



China Gamma Group Limited 中國伽瑪集團有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號:164

Annual Report 年報

2013

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Director:

Wong King Shiu, Daniel

Non-executive Directors:

Ma Kwok Hung, Warren

Chow Siu Ngor

Independent Non-executive Directors:

Wong Hoi Kuen

Chan Chi Yuen

Hung Hing Man

AUDIT COMMITTEE

Wong Hoi Kuen (*Chairman*)

Chan Chi Yuen

Chow Siu Ngor

Hung Hing Man

REMUNERATION COMMITTEE

Chan Chi Yuen (*Chairman*)

Wong Hoi Kuen

Chow Siu Ngor

Hung Hing Man

NOMINATION COMMITTEE

Hung Hing Man (*Chairman*)

Wong Hoi Kuen

Chan Chi Yuen

Wong King Shiu, Daniel

COMPANY SECRETARY

Chan Chun Lam (*resigned on 28 May 2013*)

Lau Hok Yuk (*appointed on 28 May 2013*)

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

SOLICITORS

Hong Kong:

Baker & McKenzie

23/F., One Pacific Place

88 Queensway

Hong Kong

Reed Smith Richards Butler

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18 Chater Road, Central

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董事會

執行董事：

黃景兆

非執行董事：

馬國雄

鄧小岳

獨立非執行董事：

黃海權

陳志遠

孔慶文

審核委員會

黃海權 (*主席*)

陳志遠

鄧小岳

孔慶文

薪酬委員會

陳志遠 (*主席*)

黃海權

鄧小岳

孔慶文

提名委員會

孔慶文 (*主席*)

黃海權

陳志遠

黃景兆

公司秘書

陳俊霖 (*於二零一三年五月二十八日辭任*)

劉學郁 (*於二零一三年五月二十八日獲委任*)

主要往來銀行

香港上海滙豐銀行有限公司

律師

香港：

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Bermuda:

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AUDITOR

Ting Ho Kwan & Chan
Certified Public Accountants (Practising)
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249-253 Des Voeux Road Central
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REGISTERED OFFICE

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Church Street
Hamilton HM11
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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong

**BERMUDA PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE**

Tricor Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Hong Kong

MEDIA RELATIONS CONSULTANT

PR ASIA Consultants Limited
5/F., Euro Trade Centre
13-14, Connaught Road Central
Hong Kong

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香港
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百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記處分處

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香港
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金鐘匯中心26樓

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Management Discussion and Analysis

管理層討論及分析

The board of directors (the “Board”) of China Gamma Group Limited (the “Company”) announces the annual results of the Company and its subsidiaries (together, the “Group”) for the financial year ended 31 March 2013.

FINANCIAL REVIEW

For the year ended 31 March 2013, the Group recorded a turnover of HK\$48,523,000 (2012: HK\$26,726,000), representing an increase of 82% compared with previous financial year. The increase was mainly attributable to the operating results from rare earth refinery and processing business which began trial production in February 2012. During the financial year, the Group also recorded a transaction proceed of disposing subsidiaries holding properties in China amounted to approximately HK\$42,840,000.

Loss from operations for the year was HK\$168,562,000 (2012 as restated: HK\$51,250,000), which was mainly attributable to the recognition of an impairment loss of HK\$82,346,000 (2012: HK\$Nil) as stated in the Company’s September 2012 interim results, and the amortisation HK\$50,364,000 (2012: HK\$13,537,000) of the intangible asset of the rare earth refinery and processing business. Loss attributable to equity shareholders of the Company for the year increased to HK\$143,475,000 (2012: HK\$56,198,000).

As at 31 March 2013, the total assets and net assets of the Group were HK\$949,997,000 and HK\$190,554,000 (2012: HK\$1,077,098,000 and HK\$360,413,000) respectively. The Board does not recommend the payment of dividend for the year ended 31 March 2013.

BUSINESS REVIEW

During the year under review, the Group is mainly engaged in property business, gamma ray irradiation services and resources business.

Property Business

The Group’s property business includes property development, rental and sales and trading of building materials and provision of renovation services.

中國伽瑪集團有限公司(「本公司」)董事會(「董事會」)謹此宣布本公司及其附屬公司(統稱「本集團」)截至二零一三年三月三十一日止財務年度之全年業績。

財務回顧

截至二零一三年三月三十一日止年度，本集團錄得營業額48,523,000港元(二零一二年：26,726,000港元)，較上一財政年度增加82%。增加主要源自於二零一二年二月開始試點生產之稀土深加工業務之經營業績。於本財政年度，本集團亦錄得出售於中國持有物業之附屬公司之交易所得款項約42,840,000港元。

本年度之營運虧損為168,562,000港元(二零一二年(經重列)：51,250,000港元)，主要由於就稀土深加工業務確認無形資產之減值虧損82,346,000港元(二零一二年：零港元)(如本公司二零一二年九月之中期業績所述)及攤銷50,364,000港元(二零一二年：13,537,000港元)所致。本年度之本公司權益股東應佔虧損升至143,475,000港元(二零一二年：56,198,000港元)。

於二零一三年三月三十一日，本集團之總資產及淨資產分別為949,997,000港元及190,554,000港元(二零一二年：1,077,098,000港元及360,413,000港元)。董事會不建議就截至二零一三年三月三十一日止年度派付股息。

業務回顧

於回顧年度，本集團主要從事物業業務、伽瑪射線照射服務及資源業務。

物業業務

本集團之物業業務包括物業發展、租賃及銷售以及建築材料貿易及提供裝修服務。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

As discussed in the Interim Report 2012 of the Company, the growth of property market in the PRC slowed down in recent years. In light of the uncertainty of market conditions, the Group took the opportunity to transact its properties under development which located in Chongqing, the PRC in August 2012. The disposal realized a total proceeds of RMB35,000,000 (equivalent to approximately HK\$42,840,000) and recognized a gain of approximately HK\$1,656,000.

Total proceed generated from our property business was HK\$50,886,000 (2012: HK\$17,316,000) including the proceed of disposing subsidiaries holding properties in China, turnover of property development, rental and sales and trading of building materials and provision of renovation services, which were approximately HK\$42,840,000, HK\$8,018,000 and HK\$28,000 for the year (2012: HK\$Nil, HK\$16,450,000 and HK\$866,000) respectively. Segment loss from property development, rental and sales narrowed down to HK\$2,185,000 (2012 as restated: HK\$6,345,000) while loss for trading of building materials and provision of renovation services was HK\$774,000 (2012: HK\$392,000).

Gamma Ray Irradiation Services

Gamma ray irradiation is a proven effective means of cold pasteurization of food and sterilization of medical products. The Group's gamma ray irradiation business is conducted through 淄博利源高科輻照技術有限公司 (Zibo Liyuan Gamma Ray Technologies Co. Limited*), a 80% owned subsidiary of the Group which is licensed by Ministry of Environmental Protection of the PRC for provisioning of irradiation services by utilizing gamma ray technologies. Turnover generated from the gamma ray irradiation services for the financial year was HK\$5,941,000 (2012: HK\$9,404,000). This segment reported a loss of HK\$2,515,000 (2012: Profit of HK\$1,080,000). During the financial year under review, an increase in competition which resulted in a decline in margins amidst weaker market demand have affected the operating performance of the business. As such, the Group has increased its marketing efforts, including conducting more seminars to expand customer base during the year. Despite moderate competition may happen in the short term, the Group believes there will be long term sustainable growth in this industry.

誠如本公司二零一二年中期報告所論述，近年中國物業市場增長放緩。鑑於市況不明朗，本集團於二零一二年八月把握機會，出售其位於中國重慶市之發展中物業。有關出售變現所得款項總額人民幣35,000,000元（相當於約42,840,000港元）及確認收益約1,656,000港元。

本集團之物業業務產生之所得款項總額為50,886,000港元（二零一二年：17,316,000港元），包括出售於中國持有物業之附屬公司之所得款項、物業發展、租賃及銷售以及建築材料貿易及提供裝修服務之營業額，於年內分別約為42,840,000港元、8,018,000港元及28,000港元（二零一二年：零港元、16,450,000港元及866,000港元）。物業發展、租賃及銷售之分部虧損收窄至2,185,000港元（二零一二年（經重列）：6,345,000港元），而建築材料貿易及提供裝修服務之虧損為774,000港元（二零一二年：392,000港元）。

伽瑪射線照射服務

伽瑪射線照射在食品低溫殺菌及醫療產品消毒上已獲證實為一種有效方法。本集團之伽瑪射線照射業務乃透過本集團擁有80%權益之附屬公司淄博利源高科輻照技術有限公司進行，該公司已獲中國環境保護部發出許可證，可應用伽瑪射線技術提供照射服務。於本財政年度，伽瑪射線照射服務之營業額為5,941,000港元（二零一二年：9,404,000港元）。此分部錄得虧損2,515,000港元（二零一二年：溢利1,080,000港元）。回顧本財政年度，在市場需求疲弱之情況下，競爭加劇導致利潤率下降，影響業務之營運表現。因此，本集團已於年內加大營銷力度，包括舉行更多講座，以擴大客戶基礎。儘管短期內可能出現溫和競爭，惟本集團相信此行業長遠而言將取得可持續增長。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Resources Business

Since the Group has set up its resources division, it has been exploring and expanding into resources business with great potentials and applications in various industries in China and other regions. We started with midstream business in the resources industry and our first project is related to rare earth refinery and processing business in China. It is conducted through 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited*), a 54% owned subsidiary of the Group, which operates a major rare earth refinery and processing plant situated in Mianning, Sichuan province.

As discussed in the Company's interim report for the six months period ended 30 September 2012, due to a change in the market situation e.g. price drop, decrease in demand, PRC government policies controlling the supply of rare earth raw materials etc., particularly since August 2012, the whole rare earth industry has been disrupted. In view of the abrupt worsening of the business environment, and the uncertain timing of a recovery of the demand for rare earth products, the Group took a prudent approach to procure less rare earth raw materials and reduced its rare earth oxides production. The Group also prudently reviewed the asset value of the business and recognised an impairment loss on intangible asset of the rare earth refinery and processing business which amounted to HK\$82,346,000 (2012: HK\$Nil).

Currently, the demand and price of rare earth products still remain low and the prospects of the rare earth market is an uncertainty. In view of this, the Group started to rationalize the resources business by considering the possibilities of restructuring the rare earth refinery and processing business, and made a plan to sell a group of subsidiaries that engaged in the rare earth refinery and processing business if the assets value would be better reflected by such a sale transaction rather than through continuing use. The Group is actively seeking buyers for the said business. As such, the rare earth refinery and processing business is reclassified as assets and liabilities held for sale and the details are presented under the heading "Assets/liabilities classified as held for sale" in the Group's consolidated financial statements in accordance with the Hong Kong Financial Reporting Standards.

資源業務

本集團自成立資源部門以來，一直於中國及其他地區探尋及拓展具有龐大發展潛力及於多個行業中有重要應用之資源業務。本集團資源業務始於資源行業中游業務，其首個項目與中國之稀土深加工業務有關。該項目乃透過本集團擁有54%權益之附屬公司冕寧縣茂源稀土科技有限公司進行，該附屬公司於四川省冕寧縣經營一家大型稀土深加工廠。

誠如本公司於截至二零一二年九月三十日止六個月期間之中期報告所論述，市況（尤其是自二零一二年八月起）出現變動（例如價格下跌、需求減少、稀土原材料供應受中國政府政策管制等），令整個稀土行業產生亂象。鑑於營商環境突然惡化及稀土產品需求回升時間尚未明朗，本集團採取審慎態度，減少採購稀土原材料並減少生產稀土氧化物。本集團亦審慎評估稀土深加工業務之資產值，並就該業務確認無形資產之減值虧損82,346,000港元（二零一二年：零港元）。

目前，稀土產品之需求及價格仍然低企，而且現時稀土市場前景未見明朗。有鑑於此，本集團開始考慮重組稀土深加工業務之可能性，以期精簡資源業務，並計劃在出售交易較持續使用能更佳地反映資產值之情況下，出售該等從事稀土深加工業務之附屬公司。本集團現正積極為上述業務尋求買家。因此，稀土深加工業務已根據香港財務報告準則重新分類為持作出售之資產及負債，詳情於本集團綜合財務報表「分類為持作出售之資產／負債」呈列。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Meanwhile, the Group has been actively exploring into different opportunities related to value chain of resources from upstream, midstream to downstream. A number of potential resources projects have been assessed and various studies on these potential projects were made. The resources division will continue to evaluate the viability and economics of these potential projects. We hope that through these evaluations, the Group will be able to identify and develop suitable resources projects which generate profitable return to the shareholders.

For the financial year under review, turnover from the Group's resources business amounted to HK\$34,536,000 (2012: HK\$6,000). The segment reported a loss of HK\$152,072,000 (2012: HK\$25,787,000), after the recognition of an impairment loss on and amortisation of intangible asset of the rare earth refinery and processing business which in total amounted to HK\$132,710,000 (2012: HK\$13,537,000).

Other Operation

During the year under review, Hong Kong stock markets remained volatile amid sluggish global economies. Due to both unrealised and realised gains on equity investments held for trading, the securities trading and investment business reported a profit of HK\$3,076,000 (2012: HK\$14,999,000).

PROSPECT

The global economic condition has shown signs of improvement but remains weak. The economy of the United States has been growing slowly while the risk of the Euro zone debt crisis is not over yet. The Chinese economy also sees some modest growth although the momentum of recovery has been slow. Domestic demand remains sluggish.

Property Business

Against the backdrop of a more stable policy environment in the real estate industry, new home sales in China have recovered since the second half of 2012, and the momentum should remain steady. As for non-residential property in China, the development of commercial properties, and property related to cultural and tourism development is getting mature which creates more opportunities for developers. The Group has always been devoting resources to land bank acquisitions in China and other regions for different types of property development. The Group continues to explore opportunities in property development and investment in China and other regions, to leverage on our expertise and experience in the property business, as well as to support the development of our other businesses.

與此同時，本集團一直積極探索與上游、中游以至下游資源產業鏈相關之不同機會。本集團已評估多個潛在資源項目，並對此等潛在項目進行不同研究。資源部門將繼續評估此等潛在項目之可行性及經濟價值。本集團希望透過此等評估，將能識別及發展出適合之資源項目，藉此為股東帶來回報。

回顧本財政年度，本集團資源業務之營業額為34,536,000港元（二零一二年：6,000港元）。就稀土深加工業務確認無形資產之減值虧損及攤銷合共132,710,000港元（二零一二年：13,537,000港元）後，該分部錄得虧損152,072,000港元（二零一二年：25,787,000港元）。

其他業務

回顧本年度，香港股票市場在全球經濟低迷下仍然動盪不穩。由於持作買賣股權投資產生未變現及已變現收益，故證券買賣及投資業務錄得溢利3,076,000港元（二零一二年：14,999,000港元）。

前景

環球經濟狀況呈現改善跡象，惟仍然疲弱。美國經濟增長緩慢，同時，歐元區債務危機風險仍然存在。中國經濟稍見溫和增長，然而復甦動力未足。內需繼續不振。

物業業務

在房地產行業政策日趨穩定之環境下，中國新屋銷售量自二零一二年下半年起回升，動力應可保持平穩。而中國非住宅物業方面，商用物業及文化旅遊發展相關物業發展更形成熟，為發展商製造更多機會。本集團一直致力投放資源在中國及其他地區收購土地儲備，以供不同類型物業發展之用。本集團繼續在中國及其他地區發掘物業發展及投資機會，以充分利用本集團在物業業務方面之專業知識及經驗，並支持其他業務發展。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Gamma Ray Irradiation Services

In view of sluggish Chinese demand and slow global economic recovery, demand for food irradiation and sterilization of medical devices using gamma ray technologies for export will likely be impacted in the near term. However, higher domestic food and drug hygiene standard and safety requirements and the government's commitment to enforce related regulations should encourage domestic food and drug manufactures to adopt gamma ray irradiation in sterilization. In order to cater for the sustainable growth of gamma ray irradiation services in China, the Group plans to expand its services to products with high margins, such as health food, drugs and chemicals, as well as to provinces such as Henan, Hebei and Jiangsu. The Group will also increase its marketing efforts, including conducting more seminars to food and drug safety bureau, and food and drug enterprises in China, to increase potential domestic customers awareness of gamma ray irradiation applications, with a view to expand domestic customer base. In addition, the Group will continue to enhance its technology to strengthen our competitive position. The Group believes that its gamma ray irradiation business would benefit from the remarkable growth of food and drug industry in the long term.

Resources Business

Since the establishment of our resources division, the Group has been exploring different opportunities related to value chain of resources from upstream, midstream to downstream. The division strives for becoming one of the key players in upstream, midstream and downstream businesses and becoming a full vertically integrated player in the industry. While we are at an early stage in exploring into potential resources projects, a number of potential resources projects have been assessed and various studies on these potential projects were made. Our resources division will continue to evaluate the viability and economics of these potential projects. We hope that through this continuous review, the Group will be able to develop a suitable portfolio of resources business with stable and profitable return to the shareholders.

Capital Investment and Commitments

At 31 March 2013, the Group had capital commitments contracted for but not provided for in the consolidated financial statements in respect of the purchase of plant and machinery amounting to approximately HK\$346,000 (2012: approximately HK\$678,000).

The Company had no significant capital commitments at both balance sheet dates.

伽瑪射線照射服務

鑑於中國需求疲弱及全球經濟復甦緩慢，利用伽瑪射線技術為出口食品照射及醫療設備消毒之需求短期內很可能受到影響。然而，國內食品及藥品衛生標準及安全要求提高，加上政府致力實施相關法規，應可鼓勵國內食品及藥品生產商採用伽瑪射線照射消毒。為配合伽瑪射線照射服務於中國之持續增長，本集團計劃將服務擴展至高毛利產品（包括健康食品、藥品及化學品），並拓展至河南、河北及江蘇各省。本集團亦將加大營銷力度，包括為食品藥品安全局及中國食品及藥品企業舉行更多講座，以提高潛在國內客戶對伽瑪射線照射應用之認識，從而擴大國內客戶基礎。此外，本集團將繼續提升其技術，以增強競爭優勢。本集團相信，長遠而言，其伽瑪射線照射業務將受惠於食品及藥品行業之顯著增長。

資源業務

本集團自成立資源部門後，一直探索與上游、中游以至下游資源產業鏈相關之不同機會。此部門致力成為上游、中游及下游業務之主要參與者之一，以及成為完全垂直整合之業者。儘管本集團現時處於探求潛在資源項目之初期，惟已評估多個潛在資源項目，並對此等潛在項目進行不同研究。本集團之資源部門將繼續評估此等潛在項目之可行性及經濟價值。本集團希望透過持續檢討，將能發展出適合資源業務之投資組合，並藉此為股東帶來回報。

資本投資及承擔

於二零一三年三月三十一日，本集團就購買廠房及機器於綜合財務報表內有已訂約但未撥備之資本承擔約346,000港元（二零一二年：約678,000港元）。

於兩個結算日，本公司並無重大資本承擔。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

Liquidity and Financial Resources

The Group raised net proceeds of approximately HK\$40,075,000 for general working capital upon the completion of placing and top-up subscription of 420,000,000 ordinary shares in March 2013. As at 31 March 2013, the Group had cash and cash equivalents of HK\$56,437,000 (31 March 2012: HK\$18,774,000). Short term bank borrowings, long term bank and other borrowings, and liability component of convertible note as at 31 March 2013 were HK\$Nil (31 March 2012: HK\$9,864,000), HK\$66,667,000 (31 March 2012: HK\$424,850,000) and HK\$94,823,000 (31 March 2012: HK\$88,848,000) respectively. The gearing ratio, being the ratio of the sum of total borrowings and convertible note to total equity was 85% as at 31 March 2013 (31 March 2012: 145%). The liquidity ratio, being the ratio of current assets over current liabilities, was 154% as at 31 March 2013 (31 March 2012: 108%). The improvement of the liquidity was mainly due to reclassification of assets and liabilities of the rare earth refinery and processing business as held for sale in current year. In order to further improve the Group's liquidity and to increase its working capital, the Company is considering different fund raising options so as to strengthen the Group's financial base.

Pledge of Assets

At 31 March 2013, the Group's land use rights and certain property, plant and equipment with carrying amount of approximately HK\$18,467,000 (31 March 2012: HK\$15,885,000) were pledged to a bank to secure the bank borrowing granted to the Group.

Contingent Liabilities

At 31 March 2013, the Company had given guarantees to two lenders in respect of other borrowings utilised by a subsidiary to an extent of RMB256,000,000 (equivalent to approximately HK\$316,049,000) (2012: equivalent to approximately HK\$315,193,000). The Directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at 31 March 2013 under the guarantees by the Company is the aggregate amount of the borrowings drawn down by the subsidiary and the outstanding interests payable. In the opinion of the Directors, the fair value of these guarantees is not significant.

流動資金及財務資源

本集團於二零一三年三月完成配售及補足認購420,000,000股普通股，籌集所得款項淨額約40,075,000港元，用作一般營運資金。於二零一三年三月三十一日，本集團擁有現金及現金等額項目56,437,000港元（二零一二年三月三十一日：18,774,000港元）。於二零一三年三月三十一日，短期銀行借貸、長期銀行及其他借貸以及可換股票據之負債部分分別為零港元（二零一二年三月三十一日：9,864,000港元）、66,667,000港元（二零一二年三月三十一日：424,850,000港元）及94,823,000港元（二零一二年三月三十一日：88,848,000港元）。於二零一三年三月三十一日，資產負債比率（即總借貸及可換股票據之總額相對權益總額之比率）為85%（二零一二年三月三十一日：145%）。於二零一三年三月三十一日之流動資金比率（即流動資產除以流動負債之比率）為154%（二零一二年三月三十一日：108%）。流動資金改善主要由於本年度將稀土深加工業務之資產及負債重新分類為持作出售所致。為進一步改善本集團之流動資金，並增加營運資金，本公司現正考慮不同集資方案，以加強本集團之財務基礎。

資產抵押

於二零一三年三月三十一日，本集團賬面值約18,467,000港元（二零一二年三月三十一日：15,885,000港元）之土地使用權及若干物業、廠房及設備已抵押予一間銀行，以取得其授予本集團之銀行借貸。

或然負債

於二零一三年三月三十一日，本公司就一間附屬公司動用之其他借貸向兩名貸方作出人民幣256,000,000元（相當於約316,049,000港元）（二零一二年：相當於約315,193,000港元）之擔保。董事認為，根據任何該等擔保向本公司作出索償之可能性不大。於二零一三年三月三十一日，本公司根據有關擔保之最高負債為該附屬公司提取之借貸總額及應付未付利息。董事認為，此等擔保之公平值並不重大。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

The Company had contingent liabilities in respect of financial support given to certain subsidiaries which have capital deficiencies to allow them to continue as a going concern and to meet their liabilities as and when they fall due.

The Group had no other significant contingent liabilities as at both balance sheet dates.

Share Capital Structure

5,000,000 new shares of HK\$0.01 each were issued and allotted during the year upon exercise of share options granted by the Company.

As a result of the placing and the top-up subscription being completed on 21 March 2013, 420,000,000 new shares of HK\$0.01 each were allotted and issued to Mega Market Assets Limited at HK\$0.097 per share. Details of which are set out in the Company's announcements dated 13 March 2013 and 21 March 2013 respectively.

As at 31 March 2013, the total number of issued shares of the Company was 3,798,681,490. Save as the above, there was no change in the share capital structure of the Company during the year under review.

Convertible Note

In October 2011, the Company issued the convertible note to Mega Market Assets Limited with principal amount of HK\$105,000,000 in a term of 3 years (the "Convertible Note"). The Convertible Note bear interest at the rate of 1% per annum payable semi-annually in arrears. Each Convertible Note will be convertible into fully paid Shares at an initial conversion price of HK\$0.27 per share. As a result of the placing and top-up subscription of the Company being completed on 21 March 2013, pursuant to the terms and conditions of the Convertible Note, the conversion price of the Convertible Note has been adjusted from HK\$0.27 per share to HK\$0.2422 per share. Based on the current outstanding principal amount of the Convertible Note (HK\$105,000,000), the number of shares to be issued and allotted upon full conversion of the Convertible Note after adjustment to the conversion price shall be 433,526,011 shares. The aforesaid adjustment has been effective from 21 March 2013. At 31 March 2013, the principal amount of the Convertible Note outstanding was HK\$105,000,000 (31 March 2012: HK\$105,000,000).

本公司向若干資金短缺之附屬公司提供財務援助，以使該等附屬公司能持續經營及償還到期之負債，本公司因而須承擔或然負債。

於兩個結算日，本集團並無其他重大或然負債。

股本結構

因本公司授出之購股權獲行使，本公司於年內已發行及配發5,000,000股每股面值0.01港元之新股份。

由於配售及補足認購事項於二零一三年三月二十一日完成，因此，本公司按每股股份0.097港元向Mega Market Assets Limited配發及發行420,000,000股每股面值0.01港元之新股份。詳情載於本公司日期分別為二零一三年三月十三日及二零一三年三月二十一日之公布內。

於二零一三年三月三十一日，本公司已發行股份總數為3,798,681,490股。除上述者外，本公司於回顧年度之股本結構並無變動。

可換股票據

於二零一一年十月，本公司向Mega Market Assets Limited發行本金額為105,000,000港元之三年期可換股票據（「可換股票據」）。可換股票據按年利率1%計息，利息每半年於期末支付。每份可換股票據將按初步換股價每股股份0.27港元兌換為繳足股款股份。由於本公司之配售及補足認購事項於二零一三年三月二十一日完成，因此，根據可換股票據之條款及條件，可換股票據之換股價已由每股股份0.27港元調整為每股股份0.2422港元。以於現時未行使可換股票據之本金額（105,000,000港元）為基準計算，經調整換股價後，於可換股票據獲悉數兌換時將予發行及配發之股份數目將為433,526,011股股份。上述調整已由二零一三年三月二十一起生效。於二零一三年三月三十一日，未行使可換股票據之本金額為105,000,000港元（二零一二年三月三十一日：105,000,000港元）。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Material Acquisitions and Disposals of Subsidiaries

On 17 August 2012, Fame Plus International Limited ("Fame Plus"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mr. Guo Qingguo (the "Purchaser"), pursuant to which Fame Plus has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of Unique Gold Investments Limited ("Unique Gold") at a consideration of RMB10,000,000 (the "Sale and Purchase Agreement"). Unique Gold owned the entire equity interest in 重慶鳳弘吉實業有限責任公司 (Chongqing Feng Hong Ji Enterprise Company Limited*) (the "Project Company"). In addition, when the Sale and Purchase Agreement has been entered into, the Purchaser shall pay RMB25,000,000 to the Project Company to settle and repay the current debts and other relevant debts between 重慶旭日房地產開發有限公司 (Chongqing Sunrise Property Development Company Limited*), an indirect wholly-owned subsidiary of the Company, and the Project Company. Details of the transaction are set out in the Company's announcement dated 17 August 2012. The transaction has been completed on 17 August 2012.

Save as disclosed herein, the Group had no material acquisition and disposal of subsidiaries during the year ended 31 March 2013.

Litigations

On 24 October 2007, Silver Wind International Limited ("Silver Wind"), a wholly owned subsidiary of the Company, entered into a conditional agreement (the "Acquisition Agreement") with Stronway Development Limited ("Stronway Development"), pursuant to which Silver Wind agreed to acquire from Stronway Development the entire equity interest in Winmax Asia Investment Limited ("Winmax Asia"). Under the arrangement, Winmax Asia would in turn acquire the entire equity interest in Beijing Jianxing Real Estate Development Co. ("Jianxing") along with Jianxing's standalone villas development project in Beijing known as "新星花園". The aggregate consideration payable for the acquisition was RMB433,000,000 which was to be settled in cash, and two villas. In December 2007, RMB20,000,000 was paid under the Acquisition Agreement to Stronway Development by Silver Wind as deposit (the "Deposit"). Details of the acquisition are set out in the Company's circular dated 14 December 2007.

附屬公司之重大收購及出售

於二零一二年八月十七日，本公司之全資附屬公司 Fame Plus International Limited (「Fame Plus」) 與郭青國先生 (「買方」) 訂立買賣協議 (「買賣協議」)，據此，Fame Plus 有條件同意出售，而買方有條件同意購買錦元投資有限公司 (「錦元」) 之全部已發行股本，代價為人民幣10,000,000元。錦元擁有重慶鳳弘吉實業有限責任公司 (「項目公司」) 全部股權。此外，於買賣協議訂立後，買方須向項目公司支付人民幣25,000,000元，以清償及償還重慶旭日房地產開發有限公司 (本公司之間接全資附屬公司) 與項目公司間之往來賬款及其他相關債務。交易詳情載於本公司日期為二零一二年八月十七日之公布內。有關交易已於二零一二年八月十七日完成。

除本報告披露者外，本集團於截至二零一三年三月三十一日止年度內並無附屬公司之重大收購及出售。

訴訟

於二零零七年十月二十四日，本公司之全資附屬公司 Silver Wind International Limited (「Silver Wind」) 與 Stronway Development Limited (「Stronway Development」) 訂立有條件協議 (「收購協議」)，據此，Silver Wind 同意向 Stronway Development 收購凱成亞太投資有限公司 (「凱成亞太」) 之全部股權。根據有關安排，凱成亞太將會收購北京建興房地產開發有限公司 (「建興」) 之全部股權，連同建興位於北京、名為「新星花園」之獨立別墅發展項目。就該收購事項應付之總代價將以現金人民幣433,000,000元及兩座別墅支付。於二零零七年十二月，Silver Wind 已根據收購協議向 Stronway Development 支付人民幣20,000,000元作為按金 (「該按金」)。收購事項詳情載於本公司日期為二零零七年十二月十四日之通函內。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

In April 2008, on the grounds, amongst other things, that the subject matter under the Acquisition Agreement was frustrated, Silver Wind decided to terminate the Acquisition Agreement and, through its legal representative has served a notice of termination to Stronway Development. In order to protect the position of Silver Wind and to recover, amongst other things, the Deposit from Stronway Development, the legal proceedings were instigated against Stronway Development on this matter in the High Court of Hong Kong on 15 April 2008.

As at the date hereof, the legal proceedings against Stronway Development are still pending and there is no significant development.

Exposure to Exchange Rate Risk and Interest Rate Risk

The Group's transactions are denominated in Hong Kong dollars and Renminbi. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

In terms of the interest rate risk exposures, the Group does not have any significant interest rate risk as both the borrowings of the Group and the interest rates currently remain at low levels.

Employees and Remuneration Policy

As at 31 March 2013, the Group employed 222 employees (31 March 2012: 250). Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are reviewed periodically based on performance appraisal and other relevant factors. Staff benefits plans maintained by the Group include medical insurance, hospitalization scheme, mandatory provident fund and share option scheme.

Employees in the PRC are remunerated according to the prevailing market conditions in the locations of their employments.

Dividends

The Board does not recommend the payment of dividend for the year ended 31 March 2013 (2012: HK\$Nil).

於二零零八年四月，基於（其中包括）收購協議之標的事項受挫失效，Silver Wind決定終止收購協議，並透過其法律代表向Stronway Development送達終止通知書。為保障Silver Wind之利益及向Stronway Development追討（其中包括）該按金，Silver Wind於二零零八年四月十五日就此事於香港高等法院向Stronway Development展開法律程序。

於本報告日期，針對Stronway Development之法律程序仍然待決，且並無重大進展。

匯率風險及利率風險

本集團之交易以港元及人民幣計值。本集團並無訂立任何遠期外匯合約以對沖匯率波動。本集團認為來自正常營運過程之外匯風險甚微，且管理層將密切監控貨幣波動情況，並在必要時採取恰當措施應對。

利率風險方面，由於目前本集團之借貸及利率仍處於低位水平，故本集團並無任何重大利率風險。

僱員及薪酬政策

於二零一三年三月三十一日，本集團聘用222名僱員（二零一二年三月三十一日：250名）。薪酬待遇一般參考市場條款及個人表現釐定。薪金乃根據表現評估及按其他有關因素定期作出檢討。本集團推行之員工福利計劃包括醫療保險、住院計劃、強制性公積金及購股權計劃。

中國僱員之薪酬待遇根據其聘用地區之現行市況釐定。

股息

董事會不建議就截至二零一三年三月三十一日止年度派付股息（二零一二年：零港元）。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Corporate Governance

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the year, in compliance with the code provisions (the “Code Provision(s)”) under the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except the following deviations:

Under the Code Provision A.2.1, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company does not at present have a Chairman nor a Chief Executive. Nevertheless, the main duties and responsibilities of a Chairman and a Chief Executive are currently held by separate individuals with written guidelines for the division of responsibilities with a view to maintain an effective segregation of duties between the management of the Board and the day-to-day management of the Group’s business and operations. The Company will continue to review the effectiveness of the Group’s corporate governance structure and consider the appointment of a Chairman of the Board and a Chief Executive if candidates with suitable leadership, knowledge, skills and experience can be identified within or outside the Group.

Under the Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Currently, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company’s annual general meeting as specified in the Company’s bye-laws.

Further information is set out in the Corporate Governance Report contained in annual report for the year ended 31 March 2013.

Audit Committee

The audit committee of the Company has reviewed with the management and the Company’s external auditors, the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting process including the review of the financial statements for the year ended 31 March 2013.

企業管治

董事概不知悉有任何資料合理顯示，本公司現時或曾於年內並無遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則之守則條文（「守則條文」），惟下列偏離者除外：

根據守則條文第A.2.1條，主席與行政總裁之角色應有區分及不應由一人同時兼任。主席與行政總裁之間的職責分配須清晰訂明並以書面形式列載。本公司目前並無主席或行政總裁。然而，主席及行政總裁之主要職務及職責目前按照職責分配之書面指引由不同個別人士負責，以有效劃分董事會管理與本集團業務及營運之日常管理之職務。本公司將繼續檢討本集團企業管治架構之成效，倘能夠於本集團內部或外間物色到具備合適領導才能、知識、技能及經驗之人選，將會考慮委任董事會主席及行政總裁。

根據守則條文第A.4.1條，非執行董事應按指定任期委任，並須接受重選。目前，非執行董事並非按指定任期委任，惟彼等須按照本公司之公司細則於本公司之股東週年大會上輪值告退。

截至二零一三年三月三十一日止年度之年報所載企業管治報告載有更多資料。

審核委員會

本公司審核委員會已聯同管理層及本公司外聘核數師審閱本集團所採納之會計原則及慣例，以及討論核數、內部監控及財務申報程序，包括審閱截至二零一三年三月三十一日止年度之財務報表。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2013.

Purchase, Sale or Redemption of the Company’s Listed Securities

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

Appreciation

On behalf of the Board, I would like to express my heartfelt gratitude to shareholders, customers, suppliers, bankers and professional advisors for their support of the Company over the past year and to sincerely thank the staff for their ongoing dedication and contribution made in the year.

On behalf of the Board

Wong King Shiu, Daniel

Executive Director

Hong Kong, 21 June 2013

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司已向全體董事作出具體查詢，董事確認彼等於截至二零一三年三月三十一日止年度一直遵守標準守則。

購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

致謝

本人謹代表董事會，就各股東、客戶、供應商、往來銀行及專業顧問去年對本公司之鼎力支持衷心致謝，亦對各員工於本年度之持續努力及奉獻深表謝意。

代表董事會

執行董事

黃景兆

香港，二零一三年六月二十一日

* The English translation of Chinese names or words are for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

* 中文名稱或詞彙之英文翻譯僅供參考，不應視為該等中文名稱或詞彙之正式英文譯名。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Mr. Wong King Shiu, Daniel, aged 53, joined the Board on 13 January 2012. Prior to that, Mr. Wong has been the vice president of the Group since 2010. He is responsible for the overall strategic management, development and marketing of the resources projects. Mr. Wong has over 12 years of experience in natural resources industry and served as an executive director in a various natural resources company which is listed in Hong Kong. He also has extensive experience in the management and development of natural resources projects in China.

NON-EXECUTIVE DIRECTORS

Mr. Ma Kwok Hung, Warren, aged 56, joined the Board on 24 July 2006. He had been an executive director of the Company since 24 July 2006 and had been redesignated to non-executive director of the Company with effect from 23 May 2008. Prior to that, Mr. Ma served as an executive director and a company secretary of a Hong Kong listed company for over 7 years. He has over 24 years of accounting experience and is an associate member of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants.

