



蒙古投資集團有限公司
MONGOLIA INVESTMENT GROUP LIMITED

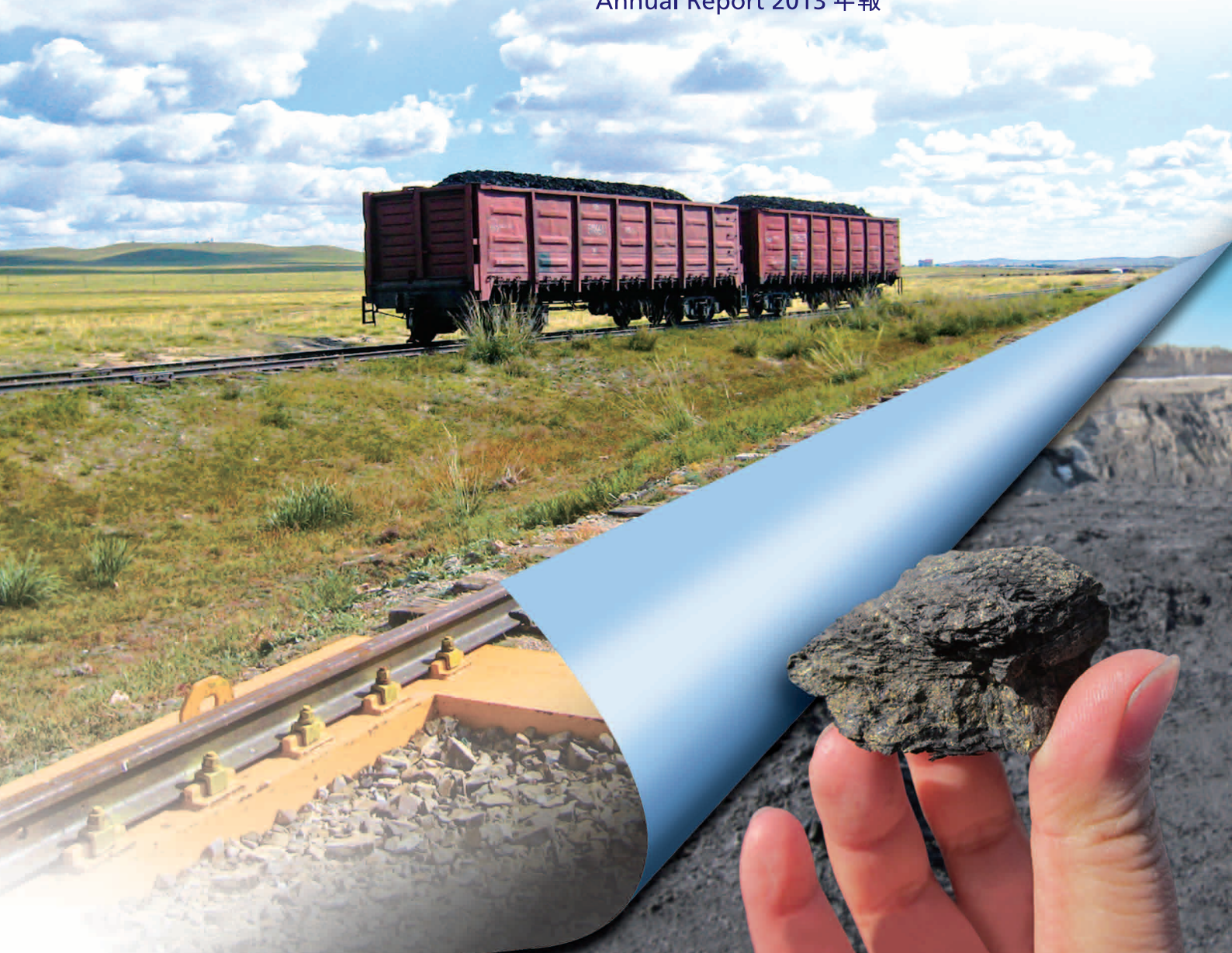
(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 402

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Annual Report 2013 年報



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公司資料

CORPORATE INFORMATION

董事

執行董事

原秋明先生(主席)
原偉強先生(副主席兼行政總裁)
蘇耀祥先生(副主席)
張志文先生
林翔先生(未於二零一二年八月三日膺選連任)
ENEBISH Burenkhuu先生
(未於二零一二年八月三日膺選連任)
梁仲德先生(其後於二零一三年四月二日辭任)
張傳軍先生(於二零一二年十二月十二日獲委任)
朱冬先生(於二零一二年十二月十二日獲委任)

非執行董事

何顯鴻先生(於二零一二年六月二十八日辭任)
黃國基先生(於二零一二年八月十日獲委任)
伍永強先生(於二零一二年八月十日獲委任)

獨立非執行董事

陳世杰先生(於二零一三年一月二十八日辭任)
廖長天先生
譚子勤先生(於二零一三年二月十八日辭任)
許一安先生(於二零一二年八月十日獲委任)
譚新榮先生(於二零一二年十二月十二日獲委任)
張松林先生(於二零一三年三月十一日獲委任)

授權代表

原偉強先生
朱冬先生

公司秘書

張志文先生

DIRECTORS

Executive Directors

Mr. YUEN Chow Ming (Chairman)
Mr. YUEN Wai Keung (Deputy Chairman and Chief Executive Officer)
Mr. SO Yiu Cheung (Deputy Chairman)
Mr. CHEUNG Chi Man, Dennis
Mr. LIM Siong, Dennis (Not re-elected on 3 August 2012)
Mr. ENEBISH Burenkhuu
(Not re-elected on 3 August 2012)
Mr. LEUNG, Chung Tak Barry (Subsequently resigned on 2 April 2013)
Mr. ZHANG Chuanjun (Appointed on 12 December 2012)
Mr. ZHU Dong (Appointed on 12 December 2012)

Non-Executive Directors

Mr. HO Hin Hung, Henry (Resigned on 28 June 2012)
Mr. WONG Kwok Kee (Appointed on 10 August 2012)
Mr. NG Wing Keung (Appointed on 10 August 2012)

Independent Non-Executive Directors

Mr. CHAN, Sai Kit Kevin (Resigned on 28 January 2013)
Mr. LIAO Cheung Tin, Stephen
Mr. TAM Tsz Kan (Resigned on 18 February 2013)
Mr. HUI Yat On (Appointed on 10 August 2012)
Mr. TAM Sun Wing (Appointed on 12 December 2012)
Mr. ZHANG Songlin (Appointed on 11 March 2013)

AUTHORISED REPRESENTATIVES

Mr. YUEN Wai Keung
Mr. ZHU Dong

COMPANY SECRETARY

Mr. CHEUNG Chi Man, Dennis

審核委員會

譚子勤先生(主席)

(於二零一三年二月十八日辭任)

陳世杰先生(於二零一三年一月二十八日辭任)

廖長天先生

許一安先生

(於二零一二年八月十日獲委任)

譚新榮先生(主席)

(於二零一二年十二月十二日獲委任為成員

並於二零一三年三月十一日獲委任為主席)

張松林先生(於二零一三年三月十一日獲委任)

提名委員會

陳世杰先生(主席)

(於二零一三年一月二十八日辭任)

原偉強先生

譚子勤先生(於二零一三年二月十八日辭任)

譚新榮先生(主席)

(於二零一二年十二月十二日獲委任為成員

並於二零一三年三月十一日獲委任為主席)

張松林先生(於二零一三年三月十一日獲委任)

薪酬委員會

陳世杰先生(主席)

(於二零一三年一月二十八日辭任)

原偉強先生

譚子勤先生(於二零一三年二月十八日辭任)

譚新榮先生(主席)

(於二零一二年十二月十二日獲委任為成員

並於二零一三年三月十一日獲委任為主席)

張松林先生(於二零一三年三月十一日獲委任)

註冊辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

AUDIT COMMITTEE

Mr. TAM Tsz Kan (Chairman)

(Resigned on 18 February 2013)

Mr. CHAN, Sai Kit Kevin (Resigned on 28 January 2013)

Mr. LIAO Cheung Tin, Stephen

Mr. HUI Yat On

(Appointed on 10 August 2012)

Mr. TAM Sun Wing (Chairman)

(Appointed as member on 12 December 2012

and appointed as Chairman on 11 March 2013)

Mr. ZHANG Songlin (Appointed on 11 March 2013)

NOMINATION COMMITTEE

Mr. CHAN, Sai Kit Kevin (Chairman)

(Resigned on 28 January 2013)

Mr. YUEN Wai Keung

Mr. TAM Tsz Kan (Resigned on 18 February 2013)

Mr. TAM Sun Wing (Chairman)

(Appointed as member on 12 December 2012

and appointed as Chairman on 11 March 2013)

Mr. ZHANG Songlin (Appointed on 11 March 2013)

REMUNERATION COMMITTEE

Mr. CHAN, Sai Kit Kevin (Chairman)

(Resigned on 28 January 2013)

Mr. YUEN Wai Keung

Mr. TAM Tsz Kan (Resigned on 18 February 2013)

Mr. TAM Sun Wing (Chairman)

(Appointed as member on 12 December 2012

and appointed as Chairman on 11 March 2013)

Mr. ZHANG Songlin (Appointed on 11 March 2013)

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

主要營業地點

香港
九龍灣
宏開道16號
德福大廈
1809-1812室

法律顧問

鄭黃林律師行
香港
中環
花園道1號
中銀大廈50樓及64樓

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
中環干諾道中111號
永安中心25樓

主要往來銀行

花旗銀行(香港)有限公司
大新銀行有限公司
星展銀行(香港)有限公司
恒生銀行有限公司
香港上海滙豐銀行有限公司
大華銀行有限公司

主要股份登記處

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

PRINCIPAL PLACE OF BUSINESS

Units 1809-1812
Telford House
16 Wang Hoi Road
Kowloon Bay
Hong Kong

LEGAL ADVISOR

CWL Partners
50th & 64th Floors, Bank of China Tower
1 Garden Road
Central
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

PRINCIPAL BANKERS

Citibank (Hong Kong) Limited
Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hong Kong and Shanghai Banking Corporation Limited
United Overseas Bank Limited

PRINCIPAL SHARE REGISTRAR

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

股份登記分處

卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

股份代號

402

網站

<http://www.migmgl.com>

BRANCH SHARE REGISTRAR

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

STOCK CODE

402

WEBSITE

<http://www.migmgl.com>

主席報告

CHAIRMAN'S STATEMENT

引言

本人謹代表蒙古投資集團有限公司(「本公司」)董事(「董事」)會(「董事會」)及其附屬公司(統稱「本集團」)欣然提呈本集團截至二零一三年三月三十一日止年度之全年業績。

於回顧年度內，本集團繼續專注努力發展兩個主要業務部門－水務業務及蒙古國的採礦及勘探業務。除當前業務外，本集團一直積極物色投資機會，使股東的價值最大化，從而於二零一三年四月繼續進行建議收購天下圖集團之控股公司，而其主要業務包括整個地理信息系統(「GIS」)產業鏈，即地理信息數據提取、數據處理及最終數據應用。董事會認為，該收購將使本集團得以多元發展具有增長潛力的新業務並拓寬其收入來源。

財務概要

截至二零一三年三月三十一日止年度，本集團錄得收益856,700,000港元，較去年下跌8.4%(二零一二年：935,600,000港元)。收益下跌主要由於二零零九年九月展開的兩項水務保養工程項目已經完成。

毛利增加6.7%至33,400,000港元(二零一二年：31,300,000港元)。本公司擁有人應佔虧損合計為299,800,000港元(二零一二年：1,387,800,000港元)，這是由於(i)發行承兌票據及可換股票據作為於二零一零年六月十七日收購Well Delight Holdings Limited(現稱為MIG Resources Limited)之部份代價所產生的應歸利息開支93,000,000港元(二零一二年：85,900,000港元)；(ii)可換股票據衍生工具部份之公允值虧損6,000,000港元(二零一二年：800,000港元)；(iii)TNE礦場之採礦權產生之扣除遞延稅項進賬117,500,000港元之減值虧損(二零一二年：1,268,100,000港元)；及(iv)勘探及評估資產之減值虧損24,600,000港元(二零一二年：零港元)。應歸利息開支、公允值變動、採礦權之減值虧損及勘探及評估資產之減值虧損全屬非現金項目，故不會對本集團的現金狀況構成任何影響。每股基本虧損為16.298港仙(二零一二年：76.116港仙(重列))。

INTRODUCTION

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Mongolia Investment Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), I am pleased to present the results of the Group for the year ended 31 March 2013.

During the year under review, the Group continued to dedicate efforts in the development of two main business arms - the waterworks business and the mining and exploration operations in Mongolia. Apart from the current businesses, the Group has been actively seeking for investment opportunities to maximise shareholders' value, hence continued to proceed with the proposed acquisition of the controlling company of the Peace Map Group in April 2013, the principal business of which includes the entire geographical information system (the “**GIS**”) industry chain, with geographical information data extraction, data processing and final data applications. The Board believes that the acquisition would allow the Group to diversify into a new line of business with growth potential and to broaden its source of income.

FINANCIAL HIGHLIGHTS

For the year ended 31 March 2013, the Group recorded revenue of HK\$856.7 million, representing a decrease of 8.4% over last year (2012: HK\$935.6 million). The drop was mainly due to the completion of two waterworks maintenance projects that started in September 2009.

Gross profit increased by 6.7% to HK\$33.4 million (2012: HK\$31.3 million). Loss attributable to owners of the Company totaled HK\$299.8 million (2012: HK\$1,387.8 million). This was due to (i) imputed interest expenses of HK\$93.0 million (2012: HK\$85.9 million) on promissory note and convertible note issued as part of consideration for the acquisition of Well Delight Holdings Limited (now known as MIG Resources Limited) on 17 June 2010; (ii) fair value loss on the Derivative Component of the Convertible Note amounted to HK\$6.0 million (2012: HK\$0.8 million); (iii) impairment loss net of deferred tax credit amounting to HK\$117.5 million (2012: HK\$1,268.1 million) on the mining right at the TNE Mine; and (iv) impairment loss on exploration and evaluation assets amounted to HK\$24.6 million (2012: Nil). The imputed interest expenses, fair value change, impairment loss on the mining right and impairment loss on exploration and evaluation assets were all non-cash items and have no impact on the Group's cash position. Basic loss per share was HK16.298 cents (2012: HK76.116 cents (restated)).

流動資金及財務資源

於二零一三年三月三十一日，銀行結存及現金，以及已抵押銀行存款共311,500,000港元（於二零一二年三月三十一日：335,400,000港元）。於回顧年末，借貸總額（包括二零一零年發行的承兌票據及可換股票據）為961,900,000港元（於二零一二年三月三十一日：846,500,000港元）。本集團的流動比率（即流動資產相對流動負債的比率）為1.26倍（截至二零一二年三月三十一日：4.0倍），資本負債比率（按借貸總額減去銀行結存及現金以及已抵押銀行存款相對總權益計）為1,993.9%（二零一二年三月三十一日：149.9%）。

於二零一三年三月三十一日之資本負債比率超逾1,000%。鑒於相關情況，董事於評估本集團是否將會擁有充足財務資源持續經營及償付其未來負債時已審慎考慮本集團之未來流動資金及其可供撥資之來源。進一步詳情載於財務報表附註3.1及39(d)。董事現正積極考慮削減資本負債比率至合理水平之方式。

外匯風險管理

本集團的交易主要以港元、美元、蒙古圖格里克及澳門元計值。本集團並無採納正式的對沖政策，但本集團持續監察其外匯風險情況，在認為適當及必須時將考慮以遠期外匯合約方法（如適用）對沖重大外匯風險。

人力資源

於二零一三年三月三十一日，本集團聘用約508名僱員（截至二零一二年三月三十一日止年度：720名僱員），100%為永久聘用。員工成本總額（包括回顧年度內的董事酬金）為138,200,000港元（截至二零一二年三月三十一日止年度：140,100,000港元）。

本集團之薪酬政策主要基於現行市場薪資水平、本集團之業績及個人表現而釐定。除員工薪金外，其他員工福利包括表現花紅、教育津貼、公積金、醫療保險及採用購股權計劃，以獎勵及肯定僱員對或可能對本集團業務發展所作之貢獻。

Liquidity & Financial Resources

As at 31 March 2013, cash at banks and in hand and pledged bank deposits reached HK\$311.5 million (as at 31 March 2012: HK\$335.4 million). Total borrowings, including promissory note and convertible note issued in 2010, as at of the review year were HK\$961.9 million (as at 31 March 2012: HK\$846.5 million). The Group's current ratio, being the ratio of current assets to current liabilities, was 1.26 times (as of 31 March 2012: 4.0 times), and its gearing ratio, in terms of total borrowings net of cash at banks and in hand and pledged bank deposits to total equity, stood at 1,993.9% (31 March 2012: 149.9%).

The gearing ratio as at 31 March 2013 exceeded 1,000%. In view of such circumstance, the Directors have given careful consideration to the future liquidity of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern and meet its future obligations. Further details are set out in notes 3.1 and 39 (d) to the financial statements. The Directors are actively considering ways to reduce gearing ratio to a reasonable level.

Foreign Exchange Risk Management

The Group's transactions are primarily denominated in Hong Kong dollars, United States dollars, Mongolian Tughrik and Macau Patacas. The Group has not implemented any formal hedging policy. However, the Group monitors its foreign exchange exposure continuously and, when it considers appropriate and necessary, will consider hedging significant foreign exchange exposure by way of forward foreign exchange contracts where appropriate.

Human Resources

As at 31 March 2013, the Group had approximately 508 employees (for the year ended 31 March 2012: 720 employees) with 100% holding permanent positions. Total staff costs, including Director's emoluments during the review year amounted to HK\$138.2 million (for the year ended 31 March 2012: HK\$140.1 million).

The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the Group and of the individuals concerned. In addition to salary payments, other staff benefits include performance bonuses, education subsidies, provident fund, medical insurance and the use of share option scheme to recognise and acknowledge contributions made or may make to the business development of the Group by its employees.

業務回顧

蒙古國採礦業務

資源及採礦業近年一直推動蒙古國的經濟增長。本集團現時持有位於Tugrug Valley的四個採煤牌照，煤礦總面積達1,114公頃（「TNE礦場」）。根據獨立技術顧問於二零一零年編製之技術報告，TNE礦場擁有約64,000,000噸探明及推斷之蘊藏資源及額外27,900,000噸的推斷資源。於回顧年內，TNE礦場的資源數量與上一年度相比並無重大變動。此外，本集團亦持有位於蒙古國境內DundGobi省的三個煤礦勘探牌照（面積14,087公頃）。

於回顧年內，本集團繼續致力TNE礦場的準備工作，包括租用相關設備及機器、安裝電力供應及設立抽水處理系統等。另外，本集團的市場推廣隊伍已積極著手與潛在客戶接觸跟進，以發掘更多業務商機。

蒙古法律及法規實施所涉及採礦行業之最新發展，例如於二零一二年六月通過第194號決議案，對蒙古附近水域的礦產勘探及開採活動施加限制。儘管本集團之四個採礦牌照及兩個勘探牌照表面屬法律及法規許可範圍內，董事認為根據本財務報表附註18所載之評估，有關法律對本集團之影響極小。

由於低於煤炭之預期市場售價以及與採礦業有關之蒙古法律及法規近期進展所導致之額外風險，TNE礦場之採礦權產生之進一步減值虧損（扣除遞延稅項117,500,000港元（二零一二年：1,268,100,000港元）已於綜合業績確認。

BUSINESS REVIEW

Mining Business in Mongolia

Resources and mining industry has been fueling Mongolia's economy growth in recent years. The Group currently holds four coal mining licences covering a 1,114 hectares coal mine at Tugrug Valley (the "TNE Mine"). Based on a report from an independent technical advisor in 2010, the TNE Mine has approximately 64.0 million tonnes of measured and indicated resources and an additional 27.9 million tonnes of inferred resources. For the year under review, there was no material change in the amount of the resources in the TNE Mine, compared with that of last year. Besides, the Group also holds three exploration licences in respect of coal deposits in DundGobi (14,087 hectares) located in Mongolia.

During the review year, the Group continued to focus on the preparatory work at the TNE Mine, including the leasing of relevant equipment and machinery, power supply commissioning, as well as dewatering process. Meanwhile, the Group's marketing team has been proactively approaching more potential clients to explore more business opportunities.

Recent developments in Mongolia with regard to the implementation of laws and regulations related to the mining industry such as the passing of the Resolution No. 194 in June 2012 imposes restrictions on mineral exploration and mining activities around water areas in Mongolia. Although the Group's four mining licences and two of the exploration licences ostensibly fall within the ambit of laws and regulations, the Directors believe the impact to the Group will be minimal based on the assessment as set out in note 18 to the financial statements.

As a result of the lower than expected market selling price of coal and the additional risk resulting from the recent developments in laws and regulations in Mongolia relating to the mining industry, a further impairment loss (net of deferred taxation) amounting to HK\$117.5 million (2012: HK\$1,268.1 million) on the mining rights of the TNE Mine is recognised to the consolidated result.

就勘探活動而言，年度勘探報告已遞交蒙古礦產資源局(Mineral Resources Authority of Mongolia) (「蒙古礦產資源局」)，並已獲得批准。本集團亦已遞交詳盡的環境影響評估予自然及綠色發展部(Ministry of Nature and Green Development)作進一步評估。

由於Gobi-Altai省(面積44,016公頃)及Zavkhan省(面積15,517公頃)之黃金及銅礦藏未能發現商業上有利之礦產數量，本集團已在綜合業績就勘探牌照及相關資本化勘探成本確認減值虧損24,600,000港元。Zavkhan省及Gobi-Altai省之牌照已分別於二零一三年三月及四月屆滿。

香港的水務工程業務

於回顧年內，水務工程業務的收益約達829,700,000港元(二零一二年：930,300,000港元)。水務保養工程項目的收益下跌45.0%至約321,000,000港元，佔總收益37.5%。更換及修復水管工程項目的收益則錄得約432,400,000港元，佔總收益50.5%。斜坡保養工程項目的收益達73,800,000港元，佔總收益8.6%。

兩項於二零零九年九月開展的水務署(「水務署」)水務工程保養項目已於二零一二年年底完成且引起整體收入的下滑趨勢，該兩項分別為：

1. 水務工程定期合約 — 地區E — 新界東(合約編號：1/WSD/09(E))；及
2. 水務工程定期合約 — 地區W — 新界西(合約編號：1/WSD/09(W))。

於回顧年內，本集團取得一份新的為期三年的水務工程保養項目：水務工程定期合約—地區W—新界西(合約編號：1/WSD/12(W))。

Regarding exploration activities, annual exploration report was submitted and has been approved by the Mineral Resources Authority of Mongolia (“**MRAM**”). Detailed environmental impact assessment has also been submitted to the Ministry of Nature and Green Development for further evaluation.

As a result of failure in discovering commercially viable quantities of minerals at the gold and copper deposits located in Gobi-Altai (44,016 hectares) and Zavkhan (15,517 hectares), an impairment loss amounting to HK\$24.6 million on the exploration licences and related exploration costs capitalised is recognised to the consolidated result. The licences of Zavkhan and Gobi-Altai have expired in March and April 2013 respectively.

Waterworks Business in Hong Kong

During the review year, waterworks business recorded revenue of approximately HK\$829.7 million (2012: HK\$930.3 million). Revenue from waterworks maintenance projects decreased by 45.0% to approximately HK\$321.0 million, representing 37.5% of total revenue. Revenue from water mains replacement and rehabilitation projects recorded around HK\$432.4 million, making up 50.5% of total revenue. As for slope maintenance projects, HK\$73.8 million in revenue was recorded, equivalent to 8.6% of total revenue.

Two waterworks maintenance projects from the Water Supplies Department (“**WSD**”) that started in September 2009 were completed by the end of 2012 and led to a downside of overall revenue:

1. Term Contract for Waterworks District E – New Territories East (contract number: 1/WSD/09(E)); and
2. Term Contract for Waterworks District W – New Territories West (contract number: 1/WSD/09(W)).

During the review year, the Group has won a new 3-year waterworks maintenance project – Term Contract for Waterworks District W – News Territories West (contract number: 1/WSD/12(W)).

本集團於年內共執行六項更換及修復水管工程項目，於回顧年內佔本集團總收益逾50%：

1. 更換及修復水管工程第三階段 — 東九龍水管工程(甲組)(合約編號：7/WSD/08)
2. 更換及修復水管工程第三階段 — 港島南及離島水管工程(合約編號：18/WSD/08)
3. 更換及修復水管工程第四階段第一期 — 中西區及灣仔水管工程(合約編號：11/WSD/10)
4. 更換及修復水管工程第四階段第一期 — 東九龍水管工程(合約編號：14/WSD/10)
5. 更換及修復水管工程第四階段第二期 — 東九龍水管工程(合約編號：13/WSD/11)
6. 更換及修復水管工程第四階段第二期 — 西九龍水管工程(合約編號：14/WSD/11)

預期編號為7/WSD/08及18/WSD/08之合約將於二零一三年年底前完成。

前景

於年結日後，在二零一三年四月，本集團與Broadlink Enterprises Limited(「**Broadlink**」)、Kingspot Investment Limited、Alliance Elegant Limited、Bidfast Investment Limited及瑞泓國際有限公司(統稱「**賣方**」)以及九名Broadlink之現時股東訂立收購協議，據此，賣方有條件同意出售及本集團有條件同意購買新寶投資有限公司(「**新寶**」)之全部已發行股份，總代價為1,500,000,000港元，當中600,000,000港元以現金方式支付；900,000,000港元以發行可換股票據方式支付。在簽署收購協議後，作為按金之

Accounting for over half of the Group's total revenue during the review year, six water mains replacement and rehabilitation projects have been underway during the year:

1. Replacement and Rehabilitation of Water Mains, Stage 3 – Mains in East Kowloon (Package A) (contract number: 7/WSD/08)
2. Replacement and Rehabilitation of Water Mains, Stage 3 – Mains on Hong Kong Island South and Outlying Islands (contract number: 18/WSD/08)
3. Replacement and Rehabilitation of Water Mains, Stage 4 Phase 1 – Mains in Central & Western and Wan Chai Districts (contract number: 11/WSD/10)
4. Replacement and Rehabilitation of Water Mains, Stage 4 Phase 1 – Mains in East Kowloon (contract number: 14/WSD/10)
5. Replacement and Rehabilitation of Water Mains, Stage 4 Phase 2 – Mains in East Kowloon (contract number: 13/WSD/11)
6. Replacement and Rehabilitation of Water Mains, Stage 4 Phase 2 – Mains in West Kowloon (contract number: 14/WSD/11)

This is forecasted that contract number 7/WSD/08 and 18/WSD/08 will be completed by the end of 2013.

PROSPECTS

Subsequent to year end in April 2013, the Group entered into the Acquisition Agreement with Broadlink Enterprises Limited (“**Broadlink**”), Kingspot Investment Limited, Alliance Elegant Limited, Bidfast Investment Limited and Grandest International Limited (collectively, the “**Vendors**”) and the nine existing shareholders of Broadlink, pursuant to which the vendors conditionally agreed to sell and the Group conditionally agreed to purchase all issued shares of Sinbo Investment Limited (“**Sinbo**”) for a total consideration of HK\$1,500,000,000, comprising HK\$600,000,000 by way of cash and HK\$900,000,000 by way of issue of convertible notes. After the signing of the Acquisition Agreement, HK\$150,000,000 by way of cash as

150,000,000港元已以現金方式支付予Broadlink。新寶是天下圖集團的控股公司，天下圖集團之主要業務包括整個地理信息數據（「GIS」）產業鏈、地理信息數據提取、數據處理及最終數據應用，亦擁有全面的地理信息提取模式。GIS在中國被廣泛應用於各行各業，包括商業、保健、安防、政府、商貿、媒體、運輸及旅遊等行業。董事會相信，此項收購有助本集團多元化擴展至具增長潛力的新業務範疇，同時擴大收入來源。本集團將於二零一三年七月十八日適時舉行股東特別大會，讓股東考慮及批准有關收購協議。

於二零一三年五月，本集團宣布完成向不少於六名均為獨立第三方的獨立承配人配售本公司360,000,000股股份，配售價為每股0.25港元。是次配售最高所得款項淨額將約為88,100,000港元，將用作本集團一般營運資金。董事會認為是次配售為本集團集資之首選方式，並認為可在集資的同時擴闊股東及資本基礎。因此認為配售符合本公司及股東的最佳利益。

本集團將繼續於蒙古國進行採礦。除此之外，管理層亦將於建議收購完成後致力發展全新GIS業務。管理層目前亦正制定合適業務策略，以期加強本集團的長期業務增長。

致謝

本人謹此代表董事會對管理層及全體員工在過去一年盡忠職守及竭誠努力，致以衷心謝意。我們將繼續整合現有業務，同時加快開拓新業務，致力提升股東的長遠價值。

the deposit was paid to Broadlink. Sinbo is the controlling company of the Peace Map Group, the principal business of which includes the entire geographical information system (the “GIS”) industry chain, with geographical information data extraction, data processing and final data applications. It also has comprehensive modes of geographical information extraction. GIS is widely used in various sectors including business, healthcare, security, government, trade, media, transportation and tourism industries in the PRC. The Board believes the acquisition would allow the Group to diversify into a new line of business with growth potential and to broaden its source of income. An Extraordinary General Meeting will be held on 18 July 2013 for the shareholders to consider and approve the acquisition agreement in due course.

In May 2013, the Group announced the completion of a placement of 360,000,000 shares of the Company to not less than six independent placees who are independent third parties, at a placing price of HK\$0.25 per share. The maximum net proceeds from the placing will amount to approximately HK\$88.1 million which is intended to be used as general working capital. The Board considers the placing a preferred means of raising funds for the Group and believe the placing represents an opportunity to raise capital while broadening shareholder and capital base, and is of the view that the placing is in the best interest of the Company and its shareholders.

