

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Liquidity risk *(Continued)*

The Group maintains cash and short-term bank deposits to meet its liquidity requirements for 30 day periods at a minimum. Funding for longer-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell longer-term financial assets.

The liquidity policies have been consistently applied by the Group and are considered to have been effective in managing liquidity risks.

Analysed below is the Group's and Company's remaining contractual maturities for its non-derivative financial liabilities and derivative financial liabilities as at 31 March 2013 and 2012. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group and the Company can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group and the Company is committed to pay.

Specifically, for term-loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group and the Company can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

The analysis is based on the undiscounted cash flows of the financial liabilities.

At 31 March 2013

	On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Contractual undiscounted cash flow	Carrying amount
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Group						
Non-derivatives						
Bank borrowings	178,545	—	—	—	178,545	178,545
Accounts and bills payable	—	7,727	—	—	7,727	7,727
Accrued expenses and other payables	2,283	—	—	—	2,283	2,283
	180,828	7,727	—	—	188,555	188,555
Derivatives						
Derivative financial liabilities	—	463	—	504,309	504,772	64,523
Financial guarantees issued						
Maximum amount guaranteed *(note (a))*	217,000	—	—	—	217,000	—

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Liquidity risk *(Continued)*

At 31 March 2013 *(Continued)*

	On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Contractual undiscounted cash flow	Carrying amount
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Company						
Accrued expenses and other payables	**3**	**—**	**—**	**—**	**3**	**3**
Financial guarantees issued						
Maximum amount guaranteed *(note (a))*	**959,808**	**—**	**—**	**—**	**959,808**	**—**

At 31 March 2012

	On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Contractual undiscounted cash flow	Carrying amount
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Group						
Non-derivatives						
Bank borrowings	256,071	—	—	—	256,071	256,071
Accounts and bills payable	—	4,992	—	—	4,992	4,992
Accrued expenses and other payables	5,442	—	—	—	5,442	5,442
	261,513	4,992	—	—	266,505	266,505
Derivatives						
Derivative financial liabilities	—	—	—	498,083	498,083	53,704
Financial guarantees issued						
Maximum amount guaranteed *(note (a))*	150,323	—	—	—	150,323	—

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Liquidity risk *(Continued)*

At 31 March 2012 *(Continued)*

	On demand *HK$'000*	Less than 1 year *HK$'000*	Between 1 and 2 years *HK$'000*	Between 2 and 5 years *HK$'000*	Contractual undiscounted cash flow *HK$'000*	Carrying amount *HK$'000*
Company						
Accrued expenses and other payables	3	—	—	—	3	3
Financial guarantees issued						
Maximum amount guaranteed *(note (a))*	919,381	—	—	—	919,381	—

Note:

(a) Contractual financial guarantees provided by the Group and the Company are disclosed in note 38. As assessed by the directors, it is not probable that the banks would claim the Group and the Company for losses in respect of the guarantee contracts as it not probable that the subsidiaries and associates would default repayment of bank borrowings. Accordingly, no provision for the Group's and the Company's obligations under the guarantees has been made. The contractual maturity of these financial guarantees is "on demand".

The following table summarises the maturity analysis of term loans with repayment on demand clause based on the agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. Taking into account the Group's and the Company's financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

Maturity analysis of term loans subject to a repayment on demand clause based on scheduled repayments is as follows:

	Total undiscounted cash flows *HK$'000*	On demand *HK$'000*	Less than 1 year *HK$'000*	Between1 and 2 years *HK$'000*	Between 2 and 5 years *HK$'000*	Over 5 years *HK$'000*
Group						
31 March 2013	**180,978**	**—**	**170,403**	**798**	**2,394**	**7,383**
31 March 2012	257,810	—	167,246	85,253	5,311	—

The Company did not have any term loans subject to repayment on demand clause as at 31 March 2013 and 2012.

42. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are to safeguard the Group's ability to continue as going concern in order to provide returns for the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and to support the Group's stability and growth.

The Group monitors its capital structure and make adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, issue new shares, raise new debt financing or sell assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 March 2013 and 2012.

The Group monitors capital using gearing ratio, which is net debt divided by total equity. Net debt is calculated as bank borrowings less cash and cash equivalents and pledged bank deposits as shown in the consolidated statement of financial position. The Group aims to maintain the gearing ratio at a reasonable level.

The gearing ratios as at the reporting date were as follows:

	2013	2012
	HK$'000	*HK$'000*
Bank borrowings	**178,545**	256,071
Less: Cash and cash equivalents	**(94,058)**	(58,532)
Less: Pledged bank deposit	**(76,652)**	(90,008)
Net debt	**7,835**	107,531
Total equity	**615,937**	604,583
Gearing ratio	**1%**	18%

43. EVENTS AFTER REPORTING DATE

On 25 April 2013, 15,000,000 options carrying the rights to subscribe for 15,000,000 ordinary shares of HK$0.01 each of the Company granted under the share option scheme adopted by the Company on 24 September 2003 have been exercised by 4 grantees of the Company at an exercise price of HK$0.34 each on 25 April 2013. Upon the exercise of the Options and at the date of this announcement, the total number of issued shares of the Company is 1,640,000,000.

FIVE YEARS FINANCIAL SUMMARY

	Year ended 31 March				
	2009 *HK$'000* (Restated)	2010 *HK$'000* (Restated)	2011 *HK$'000*	2012 *HK$'000*	**2013** ***HK$'000***
Revenue					
Continuing operations	88,146	163,494	175,309	203,787	**35,648**
Discontinued operations	383,943	472,988	547,297	—	**—**
	472,089	636,482	722,606	203,787	**35,648**
Profit from operation					
Continuing operations	30,922	27,154	22,225	37,921	**16,396**
Discontinued operations	42,785	69,692	77,936	—	**—**
	73,707	96,846	100,161	37,921	**16,396**
Finance costs					
Continuing operations	(950)	(693)	(1,075)	(3,404)	**(4,435)**
Discontinued operations	(3,595)	(3,118)	(3,973)	—	**—**
	(4,545)	(3,811)	(5,048)	(3,404)	**(4,435)**
Share of results of associates					
Continuing operations	(143)	(101)	(94)	40,737	**35,352**
Discontinued operations	—	—	—	—	**—**
	(143)	(101)	(94)	40,737	**35,352**
Profit before taxation					
Continuing operations	29,829	26,360	21,056	75,254	**47,313**
Discontinued operations	39,190	66,574	73,963	—	**—**
	69,019	92,934	95,019	75,254	**47,313**
Income tax expenses					
Continuing operations	(2,667)	(2,484)	(1,839)	(4,636)	**(5,559)**
Discontinued operations	(3,015)	(8,864)	(12,177)	—	**—**
	(5,682)	(11,348)	(14,016)	(4,636)	**(5,559)**
Profit for the year					
Continuing operations	27,162	23,876	19,217	70,618	**41,754**
Discontinued operations	36,175	57,710	61,786	—	**—**
	63,337	81,586	81,003	70,618	**41,754**
Attributable to					
Equity holders	51,522	64,582	255,663	70,620	**41,754**
Non-controlling interest	11,815	17,004	19,205	(2)	**—**
	63,337	81,586	274,868	70,618	**41,754**
Assets and liabilities and non-controlling interest					
Total assets	651,503	737,786	905,098	932,953	**872,449**
Total liabilities	(256,045)	(275,286)	(297,748)	(328,370)	**(256,512)**
Non-controlling interest	(58,977)	(75,981)	4	6	**6**
	336,481	386,519	607,354	604,589	**615,943**