Mr. Chow Siu Ngor, aged 57, joined the Board on 30 April 2006. He had been an independent non-executive director of the Company since 30 April 2006 and had been redesignated to non-executive director of the Company with effect from 20 November 2007. He is a practicing solicitor in Hong Kong. Mr. Chow graduated from the Chinese University of Hong Kong in 1981 with an honors degree in Social Science. He then obtained an honors degree in Laws from the University of Birmingham in England in 1987. Mr. Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then. Currently, Mr. Chow is a Partner of King & Wood Mallesons, Solicitors, Hong Kong. He serves as an independent non-executive director of CCT Telecom Holdings Limited, CCT Tech International Limited and REXLot Holdings Limited, all of which are listed companies in Hong Kong.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Hoi Kuen, aged 52, joined the Board on 13 February 2006. He is a practising certified public accountant in Hong Kong and a chartered accountant in the United Kingdom. Mr. Wong is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. He also serves as an independent non-executive director of Sino Resources Group Limited, a listed company in Hong Kong.

執行董事

黃景兆先生，53歲，於二零一二年一月十三日加入董事會。在此之前，黃先生自二零一零年起出任本集團之副總裁。彼負責資源項目之全面策略管理、開發及市場推廣。黃先生於天然資源業擁有逾12年之經驗，曾在一家於香港上市之多種天然資源公司擔任執行董事。彼亦於管理及開發中國天然資源項目方面擁有豐富經驗。

非執行董事

馬國雄先生，56歲，於二零零六年七月二十四日加入董事會。彼曾由二零零六年七月二十四日起出任本公司之執行董事及由二零零八年五月二十三日起調任為本公司之非執行董事。在此之前，馬先生曾於一家香港上市公司擔任執行董事及公司秘書超過7年。彼擁有逾24年會計經驗，現為香港會計師公會及英格蘭及威爾斯特許公認會計師公會會員，以及英國特許公認會計師公會資深會員。

鄧小岳先生，57歲，於二零零六年四月三十日加入董事會。彼曾於二零零六年四月三十日起出任本公司之獨立非執行董事及由二零零七年十一月二十日起調任為本公司之非執行董事。彼為香港執業律師。鄧先生於一九八一年在香港中文大學畢業，獲得社會科學榮譽學位。彼其後於一九八七年取得英國伯明翰大學法律榮譽學位。鄧先生於一九九零年獲認許為香港最高法院律師，自此起已私人執業。目前，鄧先生為香港金杜律師事務所之合夥人。彼為香港上市公司中建電訊集團有限公司、中建科技國際有限公司及御泰中彩控股有限公司之獨立非執行董事。

獨立非執行董事

黃海權先生，52歲，於二零零六年二月十三日加入董事會。彼為香港執業會計師及英國特許會計師。黃先生為香港會計師公會及英國特許公認會計師公會資深會員；以及英格蘭及威爾斯特許公認會計師公會會員。彼亦為香港上市公司神州資源集團有限公司之獨立非執行董事。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷（續）

Mr. Chan Chi Yuen, aged 46, joined the Board on 30 April 2006. He holds a bachelor degree in Business Administration and a master of science degree in Corporate Governance and Directorship. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in accounting, taxation, financial management, corporate finance and corporate governance. He is currently an executive director of Kong Sun Holdings Limited and Noble Century Investments Holdings Limited (formerly known as Sam Woo Holdings Limited) and an independent non-executive director of Asia Energy Logistics Group Limited, China Sandi Holdings Limited (formerly known as China Grand Forestry Green Resources Group Limited), Jun Yang Solar Power Investments Limited (formerly known as China Gogreen Assets Investment Limited), Media Asia Group Holdings Limited, New Times Energy Corporation Limited (redesignated from non-executive director with effect from 18 May 2012) and U-RIGHT International Holdings Limited, all of which are listed on The Stock Exchange of Hong Kong Limited. Mr. Chan was an independent non-executive director of Superb Summit International Timber Company Limited (now renamed as Superb Summit International Group Limited) from April 2007 to June 2010, The Hong Kong Building and Loan Agency Limited from October 2009 to February 2011 and Richly Field China Development Limited from February 2009 to August 2010, all of which are listed companies in Hong Kong.

Mr. Hung Hing Man, aged 42, joined the Board on 31 March 2009. He holds a masters degree in Business Administration from the University of Western Sydney. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong and a member of the Society of Chinese Accountants and Auditors. Mr. Hung is currently a proprietor of a certified public accountants firm. He has over 16 years of working experience in corporate finance, accounting, auditing and taxation sectors. Mr. Hung was an independent non-executive director of Eternity Investment Limited from May 2010 to November 2011, and is currently an independent non-executive director of Madex International (Holdings) Limited, all of which are listed companies in Hong Kong.

陳志遠先生，46歲，於二零零六年四月三十日加入董事會。彼持有工商管理學士學位及公司管治與董事學理學碩士學位。彼為香港會計師公會及英國特許公認會計師公會資深會員，以及英格蘭及威爾斯特許公認會計師公會會員。陳先生為執業會計師，於會計、稅務、財務管理、企業融資及企業管治方面擁有豐富經驗。彼現為江山控股有限公司及仁瑞投資控股有限公司（前稱三和集團有限公司）之執行董事，及亞洲能源物流集團有限公司、中國三迪控股有限公司（前稱中國林大綠色資源集團有限公司）、君陽太陽能電力投資有限公司（前稱中國保綠資產投資有限公司）、寰亞傳媒集團有限公司、新時代能源有限公司（於二零一二年五月十八日自非執行董事調任）及佑威國際控股有限公司之獨立非執行董事，該等公司於香港聯合交易所有限公司上市。陳先生曾於二零零七年四月至二零一零年六月期間為奇峰國際木業有限公司（現稱為奇峰國際集團有限公司）、於二零零九年十月至二零一一年二月期間為香港建屋貸款有限公司及於二零零九年二月至二零一零年八月期間為裕田中國發展有限公司之獨立非執行董事，該等公司均為香港上市公司。

孔慶文先生，42歲，於二零零九年三月三十一日加入董事會。彼持有University of Western Sydney工商管理碩士學位。彼為英國特許公認會計師公會、香港會計師公會及香港稅務學會資深會員及香港華人會計師公會會員。孔先生現為一家會計師事務所之負責人，彼於企業融資、會計、賬目審核及稅務方面擁有逾16年工作經驗。孔先生曾於二零一零年五月至二零一一年十一月期間為永恒策略投資有限公司之獨立非執行董事，現為盛明國際（控股）有限公司之獨立非執行董事，該等公司均為香港上市公司。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷（續）

SENIOR MANAGEMENT

Mr. Lau Hok Yuk, aged 47, is a Company Secretary of the Company. Mr. Lau holds a Master Degree of Business Administration from the University of Strathclyde in the United Kingdom. He is a Fellow Certified Public Accountant and a Fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. He is also a Chartered Financial Analyst in the United States of America, an associate member of the Taxation Institution of Hong Kong as well as a Certified Tax Advisor. Mr. Lau has over 20 years of working experience in the areas of financial control, corporate finance, business development and administration, legal and compliance, procurement and logistics, trading, investor relationship and human resources.

Mr. Chan Chun Lam, aged 40, is a Financial Controller of the Company. Mr. Chan holds a bachelor degree of Business Administration in Accounting with honors from Hong Kong Baptist University. He is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has over 18 years of professional experience in financial management and auditing.

Mr. Gu Zhong Xiang, aged 71, is the senior engineer of rare resources division of the Group and is responsible for the sales and development of rare earth products. He is a Professor-level Senior Engineer. Mr. Gu graduated from Department of Modern Chemistry, University of Science and Technology of China. He has over 41 years of experience in natural resources industry and specialises in sales, development and analysis for the rare earth products. He cooperated with Bureau of Geology Survey on Non-ferrous Metal of Guangdong Province (廣東省有色地勘局) in the inspection ion-absorbed rare earths resources in the South China. He has involved in the foundation of several rare earth refinery and processing enterprises in Shaanxi Province and Sichuan Province of China, including a Japanese-funded enterprise. During this period, Mr. Gu engaged in rare earth processing technology development and product analysis testing. He is also a standing director of 陝西省稀土協會 (Shaanxi Province Rare Earth Society).

Mr. Li Ming Dong, aged 50, is the senior engineer of rare resources division of the Group and is responsible for the planning and coordinating the production of the rare earth refinery business in Xichang. Mr. Li graduated from Department of Chemistry, Peking University. He has over 24 years of experience in natural resources industry and specialises in operation and planning for the rare earth refinery.

高級管理人員

劉學郁先生，47歲，為本公司之公司秘書。劉先生持有英國University of Strathclyde工商管理碩士學位。彼為資深會計師以及香港會計師公會及英國特許公認會計師公會之資深會員。彼亦為美國特許財務分析師、香港稅務學會會員及註冊稅務師。劉先生於財務監控、企業融資、業務拓展及行政、法律及合規監控、採購物流、貿易、投資者關係及人事管理方面積逾二十年工作經驗。

陳俊霖先生，40歲，為本公司之財務總監。陳先生持有香港浸會大學工商管理（榮譽）學士學位，主修會計學。彼為英國特許公認會計師公會及香港會計師公會資深會員。彼於財務管理及核數方面擁有逾18年專業經驗。

谷忠祥先生，71歲，為本集團稀有資源部門之高級工程師，負責銷售及發展稀土產品。彼為教授級高級工程師。谷先生畢業於中國科學技術大學選修近代化學系。彼於天然資源業擁有逾41年經驗，擅長於稀土產品開發、銷售及分析檢測技術業務。彼曾與廣東省有色地勘局合作，從事中國南方離子型稀土資源之考察工作。彼亦曾參與創辦多間於中國陝西省及四川省之稀土深加工企業，其中包括一家日資企業。在此期間，谷先生從事稀土加工技術研發及產品分析測試。彼亦為陝西省稀土協會之常務理事。

李明東先生，50歲，為本集團稀有資源部門之高級工程師，負責規劃及協調於西昌之稀土深加工業務。李先生於北京大學選修化學系。彼於天然資源業擁有逾24年經驗，擅長於經營和規劃稀土深加工業務。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷（續）

Mr. Yang Zi Jiang, aged 72, is the director of a wholly-owned subsidiary of the Company and is responsible for the evaluation of resources projects, including geology and exploration assessment, of the Group. Mr. Yang graduated from Chengdu College of Geology, the PRC. He has over 37 years of experience in geological exploration, and the research and studies of various kinds of natural resources and metals including rare earth. Mr. Yang is one of the draftsmen of “稀土礦產地質勘查規範” (Specifications for rare earth mineral exploration) issued by the Ministry of Land and Resources of the People’s Republic of China in 2002.

Mr. Fang Yan Qun, aged 69, is the director of a wholly-owned subsidiary of the Company and is responsible for the development and operation of resources projects, including mineral processing. Mr. Fang graduated from Central South University, the PRC, major in mineral processing. He has over 45 years of experience in natural resources industry and specialises in processing of various kinds of mineral resources. He has worked as an engineer, a senior engineer, and subsequently as a professor-level senior engineer in Wuhan Iron and Steel (Group) Limited for a period of more than 28 years.

楊子江先生，72歲，為本公司全資附屬公司之董事，負責評估本集團之資源項目（包括地質及勘探評估）。楊先生畢業於中國成都地質學院。彼於地質勘探、調查及研究各種天然資源及金屬包括稀土擁有逾37年經驗。楊先生是中華人民共和國國土資源部2002年發布的「稀土礦產地質勘查規範」的其中一位起草人。

方雁群先生，69歲，為本公司全資附屬公司之董事，負責開發及經營資源專案（包括礦物加工）。方先生畢業於中國中南大學選礦專業。彼於天然資源業擁有逾45年經驗，擅長於多種礦物資源之加工。彼在武漢鋼鐵集團公司擔任工程師、高級工程師、教授級高級工程師逾28年。

CORPORATE GOVERNANCE PRACTICES

Good corporate governance has always been recognized as vital to the Group's success and to sustain development of the Group. We commit ourselves to a high standard of corporate governance and have devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

The Company has put in place corporate governance practices to meet the code provisions (the "Code Provision(s)") as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules"), that are considered to be relevant to the Group and has complied with most of the Code Provisions for the time being in force throughout the year under review save for certain deviations from the Code Provisions, details of which will be explained in the relevant paragraphs in this Report. The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

BOARD OF DIRECTORS

The directors of the Company (the "Directors") are collectively responsible for the oversight of the management of business and affairs of the Group to the best interest of the shareholders of the Company.

The board of Directors (the "Board") currently comprises a total of six Directors, with one Executive Director namely Mr. Wong King Shiu, Daniel; two Non-executive Directors namely Mr. Ma Kwok Hung, Warren and Mr. Chow Siu Ngor; and three Independent Non-executive Directors namely Mr. Wong Hoi Kuen, Mr. Chan Chi Yuen and Mr. Hung Hing Man. A list containing the names of the Directors and their roles and functions is published on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The biographical details of the Directors are set out on pages 15 to 18. To the best knowledge of the Company, there is no financial, business, family or other material or relevant relationships between members of the Board.

Throughout the year under review, the Board at all times met the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules respectively relating to the appointment of at least three Independent Non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise and the Independent Non-executive Directors represent at least one-third of the Board.

企業管治常規

本集團一直認為良好之企業管治乃本集團成功及持續發展之關鍵。我們致力維持高水平之企業管治並全力找出及制定適合本公司業務需要之企業管治常規。

本公司已實施企業管治常規，以符合香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則（「企管守則」）中被視為與本集團有關之守則條文（「守則條文」），而本集團已於整個回顧年內遵守大部分當其時生效之守則條文，惟偏離若干守則條文除外，詳情於本報告相關段落解釋。本公司定期檢討其企業管治常規，以確保能持續符合企管守則之規定。

董事會

本公司之董事（「董事」）共同負責監察本集團業務及事務之管理工作，以符合本公司股東之最佳利益。

董事會（「董事會」）現時由合共六名董事組成，包括一名執行董事黃景兆先生，兩名非執行董事馬國雄先生及鄒小岳先生，以及三名獨立非執行董事黃海權先生、陳志遠先生及孔慶文先生。一份載有董事姓名及其角色與職能之名單已於本公司及香港聯合交易所有限公司（「聯交所」）之網站登載。

各董事履歷詳情載於第15至第18頁。就本公司所深知，董事會各成員之間並無財務、業務、家屬或其他重大或相關關係。

於整個回顧年度，董事會一直符合上市規則第3.10(1)、第3.10(2)及第3.10A條之規定，有關上市規則分別規定須委任最少三名獨立非執行董事，而其中最最少一名獨立非執行董事必須具備適當專業資格，或具備會計或相關財務管理之專長，且獨立非執行董事必須佔董事會成員人數至少三分之一。

Corporate Governance Report (continued) 企業管治報告（續）

All Independent Non-executive Directors are financially independent from the Group. The Company confirmed with all Independent Non-executive Directors as to their independence with reference to the factors as set out in Rule 3.13 of the Listing Rules.

The Board is collectively responsible for the formulating of the Group's overall strategy, reviewing and monitoring the business performance of the Group, preparing and approving financial statements, recommendation of the Directors' appointment or re-appointment, considering and approving material contracts and transactions (in particular those may involve conflict of interests) as well as other significant policy and financial matters. The Board also gives clear directions as to the powers delegated to the management for the day-to-day operation, management and administration functions of the Group. Approval has to be obtained from the Board prior to any significant transactions entered into by the management and the Board has the full support of them to discharge its responsibilities.

There were six Board meetings and one general meeting held for the year ended 31 March 2013. The following was an attendance record of the Board meetings and general meeting during the year:

全體獨立非執行董事在財務上均獨立於本集團。本公司已參照上市規則第3.13條所載之因素，確認全體獨立非執行董事之獨立性。

董事會共同負責制訂本集團之整體策略、檢討及監察本集團之業務表現、編製及批准財務報表、就有關委任或續任董事提出推薦意見、考慮及批准重大合約及交易（尤其是可能涉及利益衝突者）與其他重大政策及財務事宜。董事會亦會就授予管理層於本集團日常營運、管理及行政職能之權力給予清晰指引。管理層於訂立任何重大交易前，必須取得董事會批准，而董事會於管理層全力支持下履行其職務。

截至二零一三年三月三十一日止年度，本公司曾舉行六次董事會會議及一次股東大會。以下為於年內舉行之董事會會議及股東大會之出席紀錄：

Name of Directors	董事姓名	Number of Board meetings attended/held	Number of general meetings attended/held
		出席／舉行 董事會會議次數	出席／舉行 股東大會次數
<i>Executive Director</i>	<i>執行董事</i>		
Wong King Shiu, Daniel	黃景兆	6/6	1/1
<i>Non-executive Directors</i>	<i>非執行董事</i>		
Ma Kwok Hung, Warren	馬國雄	6/6	1/1
Chow Siu Ngor	鄒小岳	6/6	1/1
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>		
Wong Hoi Kuen	黃海權	6/6	1/1
Chan Chi Yuen	陳志遠	5/6	1/1
Hung Hing Man	孔慶文	6/6	1/1

Corporate Governance Report (continued)

企業管治報告 (續)

The Directors have disclosed to the Company the number and nature of offices held in other public companies or organization and other significant commitments in a timely manner and will provide updates to the Company on any subsequent changes.

All Directors have been provided with monthly updates by the Group's management, giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects in sufficient detail to keep them abreast of the Group's affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

CHAIRMAN AND CHIEF EXECUTIVE

Under the Code Provision A.2.1, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

The Company does not at present have a Chairman nor a Chief Executive. Nevertheless, the main duties and responsibilities of a Chairman and a Chief Executive are currently held by separate individuals with written guidelines for the division of responsibilities with a view to maintain an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operations.

The Company will continue to review the effectiveness of the Group's corporate governance structure and consider the appointment of a Chairman of the Board and a Chief Executive if candidates with suitable leadership, knowledge, skills and experience can be identified within or outside the Group.

NON-EXECUTIVE DIRECTORS

Code Provision A.4.1 requires that non-executive directors should be appointed for a specific term, subject to re-election. Currently, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company's annual general meeting as specified in the Company's bye-laws.

各董事已適時向本公司披露彼等於其他公眾公司或組織任職及其他重大承擔之數目及性質，並將於其後有任何變動時向本公司提供最新資料。

全體董事已獲本集團管理層提供每月最新資料，當中載有對本集團之表現、狀況、近期發展及前景作出公正及易於理解之評估，內容足以讓董事了解本集團事務，並有助彼等按照上市規則相關規定履行職務。

主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁之角色應有區分及不應由一人同時兼任。主席與行政總裁之間的職責分配須清晰訂明並以書面形式列載。

本公司目前並無主席或行政總裁。然而，主席及行政總裁之主要職務及職責目前按照職責分配之書面指引由不同個別人士負責，以有效劃分董事會管理與本集團業務及營運之日常管理職責。

本公司將繼續檢討本集團企業管治架構之成效，考慮於本集團內部或以外物色具備合適領導才能、知識、技能及經驗之人選分別擔任董事會主席及行政總裁職位。

非執行董事

根據守則條文第A.4.1條，非執行董事應按指定任期委任並須重選。目前，非執行董事並無按指定任期委任，惟彼等須按照本公司之公司細則於本公司之股東週年大會上輪值告退。

Corporate Governance Report (continued)

企業管治報告 (續)

BOARD COMMITTEES

The Board has established relevant board committees to assist in discharging its responsibilities.

Nomination Committee

The Nomination Committee was established on 27 March 2012. It currently consists of three Independent Non-executive Directors namely Mr. Hung Hing Man (as Chairman), Mr. Wong Hoi Kuen and Mr. Chan Chi Yuen and one Executive Director namely Mr. Wong King Shiu, Daniel.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition of the Board, making recommendations to the Board on the selection of candidates for directorship, appointment or re-appointment and succession of Directors, and assessing the independence of Independent Non-executive Directors. Details of the duties and powers of the Nomination Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

There was one Nomination Committee meeting held for the year ended 31 March 2013. The following was an attendance record of the Nomination Committee meeting held during the year:

董事委員會

董事會已成立相關董事委員會，助其履行職務。

提名委員會

提名委員會於二零一二年三月二十七日成立，現時由三名獨立非執行董事孔慶文先生（主席）、黃海權先生及陳志遠先生以及一名執行董事黃景兆先生組成。

提名委員會主要負責檢討董事會之架構、人數及組成，就甄選董事人選、董事委任或重新委任及繼任向董事會提出推薦意見，以及評核獨立非執行董事之獨立性。提名委員會之職責及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

截至二零一三年三月三十一日止年度，提名委員會曾舉行一次會議。以下為於年內舉行之提名委員會會議之出席紀錄：

Nomination Committee Members	提名委員會成員	Number of meetings attended/held 出席／舉行會議次數
Hung Hing Man (<i>Chairman</i>)	孔慶文 (主席)	1/1
Wong Hoi Kuen	黃海權	1/1
Chan Chi Yuen	陳志遠	1/1
Wong King Shiu, Daniel	黃景兆	1/1

During the year under review, work performed by the Nomination Committee included (i) determining the policy for the nomination of directors with reference to the structure, size and composition (including the skills, knowledge and experience) of the Board; and (ii) reviewing the annual confirmation of independence submitted by the Independent Non-executive Directors and assessing their independence. Nomination procedures and the process and criteria will be determined by the Nomination Committee should there be the need to select and recommend candidates for directorship.

於回顧年度內，提名委員會進行之工作包括(i)參照董事會之架構、人數及組成（包括技能、知識及經驗）釐定董事提名政策；及(ii)審閱獨立非執行董事提交之年度獨立性確認書，以及評核彼等之獨立性。如有需要甄選及建議董事人選，提名委員會將制定提名步驟程序以及準則。

Corporate Governance Report (continued)

企業管治報告 (續)

Remuneration Committee

The Remuneration Committee was established on 20 July 2006. It currently consists of three Independent Non-executive Directors namely Mr. Chan Chi Yuen (as Chairman), Mr. Wong Hoi Kuen and Mr. Hung Hing Man and one Non-executive Director namely Mr. Chow Siu Ngor.

The Remuneration Committee is mainly responsible for reviewing the management's remuneration proposals, and making recommendations to the Board on remuneration policy and structure of the Company and remuneration packages of Directors and senior management. Details of the duties and powers of the Remuneration Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

There was one Remuneration Committee meeting held for the year ended 31 March 2013. The following was an attendance record of the Remuneration Committee meeting held during the year:

薪酬委員會

薪酬委員會於二零零六年七月二十日成立，現時由三名獨立非執行董事陳志遠先生（主席）、黃海權先生及孔慶文先生以及一名非執行董事鄒小岳先生組成。

薪酬委員會主要負責檢討管理層之薪酬方案，就本公司之薪酬政策及架構以及董事及高級管理人員之薪酬待遇向董事會提出推薦意見。薪酬委員會之職責及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

截至二零一三年三月三十一日止年度，薪酬委員會曾舉行一次會議。以下為於年內舉行之薪酬委員會會議之出席紀錄：

Remuneration Committee Members	薪酬委員會成員	Number of meetings attended/held 出席／舉行會議次數
Chan Chi Yuen (<i>Chairman</i>)	陳志遠 (主席)	1/1
Wong Hoi Kuen	黃海權	1/1
Hung Hing Man	孔慶文	1/1
Chow Siu Ngor	鄒小岳	1/1

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of individual Executive Director and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

按薪酬委員會所採納之模式，薪酬委員會將審閱管理層就個別執行董事及高級管理人員薪酬提出之方案，並向董事會提出推薦意見。董事會擁有審批薪酬委員會提出之推薦意見之最終決定權。

During the year under review, work performed by the Remuneration Committee included (i) assessing performance of Executive Directors and senior management and, where applicable, approving their terms of services including the directors' fees and the emoluments of Executive Directors; and (ii) reviewing and determining on policy and structure of the remuneration package of Directors and senior management.

於回顧年度內，薪酬委員會進行之工作包括(i)評核執行董事及高級管理人員之表現，並（如適用）批准彼等之服務條款（包括董事袍金及執行董事之酬金）；及(ii)檢討及釐定董事及高級管理人員之薪酬待遇政策及架構。

Corporate Governance Report (continued)

企業管治報告（續）

The remuneration packages of the Board for the year ended 31 March 2013 had been reviewed by the Remuneration Committee and approved by the Board by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, market conditions elsewhere in the Group and desirability of performance-based remuneration. Details of the remuneration of each of the Directors for the year under review are set out in note 10 to the financial statements.

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the members of the senior management by band for the year ended 31 March 2013 are as follows:

截至二零一三年三月三十一日止年度之董事會薪酬待遇已由薪酬委員會作出檢討，並獲董事會批准，當中已考慮多項因素，如可比較公司支付之薪金、董事投入之時間及職責、本集團其他方面之市場情況以及與表現掛鈎薪酬是否可取。各董事於回顧年度之薪酬詳情載於財務報表附註10。

根據企管守則之守則條文第B.1.5條，高級管理層人員於截至二零一三年三月三十一日止年度之年薪等級詳列如下：

		Number of employees 僱員人數
HK\$Nil to HK\$500,000	零港元至500,000港元	4
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2
		<u>6</u>

Audit Committee

The Audit Committee was established on 26 March 1999. It currently consists of three Independent Non-executive Directors namely Mr. Wong Hoi Kuen (as Chairman), Mr. Chan Chi Yuen and Mr. Hung Hing Man and one Non-executive Director namely Mr. Chow Siu Ngor. The committee members possess appropriate professional qualifications, business or accounting and related financial management expertise and experience to provide relevant advice and recommendations to the Company.

The Audit Committee is mainly responsible for reviewing and monitoring the financial reporting and internal control principles of the Company, and assist the Board to fulfill its responsibility over the audit. Details of the duties and powers of the Audit Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

審核委員會

審核委員會於一九九九年三月二十六日成立，現時由三名獨立非執行董事黃海權先生（主席）、陳志遠先生及孔慶文先生以及一名非執行董事鄧小岳先生組成。委員會成員均具備適當專業資格、商業或會計及相關財務管理專業知識及經驗，可向本公司提供相關意見及推薦意見。

審核委員會主要負責檢討及監察本公司之財務申報及內部監控制度，協助董事會履行其審計職責。審核委員會職責及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

Corporate Governance Report (continued) 企業管治報告 (續)

The Audit Committee is also responsible for performing the corporate governance duties which include: (i) to develop and review the Company's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (iv) to develop, review and monitor the code of conduct and compliance (if any) applicable to the Directors and employees; and (v) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

There were two Audit Committee meetings held for the year ended 31 March 2013. The following was an attendance record of the Audit Committee meetings held during the year:

審核委員會亦負責履行企業管治職責，包括(i)制訂及檢討本公司之企業管治政策及常規；(ii)檢討及監察董事及高級管理人員之培訓及持續專業發展；(iii)檢討及監察本公司就遵守法律及監管規定方面之政策及常規；(iv)制定、檢討及監察適用於董事及僱員之操守及合規守則（如有）；及(v)檢討本公司遵守企管守則之情況及於企業管治報告內之披露。

截至二零一三年三月三十一日止年度，審核委員會曾舉行兩次會議。以下為於年內舉行之審核委員會會議之出席紀錄：

Audit Committee Members	審核委員會成員	Number of meetings attended/held 出席／舉行 會議次數
Wong Hoi Kuen (<i>Chairman</i>)	黃海權 (主席)	2/2
Chan Chi Yuen	陳志遠	2/2
Hung Hing Man	孔慶文	2/2
Chow Siu Ngor	鄒小岳	2/2

The Audit Committee reviewed the independence and objectivity of the external auditor, the scope of audit services and related audit fees payable to the external auditor for the Board's approval. The Audit Committee met and discussed with the external auditor on their audit strategy and assessment of the sufficiency of the internal control of the Group.

審核委員會已檢討外聘核數師之獨立性及客觀性、審核服務範圍及應付外聘核數師之相關審核費用，以呈交董事會審批。審核委員會亦曾與外聘核數師會面，商討其審核策略及評估本集團內部監控充足性。

During the year under review, work performed by the Audit Committee included (i) reviewing the audited annual results and the unaudited interim results of the Group; (ii) reviewing the compliance and internal audit reports and the compliance and corporate governance issues of the Group; and (iii) discussing with external auditor the audit planning work (including the nature and scope of the audit and reporting obligations) in respect of the audit of the annual results of the Group.

於回顧年度內，審核委員會進行之工作包括(i)審閱本集團之經審核全年業績及未經審核中期業績；(ii)審閱本集團之合規及內部審核報告，並檢討合規及企業管治事宜；及(iii)與外聘核數師討論有關審核本集團全年業績之審核計劃工作（包括審核及報告責任之性質及範圍）。

Corporate Governance Report (continued)

企業管治報告（續）

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

The Audit Committee recommends the re-appointment of Ting Ho Kwan & Chan, Certified Public Accountants (Practising), as the Group's external auditor for 2014 and that the resolution shall be put forth for the shareholders of the Company to consider and approve at the forthcoming annual general meeting.

AUDITOR'S REMUNERATION

During the year, the remuneration payable to the Company's external auditor, Ting Ho Kwan & Chan, Certified Public Accountants (Practising), represents the provision of audit fees for statutory audit and other non-statutory audit services amounting to approximately HK\$1,300,000 and HK\$30,000 respectively.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. In preparing the financial statements for the year ended 31 March 2013, the Directors have adopted suitable accounting policies which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and have prepared the financial statements on the going concern basis.

The responsibilities of the Directors for the financial statements and those for the auditor to the shareholders of the Company are set out on page 40.

INTERNAL CONTROL

To protect its assets and to ensure the accuracy and reliability of the financial information that the Company employs in its business or releases to the public, the Company conducts regular reviews of the effectiveness of the Group's internal controls. The scope of these reviews includes, among others, finance, operations, regulation compliance and risk management.

於回顧年度，董事會與審核委員會在甄選及委任外聘核數師方面並無意見分歧。

審核委員會推薦續聘丁何關陳會計師行（執業會計師）為本集團於二零一四年度之外聘核數師，應屆股東週年大會上將提呈有關決議案，以供本公司股東考慮及批准。

核數師薪酬

於年內，應付本公司外聘核數師丁何關陳會計師行（執業會計師）之酬金乃提供法定審核及其他非法定審核服務之核數費用，分別為1,300,000港元及30,000港元。

董事及核數師就財務報表所承擔之責任

董事知悉彼等有責任編製各財政年度真實兼公平反映本集團事務狀況之財務報表。於編製截至二零一三年三月三十一日止年度之財務報表時，董事已採納切合本集團營運並與財務報表相關之合適會計政策，作出審慎合理之判斷及估計，並已按持續經營基準編製財務報表。

董事就財務報表所承擔之責任及核數師對本公司股東所負之責任載於第40頁。

內部監控

為保障本公司之資產，並確保在業務上使用或向外發佈之財務資料準確可靠，本公司定期檢討本集團內部監控之成效。有關檢討範圍包括財務、營運、規則遵守及風險管理。

DIRECTORS' SECURITIES TRANSACTIONS

During the year ended 31 March 2013, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code for dealing in securities of the Company by the Directors. Having made specific enquiry, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the year.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given a comprehensive, formal and tailored induction on his/her first appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Group and of his/her duties, responsibilities and obligations under the Listing Rules and the relevant statutory and regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to Directors whenever necessary.

During the year, the Company has delivered the latest version of "A Guide on Directors' Duties" published by the Hong Kong Companies Registry, "Guidelines for Directors" and "Guide for Independent Non-executive Directors" published by the Hong Kong Institute of Directors to all Directors and encourages them to read such guides in order to acquaint themselves with the general duties of directors and the required standard of care, skill and diligence in the performance of their functions and exercise of their powers as Directors.

The Directors are continuously updated on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by them.

The Directors are committed to comply with Code Provision A.6.5 of CG Code on directors' training to develop and refresh their knowledge and skills so as to ensure that their contribution to the Board will be informed and relevant.

董事進行之證券交易

截至二零一三年三月三十一日止年度，本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行本公司證券交易之守則。本公司已作出具體查詢，全體董事均確認彼等於年內一直遵守標準守則規定之標準。

董事之持續專業發展

每位新委任董事將於首次獲委任時獲得全面、正式兼專為其而設的就任須知，以確保新任董事適當掌握本集團之業務及營運、彼等於上市規則及相關法定及監管規定下之職責、職務及義務。

本公司亦訂有各項安排，於有需要時向董事提供持續簡報及專業發展。

年內，本公司已向全體董事提供香港公司註冊處刊發之最新版「董事責任指引」及香港董事學會刊發之「董事指引」及「獨立非執行董事指南」，並鼓勵彼等閱讀有關指引，以了解董事一般責任，以及以董事身份履行職能及行使權力時在謹慎、技能及盡職方面所須達到之標準。

董事持續獲得有關上市規則及其他適用監管規定之最新發展資訊，確保彼等符合有關規定。

董事致力遵守企管守則之守則條文第A.6.5條，內容有關董事發展及更新其知識及技能之培訓，以確保彼等為董事會作出知情並相關之貢獻。

Corporate Governance Report (continued)

企業管治報告（續）

According to the records provided by the Directors to the Company pursuant to the CG Code, all Directors have participated in appropriate continuous professional development activities during the year under review. The individual training record of each Director for the year ended 31 March 2013 is summarized below:

按照董事根據企管守則向本公司提供之紀錄，全體董事已於回顧年內參與適當之持續專業發展活動。截至二零一三年三月三十一日止年度各董事所接受之個別培訓紀錄載述如下：

		Directors' duties and responsibilities/Corporate Governance/Updates on Laws, Rules and Regulations 董事之職務及職責／企業管治／法例、規則及規例最新資料			Business related/Accounting/Financial/Management or other professional skills 業務相關／會計／財務／管理或其他專業技能		
		Reading materials 閱讀材料	Attending seminars/conferences 出席研討會／會議	In-house briefings 內部簡報	Reading materials 閱讀材料	Attending seminars/conferences 出席研討會／會議	
<i>Executive Director</i>	<i>執行董事</i>						
Wong King Shiu, Daniel	黃景兆	✓	✓	✓	✓	✓	✓
<i>Non-executive Directors</i>	<i>非執行董事</i>						
Ma Kwok Hung, Warren	馬國雄	✓	✓	✓	✓	✓	✓
Chow Siu Ngor	鄧小岳	✓	✓	✓	✓	✓	✓
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>						
Wong Hoi Kuen	黃海權	✓	✓	✓	✓	✓	✓
Chan Chi Yuen	陳志遠	✓	✓	✓	✓	✓	✓
Hung Hing Man	孔慶文	✓	✓	✓	✓	✓	✓

DIRECTORS' LIABILITIES INSURANCE

During the year ended 31 March 2013, the Company has arranged appropriate insurance cover for Directors' liabilities in respect of potential legal actions against the Directors arising out of corporate activities of the Group pursuant to Code Provision A.1.8 of the CG Code. Such directors' liability insurance will be reviewed and renewed annually.

Throughout the year ended 31 March 2013, no claim has been made against the Directors.

董事之責任保險

按照企管守則之守則條文第A.1.8條，於截至二零一三年三月三十一日止年度，本公司已就因本集團企業活動而產生可能針對董事之法律行動，為董事責任安排合適保險。有關董事之責任保險將每年檢討及續保。

於截至二零一三年三月三十一日止整個年度並無針對董事之申索。

COMPANY SECRETARY

Mr. Chan Chun Lam resigned as company secretary of the Company with effect from 28 May 2013. On the same date, Mr. Lau Hok Yuk was appointed as company secretary of the Company. Mr. Chan Chun Lam was the company secretary of the Company during the year ended 31 March 2013. Mr. Chan Chun Lam has confirmed that there is no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company. Up to the date of this report, both of Mr. Chan Chun Lam and Mr. Lau Hok Yuk have undertaken sufficient hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene a special general meeting

Pursuant to Section 74(1) of the Bermuda Companies Act and the Company's bye-laws 58, the shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company with the right of voting at general meetings of the Company may request the Board to convene a special general meeting.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company at Clarendon House, Church Street, Hamilton HM11, Bermuda for the attention of the Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

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

Procedures for directing Shareholders' enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong.