While continuing with our Mongolia mining venture, the management will also dedicate efforts in developing the new GIS business subsequent to the completion of the proposed acquisition. The management is currently formulating appropriate business strategies to enhance the Group's business growth in the long term.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my gratitude to the management and staff for their diligence and dedication over the past year. Along the line, we will continue to consolidate our existing operations while ramping up development of our new business ventures, with an aim of enhancing shareholders' value in the long run.

董事及高級管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

執行董事

原秋明先生，76歲，執行董事，本公司及本集團主席兼創辦人。一九六七年，原先生與其他三位合夥人創立明興工程公司（「合夥公司」）。一九八七年一月，原先生與蘇耀祥先生及其他兩位合夥人共同創立明興水務渠務工程有限公司，彼為創始董事之一。原先生於六十年代早期在廣東省業餘科技大學攻讀工程科學，在水務工程領域擁有逾四十七年經驗，其中大多數時間致力於發展及管理本集團的水務項目。原先生於二零零四年十月二十九日獲委任為執行董事。自開業以來，原先生一直負責本集團的市場推廣、企業策略的制定、業務規劃及整體管理。原先生為原偉強先生之父。

原偉強先生，46歲，本集團執行董事、副主席兼行政總裁，負責本集團整體業務管理及企業發展。原先生畢業於倫敦大學皇家科學、科技及醫藥學院，於一九九零年獲機械工程學學士學位。彼更於二零零零年獲得香港科技大學工商管理碩士學位。彼為香港工程師學會會員及英國機械工程師學會會員。原先生於一九九一年加入本集團，自此主要負責各類與本集團水務工程業務相關的工作。彼現為中國人民政治協商會議湖南省第十一屆委員會委員。原先生於一九九六年成為明興水務渠務工程有限公司之董事，並於二零零四年六月二日獲委任為本集團執行董事。原先生為原秋明先生之子。

EXECUTIVE DIRECTORS

Mr. YUEN Chow Ming, aged 76, is an executive Director, the Chairman and the founder of the Company and the Group. Mr. YUEN and three other partners found Ming Hing Engineering Company (the “Partnership”) in 1967. In January 1987, Mr. YUEN, together with Mr. SO Yiu Cheung and two other partners, established Ming Hing Waterworks Engineering Company Limited and he was one of the founding directors. Mr. YUEN studied engineering science at “廣東省業餘科技大學” in the early 1960s and has over 47 years’ experience in waterworks engineering, most time of which were devoted to developing and managing the Group’s waterworks projects. Mr. YUEN was appointed as an executive Director on 29 October 2004. Mr. YUEN has been since the inception of the business responsible for the marketing, formulation of corporate strategies, business planning and overall management of the Group. Mr. YUEN is the father of Mr. YUEN Wai Keung.

Mr. YUEN Wai Keung, aged 46, is an executive Director, the Deputy Chairman and the Chief Executive Officer of the Group and is responsible for the overall business management and corporate development of the Group. Mr. YUEN graduated from the Imperial College of Science, Technology and Medicine, University of London with a bachelor’s degree in mechanical engineering in 1990. Mr. YUEN also holds a master’s degree in business administration from the Hong Kong University of Science and Technology in 2000. Mr. YUEN is a member of The Hong Kong Institution of Engineers and a member of Institution of Mechanical Engineers (UK). Mr. YUEN joined the Group in 1991 and has since then been heavily involved in all aspects relating to the waterworks business of the Group. He is a member of The Hunan Provincial Committee of the 11th Chinese People’s Political Consultative Conference. Mr. YUEN became a director of Ming Hing Waterworks Engineering Company Limited in 1996 and was appointed as an executive Director of the Group on 2 June 2004. Mr. YUEN is the son of Mr. YUEN Chow Ming.

蘇耀祥先生，61歲，本集團執行董事兼副主席，負責本集團整體項目管理。蘇先生亦參與本集團企業計劃及策略的制定。蘇先生於一九七三年七月獲得香港理工學院結構工程學證書。彼亦為英國水務學會會員。蘇先生在水務工程領域擁有逾三十六年的經驗。蘇先生於一九八五年加入本集團，成為合夥公司的合夥人，並於一九八七年成為明興水務渠務工程有限公司的創始合夥人之一。蘇先生於二零零四年十月二十九日獲委任為執行董事。

張志文先生，45歲，執行董事、財務總監兼公司秘書。張先生於會計及財務管理領域擁有逾十八年之經驗。彼於二零一零年九月二十七日起擔任香港聯合交易所有限公司創業板上市公司宏峰太平洋集團有限公司之獨立非執行董事。於擔任本公司上述職位前，彼曾於一間於香港聯合交易所有限公司（「聯交所」）主板上市公司美聯集團有限公司擔任中國區域之財務總監。張先生持有澳洲新南威爾斯大學商業碩士學位。張先生為香港會計師公會資深會員及香港稅務學會會員。張先生於二零零八年十月十五日獲委任為執行董事。

張傳軍先生，42歲，為執行董事。張先生持有管理會計學碩士及學士學位，並為高級會計師。張先生在會計、企業融資及財務方面擁有逾20年之工作經驗。張先生為中國航空工業國際控股（香港）有限公司（「中航國際」）（股份代號：232）之執行董事及財務總監及中國環保投資股份有限公司（股份代號：260）之執行董事兼副總裁，該等公司均為於香港聯合交易所有限公司上市之公司。張先生亦同時出任中國航空技術國際控股有限公司之副總會計師及中航國際（香港）集團有限公司（「中航國際集團」）之總會計師。張先生於二零一二年十二月十二日獲委任為執行董事。

Mr. SO Yiu Cheung, aged 61, is an executive Director and the Deputy Chairman of the Group and is responsible for the overall project management of the Group. Mr. SO is also involved in the formulation of corporate plans and strategies of the Group. Mr. SO obtained his certificate in structural engineering from Hong Kong Polytechnic in July 1973. Mr. SO is also an associate member of the Institute of Plumbing in the UK. Mr. SO has over 36 years' experience in waterworks engineering. Mr. SO joined the Group in 1985 as a partner to the Partnership and became one of the founding partners of Ming Hing Waterworks Engineering Company Limited in 1987. Mr. SO was appointed as an executive Director on 29 October 2004.

Mr. CHEUNG Chi Man, Dennis, aged 45, is an executive Director, Chief Financial Officer and Company Secretary. Mr. CHEUNG has over 18 years of experience in accounting and financial management. He has been an independent non-executive director of Powerwell Pacific Holdings Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, since 27 September 2010. Prior to taking up the above-mentioned posts of the Company, he has been the chief financial officer of the China division of Midland Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Mr. CHEUNG holds a Master's degree in Commerce from the University of New South Wales, Australia. Mr. CHEUNG is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of The Taxation Institute of Hong Kong. Mr. CHEUNG was appointed as an executive Director on 15 October 2008.

Mr. ZHANG Chuanjun, aged 42, is an executive Director. Mr. ZHANG holds a Master's degree and a Bachelor's degree in Management Accounting and is a senior accountant. He has over 20 years of experience in accounting, corporate finance and treasury. Mr. ZHANG is an executive director and the chief financial officer of AVIC International Holding (HK) Limited ("**AVIC Int'l**") (stock code: 232) and an executive director and a vice president of China Environmental Investment Holdings Limited (stock code: 260), both of which are companies listed on The Stock Exchange of Hong Kong Limited. He is also a deputy chief financial officer of AVIC International Holding Corporation and is the chief financial officer of AVIC International (HK) Group Limited ("**AVIC Int'l Group**"). Mr. ZHANG was appointed as an executive Director on 12 December 2012.

朱冬先生，39歲，為執行董事。朱先生持有管理會計學碩士及學士學位，並為高級會計師。朱先生在會計、企業融資及財務方面擁有逾19年之工作經驗。朱先生曾任中航國際之副財務總監，現為中航國際集團之副總會計師。朱先生於二零一二年十二月十二日獲委任為執行董事。

Mr. ZHU Dong, aged 39, is an executive Director. Mr. ZHU holds a Master's degree and a Bachelor's degree in Management Accounting and is a senior accountant. He has over 19 years of experience in accounting, corporate finance and advisory. Mr. ZHU served AVIC Int'l as a deputy chief financial officer and is the deputy chief financial officer of AVIC Int'l Group. Mr. ZHU was appointed as an executive Director on 12 December 2012.

梁仲德先生，50歲，於一九九七年獲得美國三藩市大學McLaren School of Business工商管理碩士學位，主修金融及銀行學。梁先生於香港一家上市紅籌公司擔任管理職位逾十年，負責管理合併及收購交易及企業融資活動，並與中華人民共和國多個省政府緊密合作。梁先生於二零零六年一月二十日起至二零零七年六月四日止期間擔任國華集團控股有限公司(其股份於聯交所上市，股份代號：370，從事煤炭生產相關業務)之非執行董事。梁先生亦於二零零六年十月二十日獲委任為中聚雷天電池有限公司(現稱中聚電池有限公司且其股份於聯交所上市，股份代號：729)之非執行董事，並於二零零六年十一月二十二日調任為執行董事，其後於二零零九年六月一日調任為非執行董事。梁先生已於二零一零年七月一日辭任中聚雷天電池有限公司(現稱中聚電池有限公司)之非執行董事職務。梁先生於二零一一年三月十四日獲委任為執行董事。

Mr. LEUNG, Chung Tak Barry, aged 50, obtained his master degree of business administration, majoring in finance and banking from McLaren School of Business, the University of San Francisco in the United States of America in 1997. Mr. LEUNG has over 10 years' experience in taking management role for a Hong Kong listed red-chip company, managing the transactions for mergers and acquisitions and corporate finance activities and working closely with various provincial governments in the People's Republic of China. From 20 January 2006 to 4 June 2007, Mr. LEUNG was a non-executive director of China Best Group Holding Limited (the shares of which are listed on the Stock Exchange; stock code: 370), which has coal and coke manufacturing related businesses. Mr. LEUNG was also appointed as a non-executive director of Thunder Sky Battery Limited (now known as Sinopoly Battery Limited and the shares of which are listed on the Stock Exchange; stock code: 729) on 20 October 2006, re-designated as an executive director on 22 November 2006 and then re-designated as a non-executive director on 1 June 2009. Mr. LEUNG has resigned as a non-executive director of Thunder Sky Battery Limited (now known as Sinopoly Battery Limited) on 1 July 2010. Mr. LEUNG was appointed as an executive Director on 14 March 2011.

非執行董事

NON-EXECUTIVE DIRECTORS

黃國基先生，53歲，為非執行董事。黃先生自一九九零年七月起成為獲認可之香港執業律師。黃先生於一九八七年獲得香港大學法學學士學位，並於一九八八年獲得香港大學法學專業證書碩士學位。黃先生自二零零八年起成為香港律師會犯罪學委員會成員。黃先生於一九九五年五月起擔任梁錫濂、黃國基律師行之合夥人，並為中國委託公證人。黃先生於二零一二年八月十日獲委任為非執行董事。

Mr. WONG Kwok Kee, aged 53, is a non-executive Director. Mr. WONG is a practising solicitor admitted to practise in Hong Kong since July 1990. Mr. WONG holds a Bachelor of Laws degree and Postgraduate Certificate in Laws from the University of Hong Kong in 1987 and 1988 respectively. Mr. WONG has been a member of the Criminal Law & Procedure Committee of The Law Society of Hong Kong since 2008. Mr. WONG has been a partner of Messrs. Tang, Lai & Leung, Solicitors since May 1995 and is a China Appointed Attesting Officer. Mr. WONG was appointed as a non-executive Director on 10 August 2012.

伍永強先生，43歲，為非執行董事。伍先生為香港執業會計師、香港會計師公會及英國特許公認會計師公會資深會員。彼曾於一九九三年八月至二零零一年三月期間於李湯陳會計師事務所任職，隨後於二零零一年六月成立其自己名下的核數師事務所。伍先生於香港從事執業會計師職業超過10年，現任隆德會計師事務所有限公司董事總經理。伍先生於二零一二年八月十日獲委任為非執行董事。

獨立非執行董事

廖長天先生，51歲，於二零零九年二月二十日獲委任為獨立非執行董事。廖先生於商貿界擁有逾二十七年之經驗。廖先生現為Sky Holdings Group Limited企業發展部總經理。廖先生持有倫敦大學之化學及管理學聯合榮譽學位。廖先生於一九八五年回流香港，其後曾擔任國際及本地上市及私人公司之高級管理層職位。廖先生亦於多個非牟利機構工作，並為廣西欽州市政協委員、廣西青年企業家協會副會長、廣西桂林青年聯合會副主席、廣西欽州市海外聯誼會常務理事及廣西青年聯合會委員。

許一安先生，53歲，為獨立非執行董事。許先生持有香港理工大學專業會計碩士學位及香港中文大學工商管理學士學位。許先生為香港會計師公會執業會計師。彼亦為香港潮州商會董事會成員。許先生曾於數家香港上市公司擔任執行董事、公司秘書及高級行政人員。目前，許先生為私人投資公司之董事及／或投資總管。許先生於二零一二年八月十日獲委任為獨立非執行董事。

Mr. NG Wing Keung, aged 43, is a non-executive Director. Mr. NG is a practising certified public accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has previously worked in Messrs Li, Tang, Chen & Co. from August 1993 to March 2001 and started his own audit firm in June 2001. Mr. NG has been practising as certified public accountant in Hong Kong for over 10 years and is currently a managing director of KTO CPA Limited. Mr. NG was appointed as a non-executive Director on 10 August 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LIAO Cheung Tin, Stephen, aged 51, is an independent non-executive Director and was appointed on 20 February 2009. Mr. LIAO has over 27 years' experience in the trade and commerce industry. Mr. LIAO is currently the general manager of the corporate development division of Sky Holdings Group Limited. Mr. LIAO holds a Joint-honors degree in Chemistry with Management Studies from the University of London. Mr. LIAO returned back to Hong Kong in 1985 and had held senior management positions in both international and local listed and private companies since then. Mr. LIAO also serves in various non-profit organizations and is the member of Guangxi Qinzhou Chinese People's Political Consultative Conference, the Vice-President of Guangxi Youth Entrepreneur Association, the Vice-Chairman of Guangxi Guilin Youth Federation, the Executive Member of Guangxi Qinzhou Overseas Friendship Association and the Committee Member of Guangxi Youth Federation.

Mr. HUI Yat On, aged 53, is an independent non-executive Director. Mr. HUI holds a Master of Professional Accounting degree from The Hong Kong Polytechnic University and a Bachelor of Business Administration degree from The Chinese University of Hong Kong. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Hong Kong Chiu Chow Chamber of Commerce. Mr. HUI had served as executive director, company secretary and senior executive in companies listed in Hong Kong. Currently, Mr. HUI is a director and/or chief investment officer of private investment companies. Mr. HUI was appointed as an independent non-executive Director on 10 August 2012.

譚新榮先生，55歲，為獨立非執行董事。譚先生於審計及商業顧問方面擁有超過30年經驗，其中8年任職於一家國際會計師事務所，另於一九九二年起自行執業。譚先生現為港駿會計師行有限公司之董事。彼擁有為從事玩具製造及貿易、電子、物業開發及持有、證券、保險及零售等業務之公司提供商業顧問及審計服務之豐富經驗。譚先生為香港會計師公會、特許公認會計師公會及香港稅務學會之資深會員，亦為註冊稅務師。譚先生於香港浸會大學取得公司管治與董事學理學碩士學位。譚先生於二零零一年十二月十四日獲委任為開源控股有限公司之獨立非執行董事。譚先生於二零一二年十二月十二日獲委任為獨立非執行董事。

張松林先生，47歲，為獨立非執行董事。張先生持有中國人民大學財經學院之經濟學學士學位。張先生於二零零五年加入中國數字圖書館有限責任公司，現為該公司之副總裁。彼為北京註冊會計師協會會員。張先生於二零一三年三月十一日獲委任為獨立非執行董事。

Mr. TAM Sun Wing, aged 55, is an independent non-executive Director. Mr. TAM is a professional accountant having more than 30 years of audit and business advisory experience of which 8 years were with an international accounting firm. He has also been in private practice since 1992. Mr. TAM is a director of FTW & Partners CPA Limited. He has extensive experience in providing business advisory service and conducting audits of companies in the businesses of toy manufacturing and trading, electronics, property development and holding, securities, insurance and retailing. Mr. TAM is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong and also registered as a Certified Tax Advisor. Mr. TAM was admitted to the Master Degree of Science in Corporate Governance and Directorship from Hong Kong Baptist University. Mr. TAM has been appointed as an independent non-executive director of Kai Yuan Holdings Limited on 14 December 2001. Mr. TAM was appointed as an independent non-executive Director on 12 December 2012.

Mr. ZHANG Songlin, aged 47, is an independent non-executive Director. Mr. ZHANG holds a Bachelor's degree in Economics from the School of Finance of the Renmin University of China. Mr. ZHANG joined China Digital Library Corporation Limited in 2005 and is now its vice president. He is a member of the Beijing Institute of Certified Public Accountants. Mr. ZHANG was appointed as independent non-executive Director on 11 March 2013.

董事會報告

DIRECTORS' REPORT

董事欣然提呈彼等之年度報告連同本公司及本集團截至二零一三年三月三十一日止年度之經審核財務報表。

主要業務

本公司為投資控股公司。本集團各成員公司之主要業務詳情載於財務報表附註16。

本集團之主要業務為向香港公營機構提供有關水務工程、道路、渠務及斜坡加固工程之土木工程合約的保養及建造工程服務，在中國內地從事供水服務、於澳門提供裝修服務，及於蒙古國從事礦產資源開採及勘探業務。

業績及盈利分配

本集團截至二零一三年三月三十一日止年度之業績及本集團與本公司於當日之財務狀況載於第45至191頁之財務報表。

董事會並無建議派付截至二零一三年三月三十一日止年度之任何股息。

集團財務概要

本集團過去五個財政年度之業績及資產負債概要載於第192頁。

物業、廠房及設備

本集團於截至二零一三年三月三十一日止年度之物業、廠房及設備變動詳情載於財務報表附註14。

借貸

本集團於二零一三年三月三十一日之銀行及其他借貸之詳情載於財務報表附註28。

The Directors are pleased to present their annual report together with the audited financial statements of the Company and the Group for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Details of the principal activities of each member of the Group are set forth in note 16 to the financial statements.

The Group is principally engaged in the provision of maintenance and construction works on civil engineering contracts in respect of waterworks engineering, road works and drainage and slope upgrading for the public sector in Hong Kong, the provision of water supply services in Mainland China, provision of renovation services in Macau as well as mining and exploration of mineral resources in Mongolia.

RESULTS AND APPROPRIATIONS

The Group's results for the year ended 31 March 2013 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 45 to 191.

No dividend has been recommended by the Board for the year ended 31 March 2013.

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 192.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year ended 31 March 2013 are set out in note 14 to the financial statements.

BORROWINGS

Details of the bank and other borrowings of the Group as at 31 March 2013 are set out in note 28 to the financial statements.

股本

本公司於截至二零一三年三月三十一日止年度之股本變動詳情載於財務報表附註31。

或然負債

本集團於二零一三年三月三十一日之或然負債詳情載於財務報表附註35。

資產抵押

本集團於二零一三年三月三十一日之資產抵押詳情載於財務報表附註28(a)。

分部資料

本集團於截至二零一三年三月三十一日止年度之分部資料詳情載於財務報表附註6。

儲備

本集團及本公司於截至二零一三年三月三十一日止年度之儲備變動詳情分別載於綜合權益變動表及財務報表附註33。

優先購買權

本公司組織章程細則(「**組織章程細則**」)或開曼群島法例並無列明有關本公司須按比例向現有股東發售本公司新股份之優先購買權之規定。

購買、贖回或出售本公司之上市證券

於截至二零一三年三月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售任何股份。

SHARE CAPITAL

Details of the movements in the Company's share capital during the year ended 31 March 2013, are set out in note 31 to the financial statements.

CONTINGENT LIABILITIES

Details of the contingent liabilities of the Group as at 31 March 2013 are set out in note 35 to the financial statements.

PLEDGE OF ASSETS

Details of the pledge of assets of the Group as at 31 March 2013 are set out in note 28(a) to the financial statements.

SEGMENT INFORMATION

Details of the segment information of the Group for the year ended 31 March 2013 are set out in note 6 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year ended 31 March 2013 are set out in the consolidated statement of changes in equity and note 33 to the financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company (the "**Articles**") or the laws of the Cayman Islands which would oblige the Company to offer new shares of the Company on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2013, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Shares.

董事

本年度及截至本報告日期之董事如下：

執行董事

原秋明先生(主席)
原偉強先生(副主席兼行政總裁)
蘇耀祥先生(副主席)
張志文先生
林翔先生(未於二零一二年八月三日膺選連任)
ENEBISH Burenkhuu先生
(未於二零一二年八月三日膺選連任)
梁仲德先生(於二零一三年四月二日辭任)
張傳軍先生(於二零一二年十二月十二日獲委任)
朱冬先生(於二零一二年十二月十二日獲委任)

非執行董事

何顯鴻先生(於二零一二年六月二十八日辭任)
黃國基先生(於二零一二年八月十日獲委任)
伍永強先生(於二零一二年八月十日獲委任)

獨立非執行董事

陳世杰先生(於二零一三年一月二十八日辭任)
廖長天先生
譚子勤先生(於二零一三年二月十八日辭任)
許一安先生(於二零一二年八月十日獲委任)
譚新榮先生(於二零一二年十二月十二日獲委任)
張松林先生(於二零一三年三月十一日獲委任)

根據組織章程細則第87條，張志文先生及廖長天先生將於應屆股東週年大會輪席退任，並合資格膺選連任。

DIRECTORS

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

Executive Directors

Mr. YUEN Chow Ming (Chairman)
Mr. YUEN Wai Keung (Deputy Chairman and Chief Executive Officer)
Mr. SO Yiu Cheung (Deputy Chairman)
Mr. CHEUNG Chi Man, Dennis
Mr. LIM Siong, Dennis (Not re-elected on 3 August 2012)
Mr. ENEBISH Burenkhuu
(Not re-elected on 3 August 2012)
Mr. LEUNG, Chung Tak Barry (Resigned on 2 April 2013)
Mr. ZHANG Chuanjun (Appointed on 12 December 2012)
Mr. ZHU Dong (Appointed on 12 December 2012)

Non-Executive Directors

Mr. HO Hin Hung, Henry (Resigned on 28 June 2012)
Mr. Wong Kwok Kee (Appointed on 10 August 2012)
Mr. NG Wing Keung (Appointed on 10 August 2012)

Independent Non-Executive Directors

Mr. CHAN, Sai Kit Kevin (Resigned on 28 January 2013)
Mr. LIAO Cheung Tin, Stephen
Mr. TAM Tsz Kan (Resigned on 18 February 2013)
Mr. HUI Yat On (Appointed on 10 August 2012)
Mr. TAM Sun Wing (Appointed on 12 December 2012)
Mr. ZHANG Songlin (Appointed on 11 March 2013)

In accordance with article 87 of the Articles, Mr. CHEUNG Chi Man, Dennis and Mr. LIAO Cheung Tin, Stephen will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

董事 (續)

根據組織章程細則第86(3)條，張傳軍先生、朱冬先生、黃國基先生、伍永強先生、許一安先生、譚新榮先生及張松林先生於年內獲董事會委任為董事，將任職至應屆股東週年大會為止，並將合資格及願意膺選連任。

本公司已接獲各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條發出之獨立性確認書。本公司認為所有獨立非執行董事均屬獨立。

董事之服務協議

原秋明先生、原偉強先生及蘇耀祥先生已各自與本公司訂立服務協議，任期自二零一二年三月一日起計為期三年。本公司或執行董事可於彼等各自之協議開始日期一年後向另一方發出不少於六個月書面終止通知或支付代通知金，予以終止執行董事之委任。

張志文先生已與本公司訂立服務協議，任期自二零一一年十月十五日起計為期三年。本公司或執行董事可於協議開始日期一年後向另一方發出不少於三個月書面終止通知或支付代通知金，予以終止執行董事之委任。

張傳軍先生及朱冬先生各自與本公司訂立任期為三年之服務協議，由二零一二年十二月十二日起生效。本公司或執行董事任何一方可通過向另一方發出不少於一個月之書面終止通知或支付代通知金終止執行董事之委任。

DIRECTORS (Continued)

In accordance with Article 86(3) of the Articles, Mr. ZHANG Chuanjun, Mr. ZHU Dong, Mr. WONG Kwok Kee, Mr. NG Wing Keung, Mr. HUI Yat On, Mr. TAM Sun Wing and Mr. ZHANG Songlin being appointed as Directors by the Board during the year, will hold office until the forthcoming annual general meeting and being eligible, will offer themselves for re-election.

The Company has received, from each of the independent non-executive Director, a confirmation of his independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Company considers that all the independent non-executive Directors are independent.

DIRECTORS' SERVICE AGREEMENTS

Each of Mr. YUEN Chow Ming, Mr. YUEN Wai Keung and Mr. SO Yiu Cheung has entered into a service agreement with the Company for a term of three years commencing on 1 March 2012. Either the Company or the executive Director may, after one year of the commencement date of their respective agreements, terminate the appointment of the executive Director by giving to the other party not less than six months' written notice of termination or by payment in lieu of such notice.

Mr. CHEUNG Chi Man, Dennis has entered into a service agreement with the Company for a term of three years commencing on 15 October 2011. Either the Company or the executive Director may, after one year of the commencement date of the agreement, terminate the appointment of the executive Director by giving to the other party not less than three months' written notice of termination or by payment in lieu of such notice.

Each of Mr. ZHANG Chuanjun and Mr. ZHU Dong has entered into a service agreement with the Company for a term of three years commencing on 12 December 2012. Either the Company or the executive Director may, terminate the appointment of the executive Director by giving to the other party not less than one month's written notice of termination or by payment in lieu of such notice.

董事之服務協議 (續)

黃國基先生及伍永強先生各自與本公司訂立服務協議，由二零一二年八月十日起為期一年，可通過任何一方發出一個月之書面終止通知或支付代通知金予以終止。

廖長天先生為獨立非執行董事，已與本公司訂立委任書，固定任期由二零一二年八月一日起計為期一年，可由任何一方發出一個月書面通知予以終止。獨立非執行董事許一安先生與本公司訂立委任書，固定任期由二零一二年八月十日起為期一年，可由任何一方發出一個月之書面通知予以終止。獨立非執行董事譚新榮先生與本公司訂立委任書，固定任期由二零一二年十二月十二日起為期一年，可由任何一方發出一個月之書面通知予以終止。獨立非執行董事張松林先生與本公司訂立委任書，固定任期由二零一三年三月十一日起為期一年，可由任何一方發出一個月之書面通知予以終止。

除上文所披露者外，董事與本公司、其控股公司或其任何附屬公司之間並無訂立任何於毋須賠償（法定賠償除外）情況下不可於一年內終止之服務合約。

本公司有關董事酬金之政策如下：

- (i) 薪酬之金額乃按有關董事之經驗、職責、工作量及為本集團付出之時間之基準而釐定；
- (ii) 董事之薪酬待遇或包括向彼等提供之非現金利益；及
- (iii) 董事會可酌情決定根據本公司採納之購股權計劃向董事授出購股權，作為彼等薪酬待遇之一部份。

DIRECTORS' SERVICE AGREEMENTS

(Continued)

Each of Mr. WONG Kwok Kee and Mr. NG Wing Keung has entered into a service agreement with the Company for a term of one year commencing on 10 August 2012 which may be terminated by either party by giving one month's written notice of termination or by payment in lieu of such notice.

Mr. LIAO Cheung Tin, Stephen, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 1 August 2012 which may be terminated by either party by giving one month's written notice. Mr. HUI Yat On, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 10 August 2012 which may be terminated by either party by giving one month's written notice. Mr. TAM Sun Wing, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 12 December 2012 which may be terminated by either party by giving one month's written notice. Mr. ZHANG Songlin, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 11 March 2013 which may be terminated by either party by giving one month's written notice.

Save as disclosed above, none of the Directors has a contract of service with the Company, its holding company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (except for statutory compensation).

The Company's policies concerning emoluments of the Directors are as follows:

- (i) the amount of remuneration is determined on the basis of the relevant Directors' experience, responsibilities, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the Directors under their remuneration package; and
- (iii) the Directors may be granted, at the discretion of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration package.

董事及五位最高薪人士之酬金

董事及五位本集團最高薪人士之酬金詳情載於財務報表附註13。

持續關連交易

本年度之持續關連交易亦構成關連方交易，有關詳情載於財務報表附註37。

於二零零五年十一月十六日，明興水務渠務工程有限公司(承租人)與君明有限公司(出租人)就位於香港九龍灣宏開道16號德福大廈18樓1809-1812室的物業簽訂租賃協議(「租賃協議」)。租賃協議於二零一一年五月九日續期，條件與條款不變，惟租期為二零一一年四月一日起至二零一四年三月三十一日止，月租為82,000港元。原秋明先生、原偉強先生及蘇耀祥先生均為本公司之執行董事，於君明有限公司分別擁有34%、33%及33%之股權。因此，君明有限公司為本公司三名董事之聯繫人，租賃協議之續期相當於一項持續關連交易，惟可獲豁免上市規則有關申報、公佈及獨立股東批准之規定。

獨立非執行董事認為該等交易乃由本集團：

- (a) 於一般及日常業務過程中訂立；
- (b) 按一般商業條款或不遜於本集團向／由(如適當)獨立第三方所提出之條款訂立；及
- (c) 按規管有關交易之協議條款訂立，條款屬公平合理，符合本公司股東整體之利益。

DIRECTORS' AND THE FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

Details of the emoluments of the Directors and of the five highest paid individuals of the Group are set out in note 13 to the financial statements.