公司秘書

陳俊霖先生已辭任本公司之公司秘書，由二零一三年五月二十八日起生效。同日，劉學郁先生已獲委任為本公司之公司秘書。於截至二零一三年三月三十一日止年度，陳俊霖先生為本公司之公司秘書。陳俊霖先生已確認，彼與董事會並無意見不合，以及其辭任並無須提呈本公司股東垂注之任何其他事宜。截至本報告日期，陳俊霖先生及劉學郁先生均已遵循上市規則第3.29條接受足夠時數之相關專業培訓。

股東權利

股東召開股東特別大會之程序

根據百慕達公司法第74(1)條及本公司之公司細則第58條，本公司股東可要求董事會召開股東特別大會，惟有關股東於遞交要求當日須持有不少於十分之一賦有本公司股東大會投票權之本公司繳足股本。

有關要求必須列明會議目的，並必須由提出要求者簽署，並提交本公司註冊辦事處（地址為Clarendon House, Church Street, Hamilton HM11, Bermuda），註明收件人為公司秘書，並可包含由一名或多名提出要求者分別簽署而格式類同之多份文件。

倘董事並無於提交要求日期起計二十一天內安排召開會議，則有關提出要求者或佔彼等各人總投票權逾半之任何一名提出要求者，可自行召開會議，惟按此召開之任何會議不得於上述日期起計三個月屆滿後舉行。

股東向董事會提出查詢之程序

股東應向本公司之香港股份過戶登記分處卓佳秘書商務有限公司（地址為香港皇后大道東28號金鐘匯中心26樓）提出有關彼等股權之查詢。

Corporate Governance Report (continued)

企業管治報告（續）

Other shareholders' enquiries can be directed in writing with contact details (including name, address, telephone number and email address) to the principal office of the Company at Suite 2602, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the attention of the Company Secretary.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Procedures for putting forward proposals at a general meeting

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at general meetings. Proposals shall be directed in writing with contact details (including name, address, telephone number and email address) to the principal office of the Company at Suite 2602, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the attention of the Company Secretary.

The procedures for proposing a person for election as a Director are available on the website of the Company.

The Board may, in its sole discretion, consider if such proposals are appropriate and shall be put forward to the Shareholders for approval at the next general meeting to be convened by the Board.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company communicates with its shareholders and investors through various channels including publication of interim and annual reports, announcements, circulars, press releases and other corporate communications and publications available on the websites of the Stock Exchange and the Company.

The general meetings of the Company provide an opportunity for direct communication between the Board and the Shareholders. The Company encourages their participation through general meetings where the Shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings.

To promote the communication between the Company and its shareholders, the Company has established a shareholders' communication policy which shall be reviewed on a regular basis to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

An up-to-date consolidated version of the Memorandum of Association and bye-laws of the Company is published on the websites of the Company and the Stock Exchange. There have been no changes to such constitutional documents during the year under review.

其他股東查詢連同聯絡資料（包括姓名／名稱、地址、電話號碼及電郵地址）可以書面提交本公司之主要辦事處（地址為香港銅鑼灣告士打道255-257號信和廣場26樓2602室），註明收件人為公司秘書。

股東亦可於本公司股東大會上向董事會作出查詢。

於股東大會提呈建議之程序

本公司歡迎股東提出有關本集團營運、策略及／或管理之建議於股東大會上討論。建議連同聯絡資料（包括姓名、地址、電話號碼及電郵地址）可以書面提交本公司之主要辦事處（地址為香港銅鑼灣告士打道255-257號信和廣場26樓2602室），註明收件人為公司秘書。

提名人士參選董事之程序可於本公司網站閱覽。

董事會可全權酌情考慮有關建議是否合適，以及應否於董事會召開之下次股東大會上提呈股東批准。

與股東通訊及投資者關係

本公司透過多種渠道與其股東及投資者通訊，包括於聯交所及本公司網站刊登中期及年度報告、公布、通函、新聞稿及其他公司通訊及刊物。

本公司之股東大會提供董事會與股東直接溝通之機會。本公司鼓勵彼等藉股東大會積極發言，使股東與董事會會面及交流意見，並於會上行使其投票權。

為加強本公司與股東之溝通，本公司已制訂股東通訊政策，並會作定期檢討，以確保其成效及符合通行監管及其他規定。

本公司組織章程大綱及公司細則之最新綜合版本已於本公司及聯交所網站登載。於回顧年內，該等憲章文件並無任何改動。

The directors present their report and the audited financial statements for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 6 to the financial statements.

RESULTS

The results of the Group for the year ended 31 March 2013 are set out in the consolidated income statement on page 42.

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company at 31 March 2013 are set out in note 43 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 16 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 31 to the financial statements.

DIRECTORS

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

Executive Director:

Mr. Wong King Shiu, Daniel

Non-executive Directors:

Mr. Ma Kwok Hung, Warren

Mr. Chow Siu Ngor

Independent non-executive Directors:

Mr. Wong Hoi Kuen

Mr. Chan Chi Yuen

Mr. Hung Hing Man

In accordance with the Company's bye-law 87(2), Mr. Chow Siu Ngor and Mr. Wong Hoi Kuen will respectively retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事謹此提呈截至二零一三年三月三十一日止年度之報告及經審核財務報表。

主要業務

本公司為投資控股公司，其主要附屬公司之業務載於財務報表附註6。

業績

本集團截至二零一三年三月三十一日止年度之業績載於第42頁之綜合收益表。

主要附屬公司

於二零一三年三月三十一日，本公司各主要附屬公司詳情載於財務報表附註43。

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報表附註16。

股本

本公司年內之股本變動詳情載於財務報表附註31。

董事

於本年度內及截至本報告日期止，本公司之董事如下：

執行董事：

黃景兆先生

非執行董事：

馬國雄先生

鄒小岳先生

獨立非執行董事：

黃海權先生

陳志遠先生

孔慶文先生

根據本公司之公司細則第87(2)條，鄒小岳先生及黃海權先生將分別於應屆股東週年大會上輪值告退，惟彼等合資格並願意膺選連任。

Directors' Report (continued) 董事會報告 (續)

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2013, the interests of the directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long position in ordinary shares of HK\$0.01 each in the Company

Name of Director 董事姓名	Type of interest 權益類別	Number of issued ordinary shares held 所持有 已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本百分比
Wong King Shiu, Daniel 黃景兆	Beneficial owner 實益擁有人	1,200,000	0.03%
Ma Kwok Hung, Warren 馬國雄	Beneficial owner 實益擁有人	3,000,000	0.08%
Chow Siu Ngor 鄒小岳	Beneficial owner 實益擁有人	2,500,000	0.07%
Chan Chi Yuen 陳志遠	Beneficial owner 實益擁有人	2,500,000	0.07%

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as at 31 March 2013.

董事於股份、相關股份及債權證之權益

於二零一三年三月三十一日，本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊所記錄，或根據標準守則已知會本公司及聯交所者，董事及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債權證之權益如下：

於本公司每股面值0.01港元普通股之好倉

除上文披露者外，於二零一三年三月三十一日，董事或彼等之聯繫人士概無於本公司或其任何相聯法團之股份、相關股份及債權證中擁有任何權益或淡倉。

SHARE OPTIONS

On 24 April 2002, the Company adopted a share option scheme (the "2002 Scheme") which, unless otherwise terminated, will remain valid and effective for a period of 10 years from 24 April 2002. At the annual general meeting of the Company held on 22 August 2011, the Company adopted a new share option scheme (the "2011 Scheme") in place of the 2002 Scheme. Upon the 2011 Scheme becoming unconditional and effective on 23 August 2011, the 2002 Scheme was terminated on the same date. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue. Particulars of the Company's share option scheme are set out in note 32 to the financial statements.

284,000,000 share options were granted under the 2011 Scheme during the year and there were no share options outstanding under the 2002 Scheme as at 31 March 2013. The respective movements in share options granted under the 2002 Scheme and under the 2011 Scheme during the year ended 31 March 2013 are shown below:

The 2002 Scheme

Category of participant	Number of options 購股權數目					Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date 緊接各自之行使日期前股份之加權平均收市價
	At 1 April 2012 於二零一二年四月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	At 31 March 2013 於二零一三年三月三十一日				
參與人類別						授出日期	每股行使價 HK\$ 港元	可行使期間	HK\$ 港元
Directors 董事									
Chow Siu Ngor 鄭小岳	2,500,000	–	(2,500,000)	–	–	16/09/2009	0.116	16/09/2009 – 15/09/2012	0.1645
	500,000	–	–	(500,000) (Note 1) (附註1)	–	25/01/2011	0.150	25/01/2011 – 24/01/2013	N/A 不適用

購股權

於二零零二年四月二十四日，本公司採納一項購股權計劃（「二零零二年計劃」），除另行終止外，二零零二年計劃將自二零零二年四月二十四日起持續有效及生效，為期10年。於二零一一年八月二十二日舉行之本公司股東週年大會上，本公司採納一項新購股權計劃（「二零一一年計劃」）以取代二零零二年計劃。於二零一一年計劃在二零一一年八月二十三日成為無條件及生效後，二零零二年計劃於同日已告終止。然而，於二零零二年計劃終止前根據該計劃授出之購股權將持續有效，並可根據其發行條款予以行使。本公司購股權計劃詳情載於財務報表附註32。

年內，本公司根據二零一一年計劃授出284,000,000份購股權，惟於二零一三年三月三十一日概無根據二零零二年計劃尚未行使之購股權。截至二零一三年三月三十一日止年度，分別根據二零零二年計劃及二零一一年計劃已授出購股權之變動列示如下：

二零零二年計劃

Directors' Report (continued)

董事會報告 (續)

SHARE OPTIONS (continued)

The 2002 Scheme (continued)

購股權 (續)

二零零二年計劃 (續)

Category of participant	Number of options					Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date
	At 1 April 2012	Granted during the year	Exercised during the year	Lapsed during the year	At 31 March 2013				
參與人類別	於二零一二年四月一日	年內授出	年內行使	年內失效	於二零一三年三月三十一日	授出日期	每股行使價 HK\$ 港元	可行使期間	緊接各自之行使日期前股份之加權平均收市價 HK\$ 港元
Directors									
董事									
Chan Chi Yuen	2,500,000	–	(2,500,000)	–	–	16/09/2009	0.116	16/09/2009 – 15/09/2012	0.1645
陳志遠									
	500,000	–	–	(500,000)	–	25/01/2011	0.150	25/01/2011 – 24/01/2013	N/A 不適用
				(Note 1) (附註1)					
Other eligible participants	27,000,000	–	–	(27,000,000)	–	16/09/2009	0.116	16/09/2009 – 15/09/2012	N/A 不適用
其他合資格參與人				(Note 1) (附註1)					
	28,000,000	–	–	(28,000,000)	–	25/01/2011	0.150	25/01/2011 – 24/01/2013	N/A 不適用
				(Note 1) (附註1)					
Total	61,000,000	–	(5,000,000)	(56,000,000)	–				
總計									

SHARE OPTIONS (continued)

The 2011 Scheme

購股權 (續)

二零一一年計劃

Category of participant	Number of options 購股權數目					Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date 緊接各自之行使日期前股份之加權平均收市價
	At 1 April 2012 於二零一二年四月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	At 31 March 2013 於二零一三年三月三十一日				
參與人類別						授出日期	每股行使價 HK\$ 港元	可行使期間	HK\$ 港元
Employees 僱員	-	99,000,000	-	-	99,000,000	27/07/2012	0.163	27/07/2012 – 26/07/2014	N/A 不適用
Other eligible participants 其他合資格參與人	-	185,000,000	-	-	185,000,000	27/07/2012	0.163	27/07/2012 – 26/07/2014	N/A 不適用
Total 總計	-	284,000,000 (Note 2) (附註2)	-	-	284,000,000				

Notes:

- The share options were lapsed upon expiry.
- On 27 July 2012, the Company has granted 317,000,000 share options to the certain eligible persons under the 2011 Scheme, 284,000,000 of which were accepted by the grantees thereof.

附註:

- 該等購股權已於到期時失效。
- 於二零一二年七月二十七日，本公司根據二零一一年計劃向若干合資格參與人授出317,000,000份購股權，其中284,000,000份已獲其承授人接納。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事購買股份或債務證券之權利

除上文披露者外，本公司或其任何附屬公司於本年度內均無參與任何安排，致令本公司董事可藉收購本公司或任何其他法人團體之股份或債權證而獲益。

Directors' Report (continued)

董事會報告 (續)

SUBSTANTIAL SHAREHOLDERS

At 31 March 2013, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders, other than a director or chief executive, had notified the Company of relevant interests in the share capital of the Company:

Long position in the ordinary shares of HK\$0.01 each and underlying shares in the Company

Name of shareholder 股東姓名／名稱	Type of interest 權益類別	Number of issued ordinary shares held 所持有已發行 普通股數目	Number of underlying shares held 所持有相關 股份數目	Total 總計	Percentage of the issued share capital of the Company 佔本公司 已發行股本百分比
Chan How Chung, Victor 陳孝聰	Beneficial owner/interest of controlled corporation 實益擁有人／受控法團權益	918,147,585	433,526,011	1,351,673,596 (Note 1) (附註1)	35.58%
Mega Market Assets Limited	Beneficial owner 實益擁有人	665,097,585	433,526,011	1,098,623,596 (Note 2) (附註2)	28.92%

Notes:

- Mr. Chan How Chung, Victor had a personal interest in 157,550,000 shares, and is taken to be interested in (i) 665,097,585 shares and 433,526,011 underlying shares of the Company held by Mega Market Assets Limited; and (ii) 95,500,000 shares held by Kingly Profits Corporation. Kingly Profits Corporation is wholly owned by Smart Ease Corporation, which in turn, is wholly owned by Mr. Chan.
- Mega Market Assets Limited was interested in 665,097,585 shares and 433,526,011 underlying shares of the Company derived from the convertible note in the principal amount of HK\$105,000,000 issued by the Company at an adjusted conversion price of HK\$0.2422 per share. Mega Market Assets Limited is beneficially wholly owned by Mr. Chan How Chung, Victor. These interests have been included in the interests held by Mr. Chan disclosed in this section.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as at 31 March 2013.

主要股東

於二零一三年三月三十一日，按本公司根據證券及期貨條例第336條規定存置之主要股東登記冊所示，下列股東（董事或高級行政人員除外）已知會本公司彼等於本公司股本中之相關權益：

於本公司每股面值0.01港元普通股及相關股份之好倉

Name of shareholder 股東姓名／名稱	Type of interest 權益類別	Number of issued ordinary shares held 所持有已發行 普通股數目	Number of underlying shares held 所持有相關 股份數目	Total 總計	Percentage of the issued share capital of the Company 佔本公司 已發行股本百分比
Chan How Chung, Victor 陳孝聰	Beneficial owner/interest of controlled corporation 實益擁有人／受控法團權益	918,147,585	433,526,011	1,351,673,596 (Note 1) (附註1)	35.58%
Mega Market Assets Limited	Beneficial owner 實益擁有人	665,097,585	433,526,011	1,098,623,596 (Note 2) (附註2)	28.92%

附註：

- 陳孝聰先生於157,550,000股股份中擁有個人權益，並被視為於(i) Mega Market Assets Limited所持有本公司之665,097,585股股份及433,526,011股相關股份中；及(ii) Kingly Profits Corporation所持有之95,500,000股股份中擁有權益。Kingly Profits Corporation由Smart Ease Corporation全資擁有，而Smart Ease Corporation則由陳先生全資擁有。
- Mega Market Assets Limited於本公司之665,097,585股股份及433,526,011股相關股份（根據本公司所發行本金額105,000,000港元之可換股票據按經調整換股價每股0.2422港元而產生）中擁有權益。Mega Market Assets Limited由陳孝聰先生實益全資擁有。該等權益已計入本節所披露由陳先生持有之權益內。

除上文披露者外，於二零一三年三月三十一日，本公司未曾就其股份或相關股份接獲任何其他相關權益或淡倉之通知。

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

On 13 March 2013, Mega Market Assets Limited ("Mega Market"), a substantial shareholder of the Company and beneficially wholly-owned by Mr. Chan How Chung, Victor ("Mr. Chan"), placed 420,000,000 existing ordinary shares of the Company to certain independent third parties, at a price of HK\$0.097 per share (the "Placing") and Mega Market subscribed for 420,000,000 new ordinary shares of the Company at HK\$0.097 per share on 21 March 2013 (the "Top-up Subscription"). Details of which are set out in the Company's announcements dated 13 March 2013 and 21 March 2013 respectively.

By virtue of Mr. Chan being a connected person of the Company, Mega Market as beneficially wholly-owned by Mr. Chan, is also a connected person of the Company. The transactions contemplated under the Placing and the Top-up Subscription constituted exempted connected transactions for the Company under Chapter 14A of the Listing Rules.

In October 2011, the Company issued the 1% unsecured convertible note to Mega Market with principal amount of HK\$105,000,000 in a term of 3 years (the "Convertible Note"). The issue of the Convertible Note and the transactions contemplated thereunder constituted non-exempt connected transaction under Chapter 14A of the Listing Rules. Details of the transactions are set out in the Company's 2012 Annual Report.

Particular of other transactions with related parties of the Group during the year ended 31 March 2013 are set out in note 40 to the financial statements. Those transactions were exempted connected transactions for the Company or did not fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules.

The Directors confirm that the Company has complied with the disclosure requirement in accordance with Chapter 14A of the Listing Rules.

關連交易及關連人士交易

於二零一三年三月十三日，本公司主要股東Mega Market Assets Limited（「Mega Market」，由陳孝聰先生（「陳先生」）實益全資擁有）按每股0.097港元之價格向若干獨立第三方配售420,000,000股本公司現有普通股（「配售事項」），而Mega Market於二零一三年三月二十一日按每股0.097港元之價格認購420,000,000股本公司新普通股（「補足認購事項」）。有關詳情載於本公司日期分別為二零一三年三月十三日及二零一三年三月二十一日之公布。

由於陳先生為本公司之關連人士，而Mega Market由陳先生實益全資擁有，故Mega Market亦為本公司之關連人士。根據上市規則第14A章，根據配售事項及補足認購事項擬進行之交易構成本公司之獲豁免關連交易。

於二零一一年十月，本公司向Mega Market發行本金額為105,000,000港元之三年期1%無抵押可換股票據（「可換股票據」）。發行可換股票據及據此擬進行之交易構成上市規則第14A章之不獲豁免關連交易。交易詳情載於本公司之二零一二年年報內。

截至二零一三年三月三十一日止年度與本集團關連人士進行之其他交易詳情載於財務報表附註40。該等交易為本公司之獲豁免關連交易，或並不屬於上市規則第14A章定義之「關連交易」或「持續關連交易」。

董事確認本公司已遵守上市規則第14A章之披露規定作出披露。

Directors' Report (continued)

董事會報告 (續)

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election and re-appointment at the forthcoming annual general meeting has an unexpired service contract, which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Apart from the transactions as disclosed in note 40 to the financial statements, no other contracts of significance to which the Company or any of its 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.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers were less than 64% of the Group's turnover for the year. Purchases from the Group's five largest suppliers accounted for approximately 78% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 28%.

None of the directors, or any of their associates or any other shareholders, which, to the best knowledge of the directors, owns more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest suppliers during the year.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their merit, qualifications and competence. The emoluments of the directors of the Company are decided by the Board, as authorized by the shareholders at the annual general meeting, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of which are set out in note 32 to the financial statements.

董事之服務合約

擬於應屆股東週年大會上重選及續任之董事概無與本公司或其任何附屬公司訂立如不作出賠償（一般法定賠償除外）則不能於一年內終止之未屆滿服務合約。

董事之重大合約權益

除財務報表附註40所披露之交易外，於本年度結束時或本年度內任何時間，本公司各董事概無於本公司或其任何附屬公司當時生效之其他重要合約中直接或間接擁有重大權益。

主要客戶及供應商

於本年度，本集團五大客戶所佔營業額合共少於本集團本年度營業額64%。從本集團五大供應商之採購額佔本年度總採購額之約78%，而其中從最大供應商之採購額佔約28%。

年內，董事或彼等各自之任何聯繫人士或任何其他股東（就董事所深知擁有本公司已發行股本5%以上者）概無於本集團之五大供應商中擁有任何實益權益。

購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

薪酬政策

本集團僱員之薪酬政策乃由董事會按僱員之功績、資歷及才能制定。本公司董事之薪酬，乃由董事會按股東於股東週年大會所授權，經計及本集團營運業績、個人表現及可資比較市場數據後決定。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵，詳情載於財務報表附註32。

Directors' Report (continued) 董事會報告 (續)

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE

The Company is committed to maintain a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 19 to 30.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2013.

AUDITOR

Ting Ho Kwan & Chan retire and being eligible, offer themselves for re-appointment. A resolution for re-appointment of Ting Ho Kwan & Chan as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wong King Shiu, Daniel
Executive Director

Hong Kong, 21 June 2013

優先購買權

本公司之公司細則或百慕達法例均無有關優先購買權之條文，規定本公司須向現有股東按比例提呈發售新股份。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司採納之企業管治常規之資料載於第19至第30頁之企業管治報告內。

充足公眾持股量

本公司於截至二零一三年三月三十一日止年度一直維持充足公眾持股量。

核數師

丁何關陳會計師行告退，並合資格且願意膺選連任。應屆股東週年大會上將提呈一項決議案續聘丁何關陳會計師行為本公司核數師。

代表董事會

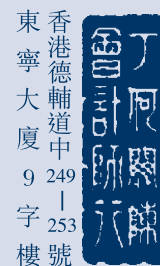
執行董事
黃景兆

香港，二零一三年六月二十一日

Independent Auditor's Report 獨立核數師報告

TING HO KWAN & CHAN CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)

9th Floor, Tung Ning Building
249-253 Des Voeux Road Central
Hong Kong



TO THE MEMBERS OF CHINA GAMMA GROUP LIMITED (incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Gamma Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 42 to 155, which comprise the consolidated and the Company balance sheets as at 31 March 2013, and the consolidated income statement, 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 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 Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致中國伽瑪集團有限公司股東 (於百慕達註冊成立之有限公司)

本核數師已完成審核中國伽瑪集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第42至第155頁之綜合財務報表,包括於二零一三年三月三十一日之綜合及貴公司資產負債表、截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及重大會計政策概要及其他說明資料。

董事就財務報表須承擔之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製該等真實兼公平之綜合財務報表,並對董事釐定就編製並無重大錯誤陳述(無論因欺詐或錯誤而導致)之綜合財務報表而言屬必要之內部監控負責。

核數師之責任

我們之責任為根據我們對該等綜合財務報表之審核作出意見,並按照百慕達一九八一年公司法第90條之規定,僅向整體股東報告。除此以外,我們之報告不可用作其他用途。我們概不就本報告之內容,對任何其他人士負責或承擔法律責任。我們已按照香港會計師公會頒佈之香港審計準則進行審核工作。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有重大錯誤陳述。

Independent Auditor's Report (continued) 獨立核數師報告（續）

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 loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ting Ho Kwan & Chan

Certified Public Accountants (Practising)

Hong Kong, 21 June 2013

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估因欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製真實而公平之綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對公司之內部監控之成效發表意見。審核亦包括評價董事所採用之會計政策的合適性及所作出之會計估算的合理性，以及評價綜合財務報表之整體呈列方式。

我們相信，我們所獲得之審核憑證充足及適當地為我們之審核意見提供基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一三年三月三十一日之財務狀況及 貴集團於截至該日止年度之虧損及現金流量狀況，並已遵照香港公司條例之披露規定妥善編製。

執業會計師

丁何關陳會計師行

香港，二零一三年六月二十一日

Consolidated Income Statement

綜合收益表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

			As restated 經重列	
			2013 二零一三年	2012 二零一二年
			HK\$'000 千港元	HK\$'000 千港元
		NOTES 附註		
Turnover	營業額	7	48,523	26,726
Other revenue and gains, net	其他收入及收益，淨額	7	8,644	22,590
			<u>57,167</u>	<u>49,316</u>
Cost of sales	銷售成本	9	(52,329)	(30,957)
Impairment loss on intangible asset	無形資產之減值虧損	19	(82,346)	–
Administrative expenses	行政費用		<u>(91,054)</u>	<u>(69,609)</u>
Loss from operations	營運虧損		(168,562)	(51,250)
Finance costs	融資成本	8	<u>(48,289)</u>	<u>(14,232)</u>
Loss before taxation	除稅前虧損	9	(216,851)	(65,482)
Taxation	稅項	11	<u>2,409</u>	<u>958</u>
Loss for the year	本年度虧損		<u><u>(214,442)</u></u>	<u><u>(64,524)</u></u>
Loss attributable to:	以下人士應佔虧損：			
Equity shareholders of the Company	本公司權益股東	12	(143,475)	(56,198)
Non-controlling interests	非控股權益		<u>(70,967)</u>	<u>(8,326)</u>
			<u><u>(214,442)</u></u>	<u><u>(64,524)</u></u>
Loss per share for loss attributable to equity shareholders of the Company	本公司權益股東應佔虧損之每股虧損	14		
Basic and diluted	基本及攤薄		<u><u>(4.23) cents</u></u> 仙	<u><u>(1.76) cents</u></u> 仙

The notes on pages 50 to 155 are an integral part of these consolidated financial statements.

載於第50至第155頁之附註為此等綜合財務報表之一部份。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	NOTES 附註			
Loss for the year	本年度虧損		(214,442)	(64,524)
Other comprehensive (expense)/income:	其他全面(支出)/收益:			
Exchange differences – net movement in exchange reserve	匯兌差額－匯兌儲備淨變動	13	(604)	3,204
Total comprehensive expense for the year	本年度全面支出總額		<u>(215,046)</u>	<u>(61,320)</u>
Attributable to:	以下人士應佔:			
Equity shareholders of the Company	本公司權益股東		(144,374)	(52,709)
Non-controlling interests	非控股權益		<u>(70,672)</u>	<u>(8,611)</u>
Total comprehensive expense for the year	本年度全面支出總額		<u>(215,046)</u>	<u>(61,320)</u>

The notes on pages 50 to 155 are an integral part of these consolidated financial statements.

載於第50至第155頁之附註為此等綜合財務報表之一部份。

Consolidated Balance Sheet

綜合資產負債表

At 31 March 2013 於二零一三年三月三十一日

			2013 二零一三年	2012 二零一二年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	26,875	141,156
Land use rights	土地使用權	17	11,711	17,627
Goodwill	商譽	18	23,592	195,129
Intangible asset	無形資產	19	–	533,785
			62,178	887,697
Current Assets	流動資產			
Inventories	存貨	21	–	44,599
Properties under development	發展中物業	22	–	43,777
Trade and other receivables	應收貿易及其他賬項	23	57,333	42,645
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	24	38,845	39,606
Cash and cash equivalents	現金及現金等額項目	25	56,437	18,774
			152,615	189,401
Assets classified as held for sale	分類為持作出售之資產	15	735,204	–
			887,819	189,401
Current Liabilities	流動負債			
Trade and other payables	應付貿易及其他賬項	26	37,405	165,134
Bank and other borrowings	銀行及其他借貸	28	–	9,864
			37,405	174,998
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售之 資產直接相關之負債	15	538,063	–
			575,468	174,998
Net Current Assets	流動資產淨值		312,351	14,403

Consolidated Balance Sheet (continued)

綜合資產負債表（續）

At 31 March 2013 於二零一三年三月三十一日

			2013 二零一三年	2012 二零一二年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Non-Current Liabilities	非流動負債			
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	27	21,162	20,330
Bank and other borrowings	銀行及其他借貸	28	66,667	424,850
Convertible note	可換股票據	29	94,823	88,848
Deferred taxation	遞延稅項	30	1,323	7,659
			<u>183,975</u>	<u>541,687</u>
Net Assets	資產淨值		<u><u>190,554</u></u>	<u><u>360,413</u></u>
EQUITY	權益			
Capital and reserves attributable to the equity shareholders of the Company:	本公司權益股東應佔資本及儲備：			
Share capital	股本	31	37,987	33,737
Reserves	儲備		<u>(26,037)</u>	<u>77,400</u>
			<u>11,950</u>	<u>111,137</u>
Non-controlling interests	非控股權益		<u>178,604</u>	<u>249,276</u>
Total Equity	權益總額		<u><u>190,554</u></u>	<u><u>360,413</u></u>

The financial statements on pages 42 to 155 were approved and authorised for issue by the Board of Directors on 21 June 2013 and are signed on its behalf by:

董事會已於二零一三年六月二十一日批准及授權刊發第42至第155頁之財務報表，並由以下人士代表董事會簽核：

Wong King Shiu, Daniel
黃景兆
DIRECTOR
董事

Ma Kwok Hung, Warren
馬國雄
DIRECTOR
董事

The notes on pages 50 to 155 are an integral part of these consolidated financial statements.

載於第50至第155頁之附註為此等綜合財務報表之一部份。

Balance Sheet

資產負債表

At 31 March 2013 於二零一三年三月三十一日

		NOTES 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	104	139
Investments in subsidiaries	於附屬公司之投資	20	68,868	250,925
			<u>68,972</u>	<u>251,064</u>
Current Assets	流動資產			
Other receivables	其他應收賬項	23	111	72
Cash and cash equivalents	現金及現金等額項目	25	53,212	6,611
			<u>53,323</u>	<u>6,683</u>
Current Liabilities	流動負債			
Other payables	其他應付賬項	26	6,626	8,348
			<u>46,697</u>	<u>(1,665)</u>
Net Current Assets (Liabilities)	流動資產(負債)淨值			
Non-current Liabilities	非流動負債			
Amounts due to subsidiaries	應付附屬公司款項	20	–	55,277
Convertible note	可換股票據	29	94,823	88,848
			<u>94,823</u>	<u>144,125</u>
Net Assets	資產淨值		<u>20,846</u>	<u>105,274</u>
Capital and Reserves	資本及儲備			
Share capital	股本	31	37,987	33,737
Reserves	儲備	33	(17,141)	71,537
			<u>20,846</u>	<u>105,274</u>
Total Equity	權益總額		<u>20,846</u>	<u>105,274</u>

Wong King Shiu, Daniel
黃景兆
DIRECTOR
董事

Ma Kwok Hung, Warren
馬國雄
DIRECTOR
董事

The notes on pages 50 to 155 are an integral part of these financial statements.

載於第50至第155頁之附註為此等財務報表之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔										Non-controlling interests		Total
		Share capital	Share premium account	Capital redemption reserve	Convertible note reserve	Share options reserve	Exchange reserve	Special reserve	Contributed surplus	Accumulated losses	Total			
		股本	溢價賬	資本贖回儲備	可換股票據儲備	購股權儲備	匯兌儲備	特別儲備	應入盈餘	累計虧損	總額	非控股權益		總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2011	於二零一一年四月一日之結餘	29,557	605,539	13,878	-	11,156	6,625	78,176	684,966	(1,329,591)	100,306	4,836		105,142
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(56,198)	(56,198)	(8,326)		(64,524)
Other comprehensive income	其他全面收益	-	-	-	-	-	3,489	-	-	-	3,489	(285)		3,204
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	253,051		253,051
Exercise of share options	行使購股權	4,180	50,558	-	-	(9,550)	-	-	-	-	45,188	-		45,188
Convertible note – equity component, net of transaction costs	可換股票據—權益部份，扣除交易成本	-	-	-	18,352	-	-	-	-	-	18,352	-		18,352
Balance at 31 March 2012 and 1 April 2012	於二零一二年三月三十一日及二零一二年四月一日之結餘	33,737	656,097	13,878	18,352	1,606	10,114	78,176	684,966	(1,385,789)	111,137	249,276		360,413
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(143,475)	(143,475)	(70,967)		(214,442)
Other comprehensive expense	其他全面支出	-	-	-	-	-	(899)	-	-	-	(899)	295		(604)
Issue of shares	發行股份	4,200	35,875	-	-	-	-	-	-	-	40,075	-		40,075
Share options granted	授出購股權	-	-	-	-	4,532	-	-	-	-	4,532	-		4,532
Exercise of share options	行使購股權	50	664	-	-	(134)	-	-	-	-	580	-		580
Transfer on lapse of share options	購股權失效時轉撥	-	-	-	-	(1,472)	-	-	-	1,472	-	-		-
Balance at 31 March 2013	於二零一三年三月三十一日之結餘	37,987	692,636	13,878	18,352	4,532	9,215	78,176	684,966	(1,527,792)	11,950	178,604		190,554

The notes on pages 50 to 155 are an integral part of these consolidated financial statements.

載於第50至第155頁之附註為此等綜合財務報表之一部份。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

			As restated	
			經重列	
		2013	2012	
		二零一三年	二零一二年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		NOTES		
		附註		
OPERATING ACTIVITIES	經營活動			
Loss from operations	營運虧損		(168,562)	(51,250)
Adjustments for:	經下列項目調整：			
Interest income	利息收入	7	(34)	(27)
Dividend income	股息收入	7	(782)	(249)
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備折舊及攤銷	9	13,146	6,147
Amortisation of land use rights	土地使用權攤銷	9	598	508
Amortisation of intangible asset	無形資產攤銷	9	50,364	13,537
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	9	-	1
Impairment loss on intangible asset	無形資產之減值虧損		82,346	-
Gain on disposal of subsidiaries	出售附屬公司收益	7	(1,656)	-
Net unrealised losses (gains) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損（收益）淨額	7	6,201	(9,486)
Share-based payment	以股份為基礎之付款		4,532	-
Exchange differences	匯兌差額		(534)	(1,136)
Operating cash outflows before movements in working capital	營運資金變動前之經營現金流出		(14,381)	(41,955)
Decrease/(increase) in inventories	存貨減少／（增加）		7,743	(12,795)
(Increase)/decrease in trade and other receivables	應收貿易及其他賬項（增加）／減少		(30,976)	5,190
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加		(5,440)	(24,598)
Decrease in properties held for sale	持作出售物業減少		9,021	24,717
Decrease in trade and other payables	應付貿易及其他賬項減少		(30)	(49,716)
Cash used in operation	經營活動所用現金		(34,063)	(99,157)
PRC tax paid	已付中國稅項		(1,038)	(1,976)
Net cash used in operating activities	經營活動所用現金淨額		(35,101)	(101,133)

Consolidated Statement of Cash Flows (continued)

綜合現金流量表（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

			2013 二零一三年 HK\$'000 千港元	As restated 經重列 2012 二零一二年 HK\$'000 千港元
	NOTES 附註			
INVESTING ACTIVITIES	投資活動			
Interest received	已收利息	7	34	27
Dividend received	股息收入	7	782	249
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	16	(10,671)	(5,176)
Acquisition of subsidiaries	收購附屬公司	34	–	(468,478)
Addition of properties under development	添置發展中物業	22	(25)	(276)
Proceeds from disposal of subsidiaries	出售附屬公司之所得款項	35	42,837	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		–	268
Net cash generated from/ (used in) investing activities	投資活動所得／（所用）現金淨額		32,957	(473,386)
FINANCING ACTIVITIES	融資活動			
Proceeds on exercise of share options	行使購股權之所得款項		580	45,188
New other borrowings raised	新增其他借貸		–	424,850
Net proceeds from issue of convertible note	發行可換股票據之所得款項淨額		–	104,630
Proceeds on issue of shares	發行股份之所得款項		40,075	–
Advance from/(repayment to) a non-controlling shareholder of a subsidiary	來自／（償還）附屬公司非控股股東墊款		832	(497)
New bank borrowing raised	新增銀行借貸		9,877	–
Repayment of bank borrowing	償還銀行借貸		(9,876)	–
Interest paid	已付利息		(1,490)	(1,067)
Net cash generated from financing activities	融資活動所得現金淨額		39,998	573,104
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等額項目增加／（減少）淨額		37,854	(1,415)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等額項目		18,774	19,757
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響		10	432
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等額項目	25	56,638	18,774

The notes on pages 50 to 155 are an integral part of these consolidated financial statements.

載於第50至第155頁之附註為此等綜合財務報表之一部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

1. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The registered office of the Company is located at Clarendon House, Church Street, Hamilton HM11, Bermuda. The principal place of business of the Group is located at Suite 2602, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong. The principal activities of its principal subsidiaries are set out in Note 43.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), which also include Hong Kong Accounting Standards ("HKAS") and Interpretations ("Int") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 5.