CONTINUING CONNECTED TRANSACTIONS

Details of continuing connected transactions which also constitute related party transactions for the year are set out in note 37 to the financial statements.

On 16 November 2005, Ming Hing Waterworks Engineering Company Limited, as Lessee, and Grand Media Limited, as Lessor, entered into a lease agreement (the "**Lease Agreement**") regarding the premises of Units 1809-1812, 18th Floor, Telford House, No. 16 Wang Hoi Road, Kowloon, Hong Kong. The Lease Agreement was renewed on 9 May 2011 with identical terms and conditions except for a lease term from 1 April 2011 to 31 March 2014 at a monthly rental of HK\$82,000. Mr. Yuen Chow Ming, Mr. Yuen Wai Keung and Mr. So Yiu Cheung, all being executive Directors of the Company, have equity interest of 34%, 33% and 33% respectively in Grand Media Limited. Therefore, Grand Media Limited is an associate of the three Directors of the Company and the renewal of the Lease Agreement amounted to a continuing connected transaction exempt from reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

In the opinion of the independent non-executive Directors, such transaction was entered into by the Group:

- (a) in the ordinary and usual course of business;
- (b) on normal commercial terms or on terms no less favourable to the Group than terms available to/from (as appropriate) independent third parties; and
- (c) in accordance with the terms of the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

董事於合約之權益

除財務報表附註37所披露外，各董事概無擁有本公司或其任何附屬公司於本年度所訂立且與本集團業務有關連之重大合約之直接或間接重大實益權益。

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一三年三月三十一日，董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益，或記錄於本公司根據證券及期貨條例第352條須置存之登記冊，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益如下：

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 37 to the financial statements, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

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

As at 31 March 2013, the Directors and the chief executive had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were notified to the Company and Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO and which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules:

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉
(續)

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

(Continued)

(a) 於本公司每股面值0.25港元之普通股(「股份」)之長倉

(a) Long position in the ordinary shares of HK\$0.25 each of the Company (“Shares”)

董事姓名	Name of Director	附註 Note	身份／權益性質 Capacity/ Nature of interest	持有股份數目 Number of Shares held	於本公司股權 概約百分比 Approximate percentage of shareholding in the Company
原秋明先生	Mr. YUEN Chow Ming		個人權益 Personal	24,001,200	1.30%
原偉強先生	Mr. YUEN Wai Keung	1	受控制法團之權益 Interest of controlled corporation	18,777,600	1.02%
			個人權益 Personal	25,140,800	1.37%
蘇耀祥先生	Mr. SO Yiu Cheung		個人權益 Personal	24,600,000	1.34%
張志文先生	Mr. CHEUNG Chi Man, Dennis		個人權益 Personal	1,600,000	0.09%
黃國基先生	Mr. Wong Kwok Kee		個人權益 Personal	80,000	0.004%

附註：

(1) 此18,777,600股股份以Success Token Holdings Limited(「**Success Token**」)之名義登記，其中原偉強先生有權於Success Token股東大會上行使或控制行使五分之四投票權。因此，Success Token為原偉強先生之受控制法團(定義見證券及期貨條例)。故此根據證券及期貨條例，原偉強先生被視為擁有該等股份中的權益。

Note:

(1) The 18,777,600 Shares are registered in the name of Success Token Holdings Limited (“**Success Token**”), of which Mr. YUEN Wai Keung is entitled to exercise, or control the exercise of, forth-fifths of the voting power at general meetings of Success Token. Hence Success Token is a controlled corporation (within the meaning of the SFO) of Mr. YUEN Wai Keung, who is therefore deemed to be interested in these Shares under the SFO.

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉
(續)

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

(Continued)

(b) 於相聯法團之股份之實益權益

(b) Beneficial interests in the shares of associated corporations

董事姓名	Name of Director	附註 Note	相聯法團名稱 Name of associated corporation	於相聯法團持有之 股份數目 Number of shares held in the associated corporation	股權概約百分比 Approximate percentage of shareholding
原偉強先生	Mr. YUEN Wai Keung	1	Success Token	800	80%

附註：

(1) 此800股股份由原偉強先生持有。

Note:

(1) The 800 shares are held by Mr. YUEN Wai Keung.

(c) 於本公司相關股份及債券之長倉

(c) Long position in the underlying shares and debentures of the Company

購股權

Share Options

根據本公司於二零零六年二月二十五日採納的購股權計劃(有關詳情載於財務報表附註32)，若干現任董事獲授可認購股份的購股權，而於二零一三年三月三十一日尚未行使及可予行使的購股權詳情如下：

Pursuant to the share option scheme adopted by the Company on 25 February 2006 (details are set out in note 32 to the financial statements), certain existing Directors were granted share options to subscribe for Shares, details of share options outstanding and exercisable as at 31 March 2013 were as follows:

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉
(續)

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

(Continued)

(c) 於本公司相關股份及債券之長倉 (續)

(c) Long position in the underlying shares and debentures of the Company (Continued)

購股權 (續)

Share Options (Continued)

董事姓名	Name of Director	授出日期 Date of grant	身份 Capacity	購股權涉及 的相關股份數目 Number of underlying shares comprised in the share options	行使期 Exercisable period	每股行使價 Exercise price per share
原秋明先生	Mr. YUEN Chow Ming	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	12,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
原偉強先生	Mr. YUEN Wai Keung	二零一零年十月二十五日 25 October 2010	實益擁有人 Beneficial owner	17,000,000	二零一一年四月二十五日 至二零二零年十月二十四日 25 April 2011 to 24 October 2020	0.855港元 HK\$0.855
蘇耀祥先生	Mr. SO Yiu Cheung	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	8,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
張志文先生	Mr. CHEUNG Chi Man, Dennis	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	8,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
梁仲德先生	Mr. LEUNG, Chung Tak Barry	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	18,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
黃國基先生	Mr. WONG Kwok Kee	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	1,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
伍永強先生	Mr. NG Wing Keung	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	1,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
廖長天先生	Mr. LIAO Cheung Tin, Stephen	二零一零年十月二十五日 25 October 2010	實益擁有人 Beneficial owner	1,000,000	二零一一年四月二十五日 至二零二零年十月二十四日 25 April 2011 to 24 October 2020	0.855港元 HK\$0.855
		二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	8,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25
許一安先生	Mr. HUI Yat On	二零一二年十月九日 9 October 2012	實益擁有人 Beneficial owner	1,000,000	二零一二年十月九日 至二零二二年十月八日 9 October 2012 to 8 October 2022	0.25港元 HK\$0.25

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

除上文披露者外，於二零一三年三月三十一日，董事或最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第352條須作記錄或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

董事收購股份或債券之權利

除上文「董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉」各段及財務報表附註32所披露者外，於年內任何時間概無向任何董事或彼等各自之配偶或未滿18歲之子女授出可藉收購本公司之股份或債券而獲益之權利，或彼等概無行使有關權利；本公司或其任何附屬公司亦無訂立任何安排，致使董事或彼等各自之配偶或未成年之子女可獲得有關利益。

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

(Continued)

Save as disclosed above, as at 31 March 2013, none of the Directors or chief executive, had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed "Directors' and chief executive's interests and short positions in Shares, underlying shares and debentures of the Company and its associated corporations" above and note 32 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such benefits.

主要股東於本公司股份、 相關股份及債券之權益及 淡倉

據本公司董事及最高行政人員所知，根據證券及期貨條例第XV部第336條須予存置之主要股東登記冊顯示，於二零一三年三月三十一日下列人士或法團（本公司董事或最高行政人員除外）於本公司之股份、相關股份及債券中擁有佔本公司已發行股本5%或以上的權益或淡倉：

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 March 2013, so far as the Directors and the chief executive of the Company are aware, the following persons or corporations (other than the Directors or chief executive of the Company) had interests or short positions in the Shares, underlying shares and debentures of the Company of 5% or more of the Company's issued share capital:

主要股東名稱 Name of substantial shareholder	身份／權益性質 Capacity/ Nature of interest	附註 Notes	持有股份／ 相關股份數目 Number of Shares/underlying shares held	於本公司股權 概約百分比 Approximate percentage of shareholding in the Company
Tan Kah Hock	實益擁有人 Beneficial owner	1	268,670,454	14.60%
Shu Tjai Yun	實益擁有人 Beneficial owner	2	268,670,454	14.60%
Mashbat Bukhbat	實益擁有人 Beneficial owner	3	227,045,454	12.34%
Balbold Orgilsuren	實益擁有人 Beneficial owner	4	227,045,454	12.34%
中國環保投資股份有限公司 China Environmental Investment Holdings Limited	實益擁有人 Beneficial owner	5	433,000,000	23.53%
Zhang Chen	實益擁有人 Beneficial owner	6	111,260,000	6.04%

主要股東於本公司股份、 相關股份及債券之權益及 淡倉 (續)

除上文所披露者外，於二零一三年三月三十一日，本公司概不知悉任何其他人士或法團於本公司股份、相關股份及債券中直接或間接擁有須向本公司及聯交所披露且記錄於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

附註：

1. Tan Kah Hock擁有之權益包括：(i)139,870,000股股份；及(ii)非上市實物結算衍生工具，可兌換為128,800,454股股份，相當於本公司二零一三年三月三十一日已發行股本總額約7.00%。
2. 根據證券及期貨條例第XV部，Tan Kah Hock之配偶Shu Tjai Yun被視為擁有Tan Kah Hock所持同一批該等股份及相關股份之權益。
3. Mashbat Bukhbat擁有之權益包括：(i)118,200,000股股份；及(ii)非上市實物結算衍生工具，可兌換為108,845,454股股份，相當於本公司二零一三年三月三十一日已發行股本總額約5.92%。
4. 根據證券及期貨條例第XV部，Mashbat Bukhbat之配偶Balbold Orgilsuren被視為擁有Mashbat Bukhbat所持同一批該等股份及相關股份之權益。
5. 中國環保投資股份有限公司於二零一三年三月三十一日於433,000,000股股份中擁有權益。
6. Zhang Chen於二零一三年三月三十一日於111,260,000股股份中擁有權益。
7. 上文所載之全部權益均為長倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

(Continued)

Save as disclosed above, at 31 March 2013, the Company has not been notified of any other person or corporation who had an interest directly or indirectly or short positions in the Shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange and were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Notes:

1. Tan Kah Hock is interested in (i) 139,870,000 Shares and (ii) unlisted physically settled derivatives that may be converted into 128,800,454 Shares, representing approximately 7.00% of the total issued share capital of the Company as at 31 March 2013.
2. Under Part XV of the SFO, Shu Tjai Yun, the spouse of Tan Kah Hock, was deemed to be interested in the same parcel of those Shares and underlying shares held by Tan Kah Hock.
3. Mashbat Bukhbat is interested in (i) 118,200,000 Shares and (ii) unlisted physically settled derivatives that may be converted into 108,845,454 Shares, representing approximately 5.92% of the total issued share capital of the Company as at 31 March 2013.
4. Under Part XV of the SFO, Balbold Orgilsuren, the spouse of Mashbat Bukhbat, was deemed to be interested in the same parcel of those Shares and underlying shares held by Mashbat Bukhbat.
5. China Environmental Investment Holdings Limited is interested in 433,000,000 Shares as at 31 March 2013.
6. Zhang Chen is interested in 111,260,000 Shares as at 31 March 2013.
7. All interests stated above represented long positions.

董事於競爭業務之權益

年度內，概無董事於任何業務中擁有任何競爭權益，或於任何可能與本集團構成直接或間接競爭之業務中擁有任何權益。

購股權

本公司之購股權計劃詳情載於財務報表附註32。

主要供應商及客戶

本集團主要客戶、分包商及供應商應佔本年度總收益、總分包費用及購買物料之百分比如下：

收益	
– 最大客戶	96.6%
– 五大客戶合計	100.0%
分包費用	
– 最大分包商	8%
– 五大分包商合計	32%
購買物料	
– 最大供應商	50%
– 五大供應商合計	72%

概無董事或彼等任何聯繫人或任何股東(就董事所知悉，擁有本公司已發行股本逾5%)於本集團上述之主要客戶、分包商或供應商擁有任何實益權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors has any competing interests in any business or has any interest in any business that may constitute direct or indirect competition with the Group.

SHARE OPTIONS

Details of the Company's share option scheme are set out in note 32 to the financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

The percentages of total revenue, total sub-contracting costs and purchases of materials for the year attributable to the Group's major customers, sub-contractors and suppliers are as follows:

Revenue	
– the largest customer	96.6%
– five largest customers combined	100.0%
Sub-contracting costs	
– the largest sub-contractor	8%
– five largest sub-contractors combined	32%
Purchases of materials	
– the largest supplier	50%
– five largest suppliers combined	72%

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's major customers, sub-contractors or suppliers noted above.

企業管治

本公司之企業管治原則及常規載於本報告第33至42頁。

足夠公眾持股量

按照本公司從公開途徑可得之資料並就董事所知悉，於本報告日期，本公司已發行股本總額之最少25%由公眾人士持有。

慈善捐款

本集團於本年度內作出慈善捐款為64,000港元。

審核委員會

為遵守上市規則第3.21條，董事會於二零零五年十一月十一日成立審核委員會（「**審核委員會**」）。審核委員會之職權範圍乃採用香港會計師公會所頒佈之「審核委員會成立指引」所載列之書面職權範圍。審核委員會之基本職責為審閱財務匯報程序及內部監控，並提供有關指引。審核委員會成員由四名獨立非執行董事組成，包括譚新榮先生（審核委員會主席）、廖長天先生、許一安先生及張松林先生。審核委員會已審閱截至二零一三年三月三十一日止年度之年度業績。

呈報日期後事件

本集團呈報日期後之重大事件之詳情載於財務報表附註40。

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out on pages 33 to 42 of this report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public at the date of this report.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounted to HK\$64,000.

AUDIT COMMITTEE

In compliance with rule 3.21 of the Listing Rules, the Board established an audit committee (the "**Audit Committee**") on 11 November 2005. Written terms of reference set out in "A Guide For The Formation Of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants was adopted as the terms of reference of the Audit Committee. The primary duties of the Audit Committee are to review the financial reporting procedures and internal control and provides guidance in relation thereto. The Audit Committee comprises four independent non-executive Directors, namely, Mr. TAM Sun Wing (as Chairman of the Audit Committee), Mr. LIAO Cheung Tin, Stephen, Mr. HUI Yat On and Mr. ZHANG Songlin. The annual results for the year ended 31 March 2013 have been reviewed by the Audit Committee.

EVENTS AFTER THE REPORTING DATE

Details of the significant events after the reporting date of the Group are set out in note 40 to the financial statements.

核數師

由於均富會計師行(「均富」)與香港立信德豪會計師事務所有限公司(「立信德豪」)的業務合併，並以立信德豪執業(本公司已於二零一零年十一月二十六日公佈)，均富辭任而立信德豪獲委任為本公司核數師，自二零一零年十一月二十六日起生效。

於本公司之應屆股東週年大會上將提呈一項決議案，以重新委任立信德豪為本公司之核數師。

代表董事會
蒙古投資集團有限公司
副主席兼行政總裁
原偉強

香港，二零一三年七月三日

AUDITORS

Due to the merger of the businesses of Grant Thornton (“GTHK”) and BDO Limited (“BDO”) to practice in the name of BDO which has been announced by the Company on 26 November 2010, GTHK resigned and BDO was appointed as the auditors of the Company effective from 26 November 2010.

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

On behalf of the Board
Mongolia Investment Group Limited
YUEN Wai Keung
Deputy Chairman and Chief Executive Officer

Hong Kong, 3 July 2013

企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治常規

董事會認為，要提升公司對公眾投資者及其他股東的問責性和透明度，關鍵在於卓越的企業管治。因此，董事矢志秉持高水準的企業管治常規，董事會不時檢討其企業管治常規，以符合股東不斷提升的期望，同時履行本公司達到卓越企業管治的承諾。

於截至二零一三年三月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）之適用守則條文。

董事會

董事會之角色包括監察策略性發展、業務規劃、風險管理、全年及中期業績，以及本集團其他重大營運及財務事項。董事會特別委託管理層執行之主要企業事項，包括編製全年及中期財務報表並在公開匯報前提交董事會批核、執行已獲董事會採納之業務策略及工作、實行足夠之內部監控制度及風險管理程序，以及確保遵守相關法定規定、規則與規例。為履行其職責，董事會定期舉行會議，並以真誠、盡責及審慎之方式行事。

董事會現時由六名執行董事、兩名非執行董事及四名獨立非執行董事組成。全體執行董事均負責根據所有適用規則及規例（包括但不限於上市規則）處理本集團之日常業務。全體董事（包括非執行董事及獨立非執行董事）已就本集團所有主要及重大事項進行磋商。

CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance is essential for enhancing accountability and transparency of a company to the investment public and other shareholders. Therefore, the Directors are dedicated to maintain high standard corporate governance practices. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and to fulfill its commitment to excellence in corporate governance.

The Company has complied with the applicable code provisions set out in the Corporate Governance Code (the “CG Code”) set out in appendix 14 to the Listing Rules for the year ended 31 March 2013.

BOARD OF DIRECTORS

The role of the Board includes overseeing the strategic development, business planning, risk management, annual and interim results, and other significant operational and financial matters of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim financial statements to be approved by the Board before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and ensuring compliance with relevant statutory requirements and rules and regulations. In discharging its responsibilities, the Board meets regularly and acts in good faith, with due diligence and care.

The Board currently consists of six executive Directors, two non-executive Directors and four independent non-executive Directors. All executive Directors are responsible for dealing with the Group's day-to-day business in accordance with all applicable rules and regulations, including, but not limited to, the Listing Rules. All Directors (including non-executive Directors and independent non-executive Directors) have been consulted on all major and material matters of the Group.

企業管治報告 CORPORATE GOVERNANCE REPORT

截至二零一三年三月三十一日止年度，董事會之組成及其於董事會全體定期會議、委員會會議及股東週年大會之相關出席率如下：

The composition of the Board and their respective attendance in the regular full Board meetings, committee meetings and general meetings for the year ended 31 March 2013 are as follows:

		會議出席次數／舉行次數				股東週年大會 General Meetings
		董事會 全體定期會議 Regular Full Board Meeting	審核委員會會議 Audit Committee Meeting	提名委員會會議 Nomination Committee Meeting	薪酬委員會會議 Remuneration Committee Meeting	
執行董事	Executive Directors					
原秋明先生 (主席)	Mr. YUEN Chow Ming (Chairman)	2/16	-	-	-	0/2
原偉強先生 (副主席及行政總裁)	Mr. YUEN Wai Keung (Deputy Chairman and Chief Executive Officer)	15/16	-	4/4	4/4	0/2
蘇耀祥先生 (副主席)	Mr. SO Yiu Cheung (Deputy Chairman)	5/16	-	-	-	0/2
張志文先生	Mr. CHEUNG Chi Man, Dennis	16/16	-	-	-	2/2
林翔先生 (並無於二零一二年 八月三日膺選連任)	Mr. LIM Siong, Dennis (Not re-elected on 3 August 2012)	5/7	-	-	-	0/1
ENEbish Burenkhuu先生 (並無於二零一二年 八月三日膺選連任)	Mr. ENEBISH Burenkhuu (Not re-elected on 3 August 2012)	2/7	-	-	-	0/1
梁仲德先生	Mr. LEUNG, Chung Tak Barry	13/16	-	-	-	2/2
張傳軍先生 (於二零一二年 十二月十二日獲委任)	Mr. ZHANG Chuanjun (Appointed on 12 December 2012)	3/3	-	-	-	-
朱冬先生 (於二零一二年 十二月十二日獲委任)	Mr. ZHU Dong (Appointed on 12 December 2012)	3/3	-	-	-	-
非執行董事	Non-Executive Directors					
何顯鴻先生 (於二零一二年 六月二十八日辭任)	Mr. HO Hin Hung, Henry (Resigned on 28 June 2012)	5/5	-	-	-	-
黃國基先生 (於二零一二年 八月十日獲委任)	Mr. WONG Kwok Kee (Appointed on 10 August 2012)	7/9	-	-	-	0/1
伍永強先生 (於二零一二年 八月十日獲委任)	Mr. NG Wing Keung (Appointed on 10 August 2012)	9/9	-	-	-	0/1
獨立非執行董事	Independent Non-Executive Directors					
陳世杰先生 (於二零一三年 一月二十八日辭任)	Mr. CHAN, Sai Kit Kevin (Resigned on 28 January 2013)	11/13	1/2	3/3	3/3	0/2
廖長天先生	Mr. LIAO Cheung Tin, Stephen	12/16	2/2	-	-	1/2
譚子勤先生 (於二零一三年 二月十八日辭任)	Mr. TAM Tsz Kan (Resigned on 18 February 2013)	10/13	2/2	3/3	3/3	1/2
許一安先生 (於二零一二年 八月十日獲委任)	Mr. HUI Yat On (Appointed on 10 August 2012)	9/9	1/1	-	-	0/1
譚新榮先生 (於二零一二年 十二月十二日獲委任)	Mr. TAM Sun Wing (Appointed on 12 December 2012)	3/3	-	1/1	1/1	-
張松林先生 (於二零一三年 三月十一日獲委任)	Mr. ZHANG Songlin (Appointed on 11 March 2013)	1/1	-	-	-	-

本公司已遵守上市規則第3.10及3.10(A)條，當中規定上市公司三分之一董事須為獨立非執行董事及至少一名獨立非執行董事擁有適當專業資格或會計或相關財務管理才能。董事會已接獲各獨立非執行董事根據上市規則第3.13條發出之年度書面獨立性確認書。董事認為，所有獨立非執行董事均符合上市規則第3.13條所載之獨立指引。

非執行董事黃國基先生及伍永強先生各自已與本公司訂立服務協議，自二零一二年八月十日起計為期一年，訂約各方可發出一個月書面通知或代通知金終止其服務協議。

獨立非執行董事廖長天先生已與本公司訂立委任函，自二零一二年八月一日起計固定年期為一年，各訂約方均可發出一個月書面通知終止。獨立非執行董事許一安先生已與本公司訂立委任函，自二零一二年八月十日起計固定年期為一年，各訂約方均可發出一個月書面通知終止。獨立非執行董事譚新榮先生已與本公司訂立委任函，自二零一二年十二月十二日起計固定年期為一年，各訂約方均可發出一個月書面通知終止。獨立非執行董事張松林先生已與本公司訂立委任函，自二零一三年三月十一日起計固定年期為一年，各訂約方均可發出一個月書面通知終止。

於截至二零一三年三月三十一日止年度，舉行了十六次董事會全體會議及兩次股東大會。董事會及股東大會會議記錄由本公司之公司秘書存置，以供本公司董事及核數師查閱。

本公司之高級管理層為董事。彼等截至二零一三年三月三十一日止年度之薪酬詳情載於財務報表附註13。

The Company has complied with rules 3.10 and 3.10(A) of the Listing Rules which requires one third of the directors of a listed company to be independent non-executive directors and at least one independent non-executive director with appropriate professional qualifications or accounting or relating financial management expertise. The Board has received annual written confirmation of independence from each of the independent non-executive Directors pursuant to rule 3.13 of the Listing Rules. The Directors are of the view that all independent non-executive Directors meet the independence guidelines set out in rule 3.13 of the Listing Rules.

Each of Mr. WONG Kwok Kee and Mr. NG Wing Keung, both being the non-executive Directors, has entered into a service agreement with the Company for a term of one year commencing on 10 August 2012 which may be terminated by either party by giving one month's written notice of termination or by payment in lieu of such notice.

Mr. LIAO Cheung Tin, Stephen, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 1 August 2012 which may be terminated by either party by giving one month's written notice. Mr. HUI Yat On, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 10 August 2012 which may be terminated by either party by giving one month's written notice. Mr. TAM Sun Wing, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 12 December 2012 which may be terminated by either party by giving one month's written notice. Mr. ZHANG Songlin, an independent non-executive Director, has entered into a letter of appointment with the Company for a fixed term of one year commencing on 11 March 2013 which may be terminated by either party by giving one month's written notice.

During the year ended 31 March 2013, 16 full Board meetings and 2 general meetings were held. Minutes of the Board meetings and general meetings are being kept by the company secretary of the Company and are available for inspection by the Directors and auditors of the Company.

The senior management of the Company are the Directors. Details of their remuneration for the year ended 31 March 2013 are set out in note 13 to the financial statements.

主席及行政總裁之角色

主席及行政總裁由兩位不同人士擔任，各有不同的職責，以確保權力與職權保持平衡。主席原秋明先生負責領導及制定本集團之企業策略。行政總裁原偉強先生負責本集團之整體業務管理及企業發展。除原秋明先生為原偉強先生之父親之外，董事會成員之間概無財務、業務、家族或其他關係。董事之進一步資料已載於本年度報告第12至16頁之「董事及高級管理人員簡歷」一節內。

THE ROLES OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman and the Chief Executive Officer are held by two different persons and each of them plays a distinctive role to ensure a balance of power and authority. The Chairman, Mr. YUEN Chow Ming, is responsible for the leadership and formulation of corporate strategies of the Group. The Chief Executive Officer, Mr. YUEN Wai Keung, is responsible for the overall business management and corporate development of the Group. The Board members have no financial, business, family or other relationships with each other save for that Mr. YUEN Chow Ming is the father of Mr. YUEN Wai Keung. Further details on the Directors are set out on pages 12 to 16 under the section headed “Biographical Details of the Directors and Senior Management” of this annual report.

董事證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為董事買賣證券的行為守則。各執行董事及非執行董事服務合約及各獨立非執行董事委任書之條款已載有遵守上市規則之責任。本公司已向董事作出特定查詢，所有董事均已確認，於截至二零一三年三月三十一日止年度，彼等一直遵守標準守則所載之規定。

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. The obligations to comply with the Listing Rules are set out in the terms of the service contract of each executive Director and non-executive Director and the letter of appointment of each independent non-executive Director. The Company has made specific enquiries with the Directors, and all Directors have confirmed that they have complied with the requirements set out under the Model Code for the year ended 31 March 2013.

董事之責任險

本公司就董事面臨之法律訴訟安排適當保險範圍。

DIRECTORS LIABILITIES INSURANCE

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

董事之培訓

年內，全體董事定期獲得適用法律及規管要求之更新資料。每位董事亦參與涉及上市公司董事之職責、職能及職務相關課程，或透過閱讀相關材料提升其專業發展。

DIRECTORS' TRAINING

During the year, all Directors were provided with regular updates on applicable legal and regulatory requirements. Individual Directors also participated in courses relating to the roles, functions and duties of a listed company director or enhanced their professional development by way of reading the relevant materials.

企業管治職能

並無成立企業管治委員會及董事會負責履行企業管治守則第D.3.1條所載之企業管治職能。

董事會截至二零一三年三月三十一日止年度履行之企業管治職責概述如下：—

- (i) 檢討本公司之企業管治政策及常規；
- (ii) 檢討本公司之政策及常規，以確保遵守法律及監管規定；
- (iii) 檢討本公司遵守企業管治守則及其他有關規則之情況，並於本企業管治報告中披露；及
- (iv) 檢討董事及高級管理層之培訓及持續專業發展。

董事委員會

現時，董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以對本公司有關方面實施內部監管及控制。

審核委員會

審核委員會由四名獨立非執行董事組成，分別為譚新榮先生、許一安先生、張松林先生及廖長天先生。譚新榮先生具有專業會計資格及相關之會計經驗，並為審核委員會主席。

根據審核委員會之職權範圍，其主要角色及功能為審閱本集團之財務資料、監察本集團之財務匯報及內部監控制度，並與本公司核數師維持良好關係。董事會已透過審核委員會對本集團於截至二零一三年三月三十一日止年度內之內部監控制度成效、關連交易、截至二零一二年九月三十日止六個月之中期業績及截至二零一二年三月三十一日止年度之上一全年業績進行定期審閱，並已與管理層一同審閱本集團所採納之會計原則及慣例，以及討論本集團之審核、財務申報事宜及風險管理制度。

本集團截至二零一三年三月三十一日止年度之全年業績於提交董事會批准前，已經過審核委員會成員審閱。

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions set out in D.3.1 of the CG Code.

The corporate governance duties performed by the Board for the year ended 31 March 2013 were summarized below:—

- (i) reviewed the Company's corporate governance policies and practices;
- (ii) reviewed the Company's policies and practices to ensure compliance with legal and regulatory requirements;
- (iii) reviewed the Company's compliance with the CG Code and other related rules and disclosures in this Corporate Governance Report; and
- (iv) reviewed the training and continuous professional development of the Directors and senior management.

BOARD COMMITTEES

Currently, the Board has set up three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee to implement internal supervision and control on relevant aspects of the Company.

AUDIT COMMITTEE

The Audit Committee comprises four independent non-executive Directors, namely, Mr. TAM Sun Wing, Mr. HUI Yat On, Mr. ZHANG Songlin and Mr. LIAO Cheung Tin, Stephen. Mr. TAM Sun Wing, who possesses professional accounting qualifications and relevant accounting experience, is the Chairman of the Audit Committee.

Under its terms of reference, the main role and functions of the Audit Committee are to review the Group's financial information, to supervise the Group's financial reporting and internal control systems, and to maintain relationship with the auditors of the Company. The Board has, through the Audit Committee, conducted regular reviews on the effectiveness of the internal control system of the Group during the year ended 31 March 2013 as well as connected transactions, the interim results for the six months ended 30 September 2012 and last year's annual results for the year ended 31 March 2012, and has reviewed with management the accounting principles and practices adopted by the Group and discussed the auditing, financial reporting matters and risk management systems of the Group.