1. 一般資料

本公司乃於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司，註冊辦事處位於 Clarendon House, Church Street, Hamilton HM11, Bermuda。本集團主要營業地點位於香港銅鑼灣告士打道255-257號信和廣場26樓2602室。其主要附屬公司之主要業務列載於附註43。

2. 財務報表編製基準

本集團之綜合財務報表乃按照由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，亦包括香港會計準則（「香港會計準則」）及詮釋（「詮釋」）、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表亦符合聯交所證券上市規則（「上市規則」）之適用披露規定。除若干金融資產乃按公平值入賬外，此等綜合財務報表均已按歷史成本法予以編製。

於編製符合香港財務報告準則之財務報表時需要使用若干關鍵會計估計，同時，管理層亦需要於應用本集團會計政策之過程中運用其判斷力。涉及較高程度之判斷或複雜性之範疇或涉及對綜合財務報表屬重大假設及估計之範疇在附註5內作出披露。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

The HKICPA has issued certain new and revised HKFRS that are first effective for the current accounting period of the Group as follows:

Amendments to HKFRS 7	Financial instruments: Disclosures – Transfers of financial assets
Amendments to HKAS 12	Income taxes – Deferred tax: Recovery of underlying assets

Note 4 summarise the accounting policies of the Group. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

Amendments to HKFRS 7, Financial instruments: Disclosures

The amendments to HKFRS 7 require certain disclosures to be included in the financial statements in respect of transferred financial assets that are not derecognised in their entirety and for any continuing involvement in transferred financial assets that are derecognised in their entirety, irrespective of when the related transfer transaction occurred. However, an entity need not provide the disclosures for the comparative period in the first year of adoption. The Group did not have any significant transfers of financial assets in previous periods or the current period which require disclosure in the current accounting period under the amendments.

Amendments to HKAS 12, Income taxes

Under HKAS 12 deferred tax is required to be measured with reference to the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of the asset(s) in question. In this regard, the amendments to HKAS 12 introduced a rebuttable presumption that the carrying amount of investment property carried at fair value under HKAS 40, Investment Property, will be recovered through sale. This presumption is rebutted on a property-by-property basis if the investment property in question is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The amendment has had no material impact on the Group's financial statements.

2. 財務報表編製基準(續)

香港會計師公會已頒佈若干於本集團本會計期間首次生效之新訂及經修訂之香港財務報告準則：

香港財務報告準則 第7號之修訂	金融工具：披露－轉讓金融 資產
香港會計準則 第12號之修訂	所得稅－遞延稅項：收回 相關資產

附註4概述本集團之會計政策。本集團並無應用於本會計期間仍未生效之任何新準則或詮釋。

香港財務報告準則第7號之修訂「金融工具：披露」

香港財務報告準則第7號之修訂規定於財務報表內載列就並非全數終止確認之已轉讓金融資產，以及就任何持續參與並已全數終止確認之已轉讓金融資產不論相關轉讓交易發生之時間所作之若干披露資料。然而，實體於採納首年無需就比較期間作出披露。本集團於過往期間或本期間概無任何重大金融資產轉讓，而須根據修訂於本會計期間內披露。

香港會計準則第12號之修訂「所得稅」

根據香港會計準則第12號，遞延稅項須參照實體預期收回相關資產賬面值之方式所產生之稅務後果計量。就此，香港會計準則第12號之修訂引入可推翻前設，即根據香港會計準則第40號「投資物業」按公平值列賬之投資物業之賬面值將透過出售收回。倘相關投資物業屬可折舊，且以隨時間將投資物業之絕大部分經濟利益消耗（而非透過出售）為目的之業務模式持有，則此前設可按逐項物業基準推翻。修訂對本集團之財務報表並無重大影響。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2013

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2013 and which have not been early adopted in these financial statements.

3. 截至二零一三年三月三十一日止年度已頒佈但未生效之修訂、新準則及詮釋之可能影響

截至此等財務報表刊發日期，香港會計師公會已頒佈若干修訂、新準則及詮釋，惟於截至二零一三年三月三十一日止年度尚未生效，且並未提早於此等財務報表內採納。

		Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Annual improvements to HKFRSs 2009-2011 Cycle	香港財務報告準則之年度改進 二零零九年至二零一一年週期	1 January 2013 二零一三年一月一日
Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income	香港會計準則第1號之修訂「財務報表之呈列－其他全面收益項目之呈列」	1 July 2012 二零一二年七月一日
Amendments to HKAS 32, Financial instruments: Presentation – Offsetting financial assets and financial liabilities	香港會計準則第32號之修訂「金融工具：呈列－抵銷金融資產及金融負債」	1 January 2014 二零一四年一月一日
Amendments to HKFRS 7, Financial instruments: Disclosures – Offsetting financial assets and financial liabilities	香港財務報告準則第7號之修訂「金融工具：披露－抵銷金融資產及金融負債」	1 January 2013 二零一三年一月一日
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12, Consolidated financial statements, Joint arrangements and Disclosure of interests in other entities: Transition guidance	香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂「綜合財務報表、聯合安排及披露於其他實體之權益：過渡性指引」	1 January 2013 二零一三年一月一日
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011), Investment entities	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（二零一一年）之修訂「投資實體」	1 January 2014 二零一四年一月一日
Amendments to HKFRS 9 and HKFRS 7, Mandatory effective date of HKFRS 9 and Transition disclosures	香港財務報告準則第9號及香港財務報告準則第7號之修訂「香港財務報告準則第9號之強制生效日期及過渡性披露」	1 January 2015 二零一五年一月一日
HKAS 19 (2011), Employee benefits	香港會計準則第19號（二零一一年）「僱員福利」	1 January 2013 二零一三年一月一日
HKAS 27 (2011), Separate financial statements	香港會計準則第27號（二零一一年）「獨立財務報表」	1 January 2013 二零一三年一月一日
HKAS 28 (2011), Investments in associates and joint ventures	香港會計準則第28號（二零一一年）「於聯營公司及合營企業之投資」	1 January 2013 二零一三年一月一日
HKFRS 9, Financial instruments	香港財務報告準則第9號「金融工具」	1 January 2015 二零一五年一月一日
HKFRS 10, Consolidated financial statements	香港財務報告準則第10號「綜合財務報表」	1 January 2013 二零一三年一月一日
HKFRS 11, Joint arrangements	香港財務報告準則第11號「聯合安排」	1 January 2013 二零一三年一月一日
HKFRS 12, Disclosure of interests in other entities	香港財務報告準則第12號「披露於其他實體之權益」	1 January 2013 二零一三年一月一日
HKFRS 13, Fair value measurement	香港財務報告準則第13號「公平值計量」	1 January 2013 二零一三年一月一日
HK(IFRIC) – Int 20, Stripping costs in the production phase of a surface mine	香港（國際財務報告詮釋委員會）－詮釋第20號「露天礦場生產階段之剝採成本」	1 January 2013 二零一三年一月一日

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2013 (continued)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted are set out below:

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

(b) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. Controls exist when the Group 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 presently are exercisable are taken into account.

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

3. 截至二零一三年三月三十一日止年度已頒佈但未生效之修訂、新準則及詮釋之可能影響（續）

本集團正評估該等修訂、新準則及新詮釋預期對首次應用期間所產生之影響，而迄今為止，結論為有關採納將不大可能對本集團之經營業績及財務狀況產生重大影響。

4. 主要會計政策概要

所採用之主要會計政策列載於下文：

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司每年截至三月三十一日止之財務報表。

於本年度內所收購或出售之附屬公司業績，在列入綜合收益表時乃分別由收購之生效日期起計或計算至出售之生效日期（視乎適用情況而定）。

(b) 附屬公司及非控股權益

附屬公司為由本集團控制之實體。控制權指本集團有掌控實體之財務及經營政策以便從其活動中獲得利益之權力。評估控制權時會計及當前可予行使之潛在投票權。

於附屬公司之投資自擁有控制權當日起綜合計入綜合財務報表，直至控制權終止當日為止。集團內公司間之結餘及交易以及集團內公司間的交易所產生之任何未變現溢利於編製綜合財務報表時悉數抵銷。集團內公司間的交易所產生之未變現虧損乃按與未變現收益相同之方式抵銷，惟僅以無減值證據者為限。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet in accordance with Note 4(o) or 4(p) depending on the nature of the liability.

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

4. 主要會計政策概要（續）

(b) 附屬公司及非控股權益（續）

非控股權益指附屬公司中並非直接或間接歸屬於本公司之權益，而本集團未有就此與該等權益之持有人協定任何附加條款，致令本集團整體上對該等權益產生符合金融負債定義之合約義務。就各項業務合併而言，本集團可選擇以公平值或以其按比例攤佔之附屬公司可識別淨資產計量任何非控股權益。

非控股權益會在綜合資產負債表之權益項目中，與本公司權益股東之應佔權益分開呈列。本集團業績中之非控股權益則會於綜合收益表及綜合全面收益表中列作非控股權益與本公司權益股東之間的年內損益總額及全面收益總額分配。非控股權益持有人的貸款及對該等持有人的其他合約義務乃根據附註4(o)或4(p)視乎負債性質而於綜合資產負債表內呈列為金融負債。

若不會導致失去控制權，則本集團於附屬公司之權益變動入賬列作股本交易，據此在綜合權益內調整控股及非控股權益之金額以反映相關權益變動，但不會調整商譽，亦不確認盈虧。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 4(h)) or, when appropriate, the cost on initial recognition of an investment in an associate or jointly controlled entity.

In the Company's balance sheet, investments in subsidiaries are stated at cost less impairment losses (see Note 4(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). The results of the subsidiaries are accounted for by the Company on the basis of dividend received and receivables.

(c) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

4. 主要會計政策概要（續）

(b) 附屬公司及非控股權益（續）

若本集團失去附屬公司之控制權，則入賬列作出售於該附屬公司之全部權益，而有關盈虧於損益內確認。於失去控制權當日在該前附屬公司保留之任何權益乃按公平值確認，而該金額被視為初步確認金融資產時之公平值（見附註4(h)）或初步確認於聯營公司或共同控制實體之投資時之成本（視乎適用情況而定）。

於本公司之資產負債表內，於附屬公司之投資乃按成本扣除減值虧損（見附註4(l)）列賬，除非投資分類為持作出售（或計入分類為持作出售之出售組別內）。附屬公司之業績乃由本公司按已收及應收股息之基準列賬。

(c) 商譽

商譽指

- (i) 已轉讓代價之公平值、於被收購方之任何非控股權益數額及本集團於被收購方先前所持股權之公平值總和；超過
- (ii) 被收購方之可識別資產及負債於收購日期計量之公平淨值的部分。

若(ii)高於(i)，則該超出部分隨即於損益內確認為廉價購買之收益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill (continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 4(l)).

On disposal of a cash-generating unit during the year, any attributable amount of the purchased goodwill is included in the calculation of profit or loss on disposal.

(d) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the cost of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses. Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated in the balance sheet at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Technical know-how for separation of rare resources concentrates is amortised from the date it is available for use and its estimated useful life is 10 years.

Both the period and method of amortisation are reviewed annually.

4. 主要會計政策概要（續）

(c) 商譽（續）

商譽乃按成本減累計減值虧損列賬。因業務合併而產生之商譽被分配至預期將從因合併業務而產生協同效果中獲利之各個現金產生單位（或其組別），且每年會進行減值測試（見附註4(l)）。

年內出售現金產生單位時，所購入商譽之任何應佔金額會於出售時用於計算有關損益。

(d) 無形資產（商譽除外）

研究活動之費用於其產生期間內確認為開支。倘若產品或程序在技術上及商業上可行，且本集團有足夠之資源及意願完成開發，則開發活動之費用會予以資本化。資本化之費用包括材料成本、直接勞工成本以及適當比例之間接成本及借貸成本（視乎適用情況而定）。資本化開發成本按成本減累計攤銷及減值虧損列賬。其他開發費用於其產生期間內確認為開支。

本集團收購之其他無形資產乃於資產負債表內按成本減累計攤銷（倘估計可使用年期為有限）及減值虧損列賬。內部產生之商譽及品牌之費用於其產生期間確認為開支。

可使用年期有限的無形資產之攤銷於有關資產之估計可使用年期內按直線法於損益扣除。分離稀有資源精礦之專門技術乃自其可使用日期起攤銷，而其估計可使用年期為十年。

攤銷期間及方法均會每年檢討。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and amortisation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their residual value, if any, on a straight-line basis over their estimated useful lives as follows:

Leasehold buildings	20 years
Leasehold land and buildings	30 years
Leasehold improvements	2 years
Plant and machinery	3 – 20 years
Motor vehicles	4 – 8 years
Furniture and fixtures	3 – 10 years

Construction in progress represents buildings, structures, plant and machinery and other fixed assets under construction or installation and is stated at cost less any accumulated impairment losses, and is not depreciated. Cost comprises direct costs of construction, installation and testing as well as capitalised borrowing costs on related borrowed funds during the period of construction or installation. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

4. 主要會計政策概要（續）

(e) 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及攤銷以及任何累計減值虧損列賬。歷史成本包括收購該等項目之直接應佔費用。成本亦可能包括由權益中轉撥有關以外幣購買物業、廠房及設備的合資格現金流量對沖所產生之任何盈虧。

隨後的成本只有在與該項目有關之未來經濟利益有可能流入本集團，而該項目之成本能可靠地計量時，才包括在資產之賬面值或確認為獨立資產（視乎適用情況而定）。所有其他維修及保養於其產生之財務期間在損益支銷。

物業、廠房及設備項目之折舊乃按以直線法在以下估計可使用年期內撇銷其成本減其殘值（如有）計算：

租賃樓宇	20年
租賃土地及樓宇	30年
租賃物業裝修	2年
廠房及機器	3至20年
汽車	4至8年
傢俬及裝置	3至10年

在建工程乃指興建或裝設中之樓宇、建築物、廠房及機器以及其他固定資產，以成本扣除任何累計減值虧損列賬，而不予折舊。成本包括興建、裝設及測試之直接成本，以及於興建或裝設期間有關借入資金之資本化借貸成本。在建工程於完成及可供使用時重新分類至物業、廠房及設備之適當類別或投資物業。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

The assets' residual values (if any) and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the item, is included in profit or loss in the period the item is derecognised.

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

(f) Land use rights

Land use rights are lump sum upfront payments to acquire long-term interest in lessee-occupied properties. Land use rights relating to buildings of the Group are stated at cost and are amortised over the period of the lease on the straight-line basis to profit or loss.

(g) Leases

(i) Operating lease (both as the lessee or the lessor)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Where the Group is the lessee, payments made under operating leases (net of any incentives received from the lessor) are expensed in profit or loss on a straight-line basis over the period of the lease. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to profit or loss on a straight-line basis over the lease period.

4. 主要會計政策概要（續）

(e) 物業、廠房及設備（續）

資產之殘值（如有）及可使用年期在每個結算日進行檢討，及在適當時調整。物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。於終止確認該資產時產生之任何盈虧（以出售所得款項淨額與該項目之賬面值之差額計算）乃計入於該項目終止確認期間之損益內。

若資產之賬面值高於其估計可收回金額，其賬面值即時撇減至其可收回金額。

(f) 土地使用權

土地使用權指於購入由承租人佔用之物業的長期權益時須先付之數額。與本集團樓宇有關之土地使用權均以成本列賬，並於租賃期內按直線法在損益攤銷。

(g) 租賃

(i) 經營租賃（作為承租人或出租人）

經營租賃是指擁有資產之風險及回報絕大部分由出租人保留之租賃。倘本集團為承租人，則經營租賃項下之付款（扣除自出租人收取之任何獎勵金後）於租賃期內按直線法在損益支銷。倘本集團為出租人，則本集團按經營租賃出租的資產會列入非流動資產，按經營租賃出租資產產生之應收租金於租賃期內按直線法計入損益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Leases (continued)

(ii) Finance lease (as the lessee)

Leases of assets where the Group has substantially obtained all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in current and non-current obligation under a finance lease. The interest element of the finance cost is recognised in profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The investment properties acquired under finance leases are carried at their fair value, while the property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful lives of the assets or the lease terms.

(h) Financial assets

Regular purchases and sales of financial assets are recognised on the trade date when the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. At each balance sheet date, the Group assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired, such as a significant or prolonged decline in the fair value of an investment in an equity investment below its costs. Financial assets other than investments in subsidiaries, associates and jointly controlled entities are further categorised into the following classifications for the measurement after initial recognition.

4. 主要會計政策概要（續）

(g) 租賃（續）

(ii) 融資租賃（作為承租人）

擁有資產之絕大部分風險及回報由本集團承擔之租賃均被分類為融資租賃。融資租賃之價值乃在租賃開始時按租賃物業之公平值與最低租賃付款之現值的較低者資本化。每期租賃付款均分攤為負債及融資費用，以藉此制定對融資餘額之固定息率。相應之租賃責任（扣除融資費用）會計入流動及非流動融資租賃義務。融資成本之利息部分於租賃期內在損益確認，以藉此制定每個期間對負債餘額之固定息率。以融資租賃方式購入之投資物業根據其公平值列賬；而以融資租賃方式購入之物業、廠房及設備則根據其可使用年期或租賃期（以較短者為準）予以折舊。

(h) 金融資產

倘本集團承諾購買或出售資產，則正常購買及銷售金融資產需於交易日確認。所有並非按公平值計入損益之金融資產投資初步按公平值加交易成本確認。於每個結算日，本集團評估是否有任何客觀證據顯示金融資產或金融資產組別減值，例如股本投資公平值大幅或長期下跌至低於其成本。附屬公司、聯營公司及共同控制實體投資以外之金融資產於初步確認後進一步分類為下列類別以作計量。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets (continued)

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

Investments in securities held for trading are classified as financial assets at fair value through profit or loss included in current assets and are stated in the balance sheet at fair value. A financial asset is classified in this category, if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Any attributable transaction costs and gain or loss on the fair value changes of financial assets at fair value through profit or loss are recognised in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are subsequently carried at amortised cost using the effective interest method. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets. The Group's loans and receivables comprise "Trade and other receivables" and "Cash and cash equivalents" in the consolidated balance sheet.

(i) Inventories

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes the acquisition cost, architect's fees and other direct costs attributable to such properties.

4. 主要會計政策概要（續）

(h) 金融資產（續）

(i) 按公平值計入損益之金融資產

持作買賣證券投資分類為流動資產項下按公平值計入損益之金融資產，並按公平值於資產負債表列賬。收購目的主要為於短期內出售之金融資產均歸入此類別。除非指定作對沖用途，否則衍生工具亦分類為持作買賣。按公平值計入損益之金融資產之任何應佔交易成本及公平值變動之盈虧於損益內確認。

(ii) 貸款及應收賬項

貸款及應收賬項為並非於活躍市場報價而具備固定或可釐定款項之非衍生工具金融資產，其後運用實際利息法按攤銷成本入賬。當本集團直接向債務人提供款項、貨物或服務且無意買賣應收賬項，則產生貸款及應收賬項。此等款項計入流動資產內，惟不包括到期日為結算日起計12個月之後者，該等款項會列作非流動資產。本集團貸款及應收賬項包括綜合資產負債表內之「應收貿易及其他賬項」及「現金及現金等額項目」。

(i) 存貨

持作出售物業

持作出售物業按成本及可變現淨值之較低者列賬。成本包括收購成本、建築設計費及其他涉及有關物業之直接成本。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Inventories (continued)

Rare resources and building materials

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost formula and comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is determined on the basis of anticipated sale proceeds less estimated selling expenses.

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

(j) Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated sale proceeds of the properties sold in the ordinary course of business less costs to complete development and estimated selling expenses.

Development cost of properties comprises land use rights, construction costs, borrowing costs and professional fees as incurred during the development period. On completion, all development costs of the properties are transferred to completed properties held for sale as inventories.

4. 主要會計政策概要（續）

(i) 存貨（續）

稀有資源及建築材料

存貨按成本及可變現淨值之較低者列賬。成本使用加權平均成本公式計算，包括所有購貨成本、轉換成本及存貨達到現有地點及狀況引致之其他成本。可變現淨值根據預期銷售所得款項減估計銷售開支釐定。

倘存貨被售出，則其賬面值於確認相關收入期間確認為開支。撇減任何存貨至可變現淨值及所有存貨虧損之款項於撇減或虧損產生期間確認為開支。任何存貨撇減之任何撥回款項確認為存貨款項減少，於撥回產生期間確認為開支。

(j) 開發中物業

開發中物業以成本及可變現淨值兩者中較低者列賬。可變現淨值乃參考物業於日常業務過程中出售之估計出售所得款項減完成開發之成本及估計出售開支釐定。

物業之開發成本包括土地使用權、建築成本、借貸成本及開發期間產生之專業費用。於落成時，物業之所有開發成本轉撥至持作出售之已落成物業作為存貨。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and, after initial recognition, at amortised cost less any allowance for impairment of bad and doubtful debts, except for the following receivables:

- interest-free loans made to related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost less any allowance for impairment of bad and doubtful debts; and
- short-term receivables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount less any allowance for impairment of bad and doubtful debts.

(l) Impairment of assets

(i) *Impairment of investments in equity securities and other receivables*

Investment in equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the 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;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

4. 主要會計政策概要（續）

(k) 應收貿易及其他賬項

應收貿易及其他賬項初步按公平值確認入賬，於初步確認後，則按攤銷成本減去任何呆壞賬減值撥備列賬，以下應收賬項除外：

- 向關連人士提供沒有任何固定還款期之免息貸款或其貼現影響並不重大，則應收賬項須按成本減呆壞賬減值撥備計量；及
- 無既定息率短期應收賬項及其貼現影響並不重大，則應收賬項須按其原來發票值減去任何呆壞賬減值撥備計量。

(l) 資產減值

(i) *股本證券投資及其他應收賬項減值*

股本證券投資及其他流動及非流動應收賬項以成本或攤銷成本列示，或歸類為可供出售證券，並會於每個結算日審閱以釐定有否客觀減值證據。減值之客觀證據包括引起本集團注意到以下一種或多種虧損事件之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠利息或本金之償還；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公平值大幅或長期下跌至低於其成本值。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

(i) *Impairment of investments in equity securities and other receivables (continued)*

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

- For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 4(I)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with Note 4(I)(ii).
- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

4. 主要會計政策概要（續）

(I) 資產減值（續）

(i) *股本證券投資及其他應收賬項減值（續）*

如有任何此類證據存在，則會釐定任何減值虧損並按以下方式確認：

- 就於附屬公司之投資而言，減值虧損透過根據附註4(I)(ii)比較投資可收回金額與其賬面值計量。倘根據附註4(I)(ii)用於釐定可收回金額之估計發生有利變動，則會撥回減值虧損。
- 就按成本列賬之無報價股本證券而言，減值虧損是以金融資產之賬面值與以同類金融資產之當時市場回報率貼現（倘貼現會造成重大影響）之估計未來現金流量之間的差額計量。股本證券之減值虧損不予撥回。
- 就按攤銷成本列賬之應收貿易及其他流動賬項及其他金融資產而言，減值虧損是以資產之賬面值與以金融資產初始實際利率（即在初步確認有關資產時計算之實際利率）貼現（倘貼現會造成重大影響）之估計未來現金流量現值之間的差額計量。如按攤銷成本列賬之金融資產具備類似風險特徵，例如類似之逾期情況，且並未單獨被評估為減值，則有關評估會一同進行。金融資產之未來現金流量會根據與被評估組別具有類似信貸風險特徵之資產的過往虧損情況一同評估減值。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

(i) *Impairment of investments in equity securities and other receivables (continued)*

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

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

4. 主要會計政策概要（續）

(I) 資產減值（續）

(i) *股本證券投資及其他應收賬項減值（續）*

倘減值虧損金額在其後期間減少，且客觀上與減值虧損確認後發生之事件有關，則減值虧損會透過損益撥回。減值虧損之撥回不應使資產之賬面值超過其在以往年度沒有確認任何減值虧損而應已釐定之數額。

減值虧損從相應資產中直接撇銷，除非為就包含在應收貿易及其他賬項中之應收貿易賬項確認之減值虧損，而其可收回性被視為難以預料而並非微乎其微，在此情況下，呆壞賬之減值撥備應以備抵賬入賬。當本集團認為該等賬項之可收回性微乎其微，則被視為不可收回之金額從應收貿易賬項及應收票據中直接撇銷，任何在備抵賬內有關該欠款之金額應該撥回。隨後收回先前在該備抵賬項扣除之金額應從該備抵賬內撥回。備抵賬之其他變動及隨後收回先前已直接撇銷之金額應在損益確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

(ii) Impairment of other assets

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

- property, plant and equipment (other than properties carried at revalued amounts);
- pre-paid interests in land use rights classified as being held under an operating lease;
- intangible assets; and
- goodwill.

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

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash flows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. cash-generating unit).

4. 主要會計政策概要(續)

(I) 資產減值(續)

(ii) 其他資產減值

本集團於每個結算日均會審閱內部及外部資料，以識別下列資產是否可能出現減值跡象或(商譽除外)之前已確認之減值虧損是否不再存在或已減少：

- 物業、廠房及設備(按重估值列賬之物業除外)；
- 歸類為按經營租賃持有之土地使用權的預付權益；
- 無形資產；及
- 商譽。

如果發現有減值跡象，則會估計該資產之可收回金額。此外，就商譽、尚未可供使用之無形資產及具有無限可使用年期之無形資產而言，須每年估計可收回金額，以確定是否存在任何減值跡象。

– 計算可收回金額

資產之可收回金額以其銷售淨價和使用價值兩者中之較高者為準。在評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率應反映市場當時所評估之貨幣時間價值和該資產之獨有風險。如果資產並不能大致獨立於其他資產而產生現金流入，則以可獨立產生現金流入之最小組別資產(即現金產生單位)釐定可收回金額。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Recognition of impairment losses

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

– Reversals of impairment losses

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

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

4. 主要會計政策概要（續）

(I) 資產減值（續）

(ii) 其他資產減值（續）

– 確認減值虧損

倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則減值虧損於損益確認。就現金產生單位確認之減值虧損首先分配至減少該單位（或該組單位）獲分配之任何商譽的賬面值，然後按比例減少該單位（或該組單位）中其他資產的賬面值，惟資產之賬面值不會減少至低於其個別公平值減出售成本或使用價值（倘能釐定）。

– 減值虧損撥回

就商譽以外之資產而言，倘用以釐定可收回金額之估計出現有利轉變，則撥回減值虧損。商譽減值虧損概不撥回。

減值虧損之撥回僅限於資產之賬面值（在以往年度內沒有確認任何減值虧損之情況下原應釐定之金額）。減值虧損之撥回在確認撥回之年度內撥入損益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Impairment of assets (continued)

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 4(l)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill and intangible asset carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (Treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity shareholders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity shareholders.

4. 主要會計政策概要（續）

(l) 資產減值（續）

(iii) 中期財務報告及減值

根據上市規則，本集團須按照香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期間結算日，本集團按與於財政年度結算日者相同之方式應用減值測試、確認及撥回標準（見附註4(l)(i)及(ii)）。

於中期期間就按成本列賬之商譽及無形資產確認之減值虧損不會於以後期間撥回，即使倘僅於該中期期間所涉財政年度結算日評估減值亦不會確認虧損或僅確認較少之虧損亦如是。

(m) 現金及現金等額項目

現金及現金等額項目包括銀行存款及現金、在銀行及其他金融機構之活期存款以及可以即時轉換為已知金額的現金，而在價值變動方面之風險並不巨大，且獲取時之到期日在三個月之內之流動性極高之短期投資。

(n) 股本

普通股被列為權益。

直接歸屬於發行新股或購股權之新增成本在權益中列為所得款項之扣減（除稅後）。

倘任何集團公司購買本公司之權益股本（庫存股份），所支付之代價（包括任何之直接應佔新增成本（扣除所得稅））從本公司權益股東應佔權益中扣除，直至股份被註銷、重新發行或出售為止。倘有關股份其後被出售或重新發行，則任何所收取之代價（扣除任何直接應佔之新增交易成本及有關所得稅影響）計入本公司權益股東應佔權益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities (if any) measured in accordance with Note 4(t)(i), trade and other payables are subsequently stated at amortised cost except for the following payables:

- short-term payables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount; and
- interest-free loans from related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost.

(p) Bank and other borrowings

Bank and other borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Bank and other 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 and other borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(q) Convertible note

Convertible note which contain an equity component are accounted for as follows:

Convertible note that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

4. 主要會計政策概要（續）

(o) 應付貿易及其他賬項

應付貿易及其他賬項初步按公平值確認。除根據附註4(t)(i)計量之財務擔保負債（如有）外，應付貿易及其他賬項其後按攤銷成本列賬，惟以下應付賬項除外：

- 無既定息率短期應付賬項及其貼現影響並不重大，則應付賬項須按其原來發票值計量；及
- 由關連人士提供沒有任何固定還款期之免息貸款或其貼現影響並不重大，則應付賬項須按成本計量。

(p) 銀行及其他借貸

銀行及其他借貸初步按公平值確認（扣除所產生之交易成本）。交易成本為收購、發行或出售金融資產或金融負債直接應佔之新增成本，包括向代理商、顧問、經紀及交易商支付之費用及佣金、監管代理機構及證券交易所徵收之款項，以及過戶登記稅項及稅款。銀行及其他借貸其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值之間的任何差額，以實際利息法於借貸期間在損益確認。

除非本集團可無條件將償還負債之期限延至結算日起計最少12個月後，否則銀行及其他借貸均列作流動負債。

(q) 可換股票據

含有權益部分之可換股票據入賬如下：

持有人可選擇轉換為權益股本之可換股票據，倘轉換時將予發行之股份數目及當時將予收取之代價價值並無改變，則入賬列為包含負債部分及權益部分之複合金融工具。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Convertible note (continued)

At initial recognition the liability component of the convertible note is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the convertible note reserve until either the note is converted or redeemed.

If the note is converted, the convertible note reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the convertible note reserve is released directly to accumulated losses.

(r) Income tax

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

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

4. 主要會計政策概要(續)

(q) 可換股票據(續)

可換股票據負債部分於初步確認時按日後利息及本金付款以於初步確認時適用於並無轉換權之類似負債之市場利率貼現之現值計量。所得款項超出初步確認為負債部分之金額的任何差額確認為權益部分。與發行複合金融工具有關之交易成本按所得款項分配比例分配至負債及權益部分。

負債部分其後按攤銷成本列賬。於損益確認之負債部分利息開支以實際利息法計算。權益部分於可換股票據儲備確認，直至票據獲轉換或贖回為止。

倘票據獲轉換，則可換股票據儲備連同負債部分於轉換時之賬面值轉撥至股本及股份溢價，作為發行股份之代價。倘票據獲贖回，則可換股票據儲備直接撥回累計虧損。

(r) 所得稅

本年度之所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項及遞延稅項資產及負債之變動均在損益確認，但與其他全面收益確認或直接於權益確認之項目相關的稅項金額，則分別於其他全面收益或直接於權益內確認。

本期稅項為就本年度應課稅收入按結算日已實行或實質實行稅率計算之預計應付稅項，並就過往年度之應付稅項作出調整。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

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

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

4. 主要會計政策概要（續）

(r) 所得稅（續）

遞延稅項資產及負債分別源自可扣稅及應課稅暫時差異，即資產及負債就財務申報而言之賬面值與評稅基準之間的差異。遞延稅項資產也可以由未動用稅務虧損和未動用稅項抵免產生。

除若干有限例外情況外，所有遞延稅項負債均予確認，而倘可能有未來應課稅溢利以供動用遞延稅項資產，則所有有關遞延稅項資產亦予確認。可為確認源自可扣稅暫時差異提供基礎之未來應課稅溢利包括撥回現有應課稅暫時差異所產生者，惟有關差異必須涉及同一稅務機關及同一應課稅實體，且預期將於預期撥回可扣稅暫時差異之同一期間或源自遞延稅項資產之稅務虧損可承前或結轉之期間撥回。在釐定現有應課稅暫時差異可否為確認源自未動用稅務虧損或抵免之遞延稅項資產提供基礎時，亦採用相同標準，即以涉及同一稅務機關及同一應課稅實體，且預期將於可動用有關稅務虧損或抵免之一個或多個期間撥回之差異為限。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future. The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

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

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

4. 主要會計政策概要（續）

(r) 所得稅（續）

確認遞延稅項資產及負債之有限例外情況為源自就稅務目的屬不可抵扣之商譽、初步確認不影響會計或應課稅溢利之資產或負債（不得為業務合併之一部分）以及涉及於附屬公司之投資的暫時差異，惟就應課稅差異而言，本集團必須可控制撥回時間，且差異可能不會於可見將來撥回，或就可扣稅差異而言，則可能於未來撥回者除外。所確認之遞延稅項金額根據資產及負債賬面值之預期變現或償付方式，使用於結算日已實行或實質實行稅率計量。遞延稅項資產及負債不予貼現。

遞延稅項資產賬面值於每個結算日檢討，並於不再可能產生足夠應課稅溢利以供動用相關稅務利益時扣減。任何有關扣減於可能出現足夠應課稅溢利時以此為限撥回。

源自分派股息之額外所得稅於確認支付相關股息之負債時確認。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

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

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

(s) Employee benefits

(i) Retirement benefit costs

Payments to defined contribution plans under the mandatory provident fund scheme and state-managed retirement benefits scheme are charged as expenses as they fall due.

4. 主要會計政策概要（續）

(r) 所得稅（續）

本期稅項結餘及遞延稅項結餘以及其變動彼此分開呈列，且不對銷。倘本公司或本集團擁有法定可強制執行權利抵銷本期稅項資產與本期稅項負債，且符合下列額外條件，則本期稅項資產與本期稅項負債對銷，而遞延稅項資產則與遞延稅項負債對銷：

- 就本期稅項資產及負債而言，本公司或本集團有意按淨額基準償付，或同時變現資產及償付負債；或
- 就遞延稅項資產及負債而言，倘其涉及同一稅務機關對下列實體徵收之所得稅：
 - 同一應課稅實體；或
 - 不同應課稅實體，有關實體有意於預期償付或收回大額遞延稅項負債或資產之每一個未來期間按淨額基準或變現本期稅項資產及償付本期稅項負債或同時變現及償付。

(s) 員工福利

(i) 退休福利成本

向強制性公積金計劃及中國國家管理之退休福利計劃之定額供款於到期支付時列為開支。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(ii) Share-based payments

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve). At the balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve. For share options that are vested at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

(t) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

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

4. 主要會計政策概要（續）

(s) 員工福利（續）

(ii) 以股份為基礎之付款

就授予購股權（須待達成指定歸屬條件後方可作實）而言，所獲服務之公平值乃參考所獲授購股權於授出日期之公平值釐定，於歸屬期以直線法基準支銷，並於權益（購股權儲備）作出相應增加。於結算日，本集團修訂其預期最終歸屬之購股權估計數目。修訂原估計之影響（如有）於損益確認，以使累計開支反映經修訂之估計，並於購股權儲備作相應調整。就於授出日期歸屬之購股權而言，已授出購股權之公平值隨即於損益支銷。

於購股權獲行使時，過往於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收，或於屆滿日仍未行使，則過往於購股權儲備確認之金額將轉撥至累計虧損。

(t) 已發出財務擔保合約、撥備及或然負債

(i) 已發出之財務擔保

財務擔保指發出人（即擔保人）須由於個別債務人未有根據債務文據條款於到期時支付款項，而作出指定付款以償付擔保受益人（「持有人」）所產生虧損之合約。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Financial guarantees issued, provisions and contingent liabilities (continued)

(i) *Financial guarantees issued (continued)*

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade 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 in accordance with note (iii) below if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

(ii) *Contingent liabilities acquired in business combinations*

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note (iii) below. Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note (iii) below.

4. 主要會計政策概要（續）

(t) 已發出財務擔保合約、撥備及或然負債（續）

(i) 已發出之財務擔保（續）

於本集團發出財務擔保之情況下，擔保之公平值（即交易價，除非公平值可以其他方法可靠地計量）初步確認為應付貿易及其他賬項之遞延收入。倘就發出擔保而收取或應收代價，則該代價乃根據本集團適用於該類資產之政策予以確認。倘並無該已收或應收代價，則於初步確認任何遞延收入時於損益即時確認為支出。

初步確認為遞延收入之擔保款額會於擔保期內在損益攤銷，作為發出財務擔保之收入。此外，倘(i)擔保持有人有可能根據擔保向本集團提出索償；及(ii)向本集團索償之款額預期超過現時就擔保列於應付貿易及其他賬項之賬面值（即初步確認之金額）減累計攤銷，則撥備根據下文附註(iii)確認。

(ii) 於業務合併中獲得之或然負債

在業務合併中獲得之或然負債，只要能可靠地計量公平值，初步即以公平值確認。按公平值初步確認後，該等或然負債按初步確認數額扣除累計攤銷（如適用）後之數額，與根據下文附註(iii)所釐定之數額兩者的較高者確認。在業務合併中獲得但不能可靠地計算公平值之或然負債，按下文附註(iii)披露。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Financial guarantees issued, provisions and contingent liabilities (continued)

(iii) Other provisions and contingent liabilities

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

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

(u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue excludes value added and business taxes, and is after deduction of trade discounts, if any.