The Group's final results for the year ended 31 March 2013 have been reviewed by the members of the Audit Committee before submission to the Board for approval.

提名委員會

提名委員會由一名執行董事原偉強先生，以及兩名獨立非執行董事分別為譚新榮先生、張松林先生組成。譚新榮先生任提名委員會主席。

提名委員會之主要功能是協助及向董事會提出建議，以確保所有提名均屬公平且具透明度。年內，提名委員會之工作包括檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)、就任何擬作出的變動向董事會提出建議，以及釐定提名董事的政策。

薪酬委員會

薪酬委員會由一名執行董事原偉強先生，以及兩名獨立非執行董事分別為譚新榮先生、張松林先生組成。譚新榮先生任薪酬委員會主席。

薪酬委員會之主要職責是就董事及高級管理人員之薪酬政策及架構作出檢討並向董事會提出建議，以及釐定董事及高級管理人員之薪酬待遇。

薪酬委員會已於本年度考慮及檢討全體董事及高級管理人員的現有薪酬條款。薪酬委員會認為各董事及高級管理人員現行之薪酬條款公平合理。在達致其意見時，薪酬委員會已根據同類公司支付的薪酬、董事及高級管理人員須付出的時間及職責、是否應該按表現釐訂薪酬以及董事會議決之企業目標及宗旨等，考慮及檢討本集團之薪酬政策。

本公司於二零零六年二月二十五日採納購股權計劃，其目的為肯定及嘉許合資格參與者(包括董事)對本集團業務發展所作出或可能作出之貢獻。有關購股權計劃之主要條款，請參閱財務報表附註32。

NOMINATION COMMITTEE

The Nomination Committee consists of one executive Director, Mr. YUEN Wai Keung, and two independent non-executive Directors, namely, Mr. TAM Sun Wing and Mr. ZHANG Songlin. Mr. TAM Sun Wing is the Chairman of the Nomination Committee.

The main function of the Nomination Committee is to assist and make recommendations to the Board to ensure that all the nominations are fair and transparent. During the year, the work of the Nomination Committee includes reviewing the structure, size and composition (including skills, knowledge and experience) of the Board, making recommendations to the Board regarding any proposed change and determining the policy for the nomination of Directors.

REMUNERATION COMMITTEE

The Remuneration Committee comprises one executive Director, Mr. YUEN Wai Keung, and two independent non-executive Directors, namely, Mr. TAM Sun Wing and Mr. ZHANG Songlin. Mr. TAM Sun Wing is the Chairman of the Remuneration Committee.

The key responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the policy and structure for remuneration of the Directors and the senior management and determine the remuneration package of the Directors and the senior management.

During the year, the Remuneration Committee has considered and reviewed the existing terms of remuneration of all the Directors and the senior management. The Remuneration Committee considered that the existing terms of remuneration of the Directors and the senior management were fair and reasonable. In forming its view, the Remuneration Committee has considered and reviewed the Group's remuneration policy in relation to that of comparable companies, time commitment and responsibilities of the Directors and the senior management, desirability of performance-based remuneration and the Corporate goals and objectives resolved by the Board.

The Company adopted the share option scheme on 25 February 2006. Its purpose is to recognise and acknowledge the contributions that the eligible participants (including the Directors) have made or may make to the business development of the Group. Please refer to note 32 to the financial statements for the principal terms of the share option scheme.

公司秘書

張志文先生於二零零八年十月十五日獲委任為本公司之公司秘書，故對本公司之日常事務瞭如指掌。公司秘書向本公司董事會提交報告，並負責就管治事項向董事會提供意見。根據上市規則第3.29條，公司秘書年內須接受不少於十五個小時之有關專業培訓。

內部監控

本集團董事會及管理層維持本集團穩健妥善而且有效率的內部監控制度，以確保本集團的經營成效和效率，從而達到既定的企業目標、保障本集團資產、提供可靠的財務報告及遵守適用的法律和規例。

董事會亦負責確保對財務匯報有足夠內部監控及有效披露監控與程序。董事會已審閱本集團內部監控制度(包括財務經營、合規監控及風險管理功能)的成效。

本公司於本年度聘用一名外聘專業顧問檢討其內部監控制度的成效，以改善本集團的內部監控政策、程序及常規。本集團已檢討及採納該顧問的有關適用建議。

COMPANY SECRETARY

Mr. Cheung Chi Man, Dennis was appointed as the Company Secretary of the Company on 15 October 2008 and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Board of the Company and is responsible for advising the Board on governance matters. In compliance with the Rule 3.29 of the Listing Rules, the Company Secretary has taken no less than 15 hours of relevant professional training during the year.

INTERNAL CONTROL

The Board and the management of the Group maintain a sound and effective system of internal control of the Group so as to ensure the effectiveness and efficiency of operations of the Group in achieving the established corporate objectives, safeguarding assets of the Group, rendering reliable financial reporting and complying with the applicable laws and regulations.

The Board is also responsible for ensuring the adequacy of internal controls over financial reporting and the effectiveness of disclosure controls and procedures. The Board has conducted a review of the effectiveness of the Group's internal control system, covering its financial operational, compliance control and risk management functions.

During the year, the Company has engaged an external professional adviser to review the effectiveness of its internal control system so as to enhance its internal control policies, procedures and practices. The Group has reviewed and adopted relevant applicable recommendations of such advisor.

企業傳訊

本公司致力與其股東及投資者維持長遠關係，遵從誠信、規範及高透明度的原則，同時根據上市規則披露所需資料。年內，根據新企業管治守則，亦採納股東通訊政策，旨在為本公司與其股東提供雙向關係及溝通平台。為確保與投資者、分析員及基金經理的溝通有效而清晰，執行董事及指定高級行政人員須根據本公司既定的常規安排及舉行會議。本公司網站處於不斷更新之中，為投資者及公眾提供有關本公司各個方面的最新資料。

股東權利

任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上投票之權利)十分之一之股東於任何時候有權透過向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司向要求人作出償付。任何為通過特別決議案而召開之股東特別大會須發出最少二十一個足日之通知，所有其他股東特別大會則發出最少十四個足日之通知後方可召開。

CORPORATE COMMUNICATION

The Company endeavors to maintain a long-term relationship with its shareholders and investors with an adherence to the principles of integrity, regularity and high transparency and has disclosed the required information in compliance with the Listing Rules. A shareholders' communication policy was adopted during the year pursuant to the new Corporate Governance Code which aims at establishing a two-way relationship and communication between the Company and its shareholders. To ensure effective and clear communications with the investors, analysts and fund manager, meetings are arranged and conducted by the executive Directors and designated senior executives according to established practices of the Company. The Company's website is updated continuously, providing up-to-date information regarding every aspect of the Company to investors and the public.

SHAREHOLDERS' RIGHTS

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist himself may do so in the same manner, and all reasonable expenses incurred by the requisitionist as a result of the failure of the Board shall be reimbursed to the requisitionist by the Company. Any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one clear day's notice while all other extraordinary general meetings may be called by not less than fourteen clear days' notice.

董事會一直歡迎聽取股東意見及想法。股東可隨時透過本公司之公司秘書向董事會進行查詢及提出疑慮，其聯絡詳情如下：

公司秘書
蒙古投資集團有限公司
香港九龍灣宏開道16號
德福大廈18樓1809-1812室
電郵： info@migmgl.com
電話號碼： (852) 3759 5300
傳真號碼： (852) 3759 5366

The Board always welcomes shareholders' views and input. Shareholders may at any time send their enquiries and concerns to the Board by addressing them to Company Secretary of the Company and his contact details are as follows:

Company Secretary
Mongolia Investment Group Limited
Units 1809-1812, Telford House, 16 Wang Hoi Road,
Kowloon Bay, Kowloon, Hong Kong
Email: info@migmgl.com
Tel. No.: (852) 3759 5300
Fax No.: (852) 3759 5366

董事及核數師於財務報表之責任

董事確認須負責監管就每個財政期間編製的財務報表，均能真實及公正地反映本集團之財務狀況、期內業績與現金流量。在編製截至二零一三年三月三十一日止年度之賬目時，董事已選擇並貫徹採用合適的會計政策；採納合適的香港財務報告準則及香港會計準則；作出審慎而合理的判斷和估計，以及按持續營運基準編製賬目。董事亦保證本集團之財務報表將會適時發表。

本公司核數師在有關本集團財務報表中就彼等的申報責任作出的聲明已載於本報告第43至44頁之「獨立核數師報告」一節內。

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities for overseeing the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group, and of results and cash flows for the period. In preparing the accounts for the year ended 31 March 2013, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made prudent and reasonable judgements and estimates and have prepared the accounts on the going concern basis. The Directors also warrant that the Group's financial statements will be published in a timely manner.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the section headed "Independent Auditors' Report" on pages 43 to 44 of this report.

核數師薪酬

本公司核數師香港立信德豪會計師事務所有限公司已獲聘於截至二零一三年三月三十一日止年度向本集團提供審計服務。本公司於截至二零一三年三月三十一日止年度內就審計服務及非審計服務已付或應付香港立信德豪會計師事務所有限公司的費用分別約為1,320,000港元及1,179,000港元。非審計服務主要與稅務及其他報告服務有關。

章程文件

年內，本公司之組織章程大綱及細則並無變動。

AUDITORS' REMUNERATION

The auditors of the Company, BDO Limited, have been employed to provide audit services to the Group for the year ended 31 March 2013. The remuneration paid or payable to BDO Limited in respect of audit services and non-audit services for the year ended 31 March 2013 amounted to approximately HK\$1,320,000 and HK\$1,179,000 respectively. The non-audit services were mainly related to taxation and other reporting services.

CONSTITUTIONAL DOCUMENTS

During the year, there is no change in the Company's memorandum and articles of association.

獨立核數師報告 INDEPENDENT AUDITOR'S REPORT



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致蒙古投資集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

To the shareholders of Mongolia Investment Group Limited
(incorporated in the Cayman Islands with limited liability)

本核數師(以下簡稱「我們」)已審計第45至第191頁所載蒙古投資集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一三年三月三十一日之綜合及公司財務狀況表、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，以及主要會計政策摘要與其他註釋資料。

We have audited the consolidated financial statements of Mongolia Investment Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 45 to 191, which comprise the consolidated and company statements of financial position 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.

董事就綜合財務報表須承擔的責任

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

貴公司董事須負責根據香港會計師公會頒佈之《香港財務報告準則》以及香港《公司條例》的披露規定編製真實公平之綜合財務報表，以及制訂其認為必要之內部控制措施，以使所編製之綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

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.

核數師的責任

AUDITOR'S RESPONSIBILITY

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照我們的委任條款僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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 the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

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.

審計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的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對該公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》，真實及公平地反映 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 貴集團截至該日止年度之虧損及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

強調事項

儘管我們並無保留意見，惟我們務請 閣下垂注綜合財務報表附註18所載述蒙古國實施相關法律及法規所涉及之重大不明確因素可能對本集團之採礦牌照之狀況及賬面值造成重大影響。

香港立信德豪會計師事務所有限公司

執業會計師

梁兆基

執業證書編號P03246

香港，二零一三年七月三日

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.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to Note 18 to the consolidated financial statements, which describes the material uncertainty in respect of the implementation of relevant laws and regulations in Mongolia which may have a significant impact on the position and carrying value of the Group's mining licences.

BDO Limited

Certified Public Accountants

Jonathan Russell Leong

Practising Certificate no. P03246

Hong Kong, 3 July 2013

BDO Limited

香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

綜合收益表

CONSOLIDATED INCOME STATEMENT

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

		附註 Notes	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
收益	Revenue	5	856,701	935,574
收益成本	Cost of revenue		(823,325)	(904,228)
毛利	Gross profit		33,376	31,346
其他收入及收益	Other income and gains	5	1,940	34,875
行政開支	Administrative expenses		(99,424)	(90,651)
物業、廠房及 設備減值虧損	Impairment loss of property, plant and equipment	14	(2,805)	(40,432)
採礦牌照減值虧損	Impairment loss of mining licences	18	(152,919)	(1,646,083)
勘探及評估資產減值虧損	Impairment loss of exploration and evaluation assets	19	(24,617)	–
經營虧損	Operating loss	7	(244,449)	(1,710,945)
融資成本	Finance costs	8	(95,879)	(88,145)
扣除所得稅前虧損	Loss before income tax		(340,328)	(1,799,090)
所得稅抵免	Income tax credit	9	40,334	411,044
本年度虧損	Loss for the year		(299,994)	(1,388,046)
分配於：	Attributable to:			
本公司權益持有人	Owners of the Company	10	(299,812)	(1,387,784)
非控制性權益	Non-controlling interests		(182)	(262)
			(299,994)	(1,388,046)
每股虧損	Loss per share	12		港仙 HK cents (重列) (Restated)
– 基本及攤薄	– Basic and diluted		(16.298)	(76.116)

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

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

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
本年度虧損	Loss for the year	(299,994)	(1,388,046)
其他全面收益	Other comprehensive income		
換算海外業務所產生之 匯兌差額	Exchange difference arising from translation of overseas operations	(12,565)	(137,079)
本年度其他全面收益	Other comprehensive income for the year	(12,565)	(137,079)
本年度全面收益總額	Total comprehensive income for the year	(312,559)	(1,525,125)
分配於：	Attributable to:		
本公司權益持有人	Owners of the Company	(312,404)	(1,524,970)
非控制性權益	Non-controlling interests	(155)	(155)
		(312,559)	(1,525,125)

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一三年三月三十一日 As at 31 March 2013

			二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
		附註 Notes		
資產與負債	ASSETS AND LIABILITIES			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	14	68,704	78,725
預付土地租賃款項	Prepaid land lease payments	15	167	351
商譽	Goodwill	17	–	–
採礦牌照	Mining licences	18	364,269	542,912
勘探及評估資產	Exploration and evaluation assets	19	3,834	28,261
預付款項及按金	Prepayments and deposits	20	–	–
按公允值於損益列賬之 財務資產	Financial asset at fair value through profit or loss	21	4,940	–
衍生財務資產 – 可換股票據之 衍生工具部份	Derivative financial asset – Derivative Component of the Convertible Note	28(d)	57,755	63,734
			499,669	713,983
流動資產	Current assets			
存貨	Inventories	22	94,167	53,339
應收客戶合約工程款項	Amounts due from customers of contract works	23	126,612	227,316
貿易及其他應收款項、 預付款項及按金	Trade and other receivables, prepayments and deposits	24	185,838	102,117
可收回稅項	Tax recoverable		783	1,696
已抵押銀行存款	Pledged bank deposits	25	20,057	24,417
銀行結存及現金	Cash at banks and in hand	26	291,454	311,000
			718,911	719,885
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	27	123,125	98,166
應付稅項	Tax payable		392	9
借貸	Borrowings	28	447,676	83,031
			571,193	181,206
流動資產淨值	Net current assets		147,718	538,679
總資產減流動負債	Total assets less current liabilities		647,387	1,252,662

綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一三年三月三十一日 As at 31 March 2013

		附註 Notes	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
非流動負債	Non-current liabilities			
借貸	Borrowings	28	514,179	763,470
政府補助	Government subsidies	29	6,631	7,008
遞延稅項負債	Deferred tax liabilities	30	93,960	141,260
			614,770	911,738
資產淨值	Net assets		32,617	340,924
權益	EQUITY			
股本	Share capital	31	459,899	459,899
儲備	Reserves	33	(426,576)	(118,424)
本公司權益持有人 應佔權益	Equity attributable to owners of the Company		33,323	341,475
非控制性權益	Non-controlling interests		(706)	(551)
總權益	Total equity		32,617	340,924

董事
Director
原偉強
YUEN Wai Keung

董事
Director
朱冬
ZHU Dong

財務狀況表

STATEMENT OF FINANCIAL POSITION

於二零一三年三月三十一日 As at 31 March 2013

	附註 Notes	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
資產與負債			
ASSETS AND LIABILITIES			
非流動資產			
Non-current assets			
於附屬公司之投資	16	368,466	562,310
衍生財務資產			
– 可換股票據之 衍生工具部份	28(d)	57,755	63,734
		426,221	626,044
流動資產			
Current assets			
預付款項及其他應收款項		928	780
應收附屬公司款項	16	358,885	472,377
銀行結存及現金	26	90,822	136
		450,635	473,293
流動負債			
Current liabilities			
其他應付款項及應計費用		455	247
應付附屬公司款項	16	–	6,757
借貸	28	342,324	–
		342,779	7,004
流動資產淨值		107,856	466,289
Net current assets			
總資產減流動負債		534,077	1,092,333
Total assets less current liabilities			
非流動負債			
Non-current liabilities			
借貸	28	514,179	763,470
		514,179	763,470
資產淨值		19,898	328,863
Net assets			
權益			
EQUITY			
股本	31	459,899	459,899
儲備	33	(440,001)	(131,036)
總權益		19,898	328,863
Total equity			

董事
Director
原偉強
YUEN Wai Keung

董事
Director
朱冬
ZHU Dong

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

		本公司權益持有人應佔權益 Equity attributable to owners of the Company										
		股本	股份溢價*	合併儲備*	購股權儲備*	資本贖回儲備*	匯兌儲備*	可換股票據權益儲備*	累計虧損*	合計	非控制性權益	總權益
		Share capital	Share premium*	Merger reserve*	Share option reserve*	Capital redemption reserve*	Translation reserve*	Convertible note equity reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
		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
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一一年四月一日	At 1 April 2011	356,399	903,682	13,805	17,462	6,629	244,261	434,124	(284,982)	1,691,380	(396)	1,690,984
本年度虧損	Loss for the year	-	-	-	-	-	-	-	(1,387,784)	(1,387,784)	(262)	(1,388,046)
其他全面收益：	Other comprehensive income:											
換算海外業務所產生之匯兌差額	Exchange difference arising from translation of overseas operations	-	-	-	-	-	(137,186)	-	-	(137,186)	107	(137,079)
本年度全面收益總額	Total comprehensive income for the year	-	-	-	-	-	(137,186)	-	(1,387,784)	(1,524,970)	(155)	(1,525,125)
根據配售發行之股份(附註31(b))	Shares issued under placing (note 31(b))	66,000	22,440	-	-	-	-	-	-	88,440	-	88,440
股份發行開支(附註31(b))	Share issue expenses (note 31(b))	-	(1,776)	-	-	-	-	-	-	(1,776)	-	(1,776)
以股份支付之補償(附註32)	Share-based compensation (note 32)	-	-	-	4,710	-	-	-	-	4,710	-	4,710
兌換可換股票據(附註28(d)(ii)及31(c))	Conversion of Convertible Note (notes 28(d)(ii) & 31(c))	37,500	131,720	-	-	-	-	(85,529)	-	83,691	-	83,691
與權益持有人之交易	Transactions with owners	103,500	152,384	-	4,710	-	-	(85,529)	-	175,065	-	175,065
沒收已歸屬之購股權(附註32)	Vested share options forfeited (note 32)	-	-	-	(1,113)	-	-	-	1,113	-	-	-
於二零一二年三月三十一日及二零一二年四月一日	At 31 March 2012 and 1 April 2012	459,899	1,056,066	13,805	21,059	6,629	107,075	348,595	(1,671,653)	341,475	(551)	340,924
本年度虧損	Loss for the year	-	-	-	-	-	-	-	(299,812)	(299,812)	(182)	(299,994)
其他全面收益：	Other comprehensive income:											
換算海外業務所產生之匯兌差額	Exchange difference arising from translation of overseas operations	-	-	-	-	-	(12,592)	-	-	(12,592)	27	(12,565)
本年度全面收益總額	Total comprehensive income for the year	-	-	-	-	-	(12,592)	-	(299,812)	(312,404)	(155)	(312,559)
以股份支付之補償(附註32)	Share-based compensation (note 32)	-	-	-	4,252	-	-	-	-	4,252	-	4,252
與權益持有人之交易	Transactions with owners	-	-	-	4,252	-	-	-	-	4,252	-	4,252
沒收已歸屬之購股權(附註32)	Vested share options forfeited (note 32)	-	-	-	(1,636)	-	-	-	1,636	-	-	-
於二零一三年三月三十一日	At 31 March 2013	459,899	1,056,066	13,805	23,675	6,629	94,483	348,595	(1,969,829)	33,323	(706)	32,617

* 該等結餘之總額即綜合財務狀況表內之儲備。

* The total of these balances represents reserves in the consolidated statement of financial position.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

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

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
經營活動之現金流量	Cash flows from operating activities		
扣除所得稅前虧損	Loss before income tax	(340,328)	(1,799,090)
調整：	Adjustments for:		
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	229	241
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	14,388	12,329
利息收入	Interest income	(1,160)	(285)
融資成本	Finance costs	95,879	88,145
可換股票據衍生工具部份 之公允值變動(附註28(d))	Fair value change on the Derivative Component of the Convertible Note (note 28(d))	5,979	780
延長承兌票據產生之收益	Gain arising from extension of the Promissory Note	-	(34,497)
物業、廠房及 設備減值虧損	Impairment loss of property, plant and equipment	2,805	40,432
採礦牌照減值虧損	Impairment loss of mining licences	152,919	1,646,083
勘探及評估資產減值虧損	Impairment loss of exploration and evaluation assets	24,617	-
預付款項減值虧損	Impairment loss of prepayment	-	3,738
存貨減值	Impairment of inventories	-	6,310
匯兌虧損	Exchange loss	7,246	12,200
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment	3,994	1,686
以權益結算並以股份支付 之補償(附註32)	Equity-settled share-based compensation (note 32)	4,252	4,710
撤回貿易及其他應付款項	Write-back of trade and other payables	(347)	-
未計營運資金變動前之 經營虧損	Operating loss before working capital changes	(29,527)	(17,218)
存貨增加	Increase in inventories	(40,828)	(673)
應收客戶合約工程款項減少	Decrease in amounts due from customers of contract works	100,704	10,808
貿易及其他應收款項、 預付款項及按金 (包括應收保留款項)增加	Increase in trade and other receivables, prepayments and deposits (including retention receivables)	(83,721)	(4,374)
貿易及其他應付款項增加	Increase in trade and other payables	25,306	22,637
經營業務所(動用)/產生之 現金	Cash (used in)/generated from operations	(28,066)	11,180
銀行貸款及透支以及 其他貸款之已付利息	Interest paid on bank loans and overdraft and other loans	(2,846)	(2,239)
融資租賃之利息部份	Interest element of finance leases	-	(12)
已收利息	Interest received	1,160	285
已退/(已付)所得稅 香港利得稅	Income tax refunded/(paid) Hong Kong profits tax	773	(2,281)
經營活動所(動用)/產生之 現金淨額	Net cash (used in)/generated from operating activities	(28,979)	6,933

綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS

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

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
投資活動之現金流量	Cash flows from investing activities		
已抵押銀行存款減少	Decrease in pledged bank deposits	4,360	8,084
購買物業、廠房及設備所付款項	Payments to acquire property, plant and equipment	(15,945)	(22,329)
添置採礦牌照	Addition to mining licences	-	(274)
添置勘探及評估資產	Addition to exploration and evaluation assets	(1,005)	(3,118)
支付土地租賃款項	Payments for land lease	-	(3)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	4,081	298
就附屬公司之潛在收購支付按金	Payment of deposits for potential acquisition of a subsidiary	(40,000)	-
就附屬公司之潛在收購退還按金	Refund of deposits for potential acquisition of a subsidiary	40,000	-
就按公允值於損益列賬之財務資產付款	Payment for the financial assets at fair value through profit or loss	(4,940)	-
投資活動所動用之現金淨額	Net cash used in investing activities	(13,449)	(17,342)
融資活動之現金流量	Cash flows from financing activities		
發行股份所得款項	Proceeds from issuance of shares	-	88,440
股份發行開支	Share issue expense	-	(1,776)
新借銀行借貸	New bank borrowings raised	144,000	82,018
償還銀行借貸	Repayment of bank borrowings	(121,666)	(136,645)
融資租賃之資本部份	Capital element of finance leases	(13)	(359)
融資活動所產生之現金淨額	Net cash generated from financing activities	22,321	31,678
現金及現金等價物 (減少) / 增加淨額	Net (decrease)/increase in cash and cash equivalents	(20,107)	21,269
財政年度初之現金及現金等價物	Cash and cash equivalents at beginning of financial year	311,000	290,666
現金及現金等價物匯兌差額	Exchange differences on cash and cash equivalents	561	(935)
財政年度末之現金及現金等價物	Cash and cash equivalents at end of financial year	291,454	311,000
現金及現金等價物之分析	Analysis of cash and cash equivalents		
銀行結存及現金	Cash at banks and in hand	285,091	303,715
短期銀行存款	Short-term bank deposits	6,363	7,285
		291,454	311,000

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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

1. 一般資料

蒙古投資集團有限公司(「本公司」)於二零零四年五月二十五日於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。其主要營業地點位於香港九龍灣宏開道16號德福大廈1809-1812室。

本公司及其附屬公司(統稱「本集團」)主要從事向香港公營機構提供有關水務工程、道路、渠務及斜坡加固工程之土木工程合約的保養及建造工程服務，在中國內地從事供水服務，在澳門從事裝修服務，及於蒙古國從事礦產資源開採及勘探業務。

截至二零一三年三月三十一日止年度之財務報表已於二零一三年七月三日由董事會批准刊發。

1. GENERAL INFORMATION

Mongolia Investment Group Limited (the “Company”) was incorporated in the Cayman Islands on 25 May 2004 as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its principal place of business is Units 1809-1812, Telford House, 16 Wang Hoi Road, Kowloon Bay, Hong Kong.

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of maintenance and construction works on civil engineering contracts in respect of waterworks engineering, road works and drainage and slope upgrading for the public sector in Hong Kong, the provision of water supply services in Mainland China, provision of renovation services in Macau as well as mining and exploration of mineral resources in Mongolia.

The financial statements for the year ended 31 March 2013 were approved for issue by the board of directors on 3 July 2013.

2. 採納香港財務報告準則 （「香港財務報告準則」）

2.1 採納香港財務報告準則 之修訂 – 於二零一二年 四月一日生效

本年度，本公司及其附屬公司（統稱「本集團」）已首次採納下列香港會計師公會（「香港會計師公會」）所頒佈之準則修訂本及詮釋，該等修訂本及詮釋對本集團於二零一二年四月一日開始之年度期間之財務報表適用及生效：

香港財務報告準則第7號之 修訂 – 披露 – 財務資產轉讓

香港財務報告準則第7號之修訂擴大有關財務資產轉讓交易之披露規定，尤其是當申報實體繼續參與已取消確認之財務資產。新披露規定使財務報表之使用者更好地了解有關申報實體仍面對之風險。而有關資料與於評估實體未來現金流量之金額、時間及不確定性相關。採納有關修訂本對本集團之財務報表並無重大影響。

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則

本集團並無提前採納下列已頒佈但尚未生效且與本集團之財務報表潛在相關之新訂／經修訂香港財務報告準則。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 Adoption of Amendments to HKFRSs – effective on 1 April 2012

In the current year, the Company and its subsidiaries (the “Group”) have applied for the first time the following amendments to standards and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2012:

Amendments to HKFRS 7 – Disclosures – Transfers of Financial Assets

The amendments to HKFRS 7 expand the disclosure requirements for transfer transactions of financial assets, in particular where the reporting entity has continuing involvement in financial assets that it has derecognised. The newly required disclosures allow users of financial statements to better understand the risks to which the reporting entity remains exposed. And such information is relevant in assessing the amount, timing and uncertainty of the entity’s future cash flows. The adoption of the amendment has had no significant impact on the Group’s financial statements.

2.2 New/revised HKFRSs that have been issued but are not yet effective

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則 （修訂本）	二零零九年至二零一一年 週期之年度改進 ²
香港會計準則第1號之 修訂（經修訂）	呈列其他全面收益項目 ¹
香港會計準則第32號 之修訂	抵銷財務資產及財務 負債 ³
香港財務報告準則 第7號之修訂	抵銷財務資產及財務 負債 ²
香港財務報告準則 第9號	金融工具 ⁴
香港財務報告準則 第10號	綜合財務報表 ²
香港財務報告準則 第11號	合營安排 ²
香港財務報告準則 第12號	披露於其他實體之權益 ²
香港財務報告準則 第13號	公允值計量 ²
香港會計準則第19號 （二零一一年）	僱員福利 ²
香港會計準則第27號 （二零一一年）	獨立財務報表 ²
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 ²
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 ²
香港財務報告準則 第1號之修訂	政府貸款 ²
香港財務報告準則 第10號、香港財務 報告準則第12號及 香港會計準則第27號 之修訂（二零一一年）	投資實體 ³

- 1 於二零一二年七月一日或之後
開始之年度期間生效
- 2 於二零一三年一月一日或之後
開始之年度期間生效
- 3 於二零一四年一月一日或之後
開始之年度期間生效
- 4 於二零一五年一月一日或之後
開始之年度期間生效

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRs (Amendments)	Annual Improvements 2009-2011 Cycle ²
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income ¹
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ³
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 19 (2011)	Employee Benefits ²
HKA 27 (2011)	Separate Financial Statements ²
HKA 28 (2011)	Investments in Associates and Joint Ventures ²
HK(IFRIC) – Interpretation 20	Stripping Costs of the Production Phase of a Surface Mine ²
Amendments to HKFRS 1	Government loans ²
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment entities ³

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則（修訂
本）－ 二零零九年至二零
一一年週期之年度改進

有關改進作出以下與本集團之財務
報表相關之修訂：

(i) 香港會計準則第1號 財務報表之呈列

有關修訂釐清，實體在追溯應用會計政策或在其財務報表將項目追溯重列或重新分類時呈列第三份財務狀況表之規定僅適用於對該財務狀況表內之資料構成重要影響之情況。期初財務狀況表之日期為前一段期間開始時，而非（截至目前為止）最早可比較期間開始時。有關修訂亦澄清，除香港會計準則第1.41-44號及香港會計準則第8號規定之披露外，毋須呈列第三份財務報表相關附註。實體可呈列額外之自願比較資料，惟有關資料須根據香港財務報告準則編製。此可包括一份或多份報表，而不是一套完整財務報表。所呈列之各個額外報表均須呈列相關附註。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRSs (Amendments) – Annual
Improvements 2009-2011 Cycle

The improvements made amendments relevant to the
Group’s financial statements as follows:

(i) *HKAS 1 Presentation of Financial Statements*

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則（修訂
本）－ 二零零九年至二零
一一年週期之年度改進（續）

(ii) 香港會計準則第16號 物業、廠房及設備

有關修訂釐清，倘零部
件、備用設備及服務設備
等項目符合物業、廠房及
設備之定義，則會確認為
物業、廠房及設備。否
則，有關項目分類為存
貨。

(iii) 香港會計準則第32號 金融工具：呈列

有關修訂釐清與向股本工
具持有人所作分派或股本
交易之交易成本有關之所
得稅應根據香港會計準則
第12號所得稅入賬。根據
不同情況，此等所得稅項
目可能於權益、其他全面
收益或損益中確認。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRSs (Amendments) – Annual
Improvements 2009-2011 Cycle
(Continued)

(ii) HKAS 16 Property, Plant and Equipment

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

(iii) HKAS 32 Financial Instruments: Presentation

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則（修訂
本）－ 二零零九年至二零
一一年週期之年度改進（續）

(iv) 香港會計準則第34號 中期財務報告

有關修訂釐清在中期財務報表中，倘定期向主要營運決策人提供特定可呈報分部之總資產及負債金額，而該分部之總資產及負債較上一份年度財務報表所披露金額有重大變動，則須披露有關總資產及負債之計量。

香港會計準則第1號之修訂 （經修訂）－ 呈列其他全面 收益項目

香港會計準則第1號之修訂（經修訂）規定本集團將呈列於其他全面收益之項目分為該等可能於日後重新分類至損益之項目及該等未必會重新分類至損益之項目。就其他全面收益項目繳納的稅項會按相同基準進行分配及披露。該等修訂將追溯應用。

香港會計準則第32號之修 訂－ 抵銷財務資產及財務 負債

有關修訂通過對香港會計準則第32號加設應用指引釐清抵銷規定，該指引釐清實體何時「目前擁有合法強制執行抵銷權利」以及何時總額結算機制被認為是等同於淨額結算。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRSs (Amendments) – Annual
Improvements 2009-2011 Cycle
(Continued)

(iv) HKAS 34 Interim Financial Reporting

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

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit or loss in the future and those that may not. Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第7號之 修訂 — 抵銷財務資產及財 務負債

香港財務報告準則第7號已作修訂，就根據香港會計準則第32號抵銷之所有已確認金融工具及受限於可強制執行總淨額結算協議或類似安排者（不論是否根據香港會計準則第32號抵銷）引入披露規定。

香港財務報告準則第9號 — 金融工具

根據香港財務報告準則第9號，財務資產視乎實體管理財務資產之業務模式及財務資產之合約現金流特徵分類為按公允值或攤銷成本計量之財務資產。公允值之收益或虧損將於損益確認，惟就非買賣股本投資，實體則可選擇於其他全面收益確認盈虧。香港財務報告準則第9號保持香港會計準則第39號之財務負債確認、分類及計量規定，惟就指定按公允值於損益列賬之財務負債則因負債信貸風險變動導致之公允值變動金額於其他全面收益確認，除非將導致或擴大會計錯配則另作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關取消確認財務資產及財務負債之規定。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities

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

HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第10號 － 綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股權模式。當投資者有權控制被投資方（不論實際上有否行使該權力）、對來自被投資方之浮動回報享有之承擔或權利，以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足以佔優，使其獲得對被投資方之權力，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權（即持有人有實際能力可行使該等表決權）僅在實質存在時，方會在分析控制權時考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人乃獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 10 – Consolidated Financial Statements

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第11號 － 合營安排

香港財務報告準則第11號所指之合營安排與香港會計準則第31號所指之合營企業之基本特點相同。合營安排分類為合營業務或合營企業。倘本集團有權享有合營安排之資產及有義務承擔其負債，則被視為合營者，並將確認其於合營安排產生之資產、負債、收入及開支之權益。倘本集團有權享有合營安排之整體淨資產，則被視為於合營企業擁有權益，並將應用權益會計法。香港財務報告準則第11號不准許採用比例綜合法。在透過獨立實體組織之安排中，所有相關事實及情況均應予考慮，以釐定參與該安排之各方是否有權享有該安排之淨資產。以往，獨立法律實體之存在為釐定香港會計準則第31號所指之共同控制實體是否存在之主要因素。香港財務報告準則第11號將獲追溯應用，並特別重列規定由比例綜合法改為權益法之合營企業及由權益法改為將資產及負債入賬之合營業務。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 11 – Joint Arrangements

Joint arrangements under HKFRS 11 have the same basic characteristics as joint ventures under HKAS 31. Joint arrangements are classified as either joint operations or joint ventures. Where the Group has rights to the assets and obligations for the liabilities of the joint arrangement, it is regarded as a joint operator and will recognise its interests in the assets, liabilities, income and expenses arising from the joint arrangement. Where the Group has rights to the net assets of the joint arrangement as a whole, it is regarded as having an interest in a joint venture and will apply the equity method of accounting. HKFRS 11 does not allow proportionate consolidation. In an arrangement structured through a separate vehicle, all relevant facts and circumstances should be considered to determine whether the parties to the arrangement have rights to the net assets of the arrangement. Previously, the existence of a separate legal entity was the key factor in determining the existence of a jointly controlled entity under HKAS 31. HKFRS 11 will be applied retrospectively with specific restatement requirements for a joint venture which changes from proportionate consolidation to the equity method and a joint operation which changes from equity method to accounting for assets and liabilities.

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第12號 － 披露於其他實體之權益

香港財務報告準則第12號整合有關於附屬公司、聯營公司及合營安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險，以及該等權益對呈報實體之財務報表之影響。

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

有關修訂適用於符合投資實體資格之特定類別業務。投資實體之經營宗旨是僅為資本增值之回報、投資收入或同時取得兩者而投資資金。其按公允值基準評估其投資表現。投資實體可包括私募股權機構、風險投資機構、退休基金及投資基金。

該等修訂對香港財務報告準則第10號綜合財務報表提供豁免綜合入賬規定，並規定投資實體就特定附屬公司按公允值於損益列賬，而非綜合計算。該等修訂亦載列投資實體之披露規定。該等修訂獲追溯應用，惟須受限於若干過渡性條文。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 12 – Disclosure of Interests in Other Entities

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

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

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

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

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第13號 — 公允值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公允值之單一指引來源。該準則適用於按公允值計量之金融項目及非金融項目，並引入公允值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公允值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格（即平倉價）。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之財務資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公允值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公允值所採用之方法及輸入數據，以及公允值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現按未來適用基準應用。

香港會計準則第19號（二零一一年） — 僱員福利

香港會計準則第19號（二零一一年）就終止福利之定義提供更多指引。以未來提供服務為條件之福利（包括因提供額外服務而增加之福利）並非終止福利。經修訂準則規定終止福利之負債於實體不再撤銷提供該等福利之日及實體確認任何有關重組成本之日的較早者確認。在若干情況下，有關規定或會導致自願終止福利延遲確認。除兩項例外情況外，該修訂一般會追溯應用。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 13 – Fair Value Measurement

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

HKAS 19 (2011) – Employee Benefits

HKAS 19 (2011) provides additional guidance on the definition of termination benefits. Benefits that are conditional on future service being provided including those that increase if additional service is provided are not termination benefits. The revised standard requires that a liability for termination benefits is recognised on the earlier of the date when the entity can no longer withdraw the offer of those benefits and the date the entity recognises any related restructuring costs. This could lead to later recognition of voluntary termination benefits in some cases. The amendments will generally be applied retrospectively with two exceptions.

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

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

露天礦場生產階段之剝採活動可產生兩種利益：可用於生產存貨之可用礦及方便取得於未來期間將予開採之更多物料。該詮釋規定剝採活動之成本須根據香港會計準則第2號存貨之原則入賬，致使剝採活動之利益以所生產存貨之方式實現。以方便取得礦之方式提供利益之剝採活動之成本，於符合若干條件後確認為非經常性剝採活動資產。該資產將計入為現有資產之添置或改良，並根據構成現有資產之一部份之性質分類為有形或無形資產。剝採活動資產初始按成本計量，其後以相同方式計入為構成現有資產之一部份，其以有系統之基準按因剝採活動而更方便取得之礦體的組成部份之預計可使用年期折舊或攤銷。該詮釋已應用於所呈列最早期間開始後產生之生產剝採成本。過往剝採活動資產之結餘已根據詮釋內之條件重新分類為現有資產之一部份。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HK(IFRIC) Interpretation 20 – Stripping Costs in the Production Phase of a Surface Mine

Stripping activities carried out in the production phase of a surface mine may give rise to two benefits: usable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods. The Interpretation requires that costs of stripping activity are accounted for in accordance with the principles in HKAS 2 Inventories to the extent that the benefit from stripping activity is realised in the form of inventory produced. The costs of stripping activity that provide a benefit in the form of improved access to ore are recognised as a non-current stripping activity asset when certain criteria are met. This asset will be accounted for as an addition or enhancement to an existing asset and is classified as tangible or intangible according to the nature of the existing asset of which it forms part. The stripping activity asset is measured initially at cost and subsequently in the same way as the existing asset of which it forms part. It is depreciated or amortised on a systematic basis over the expected useful life of the component of the ore body that becomes more accessible as a result of the stripping activity. The interpretation is applied to production stripping costs incurred after the beginning of the earliest period presented. Predecessor stripping activity asset balance is reclassified as a part of an existing asset subject to the conditions in the Interpretation.

2. 採納香港財務報告準則 （「香港財務報告準則」）

（續）

2.2 已頒佈但未生效之新訂 ／經修訂香港財務報告 準則（續）

香港財務報告準則第1號之 修訂－政府貸款

有關修訂就追溯應用香港財務報告準則增加一項例外情況，即要求首次採納者日後將香港財務報告準則第9號「金融工具」及香港會計準則第20號「政府補貼之會計處理及政府資助之披露」之相關規定應用於過渡至香港財務報告準則日期存在之政府貸款中。

這表示首次採納者不會如政府補貼般以低於市場利率確認政府貸款之相應收益。然而，倘於該政府貸款首次入賬時已取得香港財務報告準則第9號及香港會計準則第20號規定所需之資料，則實體可選擇追溯應用香港財務報告準則第9號及香港會計準則第20號於政府貸款。

除上文所披露之主要變動外，本集團正在評估該等新訂／經修訂香港財務報告準則之潛在影響，而董事尚未能夠量化其對本集團財務報表之影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 1 – Government Loans

The amendments add an exception to the retrospective application of HKFRSs to require that first-time adopters apply the requirements in HKFRS 9 Financial Instruments and HKAS 20 Accounting for Government Grants and Disclosure of Governance Assistance prospectively to government loans existing at the date of transition to HKFRSs.

This means that first-time adopters will not recognise the corresponding benefit of the government loan at a below market rate of interest as a government grant. However, entities may choose to apply the requirements of HKFRS 9 and HKAS 20 to government loans retrospectively if the information needed to do so had been obtained at the time of initially accounting for that loan.

Save as the main changes described above, the Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the Directors are not yet in a position to quantify the effects on the Group's financial statements.

3. 主要會計政策摘要

編製本財務報表所採用之主要會計政策列載於下文。除另有說明者外，該等政策已貫徹應用於所有呈報年度。

3.1 編製基礎

第45至191頁所載財務報表乃根據香港會計師公會頒佈之香港財務報告準則(包括所有適用之香港財務報告準則、香港會計準則及詮釋)及香港公司條例之適用披露規定而編製。財務報表亦符合聯交所證券上市規則之適用披露規定。

除若干金融工具以公允值列賬之外，該等財務報表乃根據歷史成本常規編製。計量基準於下文之會計政策詳述。

謹請注意，編製該等財務報表時已運用會計估計及假設。雖然該等估計及假設乃按照管理層對當時事項及行動之最深入了解及判斷而作出，惟實際結果最終可能與該等估計及假設有所出入。涉及較高程度的判斷或複雜性的範疇，或所作假設及估計對財務報表有重大影響之範疇，已於附註4「重要會計估計及判斷」中披露。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

3.1 Basis of preparation

The financial statements on pages 45 to 191 have been prepared in accordance with HKFRSs (including all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the HKICPA and the applicable disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange.

These financial statements have been prepared under the historical cost convention except for certain financial instruments which are stated at fair values. The measurement bases are fully described in the accounting policies below.

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

3. 主要會計政策摘要 (續)

3.1 編製基礎 (續)

儘管本集團連續數年錄得虧損且其資產淨值及流動資產淨值於二零一三年三月三十一日分別為32,617,000港元及147,718,000港元，財務報表乃按假設資產變現及負債償還於一般業務過程中進行的持續基準編製。尤其是，應注意本集團按合約須於二零一四年六月償還本金額為350,000,000港元的承兌票據。經考慮本集團於報告日期起未來12個月的現金流量預測，董事認為，本集團將擁有充足資源滿足可預見未來之營運資金及其他財務需求，其理由是基於以下若干事項：(i)董事預測本集團於二零一三年至二零一四年能夠產生經營業務正面現金流量；(ii)本集團於二零一三年五月透過配售股份募集資金淨額88,100,000港元(詳情見附註40(c))；及(iii)本集團應能夠維持現有信貸融資(詳情見附註28(a))。除此以外，董事深信，本公司於其有必要時能夠從資本市場募集其他資金，且董事致力改善本集團之流動資金。

3.2 綜合基礎

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日之財務報表。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation (Continued)

The financial statements have been prepared on the going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group was making losses in consecutive years and had net assets and net current assets of HK\$32,617,000 and HK\$147,718,000 respectively at 31 March 2013. In particular, it is noted that the Group is contractually required to repay the Promissory Note with the principal amount of HK\$350,000,000 in June 2014. Having regard to the cash flow projection of the Group for the next 12 months from the reporting date, the Directors are of the opinion that the Group will have sufficient resources to satisfy its working capital and other financing requirements in the foreseeable future based on the followings: (i) the Directors foresee that the Group is able to generate positive cash flows from operation in 2013/2014; (ii) the Group raised net funds of HK\$88.1 million from a placing of shares in May 2013 as set out in Note 40(c); and (iii) the Group should be able to maintain the existing credit facilities as set out Note 28(a). Other than the above, the Directors are confident that the Company is able to raise further funding from the capital market should the needs arise and the Directors endeavor to improve the liquidity of the Group.

3.2 Basis of consolidation

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

3. 主要會計政策摘要 (續)

3.2 綜合基礎 (續)

附屬公司於其控制權轉移至本集團時綜合入賬，當不再有控制權時則取消綜合入賬。年內所收購或出售附屬公司之業績乃自收購生效日期起或截至出售生效日期止(按適當情況)綜合入賬。

集團公司間交易、結餘及未變現交易盈虧於編製綜合財務報表時予以撇銷。當集團內資產出售之未變現虧損於綜合入賬時撥回，則相關資產亦自本集團之角度進行減值測試。附屬公司財務報表呈報之金額於適當時予以調整，以確保符合本集團採納之會計政策。

收購附屬公司或業務乃以收購法入賬。收購成本按本集團(作為收購方)所轉移之資產、產生之負債及發行之股權於收購日期之公允值總額計量。所收購之可識別資產及承擔之可識別負債主要按收購日期之公允值計量。本集團先前持有被收購方之股權按收購日期之公允值重新計量，所產生之盈虧於損益確認。本集團可按每宗交易選擇按公允值或按應佔被收購方可識別淨資產之比例計量非控制性權益。所產生之收購相關成本一概列作開支。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Basis of consolidation (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The results of the subsidiaries acquired or disposed of during the year are consolidated from the effective date of acquisition or up to the effective date of the disposal, as appropriate.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

3. 主要會計政策摘要 (續)

3.2 綜合基礎 (續)

收購方將予轉移之任何或然代價均按收購日期之公允值計量。倘其後對代價作出調整，僅於調整乃由於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期之公允值之新資料而作出時，方通過商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益確認。

本集團於附屬公司之權益變動，倘並無導致失去控制權，則列作權益交易入賬。本集團之權益與非控制性權益之賬面值均予以調整，以反映彼等於附屬公司相關權益之變動。非控制性權益之調整額與已付或已收代價之公允值之間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i)所收取代價之公允值與任何保留權益之公允值之總額，與(ii)該附屬公司之資產(包括商譽)及負債與任何非控制性權益過往之賬面值。倘附屬公司之若干資產按重估值或公允值計量，而相關累計盈虧已於其他全面收益確認及於權益累計，則過往於其他全面收益確認及於權益累計之金額會以猶如本公司已直接出售相關資產之方式入賬(即重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日仍保留於該前附屬公司之任何投資之公允值，會根據香港會計準則第39號 *金融工具：確認及計量* 於往後之會計處理中被視為首次確認於聯營公司或共同控制實體之投資時之公允值，或(如適用)其首次確認時之成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Basis of consolidation (Continued)

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

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date the control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. 主要會計政策摘要 (續)

3.2 綜合基礎 (續)

收購後，非控制性權益之賬面值為該等權益於首次確認時之金額加非控制性權益應佔權益其後變動之部份。全面收益總額乃歸屬於非控制性權益，即使這會導致非控制性權益出現虧絀結餘亦屬如此。

3.3 附屬公司

附屬公司指本公司有權直接或間接控制其財務及營運政策而從其業務中獲取利益之實體(包括特殊目的實體)。於評估本公司是否控制另一實體時，會考慮是否存在目前可行使或轉換之潛在投票權及其影響。

於本公司之財務狀況表內，附屬公司乃按成本扣除任何減值虧損入賬。本公司根據於呈報日期之已收及應收股息將附屬公司之業績列賬。所有股息(不論來自被投資方之收購前或收購後溢利)均於本公司損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Basis of consolidation (Continued)

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

3.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Company has the power to control, directly or indirectly, the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends, whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

3. 主要會計政策摘要 (續)

3.4 商譽

收購產生之商譽初步以成本確認，即所轉讓之總代價及就非控制性權益所確認之金額超出所收購可識別資產、負債及或然負債公允值之差額。

倘可識別資產、負債及或然負債之公允值超出已付代價之公允值，則有關差額經重估後於收購日期在損益確認。

商譽以成本扣除減值虧損計算。就減值測試而言，收購產生之商譽會分配至預期受惠於收購所帶來協同效應之相關各現金產生單位。獲分配商譽之現金產生單位每年均測試減值，並於有跡象顯示單位可能出現減值時測試減值。

就於財政年度進行收購產生之商譽而言，獲分配商譽之現金產生單位於該財政年度結束之前測試減值。當現金產生單位之可收回款額少於其賬面值，則減值虧損首先分配以減少分配至單位之任何商譽之賬面值，然後再根據有關單位各項資產之賬面值按比例分配至單位之其他資產。商譽之任何減值虧損於損益確認且不會於其後期間撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Goodwill

Goodwill arising from acquisition is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each assets in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

3. 主要會計政策摘要 (續)

3.5 收益及其他收入確認

收益及其他收入於相關經濟利益可能流入本集團及相關收入能夠可靠計量時按以下基準予以確認：

- (i) 當土木工程合約之結果能被可靠估計時，土木工程合約之保養或建造工程產生之收益將根據個別合約於呈報日期之完成百分比確認(附註3.12)。
- (ii) 分包商之代理收入於提供服務時確認。
- (iii) 供水產生之收益乃根據年內水錶所錄得之供水量確認。
- (iv) 供水相關裝置之收入乃於相關安裝工作完成時確認。
- (v) 裝修服務之收入乃於相關裝修工作完成時確認。
- (vi) 利息收入乃參照未償還之本金及適用實際利率按時間比例而確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 Revenue and other income recognition

Revenue and other income is recognised when it is probable that the economic benefits will flow to the Group and when the income can be measured reliably on the following bases:

- (i) When the outcome of civil engineering contracts can be estimated reliably, revenue from maintenance or construction works on civil engineering contracts is recognised according to the percentage of completion of individual contract at the reporting date (note 3.12).
- (ii) Agency income from subcontractor is recognised when the services are rendered.
- (iii) Revenue arising from water supply is recognised based on the volume of water supplied as recorded by meters read during the year.
- (iv) Water supply related installation income is recognised when the relevant installation work is performed.
- (v) Renovation service income is recognised when the relevant renovation work is performed.
- (vi) Interest income is recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable.

3. 主要會計政策摘要 (續)

3.6 物業、廠房及設備

物業、廠房及設備乃按成本(包括購入價格及任何使該項資產達到其擬定用途之運作狀況及地點之直接應佔成本)減累計折舊及任何減值虧損(附註3.9)列賬。其後之成本僅於與該項目有關之未來經濟利益可能流入本集團，而該項目成本能被可靠計算時，計入資產之賬面值，或確認為一項獨立資產(倘適用)。維修及保養等其他所有成本乃於產生之財政期間內在損益扣除。

各物業、廠房及設備項目乃按其估計可使用年期計算折舊，以撇銷成本扣減其剩餘價值(倘適用)。樓宇及水管網乃使用直線法分別按年率2-10%及4.85%計算折舊。物業、廠房及設備的其他項目乃使用結餘遞減法按下列年率計算折舊：

廠房及機器以及工具	10%-33 1/3%
傢俬、裝置及設備	10%-33 1/3%
租賃物業裝修	30%或按租期 (倘較短)
汽車	10%-20%

於「勘探及評估資產」轉出之後，建設、安裝或完成礦場基礎設施的所有其後開發成本及資本支出均於「礦場開發資產」內撥充資本。礦場開發資產包括剝離成本及按成本列賬之其他開發支出，並須於礦場投產後折舊／攤銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Property, plant and equipment

Property, plant and equipment are stated at cost, which comprise purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, less accumulated depreciation and any impairment losses (note 3.9). Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is provided to write off the cost of each item of property, plant and equipment less its residual value, if applicable, over its estimated useful lives. Buildings and water pipelines are depreciated using straight-line method at the annual rates of 2% to 10% and 4.85% respectively. Other items of property, plant and equipment are depreciated using reducing balance method at the following rates per annum:

Plant, machinery and tools	10% – 33 1/3%
Furniture, fixtures and equipment	10% – 33 1/3%
Leasehold improvements	30% or over lease term if shorter
Motor vehicles	10% – 20%

Upon the transfer from “exploration and evaluation assets”, all subsequent development cost and capital expenditure on the construction, installation or completion of infrastructure facilities of mine site is capitalised within “mine development assets”. Mine development assets including stripping costs and other development expenditure are carried at cost and are subject to depreciation/amortisation upon commissioning of the mine for production.

3. 主要會計政策摘要 (續)

3.6 物業、廠房及設備 (續)

在礦場開始生產前的開發階段產生之剝離成本，作為建設礦場成本之一部份撥充資本，其後則於礦場之年期內根據礦場之總探明及預計可採儲量使用生產單位法計提折舊。

其他開發支出(經扣除在開發階段附帶銷售所採挖礦藏之所得款項)按成本減累計攤銷列賬，並根據礦場之總探明及預計可採儲量按生產單位法攤銷。惟倘資產之可使用年期短於礦場之年期時，則採用直線法。

剩餘價值、可使用年期及折舊方法於各呈報日期予以檢討及調整(倘適用)。物業、廠房及設備項目乃於出售時或預期使用或出售該項目不會產生未來經濟利益時取消確認。出售或棄用物業、廠房及設備項目產生之收益或虧損乃按出售所得款項與該項目賬面值之差額釐定，並於損益中確認。

3.7 勘探及評估資產

勘探及評估資產包括獲得及維持勘探及開採權之成本、以及就評估採挖礦產資源在技術上和商業上的可行性而進行勘探鉆井、地質研究及抽樣分析等活動之支出。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Property, plant and equipment (Continued)

Stripping costs incurred in the development phase of a mine before production commences are capitalised as part of the cost of constructing the mine and subsequently depreciated over the life of the mine using the unit-of-production method based on total proven and probable reserves of the mine.

Other development expenditure, net of proceeds from incidental sale of mineral extracted during the development phase, are stated at cost less accumulated amortisation and are amortised using the unit-of-production method based on the total proven and probable reserves of the mine, except in the case of the assets whose useful life is shorter than the life of the mine, in which case straight-line method is applied.

Residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at each reporting date. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss arising from the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the item and is recognised in profit or loss.

3.7 Exploration and evaluation assets

Exploration and evaluation assets include costs of obtaining and maintaining exploration and mining rights, as well as expenditures such as exploratory drilling, geological studies and sampling in relation to evaluating technical feasibility and commercial viability of extracting mineral resources.

3. 主要會計政策摘要 (續)

3.7 勘探及評估資產 (續)

勘探及評估資產按首次確認時之成本確認。於首次確認後，則按成本減任何累計減值呈列，且不會確認任何攤銷費用。在勘探及評估階段支出之成本包括在取得勘探特定區域之合法權利之前產生的支出，乃計入損益之「勘探及評估支出」內。

透過業務合併獲得之勘探及評估資產初步按公允值確認，其後則按成本減累計減值計量。

勘探及評估資產之賬面值每年檢討，並當出現以下任何一項事件或事實及情況變動（此並非詳盡載列），顯示可能無法收回賬面值時，按香港財務報告準則第6號「礦物資源的勘探及評估」及香港會計準則第36號「資產減值」作出減值調整：

- (i) 本集團有權於特定區域勘探之期在有關期內屆滿，或該期間將於短期內屆滿，且預期不會重續；
- (ii) 於特定區域進一步勘探及評估礦物資源產生大額開支，而此開支乃不在預算及計劃之內；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Exploration and evaluation assets (Continued)

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, they are stated at cost less any accumulated impairment and no amortisation charge is recognised. Cost expensed during the exploration and evaluation phase including expenditure incurred before obtaining the legal rights to explore specific area are included in “exploration and evaluation expenditure” in profit or loss.

Exploration and evaluation assets acquired in a business combination are initially recognised at fair value and subsequently measured at cost less accumulated impairment.

The carrying amount of the exploration and evaluation assets is reviewed annually and adjusted for impairment in accordance with HKFRS 6 “Exploration for and Evaluation of Mineral Resources” and HKAS 36 “Impairment of Assets” whenever one of the following events or changes in facts and circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

- (i) the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;

3. 主要會計政策摘要 (續)

3.7 勘探及評估資產 (續)

(iii) 於特定區域勘探及評估礦物資源未能引致發現具商業效益之礦物資源數量，且本集團決定終止於特定區域之上述活動；及

(iv) 有充份數據顯示，雖然應會於特定區域開發，但勘探及評估資產之賬面值不大可能會因成功開發或銷售而獲全數收回。

可收回金額乃勘探及評估資產之公允價值減出售成本與彼等之使用值之間之較高者。就評估減值而言，須進行測試的勘探及評估資產乃歸入從事勘探活動之各個利益區域。

倘採挖礦產資源在技術上和商業上均明顯可行，則將之前確認之勘探及評估資產轉撥至「物業、廠房及設備」以及「採礦牌照」。該等資產重新分類前，將進行減值測試。

3.8 採礦牌照

於「勘探及評估資產」轉出之後，採礦牌照按成本列賬，並須於礦場投產後攤銷。採礦牌照及特許經營權根據相關礦場之總探明及預計可採儲量以生產單位法計算損耗。每當有跡象顯示資產之賬面值未必能夠收回時，採礦牌照須進行減值測試(附註3.9)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Exploration and evaluation assets (Continued)

(iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; and

(iv) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

The recoverable amount is the higher of the exploration and evaluation asset's fair value less costs to sell and their value in use. For the purposes of assessing impairment, the exploration and evaluation assets subject to testing are grouped into each area of interest for which exploration activities are undertaken.

When the technical feasibility and commercial viability of extracting mineral resources become demonstrable, previously recognised exploration and evaluation assets are transferred to "Property, plant and equipment" and "Mining licences". These assets are tested for impairment before their reclassification.

3.8 Mining licences

Upon the transfer from "exploration and evaluation assets", mining licences are carried at cost and are subject to amortisation upon commissioning of the mine for production. Mining licences and concessions are depleted on the unit-of-production basis over the total proven and probable reserves of the mine concerned. Mining licences are subject for impairment testing whenever there are indications that the assets' carrying amount may not be recoverable (note 3.9).

3. 主要會計政策摘要 (續)

3.9 非財務資產之減值

商譽、物業、廠房及設備、採礦牌照、預付土地租賃款項及於附屬公司之投資須進行減值測試。不論是否出現減值跡象，商譽及其他擁有無限可使用年期或目前未可供使用的無形資產須至少每年作減值測試。其他所有資產則於每當有跡象顯示有關資產之賬面值未必能收回時進行減值測試。勘探及評估資產之減值政策載於附註3.7。

減值虧損按資產之賬面值超過其可收回金額之部份即時確認為開支。可收回金額則為反映市況之公允值減去出售成本，與使用值兩者之中之較高者。於評估使用值時，估計未來現金流量乃採用反映當時市場對貨幣時間價值及資產特定風險之評估之除稅前折現率，折現至其現值。

就評估減值而言，倘資產未能產生大致上獨立於其他資產之現金流入，則可收回金額將按能單獨產生現金流入之最小資產類別(即現金產生單位)釐定。因此，部份資產乃就減值個別進行測試，而部份資產則在現金產生單位之水平進行測試。商譽分配至預期可受惠於相關業務合併協同效應之現金產生單位，即本集團為內部管理目的而監控商譽之最小單位。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Impairment of non-financial assets

Goodwill, property, plant and equipment, mining licences, prepaid land lease payments and investments in subsidiaries are subject for impairment testing. Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable. Impairment policy on exploration and evaluation assets is included in note 3.7.