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

- (i) Revenue arising from rare resources is recognised when the Group has transferred to the customer the significant risks and rewards of ownership of the goods.
- (ii) Revenue arising from gamma ray irradiation services is recognised in the accounting period in which the services are rendered.

4. 主要會計政策概要（續）

(t) 已發出財務擔保合約、撥備及或然負債（續）

(iii) 其他撥備及或然負債

倘若本集團須就已發生之事件承擔法律或推定義務，而履行該義務可能導致經濟利益外流，並可作出可靠估計，便會就該等時間或金額不定之其他負債確認撥備。如果貨幣時間價值重大，則按預計履行義務所需開支之現值呈列撥備。

倘若經濟利益外流之可能性較低，或是無法可靠地估計有關款額，便會將該義務披露為或然負債；但假如經濟利益外流之可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在義務，亦會披露為或然負債；但假如經濟利益外流之可能性極低則除外。

(u) 收入之確認

收入按已收或應收代價之公平值計量。收入不包括增值及營業稅，並已扣除貿易折扣（如有）。

倘若經濟利益將可能流入本集團且收入及成本（如適用）能夠可靠地計量，則收入於損益中確認如下：

- (i) 稀有資源產生之收入於本集團將商品所有權之重大風險及報酬轉移至客戶時確認。
- (ii) 伽瑪射線照射服務之收入於提供服務之會計期間確認。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition (continued)

(iii) Rental income is recognised on a straight-line basis over the term of the relevant lease.

(iv) Revenue from sales of properties is recognised when the Group has delivered the relevant properties to the purchaser and the collectability of related receivable is reasonably assured.

(v) When the renovation services are provided and the outcome of the renovation project can be estimated reliably, renovation service income is recognised on the percentage of completion method measured by reference to the value of work carried out during the year. When the outcome of a renovation project cannot be measured reliably, revenue is recognised only to the extent of the project costs incurred that it is probable will be recoverable.

(vi) Sales of building materials are recognised when they are delivered and title has passed.

(vii) Realised gain or loss on investments held for trading is recognised on a trade date basis whilst unrealised gain or loss on investments held for trading is recognised to restate to their fair value on the balance sheet date.

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

(ix) Dividend income from investments is recognised when the Group's rights to receive payment have been established prior to the balance sheet date.

4. 主要會計政策概要（續）

(u) 收入之確認（續）

(iii) 租金收入於有關租賃期內以直線法確認。

(iv) 出售物業產生之收入於本集團已向買方交付有關物業且可合理保證能收取相關應收賬項時確認。

(v) 當裝修服務已提供，且該裝修項目之結果能夠可靠地估計，則按完成百分比法，參考年內所進行工程價值，確認裝修服務之收入。當裝修項目之結果不能可靠地估計，則按可能收回之已產生項目成本確認收入。

(vi) 建築材料銷售額於付運及所有權轉移時確認。

(vii) 持作買賣投資之已變現盈虧於買賣日期確認，而持作買賣投資之未變現盈虧於公平值在結算日重列時確認。

(viii) 利息收入採用實際利息法於產生時確認。

(ix) 投資之股息收入於本集團收取款項之權利已於結算日前確立時確認。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition (continued)

(x) Government grants

Government grants are recognised in the balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(v) Foreign currencies translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

4. 主要會計政策概要（續）

(u) 收入之確認（續）

(x) 政府補助

政府補助於可合理保證能夠收取，且本集團將符合所附條件時，初步於資產負債表確認。補償本集團所產生開支之補助在開支產生之期間按有系統之基準於損益確認為收入。補償本集團資產成本之補助從資產賬面值中扣除，其後實際上以扣減折舊費用之方式在資產可使用年期內於損益確認。

(v) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所包含之項目均以該實體營運所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元為本公司之功能及本集團之呈列貨幣。

(ii) 交易及結餘

外幣交易均按交易當日之匯率換算為功能貨幣。於該等交易結算時及按年終匯率換算外幣定值之貨幣性資產和負債所產生之外匯盈虧，均於損益確認，惟用於對沖海外業務淨投資之外幣借貸所產生者乃於其他全面收益中確認。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currencies translation (continued)

(ii) Transactions and balances (continued)

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are recognised in other comprehensive income and accumulated separately in equity in the fair value reserve.

(iii) Group companies

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

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each financial statements are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (c) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

4. 主要會計政策概要（續）

(v) 外幣換算（續）

(ii) 交易及結餘（續）

非貨幣性項目（如按公平值計入損益之股本工具）之匯兌差額列報為公平值盈虧之一部分。歸類為可供出售金融資產之股本證券等非貨幣性項目之匯兌差額於其他全面收益中確認並於權益之公平值儲備內單獨累計。

(iii) 集團公司

功能貨幣與呈列貨幣不同之所有集團實體（各實體均無惡性通貨膨脹經濟地區之貨幣）之業績及財務狀況均按以下方式換算為呈列貨幣：

- (a) 每份資產負債表中列示之資產與負債均以資產負債表結算日之收市匯率換算；
- (b) 每份財務報表中列示之收入及費用按平均匯率換算（除非該平均匯率未能大致合理反映各交易日期適用匯率之累計影響，則收入及費用以各交易日期之匯率換算）；及
- (c) 所有所產生之匯兌差額於其他全面收益中確認並於權益之匯兌儲備內單獨累計。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currencies translation (continued)

(iii) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and accumulated separately in equity in exchange reserve. When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the year-end closing rate.

(w) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

(x) Related parties

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

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

4. 主要會計政策概要(續)

(v) 外幣換算(續)

(iii) 集團公司(續)

於綜合賬目時，換算境外實體淨投資，以及借貸及指定作為該等投資之對沖之其他貨幣工具時產生之匯兌差額乃於其他全面收益內確認，並於權益之匯兌儲備內單獨累計。當出售境外業務時，該等匯兌差額於出售產生之損益獲確認時由權益重新分類至損益。

購入境外企業所產生之商譽及公平值調整作為該境外實體之資產及負債處理，並按年終收市匯率換算。

(w) 借貸成本

因收購、建造或生產須長時間方可作擬定用途或銷售之合資格資產而直接產生之借貸成本均會資本化，作為該等資產之部分成本，惟該等借貸成本於資產可大致作擬定用途或銷售時停止資本化。擬用作支付合資格資產開支之特定借貸之臨時投資收入則自資本化之借貸成本扣除。

(x) 關連人士

(a) 倘某名人士符合以下條件，則該名人士或與其關係密切之家族成員與本集團有關連：

- (i) 對本集團擁有控制權或共同控制權；
- (ii) 對本集團擁有重大影響力；或
- (iii) 為本集團或本集團母公司之主要管理人員。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified (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.

4. 主要會計政策概要（續）

(x) 關連人士（續）

(b) 倘某一實體符合以下任何條件，則與本集團有關連：

- (i) 實體與本集團屬同一集團之成員，即母公司、附屬公司及同系附屬公司各自彼此相互關連。
- (ii) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。
- (iii) 兩家實體均為同一第三方之合營公司。
- (iv) 實體為第三實體之合營公司，而另一實體為第三實體之聯營公司。
- (v) 實體乃為本集團或與本集團有關之實體之員工福利而設之離職後福利計劃。
- (vi) 實體受(a)所界定人士控制或共同控制。
- (vii) (a)(i)所界定人士對實體擁有重大影響力或為實體（或該實體之母公司）之主要管理人員。

關係密切之家族成員為預期可能會影響與實體交易之人士或受其影響之家族成員。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the 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.

(z) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction. When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

4. 主要會計政策概要（續）

(y) 分部報告

營運分部及財務報表內呈報之各分部項目金額，乃根據就分配資源至本集團各項業務及地區以及評估其表現而定期提供予本集團最高行政管理人員之財務資料而確定。

就財務報告而言，個別重要營運分部不會綜合呈報，除非有關分部具有類似經濟特徵，且在產品及服務性質、生產過程性質、客戶類型或類別、分銷產品或提供服務所用方法及監管環境性質方面類似。倘獨立而言不屬重大之營運分部共同擁有上述大部分特徵，則可綜合呈報。

(z) 持作出售之非流動資產

倘一項非流動資產（或出售組別）之賬面值極可能透過出售交易（而非透過持續使用）收回，以及該資產（或出售組別）可在現況下出售，則分類為持作出售。出售組別為一組將於單一交易中一併出售之資產，以及與將於交易中轉讓之資產直接相關之負債。當本集團致力執行涉及失去附屬公司之控制權之出售計劃，該附屬公司之所有資產及負債會於達致上述持作出售之分類標準時分類為持作出售，而不論本集團會否於出售後保留於該附屬公司之非控股權益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Non-current assets held for sale (continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 4.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

5. 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.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to 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.

4. 主要會計政策概要（續）

(z) 持作出售之非流動資產（續）

緊接分類為持作出售前，非流動資產（及出售組別之所有獨立資產及負債）會於分類前根據會計政策重新計量。其後，於初步分類為持作出售及直至出售前，非流動資產（下文闡述之若干資產除外）或出售組別會按賬面值及公平值減銷售成本之較低者確認。就本集團及本公司之財務報表而言，毋須採用此計量政策之主要例外情況為遞延稅項資產、僱員福利所產生之資產、金融資產（於附屬公司、聯營公司及合營企業之投資除外）及投資物業。該等資產即使為持作出售，仍會繼續按附註4其他部分所載之政策計量。

於初步分類為持作出售及其後在持作出售期間重新計量之減值虧損於損益確認。只要非流動資產仍分類為持作出售或納入分類為持作出售之出售組別，非流動資產均不予折舊或攤銷。

5. 關鍵會計估計及判斷

本集團以過往經驗及其他因素（包括相信日後在若干情況下發生事件之合理預期）為依據，持續評估所作之估計及判斷。

本集團就未來作出估計及假設。顧名思義，該等會計估計很少與相關實際結果相同。存在足以導致須於下一財政年度就資產及負債賬面值作出重大調整之風險之估計及假設在下文論述。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(i) Allowance for impairment of trade and other receivables

The Group makes allowance for impairment of bad and doubtful debts based on an assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of bad and doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and allowances for impairment losses in the period in which such estimate has been changed.

(ii) Estimation of impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 4(l). The recoverable amounts of cash-generating units have been determined based on value in use calculations. These calculations require the use of estimates (Note 18).

(iii) Amortisation and impairment of intangible asset

Intangible asset is amortised on a straight-line basis over its estimated useful lives in accordance with the accounting policy stated in Note 4(d). The determination of the useful lives involves management's estimation. The Group re-assesses the useful life of the intangible asset and, if the expectation differs from the original estimate, such a difference may impact the amount of amortisation charged to consolidated income statement during the year and the estimate will be changed in the future period.

5. 關鍵會計估計及判斷（續）

(i) 應收貿易及其他賬項之減值撥備

本集團根據對應收貿易及其他賬項之可收回程度之評估，就呆壞賬作出減值撥備。倘若事項或情況變化顯示結餘可能無法收回，則對應收貿易及其他賬項應用撥備。識別呆壞賬之減值需要採用判斷及估計。倘若預期有別於原來估計，則該差額將影響該估計變動期間之應收賬項之賬面值及減值虧損撥備。

(ii) 估計商譽減值

本集團每年按照附註4(l)所列之會計政策測試商譽有否出現減值。現金產生單位之可收回金額乃按使用價值計算法釐定。該等計算方法需使用估計（附註18）。

(iii) 無形資產攤銷及減值

按照附註4(d)所列之會計政策，無形資產於估計可使用年期內按直線基準攤銷。釐定可使用年期涉及管理層估計。本集團重估無形資產之可使用年期，倘預期有別於原先估計，則有關差異可能影響年內於綜合收益表扣除之攤銷金額，而估計將於未來期間改變。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(iii) Amortisation and impairment of intangible asset (continued)

The Group tests whether intangible asset which has finite useful life has suffered any impairment whenever there is any indication that the asset may have been impaired. The recoverable amount of the intangible asset has been determined based on the higher of its (i) value in use, which have been estimated using discounted cash flow method, and (ii) fair value less costs to sell. Testing for impairment requires significant subjective judgements by management. Any changes in the estimates used could have a material impact on the calculation of the recoverable amount and result in an impairment charge. As at 31 March 2013, an impairment loss of HK\$81,840,000 was recognised in profit or loss and the intangible asset was classified as assets held for sale, details are set out in Note 15.

(iv) Income taxes

Deferred tax asset in relation to the unused tax losses of approximately HK\$256,292,000 (2012: HK\$248,785,000) was not recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

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

5. 關鍵會計估計及判斷（續）

(iii) 無形資產攤銷及減值（續）

倘有任何跡象顯示具有有限可使用年期之無形資產可能已減值，本集團會測試該項資產有否出現減值。無形資產之可收回金額按(i)利用貼現現金流量法估計之使用價值；及(ii)公平值減出售成本兩者之較高者釐定。進行減值測試時需要管理層作出大量主觀判斷。所用估計之任何變動均可能對可收回金額之計算方法造成重大影響，並會導致出現減值支出。於二零一三年三月三十一日，本集團已於損益確認81,840,000港元之減值虧損，而無形資產已分類為持作出售，詳情載於附註15。

(iv) 所得稅

有關未動用稅務虧損之遞延稅項資產約256,292,000港元（二零一二年：248,785,000港元）並無於本集團之綜合資產負債表內確認。遞延稅項資產之變現主要取決於是否有足夠未來溢利或未來有可利用之應課稅暫時性差額。倘若實際產生之未來溢利少於預期，則可能會引起遞延稅項資產之實質撥回，並於有關撥回發生之期間於損益內確認。

本集團須在香港及中國繳納所得稅。於釐定所得稅撥備時須作出重大判斷。日常業務過程中有大量無法確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計事項確認負債。倘該等事項之最終稅務結果有別於最初記錄之金額，則有關差額將影響作出有關決定之年度之所得稅及遞延稅項開支。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(v) Land appreciation tax

The subsidiaries engaging in property business in the PRC are subject to land appreciation tax in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their land appreciation tax calculations and payments with any local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

6. SEGMENTAL INFORMATION

Business segments

For management purpose, the Group has three (2012: three) principal lines of businesses namely (1) property business; (2) gamma ray irradiation services; and (3) resources business which, together with other operation, are organised into five (2012: five) major operating divisions – (1) property development, rental and sales; (2) trading of building materials and provision of renovation services; (3) gamma ray irradiation services; (4) rare resources; and (5) securities trading and investment. These divisions are the basis on which the Group reports its primary segment information.

5. 關鍵會計估計及判斷(續)

(v) 土地增值稅

於中國從事物業業務之附屬公司須繳納中國土地增值稅。然而，中國各個城市不同稅務司法權區對徵收及支付稅項之安排有所差異，而本集團之若干項目尚未與中國地方稅務機關最終確定計算及支付土地增值稅之方式。因此，於釐定土地增值金額及其相關所得稅撥備時須作出重大估計。本集團基於管理層之最佳估計確認土地增值稅。最終稅項結果或會有別於初始列賬之金額，而該等差額將影響與地方稅務機關確定該等稅項之期間內之所得稅開支及相關所得稅撥備。

6. 分部資料

業務分部

就管理而言，本集團經營三類(二零一二年：三類)主要業務，分別為(1)物業業務；(2)伽瑪射線照射服務；及(3)資源業務，而此三類業務連同其他業務則分為五個(二零一二年：五個)主要營運劃分—(1)物業發展、租賃及銷售；(2)建築材料貿易及提供裝修服務；(3)伽瑪射線照射服務；(4)稀有資源；以及(5)證券買賣及投資。本集團按此等劃分申報主要分部資料。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities

An analysis of the Group's turnover, contribution to operating results and segment assets and liabilities by business segments is presented as follows:

2013

6. 分部資料（續）

分部業績、資產及負債

按業務分部分析之本集團營業額、經營業績貢獻、分部資產及負債如下：

二零一三年

		Property business	Trading of building materials and provision of renovation services	Gamma ray irradiation services	Rare resources	Securities trading and investment	Unallocated	Total
		物業業務	建築材料貿易及提供裝修服務	伽瑪射線照射服務	稀有資源	證券買賣及投資	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
INCOME STATEMENT	收益表							
FOR THE YEAR ENDED 31 MARCH 2013	截至二零一三年三月三十一日止年度							
REVENUE	收益							
Turnover	營業額	8,018	28	5,941	34,536	-	-	48,523
Segment results	分部業績	(2,185)	(774)	(2,515)	(152,072)	3,076	-	(154,470)
Unallocated corporate expenses	未分配公司開支							(14,092)
Loss from operations	營運虧損							(168,562)
Finance costs	融資成本							(48,289)
Loss before taxation	除稅前虧損							(216,851)
Taxation	稅項							2,409
Loss before non-controlling interests	扣除非控股權益前虧損							(214,442)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities (continued)

2013 (continued)

6. 分部資料(續)

分部業績、資產及負債(續)

二零一三年(續)

		Property business 物業業務	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務	Gamma ray irradiation services 伽瑪射線照射服務	Resources business 資源業務	Other operation 其他業務		
		Property development, rental and sales 物業發展、租賃及銷售	Property materials and provision of renovation services 建築材料貿易及提供裝修服務	Gamma ray irradiation services 伽瑪射線照射服務	Rare resources 稀有資源	Securities trading and investment 證券買賣及投資	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
BALANCE SHEET	資產負債表							
AT 31 MARCH 2013	於二零一三年三月三十一日							
ASSETS	資產							
Segment assets	分部資產	11,817	156	64,421	-	38,845	-	115,239
Assets classified as held for sale (Note 15)	分類為持作出售之資產 (附註15)	-	-	-	735,204	-	-	735,204
Unallocated corporate assets	未分配公司資產							99,554
Consolidated total assets	綜合資產總值							949,997
LIABILITIES	負債							
Segment liabilities	分部負債	26,759	17	10,080	151,763	4,774	-	193,393
Liabilities classified as held for sale (Note 15)	分類為持作出售之負債 (附註15)	-	-	-	538,063	-	-	538,063
Unallocated corporate liabilities	未分配公司負債							27,987
Consolidated total liabilities	綜合負債總額							759,443
OTHER INFORMATION	其他資料							
FOR THE YEAR ENDED 31 MARCH 2013	截至二零一三年三月三十一日止年度							
Impairment loss on intangible asset	無形資產之減值虧損	-	-	-	82,346	-	-	82,346
Capital additions	增資	1,618	-	1	9,025	-	27	10,671
Depreciation and amortisation	折舊及攤銷	1,158	6	4,822	57,991	-	131	64,108
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損淨額	-	-	-	-	6,201	-	6,201

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities (continued)

2012

6. 分部資料（續）

分部業績、資產及負債（續）

二零一二年

	Property business 物業業務	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務	Gamma ray irradiation services 伽瑪射線照射服務	Resources business 資源業務	Other operation 其他業務	Unallocated	Total
	Property development, rental and sales 物業發展、租賃及銷售 HK\$'000 千港元	Property materials and provision of renovation services 建築材料貿易及提供裝修服務 HK\$'000 千港元	Gamma ray irradiation services 伽瑪射線照射服務 HK\$'000 千港元	Rare resources 稀有資源 HK\$'000 千港元	Securities trading and investment 證券買賣及投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元

INCOME STATEMENT
FOR THE YEAR ENDED 31 MARCH 2012

收益表
截至二零一二年
三月三十一日止年度

REVENUE	收益						
Turnover	營業額	16,450	866	9,404	6	-	26,726
Segment results (restated)	分部業績（經重列）	(6,345)	(392)	1,080	(25,787)	14,999	(16,445)
Unallocated other operating income	未分配其他營運收入						3
Unallocated corporate expenses	未分配公司開支						(34,808)
Loss from operations (restated)	營運虧損（經重列）						(51,250)
Finance costs	融資成本						(14,232)
Loss before taxation	除稅前虧損						(65,482)
Taxation (restated)	稅項（經重列）						958
Loss before non-controlling interests	扣除非控股權益前虧損						(64,524)

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities (continued)

2012 (continued)

6. 分部資料（續）

分部業績、資產及負債（續）

二零一二年（續）

		Property business 物業業務	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務	Gamma ray irradiation services 伽瑪射線照射服務	Resources business 資源業務	Other operation 其他業務		
		Property development, rental and sales 物業發展、租賃及銷售	Property materials and provision of renovation services 物業材料貿易及提供裝修服務	Gamma ray irradiation services 伽瑪射線照射服務	Rare resources 稀有資源	Securities trading and investment 證券買賣及投資	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
BALANCE SHEET AT 31 MARCH 2012	資產負債表 於二零一二年三月三十一日							
ASSETS	資產							
Segment assets	分部資產	64,589	506	69,002	875,363	39,972	-	1,049,432
Unallocated corporate assets	未分配公司資產							27,666
Consolidated total assets	綜合資產總值							1,077,098
LIABILITIES	負債							
Segment liabilities	分部負債	35,776	420	9,965	638,180	123	-	684,464
Unallocated corporate liabilities	未分配公司負債							32,221
Consolidated total liabilities	綜合負債總額							716,685
OTHER INFORMATION FOR THE YEAR ENDED 31 MARCH 2012	其他資料 截至二零一二年 三月三十一日止年度							
Addition to goodwill	新增商譽	-	-	-	171,536	-	-	171,536
Intangible asset	無形資產	-	-	-	547,472	-	-	547,472
Capital additions	增資	543	-	50	4,514	-	69	5,176
Depreciation and amortisation	折舊及攤銷	73	7	4,701	15,102	-	309	20,192
Net unrealised gains on financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之未變現 收益淨額	-	-	-	-	9,486	-	9,486

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year (2012: HK\$Nil).

上文所呈報之收益指來自外部客戶之收益。於本年度並無分部間銷售（二零一二年：零港元）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities (continued)

Segment results represents the profit (loss) earned or incurred by each segment without allocation of central administration costs including directors' salaries, investment and other income, finance costs, and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than current and deferred tax assets. Goodwill is allocated to reportable segments as described in Note 18. Assets used jointly by segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to reportable segments other than certain borrowings and current and deferred tax liabilities. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

Geographical segments

All of the Group's operations are principally located in Hong Kong and the People's Republic of China (the "PRC"). The Group's administration is carried out in Hong Kong.

An analysis of the Group's turnover by geographical market, irrespective of the origin of the goods and services, is presented below:

6. 分部資料（續）

分部業績、資產及負債（續）

分部業績指在未分配中央行政費用（包括董事薪金、投資及其他收入、融資成本及所得稅開支）前，由各分部所賺取或產生之溢利（虧損）。此為向主要經營決策者呈報以作資源分配及評估分部表現之方法。

就監察分部表現及在分部間分配資源而言：

- 所有資產均分配至申報分部（惟本期及遞延稅項資產除外）。商譽乃分配至附註18所述之申報分部。各分部共同使用之資產乃根據個別分部所賺取之收益予以分配；及
- 所有負債均分配至申報分部（惟若干借貸及本期及遞延稅項負債除外）。各分部共同承擔之負債則根據分部資產之比例予以分配。

地區分部

本集團所有業務主要位於香港及中華人民共和國（「中國」）。本集團之行政工作於香港進行。

本集團按地區市場劃分之營業額（不論產品及服務來源地）分析如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong	香港	28	866
The PRC	中國	48,495	25,860
		<u>48,523</u>	<u>26,726</u>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Geographical segments (continued)

The following is an analysis of the carrying amount of segment assets, and additions to goodwill, intangible asset and property, plant and equipment, analysed by the geographical area in which the assets are located:

6. 分部資料（續）

地區分部（續）

按資產所在地劃分之分部資產賬面值以及新增商譽、無形資產及物業、廠房及設備之分析如下：

		Carrying amount of segment assets		Additions to goodwill, intangible asset and property, plant and equipment	
		分部資產賬面值		新增商譽、無形資產及 物業、廠房及設備	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	128,735	59,832	27	38
The PRC	中國	821,262	1,017,266	10,644	724,146
		<u>949,997</u>	<u>1,077,098</u>	<u>10,671</u>	<u>724,184</u>

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue are as follows:

有關主要客戶之資料

來自於相應年度佔總收入逾10%之客戶之收入如下：

		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A ¹	客戶甲 ¹	9,361	—
Customer B ²	客戶乙 ²	5,865	—
Customer C ¹	客戶丙 ¹	5,540	—
Customer D ¹	客戶丁 ¹	5,308	—
Customer E ²	客戶戊 ²	<u>—</u>	<u>2,835</u>

¹ Revenue from rare resources

² Revenue from properties held for sale

¹ 來自稀有資源之收入

² 來自持作出售物業之收入

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. TURNOVER, OTHER REVENUE AND GAINS, NET

Turnover represents the aggregate of the net amounts received and receivable from third parties during the year. An analysis of the Group's turnover, other revenue and gains, net for the year is as follows:

7. 營業額、其他收入及收益，淨額

營業額指年內自第三方已收及應收賬項淨額之總數。本集團之年內營業額、其他收入及收益，淨額分析如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Turnover	營業額		
Rare resources	稀有資源	34,536	6
Gamma ray irradiation services income	伽瑪射線照射服務收入	5,941	9,404
Sale proceeds from properties held for sale	出售持作出售物業所得款項	8,014	16,179
Rental income from properties	物業租金收入	4	271
Renovation services	裝修服務	18	161
Trading of building materials	建築材料貿易	10	705
		48,523	26,726
Other revenue and gains, net	其他收入及收益，淨額		
Interest income on financial assets not at fair value through profit or loss	並非按公平值計入損益之金融資產之利息收入	34	27
Dividend income from listed investments	上市投資之股息收入	782	249
Net realised gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之已變現收益淨額	8,505	5,275
Net unrealised (losses) gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現（虧損）收益淨額	(6,201)	9,486
Gain on disposal of subsidiaries (Note 35)	出售附屬公司收益（附註35）	1,656	—
Bad debts recovered	壞賬收回	—	5,114
Reversal of allowance for impairment of trade receivables, net (Note 23)	撥回應收貿易賬項減值撥備，淨額（附註23）	—	192
Government grants (Note)	政府補助（附註）	3,704	—
Exchange gain	匯兌收益	—	1,152
Sundry income	雜項收入	164	1,095
		8,644	22,590
		57,167	49,316
Gross proceeds from securities trading	證券買賣之所得款項總額	70,094	98,389

Note: The government grants represented the amounts received from the local government by a subsidiary of the Group for rare resources technology innovation and improvement. All specific conditions have been fulfilled (if any).

附註：政府補助指本集團附屬公司就創新及改善稀有資源技術而收取地方政府之款項。所有特定條件均已達成（如有）。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

8. FINANCE COSTS

8. 融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest on:	利息：		
Bank borrowing wholly repayable within five years	須於五年內全數償還之銀行借貸	766	797
Other borrowings wholly repayable within five years	須於五年內全數償還之其他借貸	40,491	10,387
Convertible note (Note 29)	可換股票據(附註29)	7,025	3,048
Other	其他	7	—
		<u>48,289</u>	<u>14,232</u>
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益之金融負債之總利息支出		
		<u>48,289</u>	<u>14,232</u>

9. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting):

9. 除稅前虧損

除稅前虧損於扣除／(計入)下列項目後得出：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Staff costs*	員工成本*		
– directors' remuneration (Note 10)	—董事酬金(附註10)	1,155	979
– basic salaries and other benefits	—基本薪金及其他福利	12,762	7,951
– retirement benefits scheme contributions	—退休福利計劃供款	1,288	321
– share-based payments	—以股份為基礎之付款	4,532	—
		<u>19,737</u>	<u>9,251</u>
Auditors' remuneration	核數師酬金		
– current year	—本年度	1,344	1,177
– underprovision in prior year	—過往年度撥備不足	200	—
Depreciation and amortisation of property, plant and equipment*	物業、廠房及設備折舊及攤銷*	13,146	6,147
Amortisation of intangible asset	無形資產攤銷	50,364	13,537
Amortisation of land use rights	土地使用權攤銷	598	508
Exchange loss	匯兌虧損	1,240	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	1
Operating lease payments (Note 38)	經營租賃付款(附註38)	5,679	4,918
Cost of sales*	銷售成本*	52,329	30,957
Write-down of inventories	存貨撇減	—	9,826
Rental income net of direct outgoings of HK\$Nil (2012: HK\$Nil)	租金收入扣除直接支出零港元(二零一二年：零港元)	(4)	(271)
		<u>(4)</u>	<u>(271)</u>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

9. LOSS BEFORE TAXATION (continued)

- # Cost of sales includes HK\$7,734,000 (2012: HK\$4,632,000) relating to staff costs and depreciation expenses, which amount is also included in the respective total amounts disclosed separately above and other direct operating expenses of HK\$2,985,000 (2012: HK\$1,109,000).

9. 除稅前虧損（續）

- # 銷售成本包括與員工成本及折舊開支有關之7,734,000港元（二零一二年：4,632,000港元），該款項亦計入上述個別披露之各自總額以及其他直接經營開支2,985,000港元（二零一二年：1,109,000港元）。

10. DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(a) Directors' emoluments

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

10. 董事及最高薪酬人士之酬金

(a) 董事酬金

根據上市規則及香港公司條例第161條披露之本年度董事酬金如下：

Name of Directors	董事姓名	Directors' fees	Salaries and allowances	Retirement benefits scheme contributions	2013 Total	2012 Total
		董事袍金	薪金及津貼	退休福利計劃供款	二零一三年總計	二零一二年總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive Director	執行董事					
Mr. Ho Chi Ho (Note a)	何志豪先生（附註a）	-	-	-	-	258
Mr. Wong King Shiu, Daniel (Note b)	黃景兆先生（附註b）	-	540	15	555	121
Non-executive Directors	非執行董事					
Mr. Ma Kwok Hung, Warren	馬國雄先生	120	-	-	120	120
Mr. Chow Siu Ngor	鄧小岳先生	120	-	-	120	120
Independent non-executive Directors	獨立非執行董事					
Mr. Wong Hoi Kuen	黃海權先生	120	-	-	120	120
Mr. Chan Chi Yuen	陳志遠先生	120	-	-	120	120
Mr. Hung Hing Man	孔慶文先生	120	-	-	120	120
Total 2013	二零一三年總額	600	540	15	1,155	979
Total 2012	二零一二年總額	600	372	7		

Notes:

- (a) Resigned on 13 January 2012
(b) Appointed on 13 January 2012

附註：

- (a) 於二零一二年一月十三日辭任
(b) 於二零一二年一月十三日獲委任

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

10. DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

(b) Highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2012: one) was director of the Company whose emoluments are set out above. The emoluments of the remaining individuals were as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,644	1,721
Retirement benefits scheme contributions	退休福利計劃供款	51	31
		<u>2,695</u>	<u>1,752</u>

The emoluments of the remaining highest paid individuals were within the following range:

		2013 二零一三年 Number of employees 僱員人數	2012 二零一二年 Number of employees 僱員人數
Up to HK\$1,000,000	1,000,000港元以內	<u>4</u>	<u>4</u>

During the year, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

10. 董事及最高薪酬人士之酬金(續)

(b) 最高薪酬人士

本集團五名最高薪酬人士包括一名(二零一二年: 一名)本公司董事, 其酬金載於上文。其餘人士之酬金如下:

其餘最高薪酬人士酬金介乎以下範圍:

年內, 本集團並無向五名最高薪酬人士(包括董事及僱員)支付酬金, 以作為加入本集團或於加入本集團時之獎勵或離職補償。年內並無董事放棄任何酬金。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

11. TAXATION IN THE CONSOLIDATED INCOME STATEMENT

11. 綜合收益表內之稅項

		2013 二零一三年 HK\$'000 千港元	As restated 經重列 2012 二零一二年 HK\$'000 千港元
Taxation in the consolidated income statement represents:	綜合收益表內之稅項指：		
Current tax:	當期稅項：		
Corporate income tax	企業所得稅	143	433
PRC land appreciation tax	中國土地增值稅	895	1,448
		1,038	1,881
Deferred tax (Note 30):	遞延稅項（附註30）：		
Origination and reversal of temporary differences	暫時差異之產生及撥回	(3,447)	(2,839)
Taxation credit	稅項抵免	(2,409)	(958)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its subsidiaries in Hong Kong have no assessable profits for both years. Taxation for the PRC subsidiaries is charged at the appropriate current rate of taxation ruling in the PRC.

PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds on sales of properties less deductible expenditures including costs of land use rights and all property development expenditure.

由於本公司及其香港附屬公司於兩個年度均無應課稅溢利，故並無於綜合財務報表作出香港利得稅撥備。中國附屬公司稅項乃按中國適用當期稅率繳納。

中國土地增值稅根據土地價值升幅（即出售物業所得款項減去土地使用權成本及所有物業發展支出等可扣稅支出）按介乎30%至60%之累進稅率徵收。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

11. TAXATION IN THE CONSOLIDATED INCOME STATEMENT (continued)

The taxation on the Group's loss before taxation differs from the theoretical amount that would arise using the domestic taxation rates applicable to losses of the consolidated companies as follows:

11. 綜合收益表內之稅項（續）

本集團除稅前虧損之稅項與使用適用於綜合公司虧損之本地稅率所產生之理論金額有所不同，情況如下：

		As restated 經重列	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(216,851)	(65,482)
Tax at the domestic income tax rate of 16.5% (2012: 16.5%)	按本地所得稅稅率16.5% (二零一二年：16.5%) 計算之稅項	(35,780)	(10,805)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	44,576	15,155
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(1,406)	(2,354)
Tax effect of temporary differences not recognised for the year	本年度未確認之暫時差異之稅務影響	(81)	23
Tax effect of tax losses not recognised for the year	本年度未確認之稅務虧損之稅務影響	3,189	1,196
Tax effect of utilisation of tax losses previously unrecognised	動用先前未確認之稅務虧損之稅務影響	-	(2,418)
PRC land appreciation tax	中國土地增值稅	895	1,448
Tax effect of the PRC land appreciation tax	中國土地增值稅之稅務影響	(224)	(362)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區營業之 附屬公司不同稅率之影響	(13,578)	(2,841)
Taxation credit	稅項抵免	(2,409)	(958)

12. LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The loss attributable to equity shareholders of the Company has been dealt with in the financial statements of the Company to the extent of HK\$129,615,000 (2012: HK\$34,055,000).

12. 本公司權益股東應佔虧損

本公司權益股東應佔虧損有129,615,000港元（二零一二年：34,055,000港元）於本公司財務報表內處理。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

13. OTHER COMPREHENSIVE (EXPENSE)/INCOME

13. 其他全面（支出）／收益

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Exchange reserve:	匯兌儲備：		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	334	3,204
Reclassification adjustments:	重新分類調整：		
– Realisation of exchange reserve on disposal of subsidiaries (Note 35)	– 出售附屬公司時變現匯兌儲備（附註35）	(938)	–
Net movement in the exchange reserve during the year recognised in other comprehensive income	於其他全面收益確認之年內匯兌儲備淨變動	(604)	3,204

14. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year attributable to equity shareholders of the Company of approximately HK\$143,475,000 (2012: approximately HK\$56,198,000) and on the weighted average number of 3,389,106,147 (2012: 3,198,951,982) ordinary shares in issue during the year.

The calculation of diluted loss per share for the year ended 31 March 2013 and 31 March 2012 has not included the potential effect of share options outstanding and the deemed conversion of the convertible note into ordinary shares as they have an anti-dilutive effect on the basic loss per share for the year.

14. 每股虧損

每股基本虧損乃根據本公司權益股東應佔年內虧損約143,475,000港元（二零一二年：約56,198,000港元）及年內已發行普通股之加權平均數3,389,106,147股（二零一二年：3,198,951,982股）計算。

計算截至二零一三年三月三十一日及二零一二年三月三十一日止年度之每股攤薄虧損時，並無計及未行使購股權及可換股票據被視作轉換為普通股之潛在影響，原因為其對年度每股基本虧損具反攤薄影響。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE

Currently, the demand and price of rare earth products still remain low. Given the uncertainty of the current rare earth market, the Group started to rationalise the resources business by considering the possibilities of restructuring the rare earth refinery and processing business. Before the balance sheet date, the Group made a plan to sell a group of subsidiaries that engaged in the rare earth refinery and processing business as if the assets value would be better reflected by such a sale transaction rather than through continuing use. The rare earth refinery and processing business is mainly conducted through 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited), a 54% owned subsidiary of the Group. The Group is actively seeking buyers for the rare earth refinery and processing business and expects to complete the sale in one year subject to commercial circumstances. Preliminary discussions with potential buyers were on going and as at the balance sheet date, negotiations for the sale were still in progress and the assets and liabilities of the subsidiaries were classified as assets and liabilities held for sale.