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

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those of other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

3. 主要會計政策摘要 (續)

3.9 非財務資產之減值 (續)

就獲分配商譽之現金產生單位所確認之減值虧損初步計入商譽賬面值。除資產之賬面值將不會減至低於其個別公允值減出售成本或使用值(如可釐定)外，任何剩餘之減值虧損按比例自現金產生單位之其他資產中扣除。

減值虧損按資產之賬面值超過其可收回金額之部份即時確認為開支。可回收金額則為反映市況之公允值減去出售成本，與使用值兩者之中的較高者。於評估使用值時，估計未來現金流量乃採用反映當時市場對貨幣時間價值及資產特定風險之評估的除稅前折現率，折現至其現值。

商譽減值虧損不會於其後期間撥回，而就其他資產而言，倘用於釐定資產可收回金額之估計出現有利改變，則撥回減值虧損，惟資產扣除折舊或攤銷後之賬面值不得超出假設並無就該資產確認減值虧損之情況下原本釐定之賬面值。

於中期期間就商譽確認之減值虧損不會於其後期間撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Impairment of non-financial assets (Continued)

Impairment loss recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

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

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

Impairment loss recognised in an interim period in respect of goodwill is not reversed in a subsequent period.

3. 主要會計政策摘要 (續)

3.10 租賃

就包含一項交易或連串交易之安排而言，倘本集團決定有關安排是在協定期內將一項特定資產或多項資產之使用權出讓，以換取一筆或一連串之付款，則該項安排乃屬租賃或包括一項租賃。此決定乃基於對有關安排之實質內容之評估，而不論該項安排是否一項採用法律形式之租賃。

對於本集團根據租賃持有之資產，如果租賃使所有權之絕大部份風險和回報轉移至本集團，有關資產便分類為以融資租賃持有之資產。如果租賃不會使所有權之絕大部份風險及回報轉移至本集團，則分類為經營租賃。

經營租賃 – 作為承租人

倘本集團有權使用根據經營租賃持有之資產，則根據該等租賃作出之付款須於租期內以直線法在損益扣除，惟有其他方法能更清楚地反映有關租賃資產所產生利益之時間模式則除外。所獲租賃減免在損益確認為已付總租金淨額之組成部份。或然租金於其產生之會計期間於損益扣除。

預付土地租賃款項指購入土地使用權或租賃土地之預付款，按成本減累計攤銷及減值虧損列賬(附註3.9)。攤銷於租期內以直線法計算，除非有其他基準能更清楚地反映租賃資產所產生利益之時間模式則除外。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Leases

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

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

Operating leases – as lessee

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

Prepaid land lease payments represent up-front payments to acquire the land use rights or leasehold land. They are stated at cost less accumulated amortisation and impairment losses (note 3.9). Amortisation is calculated on a straight-line basis over the lease term except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets.

3. 主要會計政策摘要 (續)

3.10 租賃 (續)

融資租賃 – 作為承租人

倘本集團以融資租賃獲得資產使用權，則租賃資產公允值或最低租金現值(以較低者為準)計入物業、廠房及設備內，而相關負債於扣除財務費用後入賬列為融資租賃責任。

對根據融資租賃協議持有之資產之其後會計處理與可資比較之收購資產所應用者一致。相應之融資租賃負債須減去扣除財務費用後之租金。

租金包含之財務費用於租期內於損益扣除，藉以使各會計期間有關責任之未償還結餘以相若固定週期比率計算開支。

物業租賃之土地及樓宇部份應視乎租賃類別獨立入賬。當租金不能於土地及樓宇部份之間可靠地分配時，整項租金將計入土地及樓宇成本，作為物業、廠房及設備之融資租賃。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Leases (Continued)

Finance leases – as lessee

Where the Group acquires the right to use the assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present values of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligation under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The land and buildings elements of property leases are considered separately for the purposes of lease classification. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of land and buildings as a finance lease of property, plant and equipment.

3. 主要會計政策摘要 (續)

3.11 財務資產

管理層於初步確認時依據收購財務資產之目的將其歸類，並在許可及適當之情況下，於各呈報日期重新評估財務資產之分類。

所有財務資產僅於本集團訂立有關工具之合約條文時確認。所有循正常途徑買賣之財務資產於交易日予以確認。循正常途徑買賣指按照市場規例或慣例在一般指定的期間內交付資產之財務資產買賣。財務資產於初步確認時按公允值計量，倘屬並非按公允值計入損益之投資，則另加上直接應佔交易成本計量。倘收取投資所產生現金流量之權利期滿或被轉讓，且擁有權之絕大部份風險及回報已經轉移，則取消確認財務資產。本集團之財務資產主要包括貸款及應收款項以及衍生財務資產。

貸款及應收款項

貸款及應收款項為具固定或可予釐定付款金額之非衍生財務資產，在活躍市場中並無報價。貸款及應收款項其後以實際利率法按攤銷成本，減任何減值撥備計量。攤銷成本之計算經計及任何收購時產生之折讓或溢價，包括構成實際利率及交易成本之費用。有關損益在貸款及應收款項取消確認或出現減值時於損益及透過攤銷程序確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and, where allowed and appropriate, re-evaluates this designation at each reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. All regular way purchases and sales of financial assets are recognised on trade date. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction cost. Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. The Group's financial assets mainly comprise loans and receivables and derivative financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost. Gain and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired as well as through the amortisation process.

3. 主要會計政策摘要 (續)

3.11 財務資產 (續)

按公允值於損益列賬之財務資產

本集團按公允值於損益列賬之財務資產乃指附註28(d)所界定及載述之結構性存款及可換股票據之衍生工具部份。個別合約中或獨立於混合金融工具中之衍生金融工具，於訂立衍生工具合約當日按公允值初步確認，其後按公允值重新計量。並無指定為對沖工具之衍生工具，乃按公允值於損益列作財務資產或財務負債。

倘財務資產符合以下條件，則可於首次確認後指定為按公允值計入損益：(i)該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致的不一致入賬方法；(ii)該資產為根據明文規定的管理策略按公允值基準管理及評估表現之一組財務資產之一部分；或(iii)財務資產包括須獨立列賬之嵌入式衍生工具。

於初始確認後，按公允值於損益列賬之財務資產按公允值計量，其公允值變動於產生期內於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Financial assets (Continued)

Financial assets at fair value through profit or loss

The Group's financial assets at fair value through profit or loss represent structured deposits and derivative component of the Convertible Note as defined and described in note 28(d). Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss.

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis accordingly to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

3. 主要會計政策摘要 (續)

3.11 財務資產 (續)

財務資產之減值

貸款及應收款項須於每個呈報日期檢討，以釐定有否客觀跡象顯示減值。客觀減值跡象可能包括本集團注意到之有關下列一項或多項虧損事件之可觀察數據：

- 債務人遭遇重大財務困難；
- 違約，如拖欠或無法如期償還本息；
- 債務人可能會宣告破產或進行其他財務重組；及
- 技術、市場、經濟或法律環境出現對債務人有不利影響之重大變動。

3.12 土木工程合約

當土木工程合約之結果能可靠地估計時，土木工程合約之保養或建造工程產生之收益及相關合約成本將根據個別合約於呈報日期之完成階段確認。完成階段乃參照對已履行工程之調查或迄今所產生並作為總估計合約成本之一部份之合約成本(視合約性質而定)以完成百分比法釐定。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Financial assets (Continued)

Impairment of financial assets

At each reporting date, loans and receivables are reviewed to determine whether there is any objective evidence of impairment. Objective evidence of impairment may include observable date that comes to the attention of the Group about one or more of the followings loss events:

- significant financial difficulty of the debtors;
- a breach of contract, such as default or delinquency in interest or principal payments;
- it becoming probable that the debtors will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

3.12 Civil engineering contracts

When the outcome of civil engineering contracts can be estimated reliably, revenue from maintenance or construction works on civil engineering contracts and the associated contract costs are recognised according to the stage of completion of individual contract at the reporting date. The stage of completion is determined using percentage of completion method by reference to the survey of work performed or contract costs incurred to date as a proportion of the total estimated contract costs, depending on nature of the contract.

3. 主要會計政策摘要 (續)

3.12 土木工程合約 (續)

倘無法可靠估計土木工程合約之結果，則不會確認任何溢利，而收益僅以將可能可收回之已產生合約成本為限予以確認。

任何可預見虧損於被識別時計提撥備，並即時於損益中確認為開支。當合約工程、申索及獎金之變動可能獲得客戶核准且能可靠計量時，確認為收益。

應收客戶合約工程款項乃指所產生之合約成本加上已確認溢利，減去進度款項及任何可預見虧損。應付客戶合約工程款項乃指進度款項超出所產生合約成本之款項加上已確認溢利，減去任何可預見虧損之款項。成本主要包括物料、直接勞工及分包商費用。本年度就有關合約之未來活動所引致之成本倘可能收回，則確認為應收客戶合約工程款項。就已履行工程已出具賬單，但客戶尚未支付之款項，均列入財務狀況表「貿易及其他應收款項、預付款項及按金」項下。

當所承接合約中規定之條件達成時，保留款項(即應付予分包商之進度款項)或應收客戶款項，分別列入財務狀況表「貿易及其他應付款項」及「貿易及其他應收款項、預付款項及按金」項下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Civil engineering contracts (Continued)

When the outcome of civil engineering contracts cannot be estimated reliably, no profit is recognised and revenue is recognised only to the extent of contract costs incurred that would probably be recoverable.

Provisions are made for any foreseeable losses when they are identified and recognised immediately as an expense in profit or loss. Variations in contract work, claims and incentive payments are recognised as revenue when it is probable that they will be approved by customers and they can be measured reliably.

Amounts due from customers of contract works represent contract costs incurred plus recognised profits less progress billings and any foreseeable losses. Amounts due to customers of contract works represent the excess of progress billings over contract costs incurred plus recognised profits less any foreseeable losses. Costs mainly comprise materials, direct labour and sub-contractors' fees. Costs incurred during the year in connection with future activity of a contract are recognised as amounts due from customers of contract works provided it is probable that these costs will be recovered. Amounts billed for works performed but not yet paid by the customers are included in the statement of financial position under "trade and other receivables, prepayments and deposits".

Retentions, representing amounts of progress billings which are payable to sub-contractors or receivables from customers when conditions specified in the contracts undertaken are satisfied, are included in the statement of financial position under "trade and other payables" and "trade and other receivables, prepayments and deposits" respectively.

3. 主要會計政策摘要 (續)

3.13 存貨

存貨指建造物料，按以先進先出法計算之成本及可變現淨值(以較低者為準)列賬。成本主要包括購貨成本。可變現淨值為日常業務過程中之估計售價減任何適用出售費用。

3.14 外幣

財務報表以港元(「港元」)列賬，此乃本公司之功能貨幣。本集團各實體各自釐定其功能貨幣，而各實體財務報表內之項目均以該功能貨幣計算。

於綜合實體之獨立財務報表內，外幣交易均按交易日期之匯率換算為個別實體之功能貨幣。結算該等交易及以外幣列值之貨幣資產及負債按呈報日期匯率換算而產生之匯兌收益及虧損，於損益內確認。按外幣歷史成本計量之非貨幣項目毋須換算。按公允值列賬且以外幣列值之非貨幣項目乃以釐定公允值當日之匯率換算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 Inventories

Inventories which represent construction materials are stated at the lower of cost, computed using first-in-first-out method, and net realisable value. Cost mainly includes cost of purchase. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

3.14 Foreign currencies

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

In the separate financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the reporting date at exchange rates ruling at that date are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined.

3. 主要會計政策摘要 (續)

3.14 外幣 (續)

若干本集團實體之功能貨幣並非港元。在綜合財務報表中，該等實體之資產及負債於呈報日期按當日之匯率換算為港元。收支項目按交易日之匯率或倘有關匯率並無大幅波動則按呈報期間之平均匯率換算為港元。所產生之匯兌差額列入其他全面收益並於權益之匯兌儲備內單獨累計。該等匯兌差額於出售該海外實體之期間從權益中重新分類計入損益作為出售收益或虧損之一部份。商譽及收購海外業務所產生之公允值調整視作海外業務的資產及負債，並按收市匯價換算為港元。

3.15 所得稅

所得稅包括當期及遞延稅項。所得稅於損益確認，如涉及於其他全面收益或直接於權益確認之項目，則於其他全面收益或直接於權益確認。

當期所得稅資產及／或負債包括有關當前或過往呈報期間對財政機關之責任或來自財政機關之申索，而該等責任或申索於呈報日期均未支付，並按有關財政期間適用之稅率及稅法並根據呈報期間之應課稅溢利計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 Foreign currencies (Continued)

The functional currencies of certain entities of the Group are currencies other than HK\$. For the purpose of the consolidated financial statements, assets and liabilities of those entities at the reporting date are translated into HK\$ at exchange rate prevailing on the reporting date. Income and expense items are translated into HK\$ at the exchange rates ruling at the transaction dates, or at the average exchange rates over the reporting period provided that the exchange rates do not fluctuate significantly. The resulting exchange differences are included in other comprehensive income and accumulated separately in translation reserve in equity. Such translation differences are reclassified from equity to profit or loss as part of the gain or loss on disposal in the period in which the foreign entity is disposed of. Goodwill and fair value adjustments arising on the acquisition of a foreign operation have been treated as assets and liabilities of the foreign operation and translated into HK\$ at the closing rates.

3.15 Income taxes

Income tax comprises current and deferred tax. Income tax is recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are recognised in other comprehensive income or directly in equity.

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

3. 主要會計政策摘要 (續)

3.15 所得稅 (續)

遞延稅項乃在呈報日期使用負債法按財務報表中資產及負債的賬面值與相應稅基之間之暫時差額計算。一般會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產乃就所有可扣減暫時差額、可結轉稅項虧損及其他未動用稅項抵免確認，惟應可能有應課稅溢利(包括現有暫時差額)可用作抵銷可扣減暫時差額、未動用稅項虧損及未動用稅項抵免。

若於一項交易中，來自商譽或因初步確認(業務合併除外)資產及負債而產生之暫時差額不會影響應課稅或會計溢利或虧損，則不會確認遞延稅項資產及負債。

遞延稅項負債乃按於附屬公司之投資所產生之應課稅暫時差額而確認，惟倘本集團可控制暫時差額之撥回而暫時差額可能不會於可見將來撥回則除外。

遞延稅項乃不作折現按預期於結清負債或變現資產之期間適用之稅率計算，惟該等稅率於呈報日期須為已實施或實際上實施。

3.16 現金及現金等價物

現金及現金等價物包括銀行結存及現金、銀行活期存款以及原本在三個月內到期及可隨時轉換為已知數額現金且價值變動風險較小之短期高度流動性投資。就現金流量表之呈列而言，現金及現金等價物包括須應要求償還並構成本集團現金管理不可分割部份之銀行透支。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Income taxes (Continued)

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

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

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

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

3.16 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3. 主要會計政策摘要 (續)

3.17 僱員福利

界定供款計劃

本集團已為所有合資格僱員設立根據強制性公積金計劃條例成立之界定供款強制性公積金退休福利計劃(「強積金計劃」)。供款額乃根據僱員基本薪金之若干百分比計算，並根據強積金計劃之規則，在應付該等供款時在損益扣除。強積金計劃之資產由獨立管理基金持有，獨立於本集團之資產。本集團之僱主供款於僱主向強積金計劃作出供款時全數撥歸僱員所有。

本集團於中國內地經營之附屬公司之僱員須參與一個當地市政府運作的中央退休金計劃。該等附屬公司須按僱員薪酬之若干百分比向中央退休金計劃供款。該等供款於根據中央退休金計劃規則應付時在損益扣除。

本集團於蒙古國經營之附屬公司之僱員須參與一個當地政府運作之社會保險計劃。根據「蒙古國社會保險法」，該等附屬公司有責任從僱員薪金或類似收入中預扣10%，並按有關收入的13%作出僱主供款。僱主供款於根據社會保險計劃應付時自損益扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Employee benefits

Defined contribution plan

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in the Mainland China are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

The employees of the Group’s subsidiaries which operate in Mongolia are required to participate in the social insurance scheme operated by the local government. According to the “Social Insurance Law of Mongolia”, these subsidiaries have a duty to withhold 10% from employees’ salary or similar income and 13% as employers’ contribution. Employers’ contributions are charged to profit or loss as they become payable in accordance with the social insurance scheme.

3. 主要會計政策摘要 (續)

3.17 僱員福利 (續)

短期僱員福利

短期僱員福利於應計予僱員時確認，並就僱員於截至呈報日期止提供服務而產生之未使用年假之估計負債作出撥備。病假及產假等非累計補假於支取時方予確認。

以股份支付之僱員補償

有關以股份支付之僱員補償的會計政策詳情載於下文附註3.18。

3.18 以股份支付之補償

本公司已設立一項購股權計劃，以肯定及嘉許合資格參與者對本集團所作出之貢獻。合資格參與者包括本集團或任何聯屬公司之僱員（包括董事）、客戶、供應商、代理、合夥人、顧問、諮詢人、股東或承包商，彼等以股份支付之補償方式收取酬金，並提供服務作為獲取股本工具之代價（即權益結算交易）。

與僱員進行權益結算交易之成本參照於購股權授出日期之公允值（不計任何非市場歸屬條件之影響）計量。與僱員以外人士進行權益結算交易之成本乃參照所提供貨品或服務之公允值計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Employee benefits (Continued)

Short-term employee benefits

Short-term employee benefits are recognised when they accrue to employees. In particular, a provision is made for the estimated liability for unused annual leave as a result of services rendered by employees up to the reporting date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Share-based employee compensation

Details about the accounting policy on share-based compensation to employee are set out in note 3.18 below.

3.18 Share-based compensation

The Group operates a share option scheme for the purpose of recognising and acknowledging the contributions that the eligible participants have made to the Group. Eligible participants including employees (including directors), customers, suppliers, agents, partners, consultants, advisers or shareholders of or contractors to the Group or any affiliate, receive remuneration in the form of share-based compensation, whereby eligible participants render services as consideration for equity instrument (i.e. equity-settled transactions).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date the options are granted excluding the impact of any non-market vesting conditions. The cost of equity-settled transactions with parties other than employees is measured by reference to the fair value of the goods or services provided.

3. 主要會計政策摘要 (續)

3.18 以股份支付之補償 (續)

權益結算交易之成本於損益確認為開支，並在權益項下的購股權儲備作出相應增加。倘歸屬期或其他歸屬條件適用，則按照預期將歸屬之購股權數目之最佳估計於歸屬期內以直線法分配開支。有關預期成為可行使購股權的數目之假設已包括非市場歸屬條件。如有跡象顯示預期歸屬之購股權數目偏離原先估計，則有關估計其後將予修訂。於過往年度確認的任何公允值調整於回顧年度在損益扣除／計入，並在購股權儲備作出相應調整。

於歸屬日期，確認為開支之金額須予調整，以反映實際上已歸屬之購股權數目（並於購股權儲備內作相應調整），除只因未能達到與市場狀況有關之歸屬條件而被沒收則除外（無論是否符合市場條件均被視為歸屬）。

購股權獲行使時，原先於購股權儲備內確認之數額將撥入股份溢價。當購股權被沒收或於到期日仍未獲行使時，原先於購股權儲備中確認之數額將撥入保留溢利。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.18 Share-based compensation (Continued)

The cost of equity-settled transactions is recognised as an expense in profit or loss with a corresponding increase in share option reserve within equity. If vesting periods or other vesting conditions apply, the expense is allocated using straight-line basis over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is indication that the number of share options expected to vest differs from previous estimates. Any adjustment to the fair value recognised in prior years is charged/credited to profit or loss in the year of the review with a corresponding adjustment to the share option reserve.

On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting that relate to market condition (which is treated as vesting irrespective of whether or not the market condition is satisfied).

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

3. 主要會計政策摘要 (續)

3.19 財務負債

本集團之財務負債包括貿易及其他應付款項、借貸及融資租賃負債，乃分類為按攤銷成本列賬之財務負債，或按公允值於損益列賬之財務負債(視負債產生之目的而定)。財務負債於本集團參與訂立有關工具之合約協議時確認。財務負債於負債責任獲履行或註銷或到期時終止確認。財務負債均歸類為流動負債，惟本集團有權將有關債務之清償無條件遞延至呈報日期後最少十二個月則除外。

倘現有財務負債由同一貸款人按非常不同之條款以另一項財務負債取代，或現有負債條款經大幅修改，則有關交換或修訂被視作終止確認原有負債及確認新負債，而有關賬面值之差額則於損益中確認。

貿易及其他應付款項／承兌票據

貿易及其他應付款項／承兌票據初步按其公允值確認，其後則採用實際利率法按攤銷成本計量。有關盈虧於負債終止確認時及透過攤銷過程於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Financial liabilities

The Group's financial liabilities comprise trade and other payables, borrowings and finance lease liabilities, which are classified into financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, depending on the purpose for which the liabilities were incurred. Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. Financial liabilities 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 reporting date.

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

Trade and other payables/Promissory notes

Trade and other payables/Promissory note are recognised initially at their fair value, and subsequently measured at amortised cost using the effective interest method. Gain or loss is recognised in profit or loss when the liabilities are derecognised as well as through amortisation process.

3. 主要會計政策摘要 (續)

3.19 財務負債 (續)

借貸

借貸(包括銀行借貸及承兌票據)初步按公允值確認，並扣除已產生之交易成本，而其後按攤銷成本列賬。如所得款項(扣除交易成本)與贖回價值出現任何差額，則於借貸期內以實際利率法在損益確認。有關盈虧於負債終止確認時及透過攤銷過程於損益確認。

融資租賃負債

融資租賃負債按初始價值減租賃還款之資本部份計算(附註3.10)。

可換股票據

本公司所發行之可換股票據包括負債部份、換股期權及延長期權(與主負債部份並無密切關係)，於初步確認時須分別歸類為其各自之項目。倘可換股期權將透過以固定金額之現金或其他財務資產換取固定數目之本公司之股本工具而結算，則分類為股本工具。於發行日期，負債及延長期權部份乃以公允值計量。負債部份之公允值於初步確認時使用類似非可換股債券之現行市場利率釐定。發行可換股票據之所得款項總額與轉至負債及延長期權部份之公允值之差額，即代表可讓持有人將可換股票據兌換為股本權益之可換股期權，應作為可換股票據權益儲備列入權益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Financial liabilities (Continued)

Borrowings

Borrowings including bank borrowings and promissory note are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Gain or loss is recognised in profit or loss when the liabilities are derecognized as well as through amortisation process.

Finance lease liabilities

Finance lease liabilities are measured at initial value less the capital element of lease repayments (note 3.10).

Convertible notes

Convertible notes issued by the Company that contain liability component, conversion option and extension option (which is not closely related to the host liability component) are classified separately into respective item on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. At the date of issue, both the liability and extension option components are measured at fair value. The fair value of the liability component on initial recognition is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible notes and the fair values assigned to the liability and extension option components respectively, representing the conversion option for the holder to convert the convertible notes into equity, is included in equity as convertible note equity reserve.

3. 主要會計政策摘要 (續)

3.19 財務負債 (續)

可換股票據 (續)

於往後期間，可換股票據之負債部份，乃採用實際利率法按攤銷成本列賬。延長期權乃以公允值計量，而公允值變動乃於損益確認。

權益部份，即可將負債部份兌換為本公司普通股之期權，將保留於可換股票據權益儲備，直至附設之換股期權獲行使（在此情況下，可換股票據權益儲備內之結餘將轉移至股份溢價）。倘換股期權於到期日尚未獲行使，則可換股票據權益儲備之結餘將撥至保留溢利。換股期權兌換或到期時將不會於損益中確認任何盈虧。

當可換股票據兌換時，負債部份及延長期權於兌換當時之賬面值，將轉撥至股本及股份溢價賬，以作為所發行股份之代價。當可換股票據贖回時，贖回金額與兩個部份賬面值之間之差額於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Financial liabilities (Continued)

Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using effective interest method. The extension option is measured at fair value with changes in fair value recognised in profit or loss.

The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in the convertible note equity reserve until the embedded conversion option is exercised (in which case the balance stated in the convertible note equity reserve will be transferred to share premium). Where the conversion option remains unexercised at the expiry date, the balance stated in convertible note equity reserve will be released to the retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

When the convertible note is converted, the carrying amounts of the liability component and the extension option at the time of conversion are transferred to share capital and share premium as consideration for the shares issued. When the convertible note is redeemed, the difference between the redemption amount and the carrying amounts of both components is recognised in profit or loss.

3. 主要會計政策摘要 (續)

3.19 財務負債 (續)

可換股票據 (續)

有關發行可換股票據之交易成本乃按所得款項總額之分配比例劃分至負債、權益及延長期權部份。有關權益部份之交易成本會直接計入權益內。有關延長期權之交易成本會即時計入損益內。而負債部份之交易成本則計入負債部份之賬面值，並以實際利率法於可換股票據期間內攤銷。

所有利息相關開支均按本集團有關借貸成本之會計政策(附註3.23)確認。

3.20 政府補貼

倘若可合理確定會收取政府補貼，且本集團符合所附帶條件，則政府補貼將予確認。補償本集團已產生開支之補貼，於開支產生的相同期間內有系統地於損益中確認為收入。補償本集團資產成本之補貼，於相關資產賬面值中扣除，其後於該資產之可使用年內以減少折舊開支方式於損益有效予以確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Financial liabilities (Continued)

Convertible notes (Continued)

Transaction costs that relate to the issue of the convertible notes are allocated to the liability, equity and extension option components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the extension option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible notes using the effective interest method.

All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (note 3.23).

3.20 Government grants

Government grants are recognised 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 income 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.

3. 主要會計政策摘要 (續)

3.21 撥備及或然負債

倘本集團因過往事件而須承擔現有法律責任或推定責任，且履行該責任時很可能導致經濟利益流出，並能可靠地估計所須承擔之金額，則須確認撥備。倘折現之影響重大，則撥備須就履行責任預期所需支出之現值列賬。所有撥備均於各呈報日期進行評估並作出調整以反映當時最佳估計。

在不大可能會導致經濟利益的流出，或有關金額未能可靠地估量時，則除非該經濟利益流出的可能性極低，否則有關責任須披露為或然負債。可能承擔的責任（其存在與否只能藉一項或多項並非完全受本集團控制的未來不確定事件的發生與否才可確定）亦須披露為或然負債，除非導致經濟利益流出的可能性極低，則作別論。

3.22 作出財務擔保

香港會計準則第39號範圍內之財務擔保合約計作財務負債。財務擔保合約為要求發行人（或擔保人）作出特定付款，以付還持有人因特定欠款人未能按照債務文據條款於到期時還款所產生損失之合約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.21 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the effect of discounting is material, provisions are stated at the present value of the expenditure expected to settle the obligation. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

3.22 Financial guarantee issued

Financial guarantee contracts in the scope of HKAS 39 are accounted for as financial liabilities. A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

3. 主要會計政策摘要 (續)

3.22 作出財務擔保 (續)

倘本集團作出財務擔保，擔保之公允價值初步於貿易及其他應付款項確認為遞延收入。倘就作出擔保已收或應收代價，有關代價須按適用於該類資產之本集團政策確認。倘無收取或應收代價，則於初步確認任何遞延收入時即時於損益確認開支。

初步確認為遞延收入之擔保金額按擔保年期於損益攤銷為所作出財務擔保之收入。此外，倘擔保持有人可能向本集團提出索償及有關向本集團索償金額預期超出當時賬面值（即初步確認之金額減累計攤銷（倘適用）），則按附註3.21確認撥備。

3.23 借貸成本

購入、建造或生產任何合資格資產所產生之借貸成本於完成及準備有關資產作其擬定用途所需之期間撥充資本。合資格資產為需相當長時間方可準備作其擬定用途或出售之資產。其他借貸成本於產生時列作開支。

當準備有關合資格資產作其擬定用途或出售所需之大部份活動完成時，終止資本化借貸成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.22 Financial guarantee issued (Continued)

Where the Group issues a financial guarantee, the fair value of the guarantee 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 3.21 if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

3.23 Borrowing costs

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

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

3. 主要會計政策摘要 (續)

3.24 股息

董事建議的末期股息列為權益項下分攤保留溢利之獨立項目，直至在股東大會上獲股東批准為止。當該等股息獲股東批准及宣派時，即須確認為負債。

3.25 權益工具

本公司發行之權益工具乃按已收取之所得款項減直接發行成本列賬。購回本公司之權益工具須於權益中直接確認及扣除。於購回本公司之股份時，相等於所購回股份面值之金額自保留溢利轉撥至資本贖回儲備。購買、出售、發行或註銷本公司之權益工具不會於損益確認盈虧。

3.26 關連方

就本財務報表而言，在下列情況下，有關方被視為與本集團有關連：

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.24 Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within equity, until they have been approved by the shareholders in a general meeting. When these dividends are approved and declared, they are recognised as a liability.

3.25 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Repurchases of the Company's own equity instruments is recognised and deducted directly in equity. On repurchase of the Company's own shares, the amount equivalent to the par value of the shares repurchased is transferred from retained profits to capital redemption reserve. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.26 Related parties

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

- (a) the party is a person or a close member of that person's family 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 key management personnel of the Group or the Company's parent.

3. 主要會計政策摘要 (續)

3.26 關連方 (續)

- (b) 倘符合下列任何條件，則實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
 - (vi) 實體受(a)所識別人土控制或共同控制。
 - (vii) 於(a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.26 Related parties (Continued)

- (b) the party is an entity is related to the Group if any of the following conditions apply:
- (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 other 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 the employees of 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 in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

3. 主要會計政策摘要 (續)

3.26 關連方 (續)

一名人士之近親為預期於其與實體進行交易時可影響該人士或受該人士影響之家庭成員，包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

3.27 分部報告

本集團乃根據向執行董事(即主要經營決策人)報告之定期內部財務資料，確認營運分部及編製分部資料以分配資源及評估分部表現。本集團已就其分部報告確認以下須呈報之分部：

水務工程承包業務：向香港公營機構提供有關水務工程、道路、渠務及斜坡加固工程之土木工程合約的保養及建造工程服務

供水業務：在中國內地提供供水服務及供水相關安裝服務

採礦及勘探業務：於蒙古國開採及勘探礦產資源

裝修業務：於澳門提供裝修服務

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.26 Related parties (Continued)

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

3.27 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors (i.e. the chief operating decision-maker) for the purpose of resource allocation and assessment of segment performance. The Group has identified the following reportable segments for its segment reporting:

Waterworks engineering contracting business：Provision of maintenance and construction works on civil engineering contracts in respect of waterworks engineering, road works and drainage and slope upgrading for the public sector in Hong Kong

Water supply business：Provision of water supply services and water supply related installation services in Mainland China

Mining and exploration business：Mining and exploration of mineral resources in Mongolia

Renovation business：Provision of renovation services in Macau

3. 主要會計政策摘要 (續)

3.27 分部報告 (續)

因各個業務類別所需資源及經營方針並不相同，上述各營運分部乃分開管理。

對於可換股票據衍生工具部份之公允價值變動(附註28(d))、延長承兌票據產生之收益(附註28(c))、財務成本、所得稅及並非直接歸屬於任何營運分部之業務活動之企業收支，其在計算營運分部經營業績時不包括在內。

分部資產包括所有資產，惟企業資產(包括已抵押銀行存款、若干銀行結存及現金以及並非營運分部之業務活動直接產生之其他資產)及以組別基準管理之資產(如稅項資產)除外。

分部負債包括營運分部之業務活動直接產生之貿易及其他應付款項，惟不包括企業負債及按組別基準管理之稅項負債及借貸等其他負債。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.27 Segment reporting (Continued)

Each of these operating segments is managed separately as each of the business lines requires different resources as well as operating approaches.

Fair value change on the Derivative Component of the Convertible Note (note 28(d)), gain arising from extension of the Promissory Note (note 28(c)), finance costs, income taxes and corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

Segment assets include all assets with the exception of corporate assets, including pledged bank deposits, certain cash at banks and in hand and other assets which are not directly attributable to the business activities of operating segments, as well as those assets which are managed on a group basis such as tax assets.

Segment liabilities include trade and other payables directly attributable to the business activities of operating segments and exclude corporate liabilities and other liabilities such as tax liabilities and borrowings that are managed on a group basis.

4. 重要會計估計及判斷

本集團持續評估用作編製財務報表的估計及判斷，並以過往經驗及其他因素作為依據，包括在當時情況下對未來事件之合理預期。

本集團對未來作出估計及假設，因此而作出之會計估計顧名思義很少與有關之實際結果完全一致。具有重大風險而會導致下一個財政年度內資產及負債賬面值須作出重大調整之有關估計及假設詳述如下：

4.1 土木工程合約

土木工程合約之保養及建造工程之收益，乃根據個別合約之完成百分比確認，而計算完成百分比時須估計各合約的合約成本及毛利率。個別合約之合約成本及毛利率乃根據本集團管理層制定之合約預算而釐定。為確保估計合約總成本為準確及最新從而得以可靠估計毛利率，管理層經常審閱迄今所產生之成本及直至完成之成本，尤其是於成本超支及客戶更改指示時，並於有需要時修訂估計合約成本。

倘實際合約成本及毛利率偏離管理層之估計，則將於下一個財政年度確認之合約收益及毛利須作出相應調整。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

4.1 Civil engineering contracts

Revenue from maintenance and construction works on civil engineering contracts is recognised according to the percentage of completion of individual contract which requires the estimation of contract costs and gross profit margin of each contract. Contract costs and gross profit margin of individual contract is determined based on budget of the contract which was prepared by the management of the Group. In order to ensure that the total estimated contract costs are accurate and up-to-date such that gross profit margin can be estimated reliably, management reviews the costs incurred to date and costs to completion frequently, in particular in the case of costs over-runs and the variation orders from customers, and revise the estimated contract costs where necessary.

If the actual contract costs and the gross profit margin differ from the management's estimates, the contract revenue and gross profit to be recognised in the next financial year will have to be adjusted accordingly.

4. 重要會計估計及判斷 (續)

4.2 法律及法規實施對採礦牌照狀況之影響不明確

誠如附註18進一步闡述，蒙古現有若干法律及法規對蒙古水域附近的礦場勘探及採礦活動施加限制。儘管本集團的四份採礦牌照及兩份勘探牌照所載地區表面上屬於若干蒙古法律及法規之範圍，董事相信其對本集團之影響將為極微。就減值評估釐定本集團的蒙古採礦業務之可收回金額時，董事已通過調整附註18所述之貼現率將本集團面臨該等法例及法規之風險計入貼現現金流量分析中。

4.3 應收款項之減值

應收款項之減值由管理層根據其客戶過往之信貸記錄及當時市場狀況而釐定。此估計可因客戶財政狀況之變動而有重大改變。管理層將於每個呈報日期重新評估應收款項之減值金額(如有)。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

4.2 Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences

As explained further in Note 18, currently there are certain laws and regulations in Mongolia which impose restrictions on mineral exploration and mining activities around water areas in Mongolia. Although the Group's four mining licences and two of its exploration licences ostensibly fall within the ambit of certain Mongolian laws and regulations, the Directors believe the impact to the Group will be minimal. In determining the recoverable amount of the Group's Mongolia mining business for impairment assessment purposes, the Directors have factored the risk the Group is exposed to these laws and regulations into the discounted cash flow analysis of the mining operation by adjusting the discount rate as mentioned in Note 18.

4.3 Impairment of receivables

Impairment of receivables is determined by management based on the credit history of its customers and the current market condition. It could change significantly as a result of changes in the financial position of the customers. Management would re-assess the amount of impairment for receivables, if any, at each reporting date.

4. 重要會計估計及判斷 (續)

4.4 當期稅項及遞延稅項之估計

本集團須在多個司法權區繳納稅項，並須就釐定稅項撥備之金額及支付相關稅項之時間作出重大判斷。倘最終稅項結果有別於最初記錄之金額，則有關差額將對作出該等釐定期間之所得稅及遞延稅項撥備產生影響。

4.5 勘探及評估支出

本集團就勘探及評估開支所應用之會計政策，要求於釐定未來之勘探或出售是否將會產生未來經濟利益時，或於有關活動尚未足以對儲量進行合理評估之階段作出判斷。就此而言，管理層會對未來事件或情況(特別是開採作業是否經濟可行)作出若干估計及假設。該等估計及假設可能於新資料出現時發生變動。倘於開支資本化後，所出現之資料顯示開支不可收回，則資本化之金額將於新資料出現之期間自損益中撇銷。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

4.4 Estimates of current tax and deferred tax

The Group is subject to taxation in various jurisdictions. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

4.5 Exploration and evaluation expenditure

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. In this connection, the management makes certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalised, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalised is written off in profit or loss in the period when the new information becomes available.

4. 重要會計估計及判斷 (續)

4.6 資產減值

商譽至少每年進行減值測試。其他資產(包括物業、廠房及設備、勘探及評估資產以及採礦牌照)則每年進行評估,以釐定是否出現減值跡象。倘存在減值跡象,則對可收回金額進行正式估算(為公允值減出售成本與使用值之間的較高者)。該等評估要求對長期售價、折現率、未來資本需求及經營表現等作出估計及假設。公允值乃按資產於各方知情自願並按公平交易原則出售之情況下可獲得之金額釐定。礦物資產之公允值一般釐定為持續使用該資產所產生之估計未來現金流量之現值,當中涉及對未來拓展計劃及最終出售之成本等因素的估計,並採用獨立市場參與者可能考慮之假設。現金流量乃用反映當時市場對貨幣時間價值及資產特定風險之評估的除稅後折現率,折現至其現值。據管理層評估,其現金產生單位為單個礦場或單個水廠,為現金流量基本上獨立於其他資產之最低層次。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

4.6 Impairment of assets

Goodwill is tested for impairment at least annually. Other assets including property, plant and equipment, exploration and evaluation assets, and mining licences are assessed annually to determine for any indication of impairment. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term selling prices, discount rates, future capital requirements and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Fair value for mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Management has assessed its cash-generating units as being an individual mine site, or individual water plant, which is the lowest level for which cash flows are largely independent of those of other assets.

4. 重要會計估計及判斷 (續)

4.7 資源估計

本集團對其礦業資產可採挖之煤炭量進行估計。有關估計以具適當資格人士就煤礦規模、深度及類型等地質數據所製之資料為基準，要求進行複雜的地質判斷以解讀有關數據。資源估計乃基於對匯率、煤價、未來資本需要及生產成本等的估計因素，以及對煤炭規模及品質預測所作的地質假設及判斷。有關資源預計的變動可能影響礦場物業、物業、廠房及設備、商譽之賬面值以及遞延稅項之確認。

4.8 可換股票據之估值

董事運用彼等之判斷就並無於活躍市場報價之可換股票據(如附註28(d)所界定及披露)選擇適合估值方法，並應用市場從業者普遍採用之估值方法。可換股票據之公允值由獨立專業估值師根據該金融工具於市場之實際成交或相類似之金融工具之交易而評估，估值一般代表對市值之最佳估計。該模式之主要輸入數據詳情載列於附註28(d)。可換股票據之公允值因涉及若干主觀假設之不同變數而變化。一旦所採用變數出現任何改變，可能對可換股票據之公允值估計造成重大影響。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

4.7 Resources estimates

The Group makes estimate on the amount of coal that can be extracted from the Group's mining properties. The estimate is determined based on information compiled by appropriately qualified persons relating to the geological data on the size, depth and the deposit type of the coal and requires complex geological judgements to interpret the data. The estimation of the resource is based upon factors such as estimates of foreign exchange rates, coal price, future capital requirements and production costs along with geological assumptions and judgements made in estimating the size and quality of the coal. Changes in the resource estimates may impact upon the carrying value of mine properties, property, plant and equipment, goodwill and recognition of deferred tax.

4.8 Valuation of the Convertible Note

The directors use their judgement in selecting an appropriate valuation technique for the Convertible Note as defined and disclosed in note 28(d) which are not quoted in an active market. Valuation technique commonly used by the market practitioners is applied. The fair value of the Convertible Note is estimated by independent professional valuer based on the actual transaction of the financial instruments in the market or transactions of similar financial instruments which generally represent the best estimate of the market value. Details of the key inputs into the model are disclosed in note 28(d). The fair value of the Convertible Note varies with different variables of certain subjective assumptions. Any change in these variables so adopted may materially affect the estimation of the fair value of the Convertible Note.

4. 重要會計估計及判斷 (續)

4.9 已授出購股權之估值

已授出購股權之公允值由獨立估值師於授出日期使用二項式定價模式評估。該模式乃需加入主觀性之假設，如預計之股價波幅及股息收益率。主觀性假設之變動亦可能對估計之公允值構成重大影響。所用假設及估計詳情載於附註32。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

4.9 Valuation of share options granted

The fair value of share options granted is estimated using the binomial model at the date of grant by an independent valuer. The model requires input of subjective assumptions such as expected stock price volatility and dividend yield. Changes in the subjective input may materially affect the fair value estimates. Details of assumptions and estimates used are set out in note 32.

5. 收益、其他收入及收益

本集團之主要業務產生之收益(亦即本集團之營業額)及其他收入及收益之分析如下:

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue from the Group's principal activities, which is also the Group's turnover, and other income and gains is as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
收益	Revenue		
土木工程合約之保養及 建造工程之合約收益	Contract revenue from maintenance and construction works on civil engineering contracts	804,217	926,136
分包商之代理收入	Agency income from subcontractor	25,477	4,147
供水服務收益	Revenue from water supply services	654	693
供水相關安裝費	Water supply related installation fee	46	118
裝修服務收益	Revenue from renovation services	26,307	4,480
		856,701	935,574
其他收入及收益	Other income and gains		
銀行利息收入	Bank interest income	628	285
其他利息收入	Other interest income	532	–
延長承兌票據產生之收益 (附註28(c))	Gain arising from extension of Promissory Note (note 28(c))	–	34,497
撤回貿易及其他應付款項	Write-back of trade and other payables	347	–
雜項收入	Sundry income	433	93
		1,940	34,875
總收入	Total income	858,641	970,449

6. 分部資料

分部業績、分部資產及分部負債

有關本集團須呈報分部之資料(包括收益、本年度虧損、總資產及總負債對賬)及其他分部資料如下：

6. SEGMENT INFORMATION

Segments results, segment assets and segment liabilities

Information regarding the Group's reportable segments including the reconciliations to revenue, loss for the year, total assets and total liabilities and other segment information are as follows:

		水務工程承包業務 Waterworks engineering contracting business		供水業務 Water supply business		裝修業務 Renovation business		採礦及勘探業務 Mining and exploration business		綜合 Consolidated	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
須呈報分部收益*	Reportable segment revenue*	829,694	930,283	700	811	26,307	4,480	-	-	856,701	935,574
須呈報分部(虧損)/溢利	Reportable segment (loss)/profit	(7,564)	(2,000)	188	(1,192)	(2,357)	(1,075)	(214,417)	(1,736,401)	(224,150)	(1,740,668)
可換股票據衍生工具部份之 公允值變動(附註28(d))	Fair value change on the Derivative Component of the Convertible Note (note 28(d))									(5,979)	(780)
延長承兌票據之收益 (附註28(c))	Gain on extension of Promissory Note (note 28(c))									-	34,497
企業收入及開支	Corporate income and expenses									(14,320)	(3,994)
融資成本	Finance costs									(95,879)	(88,145)
扣除所得稅前虧損	Loss before income tax									(340,328)	(1,799,090)
所得稅抵免	Income tax credit									40,334	411,044
本年度虧損	Loss for the year									(299,994)	(1,388,046)
										二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
須呈報分部資產	Reportable segment assets	544,752	519,331	14,456	14,552	14,803	3,669	469,291	805,553	1,043,302	1,343,105
衍生財務資產	Derivative financial assets										
- 可換股票據之 衍生工具部份	- Derivative Component of the Convertible Note									57,755	63,734
按公允值於損益列賬之 財務資產	Financial assets at fair value through profit and loss									4,940	-
可收回稅項	Tax recoverable									783	1,696
已抵押銀行存款	Pledged bank deposits									20,057	24,417
企業資產	Corporate assets									91,743	916
綜合總資產	Consolidated total assets									1,218,580	1,433,868

6. 分部資料 (續)

分部業績、分部資產及分部負債 (續)

6. SEGMENT INFORMATION (Continued)

Segments results, segment assets and segment liabilities (Continued)

		水務工程承包業務 Waterworks engineering contracting business		供水業務 Water supply business		裝修業務 Renovation business		採礦及勘探業務 Mining and exploration business		總額 Total	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
		須呈報分部負債 Borrowings excluding finance lease liabilities	Reportable segment liabilities	111,575	95,119	35	71	1,763	609	15,701	9,141
借貸(不包括融資租賃負債)										961,855	846,488
應付稅項	Tax payable									392	9
遞延稅項負債	Deferred tax liabilities									93,960	141,260
企業負債	Corporate liabilities									682	247
綜合總負債	Consolidated total liabilities									1,185,963	1,092,944
										二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
其他資料	Other information										
銀行利息收入	Bank interest income	106	48	293	185	-	-	229	52	628	285
物業、廠房及設備減值	Impairment of property, plant and equipment	-	-	-	-	-	-	2,805	40,432	2,805	40,432
採礦牌照減值	Impairment of mining licences	-	-	-	-	-	-	152,919	1,646,083	152,919	1,646,083
勘探及評估資產減值	Impairment of exploration and evaluation assets	-	-	-	-	-	-	24,617	-	24,617	-
預付款項減值	Impairment of prepayment	-	-	-	-	-	-	-	3,738	-	3,738
添置特定非流動資產*	Additions to specified non-current assets #	15,877	15,344	-	-	43	13	1,030	13,336	16,950	28,693
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	11,996	9,278	454	946	19	-	1,919	2,372	14,388	12,596
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	-	-	6	6	-	-	223	235	229	241
以權益結算並以股份支付之補償	Equity-settled share-based compensation	2,235	2,519	-	-	-	-	2,017	2,191	4,252	4,710

* 指來自外部客戶之銷售，且截至二零一三年及二零一二年三月三十一日止年度，不同業務分部之間並無分部間銷售。

特定非流動資產指本集團除金融工具以外之非流動資產。

* This represents sales from external customers and there were no inter-segment sales between different business segments for the years ended 31 March 2013 and 2012.

Specified non-current assets represents the Group's non-current assets excluding financial instruments.

6. 分部資料 (續)

地區資料

本集團之業務位於香港(所在地)、中國內地、澳門及蒙古國。本集團按地區呈列之收益乃根據客戶所在地釐定。本集團按地區呈列之特定非流動資產乃根據資產之地理位置或經營所在地(就商譽而言)釐定。

	香港 Hong Kong		中國內地 Mainland China		澳門 Macau		蒙古國 Mongolia		綜合 Consolidated	
	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
	收益 Revenue	829,694	930,283	700	811	26,307	4,480	-	-	856,701
特定非流動資產 Specified non-current assets	40,612	44,730	6,563	6,938	37	13	389,762	598,568	436,974	650,249

於本財政年度，本集團收益之827,292,000港元或97%(二零一二年：915,732,000港元或98%)乃依賴水務工程承包業務分部之單一客戶。

6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong (place of domicile), Mainland China, Macau and Mongolia. The Group's revenue by geographical location is determined based on locations of customers. The Group's specified non-current assets by geographical locations are determined based on physical location of the assets or location of operation in case of goodwill.

During the current financial year, HK\$827,292,000 or 97% (2012: HK\$915,732,000 or 98%) of the Group's revenue depended on a single customer in the waterworks engineering contracting business segment.

7. 經營虧損

7. OPERATING LOSS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
經營虧損乃經扣除／(計入) 下列各項後得出：	Operating loss is arrived at after charging/(crediting):		
確認為開支之存貨成本	Costs of inventories recognised as expenses		
– 已用存貨之賬面值	– Carrying amount of inventories utilised	125,238	144,492
– 存貨撇減	– Write-down of inventories	–	6,310
		125,238	150,802
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	229	241
物業、廠房及設備之折舊	Depreciation of property, plant and equipment		
– 自有資產	– owned assets	14,388	12,544
– 租賃資產	– leased assets	–	52
		14,388	12,596
減：物業、廠房及設備／ 勘探及評估資產 撥充資本金額	Less: Amounts capitalised in property, plant and equipment/exploration and evaluation assets	–	(267)
物業、廠房及設備之 折舊淨額	Net depreciation of property, plant and equipment	14,388	12,329
員工成本(包括董事酬金)	Staff costs (including directors' emoluments)		
– 薪金、津貼及實物福利	– salaries, allowances and benefits in kind	131,666	130,682
– 退休福利計劃供款 (界定供款計劃)	– retirement benefits scheme contributions (defined contribution plan)	3,851	4,171
– 以權益結算並以股份 支付之補償(附註32)	– equity-settled share-based compensation (note 32)	2,693	5,276
		138,210	140,129
經營租賃費用	Operating lease charges		
– 土地及樓宇	– land and buildings	7,180	5,176
– 廠房及機器	– plant and machinery	1,985	4,391
		9,165	9,567
核數師酬金	Auditor's remuneration		
– 本年度撥備	– provision for current year	1,320	1,340
– 上一年度 撥備不足	– under-provision in prior year	–	100
		1,320	1,440
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment	3,994	1,686
匯兌虧損淨額	Exchange losses, net	7,246	12,200
預付款項減值(附註20)	Impairment of prepayment (note 20)	–	3,738
可換股票據衍生工具部份 之公允值虧損(附註28(d))	Fair value loss on the Derivative Component of the Convertible Note (note 28(d))	5,979	780

8. 融資成本

8. FINANCE COSTS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
以下各項之利息費用：	Interest charges on:		
應於五年內悉數償還之 銀行貸款及透支	Bank loans and overdraft wholly repayable within five years	2,822	2,164
融資租賃付款之利息部份	Interest element of finance lease payments	-	12
其他貸款	Other loans	24	75
		2,846	2,251
承兌票據之應歸利息開支 (附註28(c))	Imputed interest expenses on Promissory Note (note 28(c))	34,248	33,101
可換股票據之應歸利息開支 (附註28(d))	Imputed interest expenses on Convertible Note (note 28(d))	58,785	52,793
按攤銷成本列賬之 財務負債利息總額	Total interest on financial liabilities stated at amortised cost	95,879	88,145

9. 所得稅抵免

9. INCOME TAX CREDIT

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
本年度即期稅項	Current tax for the year		
– 香港利得稅	– Hong Kong profits tax	140	500
– 就上一年度撥備不足/ (超額撥備)	– Under/(Over)-provision in respect of prior year	383	(23)
		523	477
本年度遞延稅項	Deferred tax for the year		
– 本年度(附註30)	– Current year (note 30)	(40,857)	(411,521)
所得稅抵免	Income tax credit	(40,334)	(411,044)

財務報表附註 NOTES TO THE FINANCIAL STATEMENTS

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

9. 所得稅抵免 (續)

香港利得稅乃按本年度估計應課稅溢利之16.5% (二零一二年：16.5%) 計算。

於中國內地產生之企業所得稅 (「企業所得稅」) 乃根據中華人民共和國 (「中國」) 之相關法例及規例計算。企業所得稅適用稅率為25% (二零一二年：25%)。

澳門利得稅根據澳門稅務規則及規例計算，並按年內估計應課稅溢利最高累進稅率12%計算。於截至二零一三年三月三十一日止年度，由於附屬公司並無產生任何課稅收入，故並無作出所得稅撥備 (二零一二年：無)。

於蒙古國註冊成立之附屬公司須繳納蒙古國所得稅，該所得稅乃以應課稅收入首3,000,000,000蒙古國圖格里克 (「圖格里克」) 按10%之稅率計算，超出部份按25%之稅率計算。由於該等蒙古國附屬公司在截至二零一三年三月三十一日止年度並無產生應課稅收入 (二零一二年：無)，因此並未就所得稅作出撥備。

按適用稅率計算之本年度所得稅抵免與扣除所得稅前虧損之對賬如下：

9. INCOME TAX CREDIT (Continued)

Hong Kong profits tax is calculated at 16.5% (2012: 16.5%) on the estimated assessable profits for the year.

Enterprise Income Tax (“EIT”) arising from the Mainland China is calculated according to the relevant laws and regulations in the People’s Republic of China (the “PRC”). The applicable tax rate for the EIT is 25% (2012: 25%).

Macau Profits Tax is calculated according to the tax rules and regulations of Macau and is calculated at the maximum progressive rate of 12% on the estimated assessable profit for the year. No income tax was provided as the subsidiary has not derived any taxable income during the year ended 31 March 2013 (2012: Nil).

Subsidiaries incorporated in Mongolia are subject to Mongolian income tax which is calculated at the rate of 10% on the first 3 billion Mongolian Tugrik (“MNT”) of taxable income and 25% on the amount in excess thereof. No income tax was provided as these Mongolian subsidiaries have not derived any taxable income during the year ended 31 March 2013 (2012: Nil).

Income tax credit for the year can be reconciled to the loss before income tax at applicable tax rates as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
扣除所得稅前虧損	Loss before income tax	(340,328)	(1,799,090)
按適用於有關司法權區溢利之稅率計算之溢利名義稅	Notional tax on profit calculated at the rates applicable to profits in the jurisdiction concerned	(65,625)	(440,457)
毋須課稅收入之稅務影響	Tax effect on non-taxable income	(2,380)	(6,013)
不可扣減開支之稅務影響	Tax effect on non-deductible expenses	26,756	34,663
尚未確認之稅項虧損之稅務影響	Tax effect on tax losses not recognised	1,342	810
動用過往未確認之稅項虧損	Utilisation of tax losses previously not recognised	(810)	–
就上一年度撥備不足／(超額撥備)	Under/(Over)-provision in respect of prior year	383	(23)
其他	Others	–	(24)
所得稅抵免	Income tax credit	(40,334)	(411,044)

10. 本公司權益持有人應佔虧損

本公司權益持有人應佔綜合虧損為299,812,000港元(二零一二年: 1,387,784,000港元), 313,217,000港元之虧損(二零一二年: 1,478,806,000港元)已於本公司之財務報表內處理。

11. 股息

董事不建議就截至二零一三年三月三十一日止年度派付任何股息(二零一二年: 無)。

12. 每股虧損

每股基本虧損乃基於本年度本公司權益持有人應佔虧損299,812,000港元(二零一二年: 1,387,784,000港元)及年內已發行普通股的加權平均數1,839,596,000股(二零一二年: 1,823,252,000股, 假設附註31(a)所界定及載述之股份合併已於二零一一年四月一日生效而予以重列)計算。

由於本公司於兩個年度均無具攤薄效應的潛在未發行普通股, 故兩個年度之每股攤薄虧損與每股基本虧損相同。可換股票據(如附註28(d)所披露)及尚未行使之購股權(如附註32所披露)對所呈列的每股基本虧損具有反攤薄影響。

10. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated loss attributable to owners of the Company of HK\$299,812,000 (2012: HK\$1,387,784,000), a loss of HK\$313,217,000 (2012: HK\$1,478,806,000) has been dealt with in the financial statements of the Company.

11. DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 March 2013 (2012: Nil).

12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of HK\$299,812,000 (2012: HK\$1,387,784,000) and the weighted average number of ordinary shares in issue during the year of 1,839,596,000 (2012: 1,823,252,000, restated assuming the Share Consolidation as defined and set out in note 31(a) had become effective on 1 April 2011).

Diluted loss per share for both years is the same as the basic loss per share as the Company has no dilutive potential ordinary shares outstanding during both years. The impact of the Convertible Note as disclosed in note 28(d) and the outstanding share options as disclosed in note 32 had anti-dilutive effect on the basic loss per share presented.