The results of the assets/liabilities classified as held for sale (i.e. rare earth refinery and processing business) that are included in the consolidated income statement and the consolidated statement of cash flows are shown as below.

15. 分類為持作出售之資產／負債

目前，稀土產品之需求及價格仍然低企。鑑於現時稀土市場未見明朗，本集團開始考慮重組稀土深加工業務之可能性，以期精簡資源業務。於結算日前，本集團計劃在出售交易較持續使用能更佳地反映資產值之情況下，出售該等從事稀土深加工業務之附屬公司。稀土深加工業務主要透過冕寧縣茂源稀土科技有限公司（本集團擁有54%權益之附屬公司）進行。本集團現正積極為稀土深加工業務尋求買家，視乎商業情況，預期於一年內完成出售。本集團持續與有意買家進行初步討論，於結算日該等磋商仍在進行，該等附屬公司之資產及負債已分別分類為持作出售之資產及負債。

計入綜合收益表及綜合現金流量表之分類為持作出售之資產／負債（即稀土深加工業務）業績如下。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loss for the year from rare earth refinery and processing business:	稀土深加工業務本年度虧損：		
Turnover	營業額	34,536	6
Other income	其他收入	3,716	—
Cost of sales	銷售成本	(37,843)	(6)
Impairment loss on intangible asset	無形資產之減值虧損	(82,346)	—
Administrative expenses	行政費用	(68,081)	(22,803)
Loss before taxation	除稅前虧損	(150,018)	(22,803)
Taxation	稅項	(1,507)	—
Loss for the year	本年度虧損	(151,525)	(22,803)

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

15. 分類為持作出售之資產／負債（續）

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loss for the year from rare earth refinery and processing business has been arrived at after charging the following:	稀土深加工業務之本年度虧損於扣除下列項目後得出：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,516	1,538
Amortisation of intangible asset	無形資產攤銷	50,364	13,537
Amortisation of land use rights	土地使用權攤銷	112	28
Cash flows from rare earth refinery and processing business:	稀土深加工業務之現金流量：		
Net cash inflows/(outflows) from operating activities	經營活動之現金流入／（流出）淨額	6,563	(45,927)
Net cash outflows from investing activities	投資活動之現金流出淨額	(9,025)	(4,514)
Net cash inflows from financing activities	融資活動之現金流入淨額	–	53,021
Net cash (outflows)/inflows	現金（流出）／流入淨額	(2,462)	2,580

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

15. 分類為持作出售之資產／負債（續）

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The major classes of assets and liabilities classified as held for sale as at year end are as follows:	於年結日，分類為持作出售之資產及負債之主要類別如下：		
Property, plant and equipment (Note 16)	物業、廠房及設備（附註16）	111,961	—
Intangible asset (note a below and Note 19)	無形資產（下文附註a及附註19）	401,735	—
Land use rights (Note 17)	土地使用權（附註17）	5,340	—
Goodwill (note b below and Note 18)	商譽（下文附註b及附註18）	171,748	—
Inventories (note c below)	存貨（下文附註c）	27,890	—
Trade and other receivables	應收貿易及其他賬項	16,329	—
Cash and cash equivalents (Note 25)	現金及現金等額項目（附註25）	201	—
Assets classified as held for sale	分類為持作出售之資產	735,204	—
Trade and other payables	應付貿易及其他賬項	(116,757)	—
Other borrowings (note d below)	其他借貸（下文附註d）	(419,799)	—
Deferred taxation (Note 30)	遞延稅項（附註30）	(1,507)	—
Liabilities directly associated with assets classified as held for sale	與分類為持作出售之資產直接相關之負債	(538,063)	—
Net assets directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關之淨資產	197,141	—
Cumulative income recognised in other comprehensive income relating to the assets/liabilities classified as held for sale:	於其他全面收益確認有關分類為持作出售之資產／負債之累計收益：		
Foreign exchange translation adjustments	外匯換算調整	609	—

Notes:

附註：

- (a) The intangible asset relates to the technical know-how technology to convert rare earth concentrates into a variety of rare earth products. The technical know-how has a finite useful life and is amortised on a straight-line basis over its estimated useful life of 10 years.

- (a) 無形資產與將稀土精礦轉化為各種稀土產品之技術訣竅有關。技術訣竅具有有限可使用年期，於估計可使用年期10年按直線基準攤銷。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

Notes: (continued)

(a) (continued)

In accordance with the Group's accounting policies, the Group has assessed the recoverable amount of the technical know-how based on a value-in-use calculation, which uses cash flow projections based on financial budgets approved by the management covering a 9-year period with pre-tax discount rate of 36.41% per annum. The discount rate used reflects specific risk relating to the rare resources industry.

For the purpose of impairment test, the recoverable amount has been assessed on 30 September 2012 by reference to a valuation prepared by Roma Appraisals Limited, an independent valuer, determined based on the value-in-use calculations. As the recoverable amount is less than its carrying amount as at 30 September 2012, accordingly an impairment of approximately HK\$81,840,000 was charged to the consolidated income statement. The circumstances leading to the impairment was mainly due to recent changes in the market situation e.g. price drop, decrease in demand, PRC government policies controlling the supply of rare earth raw materials etc., particularly since August 2012, the whole rare earth industry has been disrupted. The directors of the Company are of the opinion that there is no indication of impairment in the carrying amount of the intangible asset as at 31 March 2013 and accordingly no further impairment loss was recognised.

- (b) The Group performed an impairment review for cash-generating unit (the "CGU") of rare resources segment with reference to a valuation carried out by a firm of independent professional valuers. The recoverable amount of the rare resources segment has been determined based on a value-in-use calculation, which uses a cash flow projection based on financial forecast approved by management covering a 9-year period. The pre-tax discount rate applied to cash flow projection is 21.98% (2012: pre-tax 25.92%) and cash flow beyond the 9-year period is extrapolated using a steady 2.86% (2012: 3.66%) per annum growth rate. The growth rate used does not exceed the long-term average growth rate for the business in which the CGU operates. The recoverable amount of the CGU of rare resources segment is higher than the carrying amount. Accordingly, no impairment loss charge needed to be made against the goodwill as at 31 March 2013.

In view of the development potentials in rare earth processing business in China which will benefit from the PRC government's policies in recent years to consolidate the industry and restrict output, the management believed that the projected cash flow based on financial forecasts for a period of 9 years is reliable.

Management determined the budgeted sales and gross margins based on past performance, expectation for the market development and planned production strategy. The discount rate used is pre-tax and reflects specific risks relating to rare resources industry.

15. 分類為持作出售之資產／負債(續)

附註：(續)

(a) (續)

按照本集團之會計政策，本集團已按使用價值計算法評估技術訣竅之可收回金額，而使用價值計算法乃使用按管理層批准之九年期財務預算進行之現金流量預測，稅前貼現率為每年36.41%。所用貼現率反映稀土資源業之特定風險。

為進行減值測試，本集團已於二零一二年九月三十日參照獨立估值師羅馬國際評估有限公司編製之估值，按使用價值計算法評估可收回金額。由於可收回金額低於二零一二年九月三十日之賬面值，故已於綜合收益表扣除約81,840,000港元之減值。導致出現減值主要是由於市況近期有變（如價格下跌、需求下跌、中國政府政策控制稀土原料供應等），尤其是自二零一二年八月以來，整個稀土行業均受到影響。本公司董事認為，並無跡象顯示無形資產於二零一三年三月三十一日之賬面值出現減值，故並無進一步確認減值虧損。

- (b) 本集團參照獨立專業估值師行進行之估值就稀土資源分部之現金產生單位（「現金產生單位」）進行減值檢討。稀土資源分部之可收回金額乃按使用價值計算法釐定，而使用價值計算法乃使用按管理層批准之九年期財務預算進行之現金流量預測。現金流量預測所應用之稅前貼現率為21.98%（二零一二年：稅前25.92%），超過九年期之現金流量利用每年2.86%（二零一二年：3.66%）之穩定增長率推算。所用增長率並不超過現金產生單位所經營業務之長遠平均增長率。稀土資源分部現金產生單位之可收回金額高於賬面值。因此，於二零一三年三月三十一日毋須就商譽計提減值虧損。

鑑於近年中國政府政策整合稀土行業，限制產量，有利於中國稀土加工業務之發展潛力，管理層相信按九年期財務預測進行之預測現金流量誠屬可靠。

管理層按過往表現、對市場發展之預期及計劃之生產策略決定預算銷售額及毛利率。所用貼現率屬稅前貼現率，反映稀土資源業之特定風險。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

Notes: (continued)

(c) Inventories comprise:

		HK\$'000 千港元
Raw materials	原材料	2,393
Work in progress	在製品	22,070
Finished goods	製成品	3,427
		<u>27,890</u>

(d) Other borrowings include two loans ("Loan A" and "Loan B") obtained by a wholly-owned subsidiary of the Company from independent third parties and interest accrued thereon. Both Loan A and Loan B are guaranteed by the Company. Loan A amounting to RMB180,000,000 is unsecured, interest bearing at a rate of 11.5% per annum payable half-yearly and due for repayment in full in December 2013. Lender of Loan A has the right to demand the Company to transfer a maximum of 25% equity interest in Mianning Mao Yuan Rare Earth Technology Company Limited to the lender in the event of a default to repay the loan by the subsidiary or the Company on due date. Loan B amounting to RMB76,000,000 is unsecured, interest bearing at a rate of 13.5% per annum payable half-yearly and is due for repayment in full in December 2013.

On 25 September 2012, the Company and the wholly-owned subsidiary entered into supplemental agreements with lenders of Loan A and Loan B to defer the payments of outstanding loan interest to December 2013 on the basis that such outstanding loan interest shall carry additional interest calculated at the same interest rate as set out in the original loan agreements of Loan A and Loan B. On 25 March 2013, extension agreements were entered into with lenders of Loan A and Loan B to extend the due date for full repayment of loan principals, outstanding interest and additional interest calculated in accordance with the supplemental agreements to December 2014. All other terms and conditions in the extension agreements remain the same as those of the original loan agreements.

The remaining balance represents unsecured and interest-free borrowing of RMB43,000,000 advanced by an individual. This borrowing has no fixed term of repayment.

The directors of the Company consider that the Loan A and Loan B together with interest accrued thereon would be included in the negotiations for the sale of the rare earth refinery and processing business as such these borrowings and interest payable were reclassified to liabilities directly associated with assets classified as held for sale accordingly.

15. 分類為持作出售之資產／負債(續)

附註：(續)

(c) 存貨包括：

(d) 其他借貸包括本公司一家全資附屬公司從獨立第三方取得之兩筆貸款(「貸款甲」及「貸款乙」)及相關應計利息，均由本公司擔保。為數人民幣180,000,000元之貸款甲為無抵押，按年利率11.5厘計息，利息每半年支付一次，須於二零一三年十二月悉數償還。倘本公司該附屬公司未能於貸款到期日償還貸款，則貸款甲之貸款人有權要求本公司向其轉讓寧縣茂源稀土科技有限公司最多25%股權。為數人民幣76,000,000元之貸款乙為無抵押，按年利率13.5厘計息，利息每半年支付一次，須於二零一三年十二月悉數償還。

於二零一二年九月二十五日，本公司及該全資附屬公司與貸款甲及貸款乙之貸款人訂立補充協議，將支付未償還貸款利息之日期延遲至二零一三年十二月，基準為有關未償還貸款利息按貸款甲及貸款乙之原貸款協議所載之相同利率計算額外利息。於二零一三年三月二十五日，本公司及該全資附屬公司與貸款甲及貸款乙之貸款人訂立延期協議，以將悉數償還貸款本金、未償還利息及按照補充協議計算之額外利息之到期日延遲至二零一四年十二月。延遲協議之所有其他條款及條件與原貸款協議者相同。

餘額指一名個別人士墊付之人民幣43,000,000元無抵押免息借貸。該借貸並無固定還款期。

本公司董事認為，磋商出售稀土深加工業務時會計入貸款甲及貸款乙連同應計利息，原因為該等借貸及應付利息已相應重新分類為與分類為持作出售之資產直接相關之負債。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold buildings 租賃樓宇 HK\$'000 千港元	Leasehold land and buildings 租賃土地及 樓宇 HK\$'000 千港元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團								
Cost	成本								
At 1 April 2011	於二零一一年四月一日	7,582	4,085	39	27,786	3,690	1,528	-	44,710
Additions	新增	2,064	-	-	2,301	497	124	190	5,176
Disposals	出售	-	-	-	-	(2,200)	(3)	-	(2,203)
Acquisition of subsidiaries (Note 34)	收購附屬公司(附註34)	73,176	-	-	29,867	196	-	4,128	107,367
Exchange realignment	匯兌調整	290	156	-	1,063	110	17	-	1,636
At 31 March 2012	於二零一二年三月三十一日	83,112	4,241	39	61,017	2,293	1,666	4,318	156,686
At 1 April 2012	於二零一二年四月一日	83,112	4,241	39	61,017	2,293	1,666	4,318	156,686
Additions	新增	1,947	-	1,617	5,722	-	28	1,357	10,671
Reclassification	重新分類	1,976	-	-	3,704	-	-	(5,680)	-
Reclassified as held for sale (Note 15)	重新分類為持作出售(附註15)	(79,256)	-	-	(41,592)	(196)	-	-	(121,044)
Disposal of subsidiaries (Note 35)	出售附屬公司(附註35)	-	-	-	-	-	(27)	-	(27)
Exchange realignment	匯兌調整	103	5	-	75	2	-	5	190
At 31 March 2013	於二零一三年三月三十一日	7,882	4,246	1,656	28,926	2,099	1,667	-	46,476
Accumulated depreciation, amortisation and impairment	累計折舊、攤銷及減值								
At 1 April 2011	於二零一一年四月一日	417	3,899	22	2,962	2,600	1,006	-	10,906
Depreciation provided for the year	本年度折舊撥備	883	17	17	4,705	327	198	-	6,147
Eliminated on disposal	出售時對銷	-	-	-	-	(1,931)	(3)	-	(1,934)
Acquisition of subsidiaries (Note 34)	收購附屬公司(附註34)	-	-	-	-	10	-	-	10
Exchange realignment	匯兌調整	26	149	-	165	55	6	-	401
At 31 March 2012	於二零一二年三月三十一日	1,326	4,065	39	7,832	1,061	1,207	-	15,530
At 1 April 2012	於二零一二年四月一日	1,326	4,065	39	7,832	1,061	1,207	-	15,530
Depreciation provided for the year	本年度折舊撥備	2,888	17	995	8,811	269	166	-	13,146
Eliminated on reclassification as held for sale (Note 15)	重新分類為持作出售對銷(附註15)	(3,090)	-	-	(5,953)	(40)	-	-	(9,083)
Disposal of subsidiaries (Note 35)	出售附屬公司(附註35)	-	-	-	-	-	(9)	-	(9)
Exchange realignment	匯兌調整	2	5	-	10	-	-	-	17
At 31 March 2013	於二零一三年三月三十一日	1,126	4,087	1,034	10,700	1,290	1,364	-	19,601
Net book values	賬面淨值								
At 31 March 2013	於二零一三年三月三十一日	6,756	159	622	18,226	809	303	-	26,875
At 31 March 2012	於二零一二年三月三十一日	81,786	176	-	53,185	1,232	459	4,318	141,156

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's leasehold buildings are situated in the PRC held under medium term lease.

The Group's leasehold land and buildings are situated in the PRC held under long term lease. As the prepaid land lease payment cannot be allocated reliably between the land and building elements, the entire lease payment is included in the cost of land and buildings as a finance lease in property, plant and equipment in accordance with HKAS 16.

Depreciation expense of HK\$6,023,000 (2012: HK\$4,064,000) has been expensed in cost of sales and HK\$7,123,000 (2012: HK\$2,083,000) in administrative expenses.

At 31 March 2013, the Group's leasehold buildings with carrying value of HK\$6,756,000 (2012: HK\$3,703,000) are pledged to secure bank borrowing granted to the Group (*Note 28*).

16. 物業、廠房及設備（續）

本集團之租賃樓宇位於中國及以中期租約持有。

本集團之租賃土地及樓宇位於中國及以長期租約持有。由於預付土地租賃款項不能於土地及樓宇部分間可靠地分配，因此全部租賃款項根據香港會計準則第16號按物業、廠房及設備之融資租賃包含於土地及樓宇成本之內。

折舊開支中，6,023,000港元（二零一二年：4,064,000港元）已於銷售成本中支銷，而7,123,000港元（二零一二年：2,083,000港元）則於行政費用中支銷。

於二零一三年三月三十一日，本集團賬面值為6,756,000港元（二零一二年：3,703,000港元）之租賃樓宇已作抵押，以擔保本集團獲授之銀行借貸（*附註28*）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (continued)

16. 物業、廠房及設備（續）

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司			
Cost	成本			
At 1 April 2011	於二零一一年四月一日	39	454	493
Additions	新增	—	38	38
At 31 March 2012	於二零一二年三月三十一日	39	492	531
At 1 April 2012	於二零一二年四月一日	39	492	531
Additions	新增	—	27	27
At 31 March 2013	於二零一三年三月三十一日	39	519	558
Accumulated depreciation	累計折舊			
At 1 April 2011	於二零一一年四月一日	22	286	308
Depreciation provided for the year	本年度折舊撥備	17	67	84
At 31 March 2012	於二零一二年三月三十一日	39	353	392
At 1 April 2012	於二零一二年四月一日	39	353	392
Depreciation provided for the year	本年度折舊撥備	—	62	62
At 31 March 2013	於二零一三年三月三十一日	39	415	454
Net book values	賬面淨值			
At 31 March 2013	於二零一三年三月三十一日	—	104	104
At 31 March 2012	於二零一二年三月三十一日	—	139	139

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

17. LAND USE RIGHTS

17. 土地使用權

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost	成本		
At 1 April	於四月一日	18,667	12,708
Acquisition of subsidiaries (Note 34)	收購附屬公司（附註34）	—	5,473
Reclassified as held for sale (Note 15)	重新分類為持作出售（附註15）	(5,480)	—
Exchange realignment	匯兌調整	23	486
		<hr/>	<hr/>
At 31 March	於三月三十一日	13,210	18,667
		<hr/>	<hr/>
Accumulated amortisation	累計攤銷		
At 1 April	於四月一日	1,040	507
Charged for the year	本年度扣除	598	508
Eliminated on reclassification as held for sale (Note 15)	重新分類為持作出售時對銷（附註15）	(140)	—
Exchange realignment	匯兌調整	1	25
		<hr/>	<hr/>
At 31 March	於三月三十一日	1,499	1,040
		<hr/>	<hr/>
Net book value	賬面淨值		
At 31 March	於三月三十一日	11,711	17,627
		<hr/>	<hr/>

The Group's interests in land use rights are outside Hong Kong with medium term leases.

At 31 March 2013, the Group's land use rights with carrying value of HK\$11,711,000 (2012: HK\$12,182,000) are pledged to secure bank borrowing granted to the Group (Note 28).

本集團於土地使用權之權益位於香港以外，並根據中期租約持有。

於二零一三年三月三十一日，本集團賬面值為11,711,000港元（二零一二年：12,182,000港元）之土地使用權已作抵押，以擔保本集團獲授之銀行借貸（附註28）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

18. GOODWILL

18. 商譽

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost	成本		
At 1 April	於四月一日	195,129	23,592
Arising on acquisition of subsidiaries (Note 34)	收購附屬公司時產生（附註34）	—	171,536
Reclassified as held for sale (Note 15)	重新分類為持作出售（附註15）	(171,748)	—
Exchange realignment	匯兌調整	211	1
		<u>23,592</u>	<u>195,129</u>
At 31 March	於三月三十一日		

At 31 March 2013, the amount represents goodwill arising from acquisition of 80% equity interest in Zibo Liyuan Gamma Ray Technologies Co. Limited during the year ended 31 March 2010.

Impairment tests for goodwill

For the purposes of impairment testing, goodwill has been allocated to the group of cash-generating units (the "CGU") comprising the gamma ray irradiation services segment.

The recoverable amount of the gamma ray irradiation services operation has been determined based on a value-in-use calculation, which uses a cash flow projection based on financial forecast approved by management covering a 5-year period. The pre-tax discount rate applied to cash flow projection is 22.63% (2012: pre-tax 21.66%) and cash flow beyond the 5-year period is extrapolated using zero growth rate. The recoverable amount of the CGU of gamma ray irradiation services segment is higher than the carrying amount. Accordingly, no impairment loss charge needed to be made against the goodwill as at 31 March 2013 and 31 March 2012.

Management determined the budgeted sales and gross margins based on past performance, expectation for the market development and planned production strategy. The discount rate used is pre-tax and reflects specific risks relating to gamma ray irradiation services.

於二零一三年三月三十一日，該款項指截至二零一零年三月三十一日止年度收購淄博利源高科輻照技術有限公司之80%股權所產生之商譽。

商譽減值測試

為進行減值測試，商譽已分配至包括伽瑪射線照射服務分部之一組現金產生單位（「現金產生單位」）。

伽瑪射線照射服務業務之可收回金額乃按使用價值計算法釐定，而使用價值計算法乃使用按管理層批准之五年期財務預算進行之現金流量預測。現金流量預測所應用之稅前貼現率為每年22.63%（二零一二年：稅前21.66%），超過五年期之現金流量利用零增長率推算。伽瑪射線照射服務分部現金產生單位之可收回金額高於賬面值。因此，於二零一三年三月三十一日及二零一二年三月三十一日毋須就商譽計提減值虧損。

管理層按過往表現、對市場發展之預期及計劃之生產策略決定預算銷售額及毛利率。所用貼現率屬稅前貼現率，反映伽瑪射線照射服務業務之特定風險。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

19. INTANGIBLE ASSET

19. 無形資產

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost	成本		
At 1 April	於四月一日	547,472	–
Arising on acquisition of subsidiaries (Note 34)	收購附屬公司時產生 (附註34)	–	547,472
Reclassified as held for sale (Note 15)	重新分類為持作出售 (附註15)	(548,148)	–
Exchange realignment	匯兌調整	676	–
		<hr/>	<hr/>
At 31 March	於三月三十一日	–	547,472
		<hr/>	<hr/>
Accumulated amortisation and impairment	累計攤銷及減值		
At 1 April	於四月一日	13,687	–
Amortisation for the year	本年度攤銷	50,364	13,537
Impairment for the year	本年度減值	82,346	–
Eliminated on reclassification as held for sale (Note 15)	重新分類為持作出售時對銷 (附註15)	(146,413)	–
Exchange realignment	匯兌調整	16	150
		<hr/>	<hr/>
At 31 March	於三月三十一日	–	13,687
		<hr/>	<hr/>
Net book value	賬面淨值		
At 31 March	於三月三十一日	–	533,785
		<hr/>	<hr/>

The amortisation charge for the year is included in administrative expenses in the consolidated income statement.

本年度攤銷支出計入綜合收益表之行政費用內。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

20. INTERESTS IN SUBSIDIARIES

20. 於附屬公司之權益

		The Company 本公司	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	—	—
Amounts due from subsidiaries	應收附屬公司款項	517,507	617,724
Allowance for impairment	減值撥備	(448,639)	(366,799)
		68,868	250,925
Amounts due to subsidiaries	應付附屬公司款項	—	(55,277)

The Company's cost of investments in the unlisted shares of its directly held subsidiaries is less than HK\$1,000.

Amounts due from/to subsidiaries are unsecured, interest free and have no fixed term of repayment. In the opinion of the directors, the amounts will not be recovered/settled within twelve months of the balance sheet date and are accordingly classified as non-current.

In view of the subsidiaries which sustained losses are not financially capable of repaying to the Company in near future, the directors opined that it is appropriate to make an allowance for impairment of HK\$448,639,000 (2012: HK\$366,799,000) after considering the profitability, financial positions, cash flows and future prospects of these subsidiaries.

本公司於其直接持有之附屬公司之非上市股份投資成本少於1,000港元。

應收／應付附屬公司之款項為無抵押、免息及無固定還款期。董事認為，有關款項將不會於結算日起計十二個月內收回／清償。因此，該等款項已分類為非流動。

鑑於該等附屬公司維持虧損並在未來短期無財政能力向本公司還款，董事於考慮該等附屬公司之盈利能力、財務狀況、現金流量及未來前景後認為作出448,639,000港元（二零一二年：366,799,000港元）之減值撥備屬適當。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (continued)

Movements on the allowance account are as follows:

20. 於附屬公司之權益（續）

撥備賬之變動如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At beginning of the year	於年初	366,799	366,799
Impairment loss recognised	所確認之減值虧損	81,840	—
At end of the year	於年終	448,639	366,799

Details of the Company's principal subsidiaries at 31 March 2013 are set out in Note 43.

本公司各主要附屬公司於二零一三年三月三十一日之詳情列載於附註43。

21. INVENTORIES

21. 存貨

		The Group 本集團 2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(a) Inventories in the consolidated balance sheet comprise:	(a) 綜合資產負債表內之存貨包括：		
Properties held for sale	持作出售物業	—	9,010
Raw materials	原材料	—	4,772
Work in progress	在製品	—	28,853
Finished goods	製成品	—	1,964
		—	44,599
(b) The amount of inventories recognised as an expense during the year:	(b) 年內確認為開支之存貨金額：		
Carrying amount of inventories sold	已出售存貨之賬面值	45,292	25,216
Write-down of inventories	撇減存貨	—	9,826
Reversal of write-down of inventories	撥回撇減存貨	(3,682)	—
		41,610	35,042

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

22. PROPERTIES UNDER DEVELOPMENT

22. 發展中物業

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
At beginning of the year	於年初	43,777	41,897
Additions	添置	25	276
Disposal of subsidiaries (Note 35)	出售附屬公司（附註35）	(43,481)	—
Exchange realignment	匯兌調整	(321)	1,604
At end of the year	於年終	—	43,777

The properties under development represented medium term land use rights in the PRC.

發展中物業指於中國之中期土地使用權。

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他賬項

		The Group 本集團		The Company 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade receivables	應收貿易賬項	3,140	3,491	—	—
Less: allowance for impairment	減：減值撥備	2,632	2,632	—	—
Trade receivables, net	應收貿易賬項，淨額	508	859	—	—
Other receivables and prepayments	其他應收賬項及預付款項	56,825	41,786	111	72
		57,333	42,645	111	72

In the opinion of the Directors, all of the above trade and other receivables are expected to be recovered or recognised as expense within one year.

董事認為，上述所有應收貿易及其他賬項預計可於一年內收回或確認為開支。

The Directors consider that the carrying amounts of trade and other receivables approximate to their fair values.

董事認為應收貿易及其他賬項之賬面值與其公平值相若。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (continued)

The Group allows an average credit period of 60 days to 90 days to its trade customers. The following is an analysis of trade receivables by age, presented based on the invoice date. The analysis below includes those classified as part of assets classified as held for sale, net of allowance for doubtful debts:

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Up to 30 days	30日內	6,916	627
31 to 90 days	31至90日	67	231
91 to 365 days	91至365日	252	1
		<u>7,235</u>	<u>859</u>

The movements on the allowance for impairment are as follows:

減值撥備之變動如下：

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At beginning of the year	於年初	2,632	2,901
Uncollectible amount written off	撇銷無法收回款項	—	(77)
Unused amounts reversed (note 7)	撥回未使用金額（附註7）	—	(192)
		<u>2,632</u>	<u>2,632</u>

At 31 March 2013, trade receivables of HK\$2,632,000 (2012: HK\$2,632,000) were impaired. The amount of allowance for impairment was HK\$2,632,000 as at 31 March 2013 (2012: HK\$2,632,000). The individually impaired receivables mainly related to a number of customers that were in financial difficulties and have remained long overdue.

於二零一三年三月三十一日，應收貿易賬項2,632,000港元（二零一二年：2,632,000港元）已減值。於二零一三年三月三十一日之減值撥備金額為2,632,000港元（二零一二年：2,632,000港元）。個別減值之應收賬項主要涉及數名陷入財政困難及長期欠款之客戶。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (continued)

The ageing analysis of the trade receivables that are considered to be impaired is as follows:

1 year to 2 years past due	逾期1至2年
Over 2 years past due	逾期超過2年

23. 應收貿易及其他賬項（續）

本集團認為須予減值之應收貿易賬項賬齡分析如下：

The Group 本集團	
2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元

–	25
2,632	2,607
<u>2,632</u>	<u>2,632</u>

The ageing analysis of the trade receivables that are not considered to be impaired is as follows:

本集團認為無須減值之應收貿易賬項賬齡分析如下：

The Group 本集團	
2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元

Not yet past due	尚未逾期	433	627
Less than 6 months past due	逾期少於6個月	75	231
6 months to 1 year past due	逾期6個月至1年	–	1
		<u>508</u>	<u>859</u>

The maximum exposure to credit risk at the balance sheet date is the fair value of each class of receivables mentioned above. The Group does not hold any collateral or other credit enhancements over these balances. All of the other classes within trade and other receivables are neither past due nor impaired with good credit quality.

於結算日須承受之最高信貸風險為上述各類應收賬項之公平值。本集團並無就該等結餘持有任何抵押品或其他信用增益。由於信貸質素良好，故所有其他應收貿易及其他賬項既無逾期亦無減值。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (continued)

Included in trade and other receivables is the following amount denominated in a currency other than the functional currency of the Company to which they relate:

23. 應收貿易及其他賬項（續）

應收貿易及其他賬項中包括下列以本公司功能貨幣以外貨幣為單位之金額：

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		'000 千元	'000 千元
Renminbi	人民幣	16,985	26,940

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公平值計入損益之金融資產

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Listed securities held for trading:	持作買賣之上市證券：		
– Equity securities – Hong Kong, at market value	– 股本證券－香港，按市值	38,845	39,606

None of the carrying amount of interest in listed securities exceeded 10% of total assets of the Group at both balance sheet dates.

於兩個結算日，上市證券權益之賬面值並不超過本集團資產總值之10%。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

25. CASH AND CASH EQUIVALENTS

25. 現金及現金等額項目

		The Group 本集團		The Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	56,437	18,774	53,212	6,611
Cash and bank balances included in a disposal group classified as held for sale (Note 15)	計入分類為持作出售之出售組別之現金及銀行結餘 (附註15)	201	—	—	—
		<u>56,638</u>	<u>18,774</u>	<u>53,212</u>	<u>6,611</u>

Included in cash and cash equivalents in the balance sheet are the following amounts denominated in currencies other than the functional currency of the Company to which they relate:

計入資產負債表之現金及現金等額項目包括下列以本公司功能貨幣以外貨幣為單位之金額：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 '000 千元	2012 二零一二年 '000 千元	2013 二零一三年 '000 千元	2012 二零一二年 '000 千元
United States Dollars	美元	5	255	—	—
Renminbi	人民幣	2,403	4,942	—	—
Japanese Yen	日圓	20	20	20	20
Malaysian Ringgit	馬來西亞元	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

26. TRADE AND OTHER PAYABLES

26. 應付貿易及其他賬項

		The Group 本集團		The Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade payables	應付貿易賬項	1	35,425	-	-
Other payables and accruals	其他應付賬項及應計款項	37,404	129,709	6,626	8,348
		<u>37,405</u>	<u>165,134</u>	<u>6,626</u>	<u>8,348</u>

In the opinion of the Directors, all of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

董事認為，所有應付貿易及其他賬項預計可於一年內支付或確認為收入或應要求償還。

The Directors consider that the carrying amounts of trade and other payables approximate to their fair value.

董事認為應付貿易及其他賬項之賬面值與其公平值相若。

The following is an analysis of trade payables by age based on the invoice date. The analysis below includes those classified as part of liabilities classified as held for sale:

以下為基於發票日期之應付貿易賬項賬齡分析。以下分析包括歸入分類為持作出售之負債類別者：

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Up to 30 days	30日內	6,173	10,440
31 to 90 days	31至90日	-	6,271
Over 90 days	超過90日	38,066	18,714
		<u>44,239</u>	<u>35,425</u>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

26. TRADE AND OTHER PAYABLES (continued)

Included in trade and other payables is the following amounts denominated in currencies other than the functional currency of the Company to which they relate:

26. 應付貿易及其他賬項（續）

應付貿易及其他賬項包括下列以本公司功能貨幣以外貨幣為單位之金額：

		The Group 本集團	
		2013 二零一三年 '000 千元	2012 二零一二年 '000 千元
Australian dollar	澳元	14	34
Renminbi	人民幣	21,404	121,557

27. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount due to a non-controlling shareholder of a subsidiary is unsecured, interest free and has no fixed terms of repayment. The directors are of the opinion that the amount is not repayable in the next twelve months from the balance sheet date and is therefore shown as non-current.

27. 應付附屬公司非控股股東款項

應付附屬公司非控股股東款項屬無抵押、免息及無固定還款期。董事認為有關款額自結算日起十二個月內不會被要求償還，因此列為非流動。

28. BANK AND OTHER BORROWINGS

28. 銀行及其他借貸

		The Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current	流動		
Bank borrowing – secured (Note a)	銀行借貸—有抵押（附註a）	—	9,864
Non-current	非流動		
Bank borrowing – secured (Note a)	銀行借貸—有抵押（附註a）	9,877	—
Other borrowings – unsecured	其他借貸—無抵押		
– Loan from a company controlled by a substantial shareholder (Note b)	— 一名主要股東控制之公司提供之貸款（附註b）	56,790	56,636
– Other loans (Note c)	— 其他貸款（附註c）	—	368,214
		66,667	424,850
Total bank and other borrowings	銀行及其他借貸總額	66,667	434,714

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

28. BANK AND OTHER BORROWINGS (continued)

28. 銀行及其他借貸(續)

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Bank borrowing repayable	應於下列期間償還之銀行借貸		
Within one year	一年內	–	9,864
In the second year	第二年	9,877	–
		<u>9,877</u>	<u>9,864</u>
Other borrowings repayable	應於下列期間償還之其他借貸		
In the second year	第二年	56,790	424,850
		<u>56,790</u>	<u>424,850</u>
Total bank and other borrowings	銀行及其他借貸總額	<u>66,667</u>	<u>434,714</u>

The carrying amounts and fair value of the non-current borrowings are as follows:

非流動借貸之賬面值及公平值如下：

		2013 二零一三年		2012 二零一二年	
The Group 本集團		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank borrowing	銀行借貸	9,877	8,829	–	–
Other borrowings	其他借貸	56,790	47,608	424,850	350,393
		<u>66,667</u>	<u>56,437</u>	<u>424,850</u>	<u>350,393</u>

The carrying amount of short-term bank borrowing was approximate to its fair value.

短期銀行借貸之賬面值與公平值相若。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

28. BANK AND OTHER BORROWINGS (continued)

The carrying amount of borrowing is denominated in the following currency:

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		'000 千元	'000 千元
Renminbi	人民幣	54,000	353,000

Notes:

- (a) During the year, the Group obtained a new bank loan which matures until 23 September 2014 to replace the bank loan that matured on 25 September 2012. The average effective interest rate of the bank borrowing is approximately 7.76% (2012: 8.17%) per annum. At 31 March 2013 and 31 March 2012, the bank borrowing is secured by certain leasehold buildings and land use rights of the Group (Notes 16 and 17).
- (b) The loan is interest free, unsecured and has no fixed terms of repayment. The directors are of the opinion that this loan is not repayable in the next twelve months from the balance sheet date and is therefore shown as non-current.
- (c) At 31 March 2012, the balance represented loans from three independent third parties. One of the loans is unsecured, interest free and has no fixed terms of repayment and the other two loans are interest bearing. As at 31 March 2013, these loans were reclassified as liabilities associated with assets classified as held for sale. Further details on these loans are disclosed in Note 15(d).

29. CONVERTIBLE NOTE

On 8 March 2011, the Company entered into a subscription agreement (as amended by a supplemental agreement dated 3 May 2011) to issue 3-years 1% convertible note in a principal amount of HK\$105,000,000 to Mega Market Assets Limited. Mega Market Assets Limited is a substantial shareholder of the Company. The issue of the convertible note was completed on 17 October 2011.

28. 銀行及其他借貸（續）

借貸之賬面值以下列貨幣為單位：

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		'000 千元	'000 千元
Renminbi	人民幣	54,000	353,000

附註：

- (a) 年內，本集團取得一筆新銀行貸款，於二零一四年九月二十三日到期，以取代一筆已於二零一二年九月二十五日到期之銀行貸款。銀行借貸之平均實際利率約為每年7.76%（二零一二年：8.17%）。於二零一三年三月三十一日及二零一二年三月三十一日，銀行借貸以本集團若干租賃樓宇及土地使用權作抵押（附註16及17）。
- (b) 該筆貸款屬無抵押、免息及無固定還款期。董事認為該筆貸款無須於結算日起十二個月內償還，因此列為非流動。
- (c) 於二零一二年三月三十一日，該結餘指三名獨立第三方提供之貸款。其中一筆貸款屬無抵押、免息及無固定還款期，而另外兩筆貸款則計息。於二零一三年三月三十一日，該等貸款已重新歸類為與分類為持作出售之資產相關之負債。該等貸款之進一步詳情於附註15(d)披露。

29. 可換股票據

於二零一一年三月八日，本公司訂立認購協議（經二零一一年五月三日訂立之補充協議所修訂），以向Mega Market Assets Limited發行本金額為105,000,000港元之三年期票息1%之可換股票據。Mega Market Assets Limited為本公司之主要股東。發行可換股票據一事已於二零一一年十月十七日完成。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

29. CONVERTIBLE NOTE (continued)

Pursuant to the subscription agreement, the convertible note is convertible at the option of the noteholder into ordinary shares on or after 17 October 2011 up to and including 17 October 2014 on the basis of one ordinary share with a par value of HK\$0.01 each at an initial conversion price of HK\$0.27 per share, subject to adjustments in accordance with the terms and conditions of the subscription agreement in certain events.

During the year ended 31 March 2013, as a result of the placing of existing shares and top-up subscription of new shares, the conversion price has been adjusted from HK\$0.27 per share to HK\$0.2422 per share.

Unless previously converted, redeemed, purchased or cancelled, any convertible note not converted will be redeemed by the Company on 17 October 2014 at its principal amount outstanding together with all accrued and unpaid interest thereon. The convertible note carries interest at 1% per annum, which is payable half-yearly in arrears.

At initial recognition, the convertible note is separated into a liability component consisting of the straight debt element and an equity component representing the conversion options of the noteholder to convert the convertible note into equity. The equity component is presented as convertible note reserve in equity, whereas the liability component is classified under non-current liabilities. The proceeds received from the issue of the convertible note have been split as follows:

- (i) Liability component represents the fair value of the contractually determined stream of cash flows discounted at the prevailing market interest rate applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the conversion features. The interest charged for the period is calculated by applying an effective interest rate of 7.757% to the liability component since the convertible note was issued.
- (ii) Equity component represents the conversion options, which is determined by deducting the fair value of the liability component from the proceeds of issue of the convertible note as a whole.

29. 可換股票據（續）

根據認購協議，票據持有人可自二零一一年十月十七日或之後起至二零一四年十月十七日（包括該日）止期間，按初步轉換價每股0.27港元（可根據認購協議之條款及條件在若干情況下作出調整）將可換股票據轉換為每股面值0.01港元之普通股。

於截至二零一三年三月三十一日止年度，由於配售現有股份及補足認購新股份，因此，換股價已由每股0.27港元調整為每股0.2422港元。

除非先前轉換、贖回、購買或註銷，否則尚未轉換之任何可換股票據可由本公司於二零一四年十月十七日按尚未償還本金額連同所有應計及未支付利息贖回。可換股票據按年利率1%計息，利息每半年於期末支付。

於初步確認時，可換股票據分為包含直接債務元素之負債部分與權益部分，而權益部分即票據持有人轉換可換股票據為權益之換股權，並在權益內列為可換股票據儲備，而負債部分則分類為非流動負債。發行可換股票據之已收取所得款項已劃分為以下部分：

- (i) 負債部份，指合同釐定現金流量之公平值，乃按信貸情況相若並提供大致相同現金流，條款亦相同，但並無換股特性之工具所適用之現行市場利率貼現。期內扣除之利息自發行可換股票據起，就負債部分以實際利率7.757%計算。
- (ii) 權益部分，指換股權，乃透過於發行可換股票據之整筆所得款項中扣減負債部分之公平值釐定。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

29. CONVERTIBLE NOTE (continued)

The movement of the liability component and the equity component of the convertible note for the year is set out below:

		The Group and the Company 本集團及本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Liability component at 1 April	於四月一日之負債部分	88,848	–
Nominal value of convertible note issued during the year	年內發行可換股票據之面值	–	105,000
Equity component* (Note 33)	權益部分* (附註33)	–	(18,417)
Transaction costs attributable to the liability component	負債部分應佔之交易成本	–	(305)
Imputed interest expense (Note 8)	推定利息支出 (附註8)	7,025	3,048
Interest expenses	利息支出	(1,050)	(478)
Liability component at 31 March	於三月三十一日之負債部分	94,823	88,848

* The transaction costs attributable to the equity component of the convertible note amounted to HK\$65,000.

No conversion, redemption or purchase and cancellation of the convertible note has occurred up to 31 March 2013.

The fair value of the liability component of the convertible note based on cash flows discounted using a rate based on borrowing rate as at 31 March 2013 is approximately HK\$97,168,000 (2012: HK\$90,779,000).

29. 可換股票據（續）

可換股票據之負債部分及權益部分在本年度之變動如下：

* 可換股票據權益部分應佔之交易成本為65,000港元。

截至二零一三年三月三十一日止，可換股票據概無被轉換、贖回或購回並註銷。

根據以二零一三年三月三十一日之借貸率貼現之現金流量計算之可換股票據負債部分之公平值約為97,168,000港元（二零一二年：90,779,000港元）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

30. DEFERRED TAXATION

Details of deferred tax liabilities and amount charged to consolidated income statement are as follows:

The Group

		Properties held for sale 持作出售物業 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2011	於二零一一年四月一日	8,062	2,081	10,143
(Credited)/Charged to consolidated income statement (Note 11)	於綜合收益表（計入）／扣除 （附註11）	(2,962)	123	(2,839)
Exchange realignment	匯兌調整	275	80	355
At 31 March 2012	於二零一二年三月三十一日	5,375	2,284	7,659
(Credited)/Charged to consolidated income statement (Note 11)	於綜合收益表（計入）／扣除 （附註11）	(5,382)	1,935	(3,447)
Disposal of subsidiaries (Note 35)	出售附屬公司（附註35）	—	(1,380)	(1,380)
Reclassified to liabilities directly associated with assets classified held for sale (Note 15)	重新分類至與分類為持作出售之 資產直接相關之負債 （附註15）	—	(1,507)	(1,507)
Exchange realignment	匯兌調整	7	(9)	(2)
At 31 March 2013	於二零一三年三月三十一日	—	1,323	1,323

At 31 March 2013, the Group has unutilised tax losses of approximately HK\$256,292,000 (2012: HK\$248,785,000), part of which has not yet been agreed with the Hong Kong Inland Revenue Department, available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Included in unutilised tax losses as at 31 March 2013 were losses of approximately HK\$27,713,000 (2012: HK\$21,790,000) that would expire in five years and the remaining balance would not expire under the current tax legislation.

At 31 March 2013, the Group has other deductible temporary differences of approximately HK\$54,000 (2012: HK\$467,000). No deferred tax assets has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised. These deductible temporary differences do not expire under the current tax legislation.

30. 遞延稅項

遞延稅項負債及自綜合收益表扣除之金額之詳情如下：

本集團

	Properties held for sale 持作出售物業 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
於二零一一年四月一日	8,062	2,081	10,143
於綜合收益表（計入）／扣除 （附註11）	(2,962)	123	(2,839)
匯兌調整	275	80	355
於二零一二年三月三十一日	5,375	2,284	7,659
於綜合收益表（計入）／扣除 （附註11）	(5,382)	1,935	(3,447)
出售附屬公司（附註35）	—	(1,380)	(1,380)
重新分類至與分類為持作出售之 資產直接相關之負債 （附註15）	—	(1,507)	(1,507)
匯兌調整	7	(9)	(2)
於二零一三年三月三十一日	—	1,323	1,323

於二零一三年三月三十一日，本集團可供抵扣未來溢利之未動用稅務虧損約為256,292,000港元（二零一二年：248,785,000港元），部分金額尚未獲得香港稅務局同意。由於不能預計未來溢利流量，故並未就該等稅務虧損確認遞延稅項資產。於二零一三年三月三十一日，計入未動用稅務虧損之虧損約27,713,000港元（二零一二年：21,790,000港元）可能於五年內到期，而餘下結餘根據現行稅務法例並無到期日。

於二零一三年三月三十一日，本集團有其他可扣稅暫時差異約54,000港元（二零一二年：467,000港元）。由於可能不會產生應課稅溢利用以抵銷可扣稅暫時差異，故並無就該等可扣稅暫時差異確認遞延稅項資產。根據現行稅務法例，該等可扣稅暫時差異並無到期日。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each:	每股面值0.01港元之普通股：		
<i>Authorised:</i>	法定：		
At 1 April 2011, 31 March 2012 and 31 March 2013	於二零一一年四月一日、 二零一二年三月三十一日及 二零一三年三月三十一日	15,000,000,000	150,000
<i>Issued and fully paid:</i>	已發行及繳足：		
At 1 April 2011	於二零一一年四月一日	2,955,681,490	29,557
Exercise of share options	行使購股權	418,000,000	4,180
At 31 March 2012	於二零一二年三月三十一日	3,373,681,490	33,737
Exercise of share options (Note a)	行使購股權（附註a）	5,000,000	50
Issue of shares (Note b)	發行股份（附註b）	420,000,000	4,200
At 31 March 2013	於二零一三年三月三十一日	3,798,681,490	37,987

Notes:

附註：

- (a) During the year, options were exercised to subscribe for 5,000,000 ordinary shares in the Company at a consideration of HK\$580,000 of which HK\$50,000 was credited to share capital and the balance of HK\$530,000 was credited to the share premium account (Note 33) together with a transfer of HK\$134,000 from the share options reserve to the share premium account. Details of options outstanding and movements during the year are set out in Note 32.
- (b) On 13 March 2013, Mega Market Assets Limited ("Mega Market"), a substantial shareholder of the Company, placed an aggregate 420,000,000 existing ordinary shares of the Company to certain independent third parties, at a price of HK\$0.097 per share, for a total cash consideration of HK\$40,740,000, and Mega Market subscribed for 420,000,000 new ordinary shares of the Company at the same price on 21 March 2013. The net proceeds of HK\$40,075,000, out of which HK\$4,200,000 and HK\$35,875,000 were recorded in share capital and share premium respectively, are intended to be used as general working capital of the Group.

- (a) 於本年度，購股權獲行使，按代價580,000港元認購5,000,000股本公司普通股，其中50,000港元計入股本，而餘額530,000港元則計入股份溢價賬（附註33），並自購股權儲備轉撥134,000港元至股份溢價賬。未行使購股權及年內變動之詳情載於附註32。
- (b) 於二零一三年三月十三日，本公司主要股東Mega Market Assets Limited（「Mega Market」）按每股0.097港元之價格向若干獨立第三方配售合共420,000,000股本公司現有普通股，總現金代價為40,740,000港元，而Mega Market於二零一三年三月二十一日按相同價格認購420,000,000股本公司新普通股。所得款項淨額40,075,000港元（其中4,200,000港元入賬列為股本，35,875,000港元入賬列為股份溢價）擬用作本集團之一般營運資金。

All the ordinary shares issued during the year ranked *pari passu* with the existing ordinary shares in all respects.

於本年度內發行之所有普通股於各方面均與現有普通股享有同等權益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME

On 24 April 2002, the Company adopted a share option scheme (the "2002 Scheme") which, unless otherwise terminated, will remain valid and effective for a period of 10 years from 24 April 2002. At the annual general meeting of the Company held on 22 August 2011, the Company adopted a new share option scheme (the "2011 Scheme") in place of the 2002 Scheme. Upon the 2011 Scheme becoming unconditional and effective on 23 August 2011, the 2002 Scheme was terminated on the same date. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue.

(a) The 2002 Scheme

The 2002 Scheme was adopted by the Company on 24 April 2002 for the primary purpose of providing incentives to directors, eligible employees and consultants. Under the 2002 Scheme, the board of directors of the Company may at its discretion offer to any employee, including executive directors, or consultants of the Company and/or its subsidiaries options to subscribe for shares in the Company at a consideration of HK\$1 for each lot of share options granted. Options granted should be accepted within 30 days from the date of grant.

The exercise price is determined by the directors of the Company and will not be less than the highest of (i) the closing price of the shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant, or (iii) the nominal value of the Company's shares.

The total number of shares in respect of which options may be granted under the 2002 Scheme shall not exceed 10% of the shares of the Company in issue as at the date of shareholders' approval of the 2002 Scheme, without a prior approval from the Company's shareholders.

32. 購股權計劃

於二零零二年四月二十四日，本公司採納一項購股權計劃（「二零零二年計劃」），除非另行終止，否則將於自二零零二年四月二十四日起十年期間有效及生效。於本公司二零一一年八月二十二日舉行之股東週年大會上，本公司採納一項新購股權計劃（「二零一一年計劃」）取代二零零二年計劃。於二零一一年計劃於二零一一年八月二十三日成為無條件及生效時，二零零二年計劃於同日終止。然而，根據二零零二年計劃於其終止前授出之購股權將根據彼等之發行條款繼續有效及可行使。

(a) 二零零二年計劃

二零零二年計劃由本公司於二零零二年四月二十四日採納，其主要目的在於提供獎勵予各董事、合資格僱員及顧問。根據二零零二年計劃，本公司董事會可酌情向任何僱員（包括本公司及／或其附屬公司之執行董事或顧問）授出可認購本公司股份之購股權。授出購股權之每批代價為1港元。授出之購股權須於授出日期起計三十日內被接納。

行使價由本公司董事釐定，將不低於以下各項之最高者：(i)授出日期之股份收市價；(ii)緊接授出日期前五個營業日股份平均收市價；或(iii)本公司股份面值。

除已獲得本公司股東事先批准外，根據二零零二年計劃可予授出之購股權涉及之股份總數，不得超過本公司於股東批准二零零二年計劃當日之已發行股份之10%。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(a) The 2002 Scheme (continued)

The maximum aggregate number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other schemes, must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time.

The maximum number of shares (issued and to be issued) in respect of which options may be granted to any eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless a shareholders' approval has been obtained.

An option may be exercised in accordance with the terms of the 2002 Scheme at any time after the date upon which the option is granted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the board of directors in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the 2002 Scheme. Subject to earlier termination by the Company in general meeting or by the board of directors' resolution at a general meeting, the 2002 Scheme shall be valid and effective for a period of 10 years after the date of adoption of the 2002 Scheme.

By an ordinary resolution passed by the shareholders of the Company on 22 August 2011 and upon the 2011 Scheme becoming unconditional and effective, the 2002 Scheme was terminated on 23 August 2011. No further share options may be offered under the 2002 Scheme. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue.

32. 購股權計劃（續）

(a) 二零零二年計劃（續）

根據二零零二年計劃及任何其他計劃已授出而尚未行使之發行在外的購股權獲悉數行使時可予發行之股份總數，最多不得超過本公司不時已發行股份總數之30%。

除已獲得股東批准外，於任何十二個月期間內可向任何合資格人士授出之購股權所涉及之已經及將予發行股份數目，最多不得超過本公司已發行股份總數之1%。

根據二零零二年計劃之條款，購股權可於購股權授出當日起至由該日起十年屆滿前隨時行使。購股權之可予行使期將由董事會全權酌情釐定，惟購股權不得於其授出十年後行使。於二零零二年計劃批准日期起計十年後，概不得授出購股權。除非本公司於股東大會或按董事會於股東大會之決議案提早終止計劃，否則，二零零二年計劃將於採納二零零二年計劃當日起十年期內有效及生效。

透過本公司股東於二零一一年八月二十二日通過之普通決議案及待二零一一年計劃成為無條件及生效後，二零零二年計劃於二零一一年八月二十三日終止。此後，不得根據二零零二年計劃進一步授出購股權。然而，根據二零零二年計劃於其終止前授出之購股權將根據彼等之發行條款繼續有效及可行使。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme

The 2011 Scheme was adopted by the Company on 22 August 2011 which will expire on 21 August 2021. The primary purpose of the 2011 Scheme is to provide incentives or reward to the eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group. Under the 2011 Scheme and subject to its terms and conditions, the board of directors of the Company may at its discretion offer to any eligible employee, director, or consultant, agent, supplier, customer or contractor of the Group options to subscribe for shares in the Company. Such offer shall be open for acceptance on a day specified in the letter of grant which shall be no longer than 30 days from the date of the letter of grant. The share options shall be deemed to have been granted and accepted and taken effect when the duplicate letter of grant is signed by the eligible person and returned to the Company together with a remittance in favour of the Company of HK\$1 for each acceptance of grant of the share options.

The exercise price is determined by the directors of the Company, which shall be at least the highest of (i) the closing price of the shares on the date of offer, (ii) the average closing price of the shares for the five business days immediately preceding the date of offer, and (iii) the nominal value of the Company's shares.

The maximum aggregate number of shares which may be issued upon the exercise of all outstanding vested or unvested options granted and yet to be exercised under the 2011 Scheme and any other schemes must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time (the "Overriding Limit").

32. 購股權計劃（續）

(b) 二零一一年計劃

二零一一年計劃由本公司於二零一一年八月二十二日採納，將於二零一一年八月二十一日到期。二零一一年計劃之主要目的在於向合資格人士就彼等對本集團之貢獻及推動本集團利益之不懈努力提供激勵或獎勵。根據二零一一年計劃及受其條款及條件所限，本公司董事會可酌情向本集團任何合資格僱員、董事或顧問、代理、供應商、客戶或承辦人授出可認購本公司股份之購股權。有關授出將於授出函件指定之日期（不遲於授出函件日期起30日）供接納。當授出函件副本獲合資格人士簽署及交回本公司，並就接納每次授出購股權向本公司匯款1港元，購股權將被視為已獲授出並接納及生效。

行使價由本公司董事釐定，將不低於以下各項之最高者：(i)授出日期之股份收市價；(ii)緊接授出日期前五個營業日股份平均收市價；或(iii)本公司股份面值。

因根據二零一一年計劃及任何其他計劃授出及仍未行使之所有尚未行使已歸屬或未歸屬購股權獲行使而可能發行之股份總數，合共最多不得超過本公司不時已發行股份總數之30%（「最高上限」）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme (continued)

The aggregate number of shares which may be issued upon exercise of all share options to be granted under the 2011 Scheme and any other schemes shall not exceed 10% of the shares of the Company in issue as at the date of shareholders' approval of the 2011 Scheme (the "Scheme Mandate Limit"). Subject to the Overriding Limit, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the shareholders in general meeting, provided that the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued shares as at the date of shareholders' approval of the refreshment.

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the 2011 Scheme and any other schemes to any eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless a shareholders' approval has been obtained.

Any grant of share options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors. Where share options are proposed to be granted to a substantial shareholder or an independent non-executive director, or any of their respective associates, and the grant would result in the aggregate of shares issued and to be issued upon exercise of all options granted or to be granted under the 2011 Scheme and any other schemes to such person in the 12-month period up to and including the date of offer of the relevant share options to (i) represent in aggregate over 0.1% of the total number of issued shares for the time being; and (ii) have an aggregate value, based on the closing price of the shares, in excess of HK\$5,000,000, the proposed grant shall be subject to the approval of the shareholders in general meeting with the connected persons abstaining from voting in favour.

32. 購股權計劃（續）

(b) 二零一一年計劃（續）

因根據二零一一年計劃及任何其他計劃將授出之所有購股權獲行使而可發行之股份數目合共最多不得超過股東批准二零一一年計劃當日本公司已發行股份數目之10%（「計劃授權上限」）。受限於最高上限，本公司可透過於股東大會上通過股東普通決議案更新計劃授權上限，惟經更新之計劃授權上限不得超過股東批准更新之日已發行股份總數之10%。

除已獲股東批准外，於任何十二個月期間根據二零一一年計劃及任何其他計劃可能授予任何合資格人士之購股權所涉及之已發行及將予發行股份數目，最多不得超過本公司已發行股份總數之1%。

任何授予董事、本公司之主要行政人員或主要股東或任何彼等各自聯繫人士之購股權必須獲得獨立非執行董事之批准。倘建議向主要股東或獨立非執行董事或任何彼等各自聯繫人士授出購股權，而建議授出購股權將導致於截至提呈有關購股權之日（包括該日）止十二個月期間因行使根據二零一一年計劃及任何其他計劃已授予或將授予有關人士之所有購股權而已發行及將予發行之股份數目(i)合共超過當時已發行股份總數之0.1%；及(ii)總價值（根據股份收市價計算）超過5,000,000港元，則建議授出須獲股東於股東大會上批准後，方可作實，且關連人士須放棄投贊成票。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme (continued)

An option may be exercised in accordance with the terms of the 2011 Scheme during such period as may be determined by the board of directors (which shall not be more than 10 years commencing on the date on which the share option is granted and accepted). Unless otherwise determined by the board of directors, there is no minimum period for which a share option must be held before it can be exercised. Subject to early termination by the Company in general meeting or the board of directors, the 2011 Scheme shall be valid and effective for a period of 10 years commencing on its date of adoption.

On 27 July 2012, 284,000,000 share options have been granted and accepted under the 2011 Scheme.

At the balance sheet date, the Company had 284,000,000 (2012: 61,000,000) share options outstanding under the share option schemes which represented approximately 7.48% (2012: 1.81%) of the Company's shares in issue at that date. All share options outstanding at 31 March 2013 were granted under the 2011 Scheme and there was no share option outstanding under the 2002 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 284,000,000 (2012: 61,000,000) additional shares and additional share capital of HK\$2,840,000 (2012: HK\$610,000) and share premium of HK\$43,452,000 (2012: HK\$7,452,000) (before issue expenses).

32. 購股權計劃（續）

(b) 二零一一年計劃（續）

購股權可於董事會釐定之有關期間（不得超過自購股權授出及獲接納之日起十年）內根據二零一一年計劃之條款予以行使。除董事會另行釐定外，並無設定可行使前必須持有購股權之最低期限。受本公司於股東大會或董事會提早終止所限，二零一一年計劃將於採納日期起十年期間內有效及生效。

於二零一二年七月二十七日，284,000,000份購股權已根據二零一一年計劃授出及獲接納。

於結算日，本公司在各購股權計劃下有284,000,000份（二零一二年：61,000,000份）購股權尚未行使，約佔本公司於該日已發行股份之7.48%（二零一二年：1.81%）。全部於二零一三年三月三十一日尚未行使之購股權均根據二零一一年計劃授出，概無購股權根據二零零二年計劃尚未行使。根據本公司當前之資本架構，悉數行使尚未行使購股權將導致發行284,000,000股（二零一二年：61,000,000股）額外股份及額外股本2,840,000港元（二零一二年：610,000港元）及股份溢價43,452,000港元（二零一二年：7,452,000港元）（扣除發行開支前）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

The following tables disclose details of the Company's share options held by directors, employees and consultants and movements in the share options granted under the 2002 Scheme and the 2011 Scheme.

For the year ended 31 March 2013

32. 購股權計劃（續）

下表披露董事、僱員及顧問持有之本公司購股權及根據二零零二年計劃及二零一一年計劃授出之購股權變動詳情。

截至二零一三年三月三十一日止年度

				Number of share options 購股權數目					Weighted average closing share price immediately before exercise date 緊接行使日期 前股份加權 平均收市價 HK\$ 港元
Grantee	Date of grant	Exercise price per share	Exercisable period	Outstanding at	Granted	Exercised	Lapsed	Outstanding	
				31.03.2012	during	during	during	at	
				於二零一二年 三月三十一日 尚未行使	the year	the year	the year	31.03.2013 於二零一三年 三月三十一日 尚未行使	
承授人	授出日期	每股行使價 HK\$ 港元	可行使期間	尚未行使	年內授出	年內行使	年內失效	尚未行使	
The 2002 Scheme 二零零二年計劃									
Directors 董事									
Chow Siu Ngor 鄧小岳	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	(2,500,000)	–	–	0.1645
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	–	(500,000)	–	N/A 不適用
Chan Chi Yuen 陳志遠	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	(2,500,000)	–	–	0.1645
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	–	(500,000)	–	N/A 不適用
Consultants and other eligible participants 顧問及其他合資格參與人	16.09.2009	0.1160	16.09.2009 – 15.09.2012	27,000,000	–	–	(27,000,000)	–	N/A 不適用
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	28,000,000	–	–	(28,000,000)	–	N/A 不適用
				<u>61,000,000</u>	<u>–</u>	<u>(5,000,000)</u>	<u>(56,000,000)</u>	<u>–</u>	
The 2011 Scheme 二零一一年計劃									
Employees 僱員	27.07.2012	0.1630	27.07.2012 – 26.07.2014	–	99,000,000	–	–	99,000,000	N/A 不適用
Consultants and other eligible participants 顧問及其他合資格參與人	27.07.2012	0.1630	27.07.2012 – 26.07.2014	–	185,000,000	–	–	185,000,000	N/A 不適用
				<u>–</u>	<u>284,000,000</u>	<u>–</u>	<u>–</u>	<u>284,000,000</u>	

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

For the year ended 31 March 2012

32. 購股權計劃(續)

截至二零一二年三月三十一日止年度

Grantee	Date of grant	Exercise price per share	Exercisable period	Number of share options 購股權數目				Outstanding at 31.03.2012 於二零一二年 三月三十一日 尚未行使	Weighted average closing share price immediately before exercise date 緊接行使日期 前股份加權 平均收市價
				Outstanding at 31.03.2011 於二零一一年 三月三十一日 尚未行使	Granted during the year	Exercised during the year	Lapsed during the year		
									HK\$ 港元
The 2002 Scheme 二零零二年計劃									
Directors 董事									
Ho Chi Ho (Resigned on 13.01.2012) 何志豪(於二零一二年 一月十三日辭任)	11.05.2009	0.0730	31.07.2009 – 10.05.2012	225,000,000	–	(225,000,000)	–	–	0.1863
Ma Kwok Hung, Warren 馬國雄	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	(2,500,000)	–	–	0.2195
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	(500,000)	–	–	0.2511
Chow Siu Ngor 鄒小岳	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	–	–	2,500,000	N/A 不適用
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	–	–	500,000	N/A 不適用
Wong Hoi Kuen 黃海權	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	(2,500,000)	–	–	0.2195
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	(500,000)	–	–	0.2511
Chan Chi Yuen 陳志遠	16.09.2009	0.1160	16.09.2009 – 15.09.2012	2,500,000	–	–	–	2,500,000	N/A 不適用
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	–	–	500,000	N/A 不適用
Hung Hing Man 孔慶文	25.01.2011	0.1500	25.01.2011 – 24.01.2013	500,000	–	(500,000)	–	–	0.2511
Employees 僱員	16.09.2009	0.1160	16.09.2009 – 15.09.2012	500,000	–	(500,000)	–	–	0.2195
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	57,000,000	–	(57,000,000)	–	–	0.2511
Consultants and other eligible participants 顧問及其他合資格參與人	16.09.2009	0.1160	16.09.2009 – 15.09.2012	27,000,000	–	–	–	27,000,000	N/A 不適用
	25.01.2011	0.1500	25.01.2011 – 24.01.2013	157,000,000	–	(129,000,000)	–	28,000,000	0.2511
				<u>479,000,000</u>	<u>–</u>	<u>(418,000,000)</u>	<u>–</u>	<u>61,000,000</u>	

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.1650 (2012: HK\$0.2287).

As at 31 March 2013, the fair value of the share options granted during the year was HK\$4,532,000 (2012: HK\$Nil) and the Company recognised share-based payment of HK\$4,532,000 (2012: HK\$Nil).

The fair value of equity-settled share options granted is estimated at the date of grant using the Black-Scholes option pricing model (the "Model"), taking into account the terms and conditions upon which the options were granted. Details of the fair values of share options determined at the date of grant using the Model with significant variables and assumptions are as follows:

		Date of share options grant 27.07.2012 購股權授出日期 二零一二年七月 二十七日
Exercise price (HK\$)	行使價 (港元)	0.1630
Dividend yield	股息收益	0%
Expected volatility	預期波幅	27.467%
Risk-free interest rate	無風險利率	0.160%
Expected life of option (year)	預期購股權有效期 (年)	1
Closing share price at grant date (HK\$)	授出日之股份收市價 (港元)	0.1620

The expected volatility, which is based on the approximate historical volatility of closing prices of the share of the Company in the past one year immediately before the date of grant, reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The risk-free interest rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the share options grant date. The expected life of the options is based on the historical data and is not necessarily indicative of exercise patterns that may occur.

No other features of options grant were incorporated into the measurement of fair value.

32. 購股權計劃（續）

年內已行使購股權於行使日之加權平均股價為0.1650港元（二零一二年：0.2287港元）。

於二零一三年三月三十一日，年內已授出購股權之公平值為4,532,000港元（二零一二年：零港元），而本公司確認以股份為基礎之付款4,532,000港元（二零一二年：零港元）。

所授出以股本結算之購股權的公平值於授出日期以柏力克－舒爾斯估值模式（「該模式」）估計，並已考慮授出購股權之條款及條件。有關購股權於授出日期以該模式釐定之公平值及重大變量及假設詳情如下：

預期波幅是按本公司股份於緊接授出日期前過去一年之收市價概約歷史波幅計算，反映歷史波動可標示未來趨勢之假設，未必為實際結果。無風險利率指於購股權授出日期香港外匯基金票據之到期收益率。預期購股權有效期乃基於歷史數據而釐定，故未必反映可能出現之行使規律。

計量公平值時並無計及授出購股權之其他特性。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

33. RESERVES

The Group

The contributed surplus of the Group represents the cancellation of an amount of approximately HK\$48,000,000 from the share premium account of the Company and the credit of an amount of approximately HK\$610,247,000 of the Company's share capital cancelled in 2002 and the contribution of approximately HK\$26,719,000 from the placing of warrants in 2002 that had expired in 2003.

The special reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company and the nominal amount of share capital of its subsidiaries acquired at the date of a previous group reorganisation.

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss on the disposal of the foreign operation.

The Company

33. 儲備

本集團

本集團之繳入盈餘指註銷本公司股份溢價賬中約48,000,000港元及於二零零二年註銷本公司股本約610,247,000港元進賬額及於二零零二年配售於二零零三年屆滿之認股權證所得款項約26,719,000港元。

本集團之特別儲備指本公司於過去集團重組日期就所收購附屬公司而發行之股本面值與該等附屬公司股本面值間之差額。

與將本集團海外業務之淨資產由其功能貨幣換算至本集團呈列貨幣（即港元）有關之匯兌差額乃直接於其他全面收益確認並於匯兌儲備累計。該等於匯兌儲備累計之匯兌差額於出售海外業務時重新分類至損益。

本公司

		Share premium account 股份溢價賬 HK\$ '000 千港元	Capital redemption reserve 資本贖回 儲備 HK\$ '000 千港元	Convertible note reserve 可換股票據 儲備 HK\$ '000 千港元	Contributed surplus 繳入盈餘 HK\$ '000 千港元	Share options reserve 購股權 儲備 HK\$ '000 千港元	Accumulated losses 累計虧損 HK\$ '000 千港元	Total 總計 HK\$ '000 千港元
Balance at 1 April 2011	於二零一一年四月一日之結餘	605,539	13,878	-	907,760	11,156	(1,492,101)	46,232
Convertible note – equity component, net of transaction costs	可換股票據－權益部分 (扣除交易成本)	-	-	18,352	-	-	-	18,352
Exercise of share options	行使購股權	50,558	-	-	-	(9,550)	-	41,008
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	-	-	(34,055)	(34,055)
Balance at 31 March 2012	於二零一二年三月三十一日之結餘	656,097	13,878	18,352	907,760	1,606	(1,526,156)	71,537
Issue of shares	發行股份	35,875	-	-	-	-	-	35,875
Exercise of share options	行使購股權	664	-	-	-	(134)	-	530
Transfer on lapse of share options	於購股權失效時轉撥	-	-	-	-	(1,472)	1,472	-
Grant of share options	授出購股權	-	-	-	-	4,532	-	4,532
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	-	-	(129,615)	(129,615)
Balance at 31 March 2013	於二零一三年三月三十一日之結餘	692,636	13,878	18,352	907,760	4,532	(1,654,299)	(17,141)

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

33. RESERVES (continued)

Convertible note reserve represents the amount allocated to the equity component of convertible note issued by the Company recognised in accordance with the accounting policy adopted for convertible note in note 4(q).

The contributed surplus of the Company represents:

- (i) the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of a previous group reorganisation;
- (ii) the cancellation of an amount of approximately HK\$48,000,000 from the share premium account of the Company and the credit of an amount of approximately HK\$610,247,000 of the Company's share capital cancelled in 2002; and
- (iii) the contribution of approximately HK\$26,719,000 from the placing of warrants in 2002 that had expired in 2003.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the directors, the Company had no reserves available for distribution to shareholders at 31 March 2012 and 31 March 2013.

The share options reserve represents the fair value of share options granted which are yet to be exercised. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

33. 儲備（續）

可換股票據儲備指本公司所發行可換股票據之權益部分獲分配之款額，本公司乃根據附註4(q)就可換股票據所採納之會計政策進行確認。

本公司之繳入盈餘為：

- (i) 本公司所收購之附屬公司於收購日期之綜合股東資金與過去集團重組時就收購所發行之本公司股份面值間之差額；
- (ii) 註銷本公司股份溢價賬當中約48,000,000港元，以及於二零零二年註銷之本公司股本約610,247,000港元進賬額；及
- (iii) 於二零零二年配售於二零零三年屆滿之認股權證之所得款項約26,719,000港元。

根據百慕達一九八一年公司法（經修訂），本公司之繳入盈餘賬可供分派。然而，倘出現下列情況，則本公司不得自繳入盈餘宣派或派付股息或作出分派：

- (a) 本公司無法或將於派發股息後無法償還到期負債；或
- (b) 本公司資產之可變現價值將因此而少於其負債、其已發行股本及股份溢價賬三者之總和。

董事認為，於二零一二年三月三十一日及二零一三年三月三十一日，本公司並無可供分派予股東之儲備。

購股權儲備為已授出但尚未行使之購股權的公平值。當有關購股權獲行使時，其價值將轉撥至股份溢價賬，或當有關購股權屆滿或被沒收時，則轉撥至累計虧損。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES

On 29 December 2011, the Group completed the acquisition of 90% equity interest in Yunnan He Da Investments Company Limited which held 60% direct equity interest in Mianning Mao Yuan Rare Earth Technology Company Limited ("Mianning Maoyuan"), from an independent third party for a cash consideration of RMB380,000,000 (equivalent to approximately HK\$468,557,000). Mianning Maoyuan operates a rare earth refinery plant located in Sichuan Province, the PRC and is principally engaged in the refinery and processing of rare earth elements into products which have broad applications in industrial and consumer related industries including high-technology and green energy. The acquisition has been accounted for using the acquisition method of accounting.

Details of aggregate net assets acquired and goodwill arising on the acquisition were as follows:

34. 收購附屬公司

於二零一一年十二月二十九日，本集團完成向一名獨立第三方收購雲南和達投資有限公司之90%股權，該公司直接持有冕寧茂源稀土科技有限公司（「冕寧茂源」）60%股權，現金代價為人民幣380,000,000元（相當於約468,557,000港元）。冕寧茂源在中國四川省經營稀土深加工廠，主要從事稀土資源的深加工，產品廣泛應用於工業及消費者相關行業，包括高科技及綠色能源。是項收購已採用收購會計法入賬。

是項收購所收購之總資產淨值及產生之商譽詳情如下：

		Acquirees' fair value at acquisition date 被收購方於收購日期之公平值 HK\$'000 千港元
Net assets acquired:	收購之淨資產：	
Property, plant and equipment (Note 16)	物業、廠房及設備（附註16）	107,357
Land use rights (Note 17)	土地使用權（附註17）	5,473
Intangible asset (Note 19)	無形資產（附註19）	547,472
Inventories	存貨	22,768
Other receivables	其他應收款項	10,847
Cash and cash equivalents	現金及現金等額項目	79
Trade payables	應付貿易賬項	(19,769)
Other payables	其他應付賬項	(124,155)
		<u>550,072</u>
Goodwill arising on acquisition:	收購產生之商譽：	
Purchase consideration settled in cash	以現金結算之購買代價	468,557
Add: Non-controlling interests	加：非控股權益	253,051
Less: Net assets acquired	減：收購之淨資產	<u>550,072</u>
		<u>171,536</u>
Goodwill (Note 18)	商譽（附註18）	
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Cash consideration	現金代價	468,557
Less: Cash and cash equivalents acquired	減：收購之現金及現金等額項目	<u>79</u>
		<u>468,478</u>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES (continued)

The Goodwill arising on the acquisition of Mianning Maoyuan is attributable to the development potentials in rare earth processing business in China which will benefit from the PRC government's policies in recent years to consolidate the industry and restrict output.

The non-controlling interests recognised at the acquisition date was measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Acquisition related costs paid in 2012 of approximately HK\$5,179,000 have been included in administrative expenses in the consolidated income statement.

The acquired subsidiaries contributed approximately HK\$6,000 to the Group's turnover and approximately HK\$12,313,000 loss to the Group's loss attributable to shareholders of the Company for the period from the date of acquisition to 31 March 2012.

If the above acquired businesses had occurred on 1 April 2011, the Group's turnover would have been approximately HK\$28,769,000 and loss for the year ended 31 March 2012 would have been approximately HK\$64,566,000.

34. 收購附屬公司（續）

收購冕寧茂源所產生之商譽來自中國稀土加工業務之發展潛力，有關行業受惠於中國政府近年鞏固業界及限制產量之政策。

於收購日期所確認之非控股權益乃以非控股權益按比例應佔之被收購方可識別淨資產之已確認金額計量。

於二零一二年所支付之收購相關成本約5,179,000港元已計入綜合收益表內之行政費用。

由收購日期起至二零一二年三月三十一日止期間，所收購附屬公司為本集團營業額貢獻約6,000港元及為本公司股東應佔本集團虧損帶來虧損約12,313,000港元。

倘上述所收購業務已於二零一一年四月一日發生，則本集團之營業額應為約28,769,000港元，而截至二零一二年三月三十一日止年度之虧損應為約64,566,000港元。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

35. DISPOSAL OF SUBSIDIARIES

On 17 August 2012, a wholly-owned subsidiary of the Group, Fame Plus International Limited, entered into a sale and purchase agreement with an independent third party to dispose of its entire interests in Unique Gold Investments Limited and its wholly-owned subsidiary, 重慶鳳弘吉實業有限責任公司 (Chongqing Feng Hong Ji Enterprise Company Limited) (the "Project Company"), at a consideration of RMB10,000,000 (equivalent to approximately HK\$12,240,000) for cash. When the sale and purchase agreement had been entered into, the purchaser paid RMB25,000,000 (equivalent to approximately HK\$30,600,000) to the Project Company to settle and repay the debts between the Group and the Project Company (the "Sunrise Debts"). The disposal was completed on 31 August 2012. The net assets disposed of at the date of disposal were as follows:

35. 出售附屬公司

於二零一二年八月十七日，本集團之全資附屬公司Fame Plus International Limited與一名獨立第三方訂立買賣協議，出售錦元投資有限公司及其全資附屬公司重慶鳳弘吉實業有限責任公司（「項目公司」）全部股權，現金代價為人民幣10,000,000元（相當於約12,240,000港元）。於買賣協議訂立後，買方已向項目公司支付人民幣25,000,000元（相當於約30,600,000港元），以清償及償還本集團與項目公司間之債務（「旭日債務」）。出售事項已於二零一二年八月三十一日完成。於出售日期出售之淨資產如下：

		HK\$'000 千港元
Property, plant and equipment (Note 16)	物業、廠房及設備 (附註16)	18
Properties under development (Note 22)	發展中物業 (附註22)	43,481
Bank balances and cash	銀行結餘及現金	3
Other payables	其他應付賬項	(30,600)
Deferred tax liabilities (Note 30)	遞延稅項負債 (附註30)	(1,380)
Net assets disposed of	出售之淨資產	11,522
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Cash consideration	現金代價	12,240
Net assets disposed of	出售之淨資產	(11,522)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss on disposal (Note 13)	與附屬公司之淨資產於出售時由權益重新分類為損益有關之累計匯兌差額 (附註13)	938
Gain on disposal (Note 7)	出售收益 (附註7)	1,656
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	12,240
The Sunrise Debts	旭日債務	30,600
Total proceeds	所得款項總額	42,840
Bank balances and cash disposed of	出售之銀行結餘及現金	(3)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	與出售附屬公司有關之現金及現金等額項目流入淨額	42,837

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

35. DISPOSAL OF SUBSIDIARIES (continued)

The subsidiaries disposed of during the year ended 31 March 2013 contributed approximately HK\$Nil to the Group's turnover and loss of approximately HK\$783,000 to the Group's loss from operations for the year ended 31 March 2013.

36. CAPITAL COMMITMENT

At 31 March 2013, the Group had capital commitment contracted for but not provided for in the consolidated financial statements in respect of the purchase of plant and machinery amounting to approximately HK\$346,000 (2012: approximately HK\$678,000).

The Company had no significant capital commitments at both balance sheet dates.

37. CONTINGENT LIABILITIES

- (a) At 31 March 2013, the Company had given guarantees to two lenders in respect of other borrowings utilised by a subsidiary to an extent of RMB256,000,000 (equivalent to approximately HK\$316,049,000) (2012: equivalent to approximately HK\$315,193,000). The Directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at 31 March 2013 under the guarantees by the Company is the aggregate amount of the borrowings drawn down by the subsidiary and the outstanding interests payable. In the opinion of the Directors, the fair value of these guarantees is not significant.
- (b) The Company had contingent liabilities in respect of financial support given to certain subsidiaries which have capital deficiencies to allow them to continue as a going concern and to meet their liabilities as and when they fall due.
- (c) Other than those mentioned in (a) above, the Group had no other significant contingent liabilities as at both balance sheet dates.

35. 出售附屬公司（續）

於截至二零一三年三月三十一日止年度內所出售之附屬公司為本集團之營業額貢獻約零港元，且為本集團於截至二零一三年三月三十一日止年度之營運虧損帶來虧損約783,000港元。

36. 資本承擔

於二零一三年三月三十一日，本集團就購買廠房及機器於綜合財務報表內有已訂約但未撥備之資本承擔約346,000港元（二零一二年：約678,000港元）。

於兩個結算日，本公司並無重大資本承擔。

37. 或然負債

- (a) 於二零一三年三月三十一日，本公司就一間附屬公司動用之其他借貸向兩名貨方作出人民幣256,000,000元（相當於約316,049,000港元）（二零一二年：相當於約315,193,000港元）之擔保。董事認為，根據任何該等擔保向本公司作出索償之可能性不大。於二零一三年三月三十一日，本公司根據有關擔保之最高負債為該附屬公司提取之借貸總額及應付未付利息。董事認為，此等擔保之公平值並不重大。
- (b) 本公司向若干資金短缺之附屬公司提供財務援助，以使該等附屬公司能持續經營及償還到期之負債，本公司因而須承擔或然負債。
- (c) 除上文(a)項所述者外，於兩個結算日，本集團並無其他重大或然負債。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

38. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group made minimum lease payments of approximately HK\$5,679,000 (2012: HK\$4,918,000) under operating leases during the year.

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

38. 經營租約承擔

本集團作為承租人

本集團年內根據經營租約作出最低租賃付款約5,679,000港元（二零一二年：4,918,000港元）。

於結算日，本集團須按不可撤銷經營租約承擔未來最低租賃付款，租約屆滿年期如下：

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	3,304	2,731
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）	385	116
		<u>3,689</u>	<u>2,847</u>

Operating lease payments represent rentals payable by the Group for certain of its office premises, staff quarter, warehouses and motor vehicle. Leases are negotiated and fixed for an average term of one to three years.

經營租賃付款指本集團就其若干寫字樓物業、員工宿舍、倉庫及汽車之應付租金。租約年期平均協定為一至三年。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT

(a) Financial instruments by categories

The accounting policies for financial instruments have been applied to the line items below:

The Group

39. 財務風險管理

(a) 按類別劃分之金融工具

應用金融工具會計政策之項目如下：

本集團

		Loans and receivables	Financial assets at fair value through profit or loss 按公平值 計入損益 之金融資產	Total
		貸款及 應收賬項 HK\$'000 千港元	計入損益 之金融資產 HK\$'000 千港元	總計 HK\$'000 千港元
Assets as per consolidated balance sheet	於綜合資產負債表之資產			
At 31 March 2013	於二零一三年三月三十一日			
Trade and other receivables (excluding prepayments)	應收貿易及其他賬項 (不包括預付款項)	57,309	–	57,309
Financial assets at fair value through profit or loss (Note 24)	按公平值計入損益之金融資產 (附註24)	–	38,845	38,845
Cash and cash equivalents (Note 25)	現金及現金等額項目(附註25)	56,437	–	56,437
Total	總計	113,746	38,845	152,591
At 31 March 2012	於二零一二年三月三十一日			
Trade and other receivables (excluding prepayments)	應收貿易及其他賬項 (不包括預付款項)	30,268	–	30,268
Financial assets at fair value through profit or loss (Note 24)	按公平值計入損益之金融資產 (附註24)	–	39,606	39,606
Cash and cash equivalents (Note 25)	現金及現金等額項目(附註25)	18,774	–	18,774
Total	總計	49,042	39,606	88,648

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial instruments by categories (continued) The Group (continued)

39. 財務風險管理（續）

(a) 按類別劃分之金融工具（續） 本集團（續）

		Financial liabilities measured at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元
Liabilities as per consolidated balance sheet At 31 March 2013	於綜合資產負債表之負債 於二零一三年三月三十一日	
Trade and other payables (Note 26)	應付貿易及其他賬項（附註26）	37,405
Amount due to a non-controlling shareholder of a subsidiary (Note 27)	應付附屬公司非控股股東款項（附註27）	21,162
Bank and other borrowings (Note 28)	銀行及其他借貸（附註28）	66,667
Convertible note (Note 29)	可換股票據（附註29）	94,823
Total	總計	220,057
At 31 March 2012	於二零一二年三月三十一日	
Trade and other payables (excluding advance receipts)	應付貿易及其他賬項（不包括預收款項）	161,527
Amount due to a non-controlling shareholder of a subsidiary (Note 27)	應付附屬公司非控股股東款項（附註27）	20,330
Bank and other borrowings (Note 28)	銀行及其他借貸（附註28）	434,714
Convertible note (Note 29)	可換股票據（附註29）	88,848
Total	總計	705,419

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial instruments by categories (continued) The Company

39. 財務風險管理（續）

(a) 按類別劃分之金融工具（續） 本公司

		Loans and receivables 貸款及應收賬項 HK\$'000 千港元
<hr/>		
Assets as per balance sheet	於資產負債表之資產	
At 31 March 2013	於二零一三年三月三十一日	
Amounts due from subsidiaries (Note 20)	應收附屬公司款項（附註20）	68,868
Other receivables (excluding prepayments)	其他應收賬項（不包括預付款項）	104
Cash and cash equivalents (Note 25)	現金及現金等額項目（附註25）	53,212
		<hr/>
Total	總計	122,184
		<hr/>
At 31 March 2012	於二零一二年三月三十一日	
Amounts due from subsidiaries (Note 20)	應收附屬公司款項（附註20）	250,925
Other receivables (excluding prepayments)	其他應收賬項（不包括預付款項）	60
Cash and cash equivalents (Note 25)	現金及現金等額項目（附註25）	6,611
		<hr/>
Total	總計	257,596
		<hr/>
		Financial liabilities measured at amortised cost 按攤銷成本計量之 金融負債 HK\$'000 千港元
<hr/>		
Liabilities as per balance sheet	於資產負債表之負債	
At 31 March 2013	於二零一三年三月三十一日	
Other payables (Note 26)	其他應付賬項（附註26）	6,626
Convertible note (Note 29)	可換股票據（附註29）	94,823
		<hr/>
Total	總計	101,449
		<hr/>
At 31 March 2012	於二零一二年三月三十一日	
Amounts due to subsidiaries (Note 20)	應付附屬公司款項（附註20）	55,277
Other payables (Note 26)	其他應付賬項（附註26）	8,348
Convertible note (Note 29)	可換股票據（附註29）	88,848
		<hr/>
Total	總計	152,473
		<hr/>

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk arising in the normal course of its business and financial instruments. The Group's risk management objectives and policies mainly focus on minimizing the potential adverse effects of these risks on the Group by closely monitoring the individual exposure as follows:

(1) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rates relating to investments denominated in foreign currencies. The Group's assets and liabilities are primarily denominated in Hong Kong dollars. When seeking to optimise the returns on its funds available for investments, the Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk.

At 31 March 2013, if Hong Kong dollars had strengthened/weakened by 10% against the RMB, with all other variable held constant, equity would have been approximately HK\$8,958,000 (2012: HK\$33,681,000), lower or higher.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the Group entities' exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The changes in foreign exchange rate represent management's assessment of a reasonably possible change in foreign exchange rate at that date over the period until the next annual balance sheet date.

39. 財務風險管理（續）

(b) 財務風險因素

本集團之業務面臨在一般業務過程及金融工具產生之多種財務風險：市場風險（包括外匯風險、利率風險及價格風險）、信貸風險及流動資金風險。本集團風險管理目標及政策主要集中於透過密切監控以下之個別風險，減低此等風險對本集團之潛在不利影響：

(1) 市場風險

(i) 外匯風險

外匯風險指因以外幣為貨幣單位之投資之相關匯率出現不利變動而須面臨之虧損風險。本集團之資產與負債主要以港元為貨幣單位。為了使其可投資資金之回報達致最高，本集團於境外業務作出若干投資，其資產淨值須面臨外幣換算風險。

於二零一三年三月三十一日，在全部其他變量維持不變之情況下，倘港元兌人民幣升值／貶值10%，則權益將減少或增加約8,958,000港元（二零一二年：33,681,000港元）。

敏感度分析乃基於假設外匯匯率變動已於結算日發生而編製，並已於該日應用於其時存在之各集團實體所面臨之金融工具貨幣風險，同時假定全部其他變量（尤其是利率）維持不變。外匯匯率變動指該日之外匯匯率於直至下一個年度結算日止之期間內，管理層對外匯匯率合理可能變動作出之評估。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(1) Market risk (continued)

(i) Foreign exchange risk (continued)

Results of the analysis as presented in above represent an aggregation of the effects on each of the Group entities' profit or loss and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is prepared on the same basis for 2012.

(ii) Interest rate risk

Except for cash and cash equivalents, the Group has no other significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates because the interest rates of bank deposits are not expected to change significantly.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rate arising from the Group's bank borrowing denominated in RMB.

Bank borrowing at floating interest rates exposes the Group to cash flow interest-rate risk. Details of the Group's bank borrowing have been disclosed in Note 28.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. In order to manage the cash flow interest rate risk, the Group will repay the corresponding borrowing when it has surplus funds.

39. 財務風險管理（續）

(b) 財務風險因素（續）

(1) 市場風險（續）

(i) 外匯風險（續）

上述之分析結果乃各集團實體之溢利或虧損及權益所受影響（按其相關之功能貨幣計量，並以結算日之匯率換算為港元作呈列用途）之總和。二零一二年之分析乃按相同基準編製。

(ii) 利率風險

除現金及現金等額項目外，本集團並無其他重大附息資產。本集團之收入及經營現金流量基本上不受市場利率變動所影響。管理層並不預期利率變動會對附息資產產生重大影響，原因為預期銀行存款利率變動不大。

本集團之現金流量利率風險主要集中於本集團以人民幣為單位之銀行借貸產生之利率波動。

浮息銀行借貸使本集團面臨現金流量利率風險。有關本集團銀行借貸之詳情，已於附註28披露。

本集團並無訂立任何利率掉期以對沖所面臨之利率風險。為管理現金流量利率風險，本集團將在有盈餘資金之情況下償還相應借貸。

Notes to the Financial Statements (continued)

財務報表附註 (續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(1) Market risk (continued)

(ii) Interest rate risk (continued)

The sensitivity analysis below has been determined based on the exposure to interest rates for the floating rate bank borrowings at the balance sheet date. For floating rate bank borrowings, the analysis is prepared assuming the amount of liabilities outstanding at the balance sheet date was outstanding for the whole year.

At 31 March 2013, if interest rates on floating rate bank borrowing had been 25 basis points higher/lower with all other variables held constant, loss for the year would have been approximately HK\$25,000 (2012: HK\$25,000) higher/lower, mainly as a result of higher/lower interest expense on floating rate bank borrowing.

The sensitivity analysis has been prepared with the assumption that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for the relevant financial instruments in existence at that date. The changes in interest rates represent management's assessment of reasonably possible changes in interest rates at that date over the period until the next annual balance sheet date. The analysis is prepared on the same basis for 2012.

39. 財務風險管理 (續)

(b) 財務風險因素 (續)

(1) 市場風險 (續)

(ii) 利率風險 (續)

以下敏感度分析乃根據結算日浮息銀行借貸之利率風險釐定。就浮息銀行借貸而言，分析乃假設於結算日之未償還負債於整個年度均未償還而編製。

於二零一三年三月三十一日，在全部其他變量維持不變之情況下，倘浮息銀行借貸利率提高／降低25點子，則年度虧損將增加／減少約25,000港元（二零一二年：25,000港元），主要是由於浮息銀行借貸之利息支出增加／減少。

敏感度分析乃基於假設利率變動已於結算日發生而編製，並已於該日應用於其時存在之相關金融工具所面臨之利率風險。利率變動指該日之利率於直至下一個年度結算日之期間內，管理層對利率合理可能變動作出之評估。二零一二年之分析乃按相同基準編製。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(1) Market risk (continued)

(iii) Price risk

The Group is exposed to equity securities price risk for the equity investments held by the Group which are classified as financial assets at fair value through profit or loss. Majority of the Group's equity securities are listed on the Stock Exchange and are valued at quoted market prices as at the balance sheet date. The Group is not exposed to commodity price risk.

Listed investments held in the financial assets at fair value through profit or loss portfolio have been chosen taking reference to their long term growth potential and returns and are monitored regularly for performance. Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

At 31 March 2013, it is estimated that an increase/a decrease of 10% in the market value of the Group's financial assets at fair value through profit or loss, with all other variables held constant, loss for the year would decrease/increase by approximately HK\$3,884,000 (2012: HK\$3,961,000). The stated changes represent management's assessment of reasonably possible changes in the market value of the Group's investment portfolio over the period until the next annual balance sheet date. The analysis is prepared on the same basis for 2012.

The Company is exposed to other price risk in respect of investments in subsidiaries. The sensitivity to price risk in relation to the investments in subsidiaries cannot be reliably determined due to numerous uncertainties regarding the future development of these subsidiaries.

39. 財務風險管理（續）

(b) 財務風險因素（續）

(1) 市場風險（續）

(iii) 價格風險

本集團因持有分類為按公平值計入損益之金融資產的股本投資，而須面臨股本證券價格風險。本集團大多數股本證券乃於聯交所上市，並按結算日所報市場價格估值。本集團並無涉及商品價格風險。

所持有並列為按公平值計入損益之金融資產之上市投資組合乃參照其長遠增長潛力和回報選取，其表現亦定時受到監察。鑑於股票市場之波動與本集團之投資組合未必有直接相關性，故釐定股票市場指數變動對本集團股本投資組合之影響不切實際。

於二零一三年三月三十一日，在全部其他變量維持不變之情況下，倘本集團按公平值計入損益之金融資產之市值增加／減少10%，則年度虧損估計將減少／增加約3,884,000港元（二零一二年：3,961,000港元）。所述變動指於直至下一個年度結算日之期間內，管理層對本集團投資組合之市值的合理可能變動作出之評估。二零一二年之分析乃按相同基準編製。

本公司面臨有關於附屬公司投資之其他價格風險。由於該等附屬公司之未來發展涉及大量不確定因素，故涉及附屬公司投資價格風險之敏感度未能可靠釐定。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(2) Credit risk

The Group's credit risk is principally attributable to trade and other receivables and bank balances. The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales of products are made and services are provided to customers with an appropriate credit history. The customer with sound payment history would accumulate a higher credit limit.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 23.

The credit risk on bank balances is limited because the counterparties are reputable banks with high quality external credit ratings in Hong Kong and the PRC.

(3) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims to maintain flexibility in funding by keeping committed credit lines available and sufficient bank deposits to meet short term cash requirements.

39. 財務風險管理（續）

(b) 財務風險因素（續）

(2) 信貸風險

本集團之信貸風險主要來自應收貿易及其他賬項以及銀行結餘。本集團並無高度集中之信貸風險。本集團製訂適當之政策，以確保向擁有適當信貸紀錄之客戶銷售產品及提供服務。還款紀錄良好之客戶可累積較高信貸限額。

涉及因應收貿易及其他賬項而導致本集團面臨信貸風險之進一步量化披露載列於附註23。

銀行結餘之信貸風險有限，原因為交易對手是香港及中國信譽良好且具備良好外部信貸評級之銀行。

(3) 流動資金風險

本集團旗下各營運實體須各自負責現金管理，包括現金盈餘之短期投資和籌借貸款以應付預期中之現金需求，惟倘借貸超逾獲授權之若干預定水平，則須經母公司董事會批准，方可作實。審慎之流動資金風險管理意味著維持充裕現金及有價抵押品、透過充足之已承諾信貸融資金額提供資金及有能力將市場倉盤平倉。本集團旨在透過維持可供動用之已承諾信貸，以保持資金之靈活性，並具備充裕之銀行存款，以應付短期現金需要。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(3) Liquidity risk (continued)

The following amounts are the contractual undiscounted cash flow payments of the Group's financial liabilities (including interest elements) at the earliest dates the Group requires to pay.

		Contractual undiscounted cash outflows				
		合約非貼現現金流出				
		Carrying amount	Within one year or on demand	More than one year but less than two years	More than two years but less than five years	Total
		賬面值	一年內或按要求	超過一年但少於兩年	超過兩年但少於五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 March 2013	於二零一三年三月三十一日					
Trade and other payables	應付貿易及其他賬項	37,405	37,405	–	–	37,405
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	21,162	–	21,162	–	21,162
Bank and other borrowings	銀行及其他借貸	66,667	729	67,031	–	67,760
Convertible note	可換股票據	94,823	1,050	106,050	–	107,100
Total	總計	220,057	39,184	194,243	–	233,427
At 31 March 2012	於二零一二年三月三十一日					
Trade and other payables	應付貿易及其他賬項	165,134	165,134	–	–	165,134
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	20,330	–	20,330	–	20,330
Bank and other borrowings	銀行及其他借貸	434,714	48,410	462,969	–	511,379
Convertible note	可換股票據	88,848	1,050	1,050	106,050	108,150
Total	總計	709,026	214,594	484,349	106,050	804,993

(c) Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

39. 財務風險管理（續）

(b) 財務風險因素（續）

(3) 流動資金風險（續）

下列款項為本集團於最早需要償還日期之金融負債（包括利息成份）合約非貼現現金流出。

(c) 資本風險管理

本集團之資本管理政策，主要目的是通過對產品及服務作出與風險水平相稱之定價以及以合理成本運用融資，來保障本集團按持續經營基準繼續營運之能力，以持續為股東帶來回報，同時兼顧其他權益持有人之利益。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(c) Capital risk management (continued)

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which include trade and other payables, bank and other borrowings and convertible note) less cash and cash equivalents. Adjusted capital comprises all components of equity. The Group's policy is to keep that ratio at a reasonable level.

The net debt-to-adjusted capital ratios at 31 March 2013 and 2012 are as follows:

39. 財務風險管理（續）

(c) 資本風險管理（續）

本集團積極地定期檢討及管理其資本架構，以在為股東帶來較高回報（可能產生較高水平借貸）與良好資本狀況之優勢及穩定性之間保持平衡，並按照經濟狀況調整其資本架構。

與行業慣例一致，本集團按照債務淨額對經調整資本比率基準監控其資本架構。就此而言，本集團將債務淨額界定為債務總額（其包括應付貿易及其他賬項、銀行及其他借貸以及可換股票據）減去現金及現金等額項目。經調整資本包括所有權益部分。本集團之政策乃將該比率保持在合理水平。

於二零一三年及二零一二年三月三十一日之債務淨額對經調整資本比率如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade and other payables	應付貿易及其他賬項	37,405	165,134
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	21,162	20,330
Bank and other borrowings	銀行及其他借貸	66,667	434,714
Convertible note – liability component	可換股票據－負債部分	94,823	88,848
Total debt	債務總額	220,057	709,026
Less: Cash and cash equivalents	減：現金及現金等額項目	56,437	18,774
Net debt	債務淨額	163,620	690,252
Adjusted capital – Total equity	經調整資本－權益總額	190,554	360,413
Net debt-to-adjusted capital ratio	債務淨額對經調整資本比率	86%	192%

Neither the Company nor any of its subsidiaries are subject to either internally or externally imposed capital requirements.

本公司或其任何附屬公司概無受內部或外界施加之資本規定所規限。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(d) Fair values

The carrying value of financial instruments measured at fair value at the balance sheet date across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value adjustment.

Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments.

Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.

Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

At 31 March 2013, the only financial instruments measured at fair value of the Group are financial assets at fair value through profit or loss amounting to HK\$38,845,000 (2012: HK\$39,606,000) and were classified as level 1.

(e) Estimation of fair values

The fair value of financial assets at fair value through profit or loss is based on quoted market prices at the balance sheet date without any deduction for transaction costs.

The carrying values less allowance for impairment of current receivables and of current payables are a reasonable approximation of their fair values. Estimated discounted cash flows at the current market interest rate are used to determine fair value for all these financial instruments (i.e. Level 3 – lowest level).

39. 財務風險管理（續）

(d) 公平值

金融工具之賬面值於結算日按香港財務報告準則第7號「金融工具：披露」所界定之公平值等級制度的三個層次以公平值計量，而各金融工具之公平值以對該公平值調整屬重大之最低層次輸入數據而整項分類。

第一層（最高層）：採用相同金融工具於活躍市場之報價（未經調整）計量公平值。

第二層：採用類似金融工具於活躍市場之報價，或採用所有重大輸入數據均直接或間接依據可觀察市場數據之估值技術計量公平值。

第三層（最低層）：採用任何重大輸入數據並非依據可觀察市場數據之估值技術計量公平值。

於二零一三年三月三十一日，本集團唯一按公平值計量之金融工具為按公平值計入損益之金融資產，金額達38,845,000港元（二零一二年：39,606,000港元），歸類為第一層。

(e) 公平值估計

按公平值計入損益之金融資產之公平值按結算日之市場報價計算，不會扣除交易成本。

即期應收賬項及即期應付賬項之賬面值減去減值撥備乃公平值之合理約數。按現時市場利率計算之估計已貼現現金流量用於釐定所有該等金融工具之公平值（即第三層—最低層）。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

40. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the year, the Group had significant transactions with the following related parties, together with balances with them as at the balance sheet date, details of which are as follows:

40. 與關連人士之交易及結餘

年內，本集團與以下關連人士進行重大交易，連同於結算日與彼等之結餘，詳情如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Key management compensation of the Group:	本集團主要管理人員薪酬：		
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	1,155	979
Substantial shareholder:	主要股東：		
Subscription of convertible note (Note 29)	認購可換股票據（附註29）	—	105,000
Interest on convertible note (Note 29)	可換股票據之利息（附註29）	1,050	478
Top-up Subscription (Note 31)	補足認購事項（附註31）	40,740	—
Other interest	其他利息	7	—
A company controlled by a substantial shareholder:	由主要股東控制之公司：		
Other borrowing (Note 28)	其他借貸（附註28）	56,790	56,636

Save as disclosed above, there were no other significant transactions with related parties during the year or significant balances with them at the end of the year.

除上文披露者外，年內並無與關連人士進行其他重大交易，且於本年度年結日亦無與彼等之重大結餘。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

41. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee.

Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions at 5% of relevant payroll costs to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions payable to the fund by the Group at rates specified in the rules of the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The employees in the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

41. 退休福利計劃

本集團為其全部香港僱員推行強制性公積金計劃（「強積金計劃」）。強積金計劃已按強制性公積金計劃條例，於強制性公積金計劃管理局登記。強積金計劃之資產與本集團之資產分開，由獨立受託人控制之基金持有。

根據強積金計劃規則，僱主及其僱員均須按有關薪金之5%向計劃供款。本集團就強積金計劃承擔之唯一責任為根據計劃作出指定供款。於綜合收益表扣除之強積金計劃供款，指本集團根據計劃規則指定之比率向基金應付之供款。並無可用以削減未來年度應付供款之沒收供款。

中國附屬公司之僱員為中國政府推行之國家管理退休福利計劃成員。該等附屬公司必須按僱員工資之若干百分比，向退休福利計劃作出供款，以就福利提供資金。本集團就該退休福利計劃承擔之唯一責任為根據計劃作出指定供款。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

42. LITIGATIONS

On 24 October 2007, Silver Wind International Limited ("Silver Wind"), a wholly-owned subsidiary of the Company, entered into a conditional agreement (the "Acquisition Agreement") with Stronway Development Limited ("Stronway Development"), pursuant to which Silver Wind agreed to acquire from Stronway Development the entire equity interest in Winmax Asia Investment Limited ("Winmax Asia"). Under the arrangement, Winmax Asia will in turn acquire the entire equity interest in Beijing Jianxing Real Estate Development Co. ("Jianxing") along with Jianxing's standalone villas development project in Beijing known as "New Star Garden". The aggregate consideration payable for the acquisition was RMB433,000,000 which was to be settled in cash and two villas. In December 2007, RMB20,000,000 was paid under the Acquisition Agreement to Stronway Development by Silver Wind as deposit (the "Deposit"). Details of the acquisition are set out in the Company's circular dated 14 December 2007.

In April 2008, on the grounds, amongst other things, that the subject matter under the Acquisition Agreement was frustrated, Silver Wind decided to terminate the Acquisition Agreement and, through its legal representative has served a notice of termination to Stronway Development. In order to protect the position of Silver Wind and to recover, amongst other things, the Deposit from Stronway Development legal proceedings were instigated against Stronway Development on this matter in the High Court of Hong Kong on 15 April 2008.

In the opinion of the directors, the probability of recovery of the deposit could not be ascertained and hence full amount had been directly written off in the consolidated financial statements for the year ended 31 March 2008. As at the date of this report, the legal proceedings against Stronway Development are still pending and there is no significant development.

42. 訴訟

於二零零七年十月二十四日，本公司之全資附屬公司Silver Wind International Limited（「Silver Wind」）與Stronway Development Limited（「Stronway Development」）訂立有條件協議（「收購協議」），據此，Silver Wind同意向Stronway Development收購凱成亞太投資有限公司（「凱成亞太」）之全部股權。根據有關安排，凱成亞太將會收購北京建興房地產開發有限公司（「建興」）之全部股權，連同建興位於北京、名為「新星花園」之獨立別墅發展項目。就該收購事項應付之總代價將以現金人民幣433,000,000元及兩座別墅支付。於二零零七年十二月，Silver Wind已根據收購協議向Stronway Development支付人民幣20,000,000元作為按金（「該按金」）。收購事項詳情載於本公司日期為二零零七年十二月十四日之通函內。

於二零零八年四月，基於（其中包括）收購協議之標的事項受挫失效，Silver Wind決定終止收購協議，並透過其法律代表向Stronway Development送達終止通知書。為保障Silver Wind之利益及向Stronway Development追討（其中包括）該按金，Silver Wind於二零零八年四月十五日就此事於香港高等法院向Stronway Development展開法律程序。

董事認為未能確認可收回該按金之可能性，故已在截至二零零八年三月三十一日止年度之綜合財務報表直接全數予以撇銷。於本報告日期，針對Stronway Development之法律程序仍然待決，且並無重大進展。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

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

43. 主要附屬公司詳情

於二零一三年三月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary	Place of incorporation/ registration	Paid up share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company*/ subsidiaries 本公司*/附屬公司所持已發行股本/註冊資本面值比例 %	Effective proportion of issued capital held by the Group 本集團所持已發行股本實際比例 %	Principal activities
附屬公司名稱	註冊成立/註冊地點	繳足股本/註冊資本			主要業務
Full Champion Financial Limited	B.V.I. 英屬處女群島	US\$3 3美元	100 [#]	100	Securities trading 證券買賣
New Team Limited	B.V.I. 英屬處女群島	US\$1 1美元	100 [#]	100	Investment holding 投資控股
Power Rise International Limited	B.V.I. 英屬處女群島	US\$1 1美元	100 [#]	100	Securities trading 證券買賣
Prosper City International Limited 盛港國際有限公司	Hong Kong 香港	HK\$100 100港元	51	51	Trading of building materials and provision of renovation service 建築材料貿易及提供裝修服務
上海華龍建設有限公司 Shanghai Hualong Construction Co. Ltd.	PRC 中國	US\$11,080,000 11,080,000美元	51	51	Property development and sales 物業發展及銷售
Sun Spread Group Limited 英康集團有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Super Target Limited	B.V.I. 英屬處女群島	US\$1 1美元	100 [#]	100	Investment holding 投資控股
Top Field Technology Limited 德豐科技有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Investment holding 投資控股
China Gamma Group (Hong Kong) Limited 中國伽瑪集團(香港)有限公司	Hong Kong 香港	HK\$1 1港元	100 [#]	100	Investment holding 投資控股

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

43. 主要附屬公司詳情(續)

Name of subsidiary	Place of incorporation/ registration	Paid up share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company#/ subsidiaries 本公司#/ 附屬公司所持 已發行股本/ 註冊資本 面值比例 %	Effective proportion of issued capital held by the Group 本集團所持 已發行股本 實際比例 %	Principal activities
附屬公司名稱	註冊成立/ 註冊地點	繳足股本/ 註冊資本			主要業務
重慶旭日房地產開發有限公司 Chongqing Sunrise Property Development Company Limited	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	100	Property investment 物業投資
淄博利源高科輻照技術有限公司 Zibo Liyuan Gamma Ray Technologies Co. Limited	PRC 中國	RMB29,000,000 人民幣29,000,000元	80	80	Gamma ray irradiation services 伽瑪射線照射服務
雲南和達投資有限公司 Yunnan He Da Investments Company Limited	PRC 中國	RMB10,000,000 人民幣10,000,000元	90	90	Investment holding 投資控股
冕寧縣茂源稀土科技有限公司 Mianning Mao Yuan Rare Earth Technology Company Limited	PRC 中國	RMB20,000,000 人民幣20,000,000元	60	54	Rare earth refinery and processing business 稀土深加工業務

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

於結算日或年內任何時間，附屬公司概無任何債務證券。

The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表包括董事認為對本集團本年度業績構成重大影響或於本集團之資產淨值中佔有重要比重之本公司附屬公司。董事認為詳列其他附屬公司之資料會令篇幅過長。

44. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform to the current year's presentation. For better presentation, the amount of PRC land appreciation tax charged to consolidated income statement is presented under taxation instead of being included in administrative expenses. This reclassification has no effect on the results and the financial position of the Group and the Company for the current and prior years.

44. 比較數字

若干比較數字已經重新分類，以符合本年度之呈列方式。為更有效地呈列於綜合收益表扣除之中國土地增值稅，有關金額已於「稅項」一項下呈列，而非計入行政費用。上述重新分類不會對本集團及本公司現時及過往年度之業績及財務狀況產生影響。

Financial Summary

財務摘要

RESULTS

業績

		For the year ended 31 March 截至三月三十一日止年度				
		2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Turnover	營業額	<u>3,902</u>	<u>3,762</u>	<u>30,473</u>	<u>26,726</u>	<u>48,523</u>
Loss attributable to equity shareholders of the Company	本公司權益股東 應佔虧損	<u>(78,812)</u>	<u>(51,194)</u>	<u>(29,203)</u>	<u>(56,198)</u>	<u>(143,475)</u>

ASSETS AND LIABILITIES

資產及負債

		As at 31 March 於三月三十一日				
		2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Total assets	資產總值	195,016	176,855	204,748	1,077,098	949,997
Total liabilities	負債總額	<u>64,611</u>	<u>67,698</u>	<u>99,606</u>	<u>716,685</u>	<u>759,443</u>
Net assets	資產淨值	<u>130,405</u>	<u>109,157</u>	<u>105,142</u>	<u>360,413</u>	<u>190,554</u>
Non-controlling interests	非控股權益	<u>—</u>	<u>6,615</u>	<u>4,836</u>	<u>249,276</u>	<u>178,604</u>