13. 董事及高級管理人員酬金

(a) 董事酬金

13. DIRECTORS' AND SENIOR MANagements' EMOLUMENTS

(a) Directors' emoluments

		薪金、津貼 及實物福利 Salaries, allowances and benefits	退休福利 計劃供款 Retirement benefits scheme contributions	以權益結算 並以股份 支付之補償 Equity-settled share-based compensation	總額 Total
		袍金 Fees	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一三年	2013				
執行董事	Executive Directors				
原秋明先生	Mr. Yuen Chow Ming	-	1,707	-	484
原偉強先生	Mr. Yuen Wai Keung	-	2,186	15	1,091
蘇耀祥先生	Mr. So Yiu Cheung	-	1,706	15	322
張志文先生	Mr. Cheung Chi Man, Dennis	-	1,707	15	322
林翔先生(附註(i))	Mr. Lim Siong, Dennis (note (i))	-	806	25	(1,755)
黃德忠先生(附註(ii))	Mr. Wong Tak Chung (note (ii))	-	-	-	-
Enebish Burenkhuu 先生(附註(i))	Mr. Enebish Burenkhuu (note (i))	-	139	17	-
梁仲德先生(附註(iii))	Mr. Leung Chung Tak, Barry (note (iii))	-	1,480	15	725
張傳軍先生(附註(iv))	Mr. Zhang Chuanjun (note (iv))	-	36	-	-
朱冬先生(附註(iv))	Mr. Zhu Dong (note (iv))	-	36	-	-
執行董事	Non-Executive Directors				
何顯鴻先生(附註(v))	Mr. Ho Hin Hung, Henry (note (v))	30	-	-	(826)
黃國基先生(附註(vi))	Mr. Wong Kwok Kee (note (vi))	77	-	-	40
伍永強先生(附註(vi))	Mr. Ng Wing Keung (note (vi))	77	-	-	40
獨立非執行董事	Independent Non-Executive Directors				
陳世杰先生(附註(vii))	Mr. Chan Sai Kit, Kevin (note (vii))	99	-	-	215
廖長天先生	Mr. Liao Cheung Tin, Stephen	120	-	-	387
譚子勤先生(附註(viii))	Mr. Tam Tsz Kan (note (viii))	106	-	-	169
許一安先生(附註(vi))	Mr. Hui Yat On (note (vi))	77	-	-	40
譚新榮先生(附註(iv))	Mr. Tam Sun Wing (note (iv))	36	-	-	-
張松林先生(附註(ix))	Mr. Zhang Songlin (note (ix))	3	-	-	-
		625	9,803	102	1,254
					11,784

13. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

		薪金、津貼 及實物福利 Salaries, allowances and benefits	退休福利 計劃供款 Retirement benefits scheme contributions	以權益結算 並以股份 支付之補償 Equity-settled share-based compensation	總額 Total
		袍金 Fees	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一二年	2012				
執行董事	Executive Directors				
原秋明先生	Mr. Yuen Chow Ming	-	1,294	-	1,294
原偉強先生	Mr. Yuen Wai Keung	-	1,774	12	4,305
蘇耀祥先生	Mr. So Yiu Cheung	-	1,294	12	1,306
張志文先生	Mr. Cheung Chi Man, Dennis	-	1,294	12	1,306
林翔先生	Mr. Lim Siang, Dennis	-	2,422	68	5,009
黃德忠先生	Mr. Wong Tak Chung	-	192	4	(784)
Enebish Burenkhuu先生	Mr. Enebish Burenkhuu	-	427	52	216
梁仲德先生	Mr. Leung Chung Tak, Barry	-	1,200	12	1,212
非執行董事	Non-Executive Director				
何顯鴻先生	Mr. Ho Hin Hung, Henry	110	150	1	1,185
獨立非執行董事	Independent Non-Executive Directors				
陳世杰先生	Mr. Chan Sai Kit, Kevin	120	-	-	120
廖長天先生	Mr. Liao Cheung Tin, Stephen	120	-	-	148
譚子勤先生	Mr. Tam Tsz Kan	120	-	-	148
		470	10,047	173	5,276
					15,966

13. DIRECTORS' AND SENIOR MANagements' EMOLUMENTS

(Continued)

(a) Directors' emoluments (Continued)

		薪金、津貼 及實物福利 Salaries, allowances and benefits	退休福利 計劃供款 Retirement benefits scheme contributions	以權益結算 並以股份 支付之補償 Equity-settled share-based compensation	總額 Total
		袍金 Fees	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000

二零一二年

2012

執行董事

Executive Directors

原秋明先生	Mr. Yuen Chow Ming	-	1,294	-	1,294
原偉強先生	Mr. Yuen Wai Keung	-	1,774	12	4,305
蘇耀祥先生	Mr. So Yiu Cheung	-	1,294	12	1,306
張志文先生	Mr. Cheung Chi Man, Dennis	-	1,294	12	1,306
林翔先生	Mr. Lim Siang, Dennis	-	2,422	68	5,009
黃德忠先生	Mr. Wong Tak Chung	-	192	4	(784)
Enebish Burenkhuu先生	Mr. Enebish Burenkhuu	-	427	52	216
梁仲德先生	Mr. Leung Chung Tak, Barry	-	1,200	12	1,212

非執行董事

Non-Executive Director

何顯鴻先生	Mr. Ho Hin Hung, Henry	110	150	1	1,185
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獨立非執行董事

Independent Non-Executive Directors

陳世杰先生	Mr. Chan Sai Kit, Kevin	120	-	-	120
廖長天先生	Mr. Liao Cheung Tin, Stephen	120	-	-	148
譚子勤先生	Mr. Tam Tsz Kan	120	-	-	148

470 10,047 173 5,276 15,966

13. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

附註：

- (i) 未於二零一二年八月三日膺選連任
- (ii) 於二零一二年七月二十七日辭任
- (iii) 於二零一三年四月二日辭任及調任為高級顧問
- (iv) 於二零一二年十二月十二日獲委任
- (v) 於二零一二年四月二十八日由執行董事調任為非執行董事，及其後於二零一二年六月二十八日辭任
- (vi) 於二零一二年八月十日獲委任
- (vii) 於二零一三年一月二十八日辭任
- (viii) 於二零一三年二月十八日辭任
- (ix) 於二零一三年三月十一日獲委任

概無董事放棄或同意放棄截至二零一三年及二零一二年三月三十一日止年度之任何酬金。

13. DIRECTORS' AND SENIOR MANagements' EMOLUMENTS

(Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) not re-elected on 3 August 2012
- (ii) resigned on 27 July 2012
- (iii) resigned on 2 April 2013 and re-designated as senior consultant
- (iv) appointed on 12 December 2012
- (v) re-designated from executive director to non-executive director on 28 April 2012 and subsequently resigned on 28 June 2012
- (vi) appointed on 10 August 2012
- (vii) resigned on 28 January 2013
- (viii) resigned on 18 February 2013
- (ix) appointed on 11 March 2013

No director waived or agreed to waive any emoluments in respect of the years ended 31 March 2013 and 2012.

13. 董事及高級管理人員酬金 (續)

(b) 五名最高薪人士

本集團五名最高薪人士包括五名(二零一二年：四名)董事，其酬金已於上文披露。截至二零一二年三月三十一日止年度，已付予餘下一名最高薪非董事人士之酬金如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
薪金、津貼及 實物福利	Salaries, allowances and benefits in kind	-	1,714
退休福利計劃供款	Retirement benefits scheme contributions	-	12
		-	1,726

截至二零一二年三月三十一日止年度，上述一名最高薪非董事人士之酬金總額介乎下列範圍：

		人數 Number of individuals	
		二零一三年 2013	二零一二年 2012
1,500,001港元至2,000,000港元	HK\$1,500,001 – HK\$2,000,000	-	1

於截至二零一三年及二零一二年三月三十一日止年度內，本集團並無向董事或任何五名最高薪人士支付任何酬金，作為招攬彼等加入本集團或彼等加入本集團後之獎勵或作為離職補償。

13. DIRECTORS' AND SENIOR MANagements' EMOLUMENTS

(Continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group included five (2012: four) directors whose emoluments have been disclosed above. For the year ended 31 March 2012, the emoluments paid to the remaining one highest paid, non-director individual is as follows:

For the year ended 31 March 2012, the aggregate emoluments of the above one highest paid, non-director individual fell within the following bands:

During the years ended 31 March 2013 and 2012, no emoluments were paid by the Group to the Directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

本集團

The Group

		土地及樓宇 Land and buildings 千港元 HK\$'000	傢俬、裝置及 設備 Furniture, fixtures and equipment 千港元 HK\$'000	租賃 物業裝修 Leasehold improvements 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	廠房、 機器及工具 Plant, machinery and tools 千港元 HK\$'000	水管網 Water pipelines 千港元 HK\$'000	礦場開發資產 Mine development assets 千港元 HK\$'000	合計 Total 千港元 HK\$'000
賬面淨值	Net carrying amount								
於二零一一年四月一日	At 1 April 2011	18,291	6,324	1,872	30,278	14,801	5,799	35,060	112,425
添置	Additions	110	3,624	7,683	5,164	3,116	-	5,601	25,298
出售	Disposals	-	(210)	(108)	(1,658)	(8)	-	-	(1,984)
折舊	Depreciation	(525)	(1,419)	(1,241)	(5,457)	(3,091)	(863)	-	(12,596)
減值	Impairment	-	-	-	-	(6,903)	-	(33,529)	(40,432)
匯兌調整	Exchange realignment	(574)	(37)	(54)	(280)	(607)	272	(2,706)	(3,986)
於二零一二年三月三十一日	At 31 March 2012	17,302	8,282	8,152	28,047	7,308	5,208	4,426	78,725
於二零一二年三月三十一日 成本	At 31 March 2012 Cost	18,615	14,030	12,188	50,674	33,716	8,456	37,226	174,905
累計折舊及減值	Accumulated depreciation and impairment	(1,313)	(5,748)	(4,036)	(22,627)	(26,408)	(3,248)	(32,800)	(96,180)
賬面淨值	Net carrying amount	17,302	8,282	8,152	28,047	7,308	5,208	4,426	78,725
賬面淨值	Net carrying amount								
於二零一二年四月一日	At 1 April 2012	17,302	8,282	8,152	28,047	7,308	5,208	4,426	78,725
添置	Additions	-	4,097	2,695	6,494	2,659	-	-	15,945
出售	Disposals	-	(662)	(1,301)	(6,066)	(46)	-	-	(8,075)
折舊	Depreciation	(394)	(2,244)	(2,343)	(5,647)	(3,398)	(362)	-	(14,388)
減值	Impairment	-	-	-	-	-	-	(2,805)	(2,805)
匯兌調整	Exchange realignment	(193)	(28)	(126)	(111)	(118)	59	(181)	(698)
於二零一三年三月三十一日	At 31 March 2013	16,715	9,445	7,077	22,717	6,405	4,905	1,440	68,704
於二零一三年三月三十一日 成本	At 31 March 2013 Cost	18,277	17,388	13,439	50,961	36,210	8,515	35,225	180,015
累計折舊及減值	Accumulated depreciation and impairment	(1,562)	(7,943)	(6,362)	(28,244)	(29,805)	(3,610)	(33,785)	(111,311)
賬面淨值	Net carrying amount	16,715	9,445	7,077	22,717	6,405	4,905	1,440	68,704

由於該煤礦場於本財政年度尚未投產，因此並無就礦場開發資產計提折舊（二零一二年：無）。

於截至二零一二年三月三十一日止財政年度，董事認為，無煙廠房不會於可見將來實現，故無煙廠房的賬面淨值已於上一財政年度全面減值，產生減值虧損6,903,000港元。

有關礦場發展資產之減值詳情載於附註18。

No depreciation for mine development assets was provided for as the production of the coal mine site has not yet commenced in this financial year (2012: Nil).

During the financial year ended 31 March 2012, the Directors were of the opinion that the smokeless plant would not be implemented in the foreseeable future and therefore the net carrying amount of the smokeless plant was fully impaired in last financial year, resulting in an impairment loss of HK\$6,903,000.

Details about the impairment on mine development assets are set out in note 18.

14. 物業、廠房及設備 (續)

物業、廠房及設備的賬面淨值包括下列以
融資租賃方式持有之資產之金額：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
汽車	Motor vehicles	-	233

本集團物業之賬面淨值分析如下：

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The net carrying amount of property plant and equipment includes the following amounts in respect of assets held under finance leases:

The analysis of the net carrying amount of the Group's properties is as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
在香港以外地區以 中期租賃持有	Outside Hong Kong, held under medium-term leases	17,034	17,863
下列各項所佔部份： 樓宇	Representing: Buildings	16,715	17,302
預付土地租賃款項 (附註15)	Prepaid land lease payments (note 15)	319	561
		17,034	17,863

15. 預付土地租賃款項

15. PREPAID LAND LEASE PAYMENTS

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
期初賬面淨值	Opening net carrying amount	561	864
添置	Addition	-	3
攤銷	Amortisation	(229)	(241)
匯兌調整	Exchange realignment	(13)	(65)
期末賬面淨值	Closing net carrying amount	319	561
分析如下：	Analysed into:		
計入非流動資產的 非流動部份	Non-current portion included in non-current assets	167	351
計入流動資產的流動部份 (附註24)	Current portion included in current assets (note 24)	152	210
		319	561

本集團預付土地租賃款項指購入分別位於中國及蒙古國之土地使用權益之預付款，該等土地乃以中期租賃(二零一二年：中期租賃)持有。

The Group's prepaid land lease payments represent up-front payments to acquire interest in the usage of land situated in the PRC and Mongolia respectively, which are held under medium term leases (2012: medium term leases).

16. 附屬公司

16. SUBSIDIARIES

		本公司 The Company	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
於附屬公司之投資	Investments in subsidiaries		
非上市股份，按成本	Unlisted shares, at cost	2,025,514	2,023,062
減：減值撥備(附註(a))	Less: Provision for impairment (note (a))	(1,657,048)	(1,460,752)
		368,466	562,310
應收附屬公司款項(附註(b))	Amounts due from subsidiaries (note (b))		
成本	Cost	410,367	523,859
減：減值撥備	Less: Provision for impairment	(51,482)	(51,482)
		358,885	472,377
應付附屬公司款項(附註(b))	Amounts due to subsidiaries (note (b))	-	6,757

附註：

- (a) 於截至二零一三年三月三十一日止年度，已就於附屬公司之投資作出減值約196,296,000港元(二零一二年：1,386,584,000港元)，該等附屬公司於蒙古國從事採煤業務。該等附屬公司所持採礦牌照須於本年度減值。有關採礦牌照之減值詳情載於附註18。
- (b) 應收／應付附屬公司款項乃無抵押、免息及須應要求償還。

Notes:

- (a) For the year ended 31 March 2013, impairment of approximately HK\$196,296,000 (2012: HK\$1,386,584,000) was made against investment in subsidiaries which are engaged in the coal mining business in Mongolia. These subsidiaries are holding mining licences which was subject to impairment in current year. Details of the impairment of the mining licences are set out in note 18.
- (b) The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.

16. 附屬公司 (續)

應收附屬公司款項之減值虧損計入撥備賬內，除非本集團信納該款項之可收回性甚微，在此情況下，減值虧損將直接從應收附屬公司款項內撇銷。年內呆賬撥備之變動如下：

		本公司 The Company	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
年初	At beginning of the year	51,482	15,777
加：年內確認之減值撥備	Add: Allowance for impairment recognised during the year	-	35,705
年末	At end of the year	51,482	51,482

於二零一三年及二零一二年三月三十一日，呆賬撥備包括與未償還結餘有關之個別減值應收附屬公司款項，本公司董事認為，由於該等附屬公司長期錄得虧損，該等結餘之可收回性甚微。

16. SUBSIDIARIES (Continued)

Impairment loss in respect of amounts due from subsidiaries are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against the amounts due from subsidiaries directly. The movement in the allowance for doubtful debts during the year is as follows:

At 31 March 2013 and 2012, included in the allowance for doubtful debts are individually impaired amounts due from subsidiaries which related to those outstanding balances that, in the opinion of the Directors of the Company, the recovery of these balances are remote as these subsidiaries have been loss-making for a lengthy period of time.

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

16. 附屬公司 (續)

於二零一三年三月三十一日之附屬公司詳情如下：

16. SUBSIDIARIES (Continued)

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

名稱 Name	註冊成立/ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and paid up capital	所持應佔股權 Attributable equity interests held	主要業務及經營地點 Principal activities and place of operation
直接持有權益 Interests held directly				
裕途控股有限公司 Rich Path Holdings Limited	英屬處女群島 British Virgin Islands	1美元(「美元」)(普通股) United States dollars ("US\$") 1 (ordinary share)	100%	在香港從事投資控股 Investment holding in Hong Kong
Brave Lion Investments Limited	英屬處女群島 British Virgin Islands	1美元(普通股) US\$1 (ordinary shares)	100%	在香港從事投資控股 Investment holding in Hong Kong
Jichang Investments Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	暫無營業 Dormant
間接持有權益 Interests held indirectly				
明興水務渠務工程有限公司 Ming Hing Waterworks Engineering Company Limited	香港 Hong Kong	68,800,000港元(普通股) HK\$68,800,000 (ordinary shares)	100%	在香港從事土木工程承包業務 Civil engineering contracting business in Hong Kong
明興土木工程有限公司 Ming Hing Civil Contractors Limited	香港 Hong Kong	5,015,000港元(普通股) HK\$5,015,000 (ordinary shares)	100%	在香港從事土木工程承包業務 Civil engineering contracting business in Hong Kong
明力科研有限公司 Dominic Science & Technology Limited	香港 Hong Kong	2,100港元(普通股) HK\$2,100 (ordinary shares)	100%	暫無營業 Inactive
DST Engineering Supplies Limited	香港 Hong Kong	100港元(普通股) HK\$100 (ordinary shares)	100%	暫無營業 Inactive

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16. 附屬公司 (續)

16. SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and paid up capital	所持應佔股權 Attributable equity interests held	主要業務及經營地點 Principal activities and place of operation
間接持有權益 (續) Interests held indirectly (Continued)				
明興工程(香港)有限公司 Ming Hing Engineering (HK) Company Limited	香港 Hong Kong	100港元(普通股) HK\$100 (ordinary shares)	100% 100%	為香港土木工程承包業務 提供技術支援服務 Provision of technical support services on civil engineering contract business in Hong Kong
明裕工程(澳門)有限公司 Ming Yu Engineering (Macau) Company Limited	澳門 Macau	2,000,000澳門元(普通股) Macau Pataca 2,000,000 (ordinary shares)	100% 100%	在澳門從事裝修服務 Renovation service in Macau
明興水務(清遠)有限公司 Ming Hing Waterworks (Qingyuan) Limited	英屬處女群島 British Virgin Islands	100美元(普通股) US\$100 (ordinary shares)	100% 100%	在香港從事投資控股 Investment holding in Hong Kong
清遠市新興自來水淨化 有限公司(附註(a)) 清遠市新興自來水淨化 有限公司 (note (a))	中國 PRC	1,367,670美元 US\$1,367,670	100% 100%	在中國內地從事投資控股 Investment holding in Mainland China
清遠市清城區飛來峽發興 自來水有限公司	中國 PRC	人民幣(「人民幣」)9,600,000元 Renminbi ("RMB") 9,600,000	附註(b) note (b)	在中國內地從事供水業務 Water supply business in Mainland China

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

16. 附屬公司 (續)

16. SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and paid up capital	所持應佔股權 Attributable equity interests held	主要業務及經營地點 Principal activities and place of operation
間接持有權益 (續) Interests held indirectly (Continued)				
MIG Resources Limited (前稱為「蒙古投資集團 有限公司」)	英屬處女群島 British Virgin Islands	1,000美元 US\$1,000	100% 100%	在香港從事投資控股 Investment holding in Hong Kong
MIG Resources Limited (formerly known as “Mongolia Investment Group Limited”)				
Central Asia Mineral Exploration Pte. Ltd.	新加坡 Singapore	73,064,000美元 US\$73,064,000	100% 100%	在新加坡從事投資控股 Investment holding in Singapore
Central Asia Mineral Exploration LLC	蒙古國 Mongolia	12,000,000圖格里克 MNT12,000,000	100% 100%	在蒙古國從事礦產資源勘探及投資 Mineral resources exploration and investment holding in Mongolia
Kores Mongolia LLC	蒙古國 Mongolia	11,640,000圖格里克 MNT11,640,000	70% 70%	在蒙古國從事礦產資源勘探 Mineral resources exploration in Mongolia
Tugrugnuuriin Energy LLC (“TNE”)	蒙古國 Mongolia	10,000,000圖格里克 MNT10,000,000	100% 100%	在蒙古國從事採礦業務 Mining business in Mongolia
Camex GT LLC	蒙古國 Mongolia	1,000,000圖格里克 MNT1,000,000	100% 100%	暫無營業 Dormant
Grand Title Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100% 100%	在香港從事投資控股 Investment holding in Hong Kong
Grand State Holdings Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100% 100%	在蒙古國從事物業投資 Property investment in Mongolia

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

16. 附屬公司 (續)

16. SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and paid up capital	所持應佔股權 Attributable equity interests held	主要業務及經營地點 Principal activities and place of operation
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間接持有權益 (續)

Interests held indirectly (Continued)

Chance Wealth Holdings Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100% 100%	暫無營業 Dormant
MIG Management Services Limited	香港 Hong Kong	1美元 HK\$1	100% 100%	在香港提供管理服務 Provision of administrative services in Hong Kong

附註：

Notes:

- | | |
|--|--|
| (a) 該公司根據中國法律註冊為外商獨資企業。 | (a) This company is registered as wholly foreign owned enterprises under the PRC Law. |
| (b) 該公司根據中國法律註冊為有限公司。本集團持有該公司註冊資本98.96%之權益，有權分攤該公司85%之溢利或虧損。 | (b) This company is registered as limited liability company under the PRC law. The Group has 98.96% interest in the registered capital of the entity and is entitled to share 85% of the profit or loss of the entity. |

17. 商譽

17. GOODWILL

商譽分配至預期可從中受益之現金產生單位(「現金產生單位」)。於二零一零年六月十七日(「收購日期」)收購Well Delight Holdings Limited(現稱為「MIG Resources Limited」)(「收購事項」)所產生之商譽已分配至採礦及勘探業務項下之持有Tugrug Valley煤礦(「TNE礦場」)四個採礦牌照之本公司附屬公司TNE現金產生單位中。商譽賬面值35,506,000港元已於截至二零一一年三月三十一日止財政年度全面減值。

Goodwill was allocated to the cash-generating unit (“CGU”) from which it was expected to benefit. Goodwill arising from the acquisition of Well Delight Holdings Limited (now known as “MIG Resources Limited”) (the “Acquisition”) on 17 June 2010 (the “Acquisition Date”) was allocated to the CGU of the four mining licences for a coal mine in Tugrug Valley (the “TNE Mine”) held by a subsidiary of the company, TNE, within mining and exploration business. The carrying amount of goodwill of HK\$35,506,000 was fully impaired during the financial year ended 31 March 2011.

18. 採礦牌照

18. MINING LICENCES

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
期初賬面淨值	Opening net carrying amount	542,912	2,377,648
添置	Additions	-	274
減值	Impairment	(152,919)	(1,646,083)
匯兌調整	Exchange realignment	(25,724)	(188,927)
期末賬面淨值	Closing net carrying amount	364,269	542,912

牌照指有關位於蒙古國Tur盟Bayan蘇木的行政單位內的Tugrug Valley，覆蓋面積共1,114公頃之煤礦的四項開採權之賬面值。

根據二零零六年採納之蒙古國礦產法，所授出之採礦牌照首次為期30年，採礦牌照持有人可連續申請續期兩次，每次20年。

由於該煤礦場於本財政年度尚未投產，因此並無就採礦牌照作出攤銷（二零一二年：無）。

TNE礦場之採礦牌照於有跡象顯示採礦牌照之賬面值可能無法收回時進行減值檢討。

Licences represent the carrying amounts of four mining rights in respect of a coal mine located in Tugrug Valley within the administrative unit of Bayan Soum of Tur Aimag in Mongolia covering area of 1,114 hectares in aggregate.

Pursuant to the Mineral Law of Mongolia which was adopted in 2006, mining licence is granted for an initial period of 30 years and holder of a mining licence may apply for an extension of such licence for two successive periods of 20 years each.

No amortisation for the mining licences was provided for as the production of the coal mine site had not been commenced in this financial year (2012: Nil).

The mining licences of TNE Mine are subject to impairment review whenever there are indications that the mining licences' carrying amount may not be recoverable.

18. 採礦牌照 (續)

於進行年內減值測試時，董事已委聘獨立估值師羅馬國際評估有限公司，以釐定TNE礦場之可收回金額。鑒於TNE礦場之開發現狀，管理層使用公允價值減出售成本釐定TNE礦場之可收回金額，並使用貼現現金流量（「貼現現金流量」）分析。貼現現金流量分析包含典型市場參與者估算TNE礦場公允價值時採用之假設。貼現現金流量分析採用直至二零二六年之13年期間（二零一二年：直至二零二六年之14年期間）之現金流量預測，適用之現金流量預測折現率為19.13%（二零一二年：18.91%）。釐定折現率時，使用加權平均資金成本，而加權平均資金成本則參考行業資本架構，並根據具有採礦項目之類似香港及中國交易所上市公司之數據而釐定，且已計及如下文進一步詳述TNE礦場所遭遇之特定風險。預計通脹率時，參考有關當地蒙古國經濟之通脹率及煤炭市場之情況。

於有關財政年度計算TNE礦場之公允價值減出售成本時採用之其他主要假設包括：

- (a) 於上一財政年度進行進一步鑽探工作及實驗室測試，以確定煤層架構及厚度，並檢驗煤炭質量。通過實驗室測試結果，從樣品得出的熱值介乎3,100至4,300千卡/千克。由於本集團未能挖掘具有預期熱值的煤炭，故本集團已決定修訂現金流量預測以專注於熱值較低煤炭的銷售，該等煤炭的預期每噸售價較低；

18. MINING LICENCES (Continued)

In performing the impairment testing for the year, the Directors have engaged Roma Appraisals Limited, an independent valuer, in determining the recoverable amount of the TNE Mine. Given the current development status of TNE Mine, management has determined the recoverable amount of the TNE Mine using fair value less costs to sell, which is derived by using a discounted cash flow (“DCF”) analysis. The DCF analysis has incorporated assumptions that a typical market participant would use in estimating TNE Mine’s fair value. The DCF analysis uses cash flow projection for a period of 13 years up to 2026 (2012: 14 years up to 2026) and the discount rate applied to the cash flow projection is 19.13% (2012: 18.91%). In determining the discount rate, the weighted average cost of capital was used, which is determined with reference to the industry capital structure based on the figures of similar publicly traded companies in the stock exchanges of Hong Kong and the PRC with mining projects, and have taken into account the specific risks encountered by TNE Mine as further detailed below. For the estimation of inflation rate, inflation rates relevant to the local Mongolian economy and the coal market are taken as reference.

Other key assumptions used in the calculation of fair value less costs to sell of TNE Mine in respective financial year are set out as follows:

- (a) In last financial year, further drilling works and laboratory tests were done to determine coal layer structure and thickness and to verify coal quality. From the laboratory test results, the calorific value of such samples was in the range of 3,100 to 4,300 Kcal/kg. Since the Group has not been able to excavate coal with expected calorific value, the Group decided to revise the cash flow forecasts to focus on the coal sales of lower calorific value which has lower expected coal sales price per tonne;

18. 採礦牌照 (續)

- (b) 煤炭售價乃參考市場資料而釐定。鑑於低迷之煤炭市況，就二零一四年(預計投產年度)之預期煤炭價格而言，管理層已將上一年度之預期每噸18美元降至本年度之預期每噸14.9美元。根據過去23年之澳洲出口價格指數，煤炭售價其後之平均增幅為3.9%(二零一二年：5.6%)；
- (c) 生產成本及毛利率乃參考市場可資比較的數據釐定。預期本年度之整個開採項目年期的整體利潤率介乎27% - 31%(二零一二年：介乎36% - 37%)；及
- (d) 鑒於蒙古法律及法規實施所涉及採礦行業之最新發展，例如於二零一二年六月通過決議案第194號(如下所述)，額外風險溢價2%已加入貼現率。

法律及法規實施對採礦牌照狀況之影響不明確

現時，蒙古水域附近之礦場勘探及採礦活動面臨兩種不同限制，而此會影響本集團之採礦及勘探業務：

18. MINING LICENCES (Continued)

- (b) Coal sales price is determined with reference to the market information. In view of the sluggish coal market condition, the management has reduced the expected coal price for 2014 (the expected year of commencement of production) from US\$18 per ton in last year's forecast to US\$14.9 per ton in current year's forecast. The subsequent increment in coal sales price is on average growth rate of 3.9% (2012: 5.6%) based on Australian export price index over the past 23 years;
- (c) Cost of production and gross margin are determined with reference to the market comparables. The overall profit margin in current year's forecast ranged from 27% - 31% (2012: ranged from 36% - 37%) throughout the mining project life; and
- (d) In light of recent developments in Mongolia with regard to the implementation of laws and regulations related to the mining industry such as the passing of Resolution No. 194 in June 2012 (as explained below), an additional risk premium of 2% has been factored into the discount rate.

Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences

Currently there are two separate sources of restrictions on mineral exploration and mining activities around water areas in Mongolia which affect the mining and exploration business of the Group:

18. 採礦牌照 (續)

法律及法規實施對採礦牌照之影響不明確 (續)

- (1) 於二零零九年七月十六日，蒙古國會頒佈嚴禁於江河水源頭、水庫保護區及森林區從事礦物勘探及開採作業活動(「水源及森林法」)(Law to Prohibit Mineral Exploration and Mining Operations at the Headwaters of Rivers, Protected Zones of Water Reservoirs and Forest Areas)。水源及森林法嚴禁在包括水庫、水源保護區及森林區之地區(「禁區」)內從事礦物勘探及採礦活動。於本年度，決議案第194號(「決議案第194號」)已於二零一二年六月五日頒佈，當中根據水源及森林法第4.3條釐定禁區之邊界。根據決議案第194號，環境及綠色發展部(Ministry of Environment and Green Development)(「環境及綠色發展部」)出具公函，當中向本集團確認，本集團四份採礦牌照以及附註19(iii)所披露之兩份勘探牌照(截至本財務報表日期，彼等仍未到期)所載採礦及勘探區部份或全部屬決議案第194號所界定水庫之受保護區。根據決議案第194號，禁止本集團於覆蓋禁區之地區內從事採礦及勘探活動。截至本報告日期，本集團尚未開始從事採礦活動。

水源及森林法亦規定，蒙古政府向牌照持有人支付彌償後，所有覆蓋禁區之採礦及勘探牌照可能予以全部或部份註銷。就部份覆蓋而言，牌照持有人可向採礦部門提出請求繼續於授權區之非覆蓋部份作業，同時就授權區覆蓋部份提出彌償申索。就全面覆蓋而言，牌照持有人僅可向採礦部門提出請求賠償。

18. MINING LICENCES (Continued)

Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences (Continued)

- (1) On 16 July 2009, the Parliament of Mongolia enacted the Law to Prohibit Mineral Exploration and Mining Operations at the Headwaters of Rivers, Protected Zones of Water Reservoirs and Forest Areas (the “Water and Forest Law”) which prohibits minerals exploration and mining in areas containing water reservoirs, water protection zones and forest zones (the “Prohibited Areas”). During the current year, Resolution No. 194 (“Rs 194”) was issued on 5 June 2012 to define the boundaries of the Prohibited Areas pursuant to Article 4.3 of the Water and Forest Law. Pursuant to Rs 194, letters were issued by Ministry of Environment and Green Development (“MEGD”) confirming the Group that the four mining licences and two of the exploration licences of the Group which remain unexpired as at the date of these financial statements as disclosed in Note 19(iii), partially or wholly fell within the protected zones of water reservoirs specified under Rs 194. Under Rs 194, the Group is prohibited from undertaking mining and exploration activities in the areas that overlap with the Prohibited Areas. The Group has not yet commenced mining activities up to the date of this report.

The Water and Forest Law also provides that all mineral and exploration licences which overlap with the Prohibited Areas may be cancelled (wholly or partially) upon the government of Mongolia paying compensation to the licence holder. For partial overlapping, the licence holder may submit a request to the Ministry of Mining to continue working on the non-overlapping part of the licensed area while claiming compensation on the overlapping part of the licensed area. For wholly overlapping, the licence holder could only submit a request to the Ministry of Mining for compensation.

18. 採礦牌照 (續)

法律及法規實施對採礦牌照狀況之影響不明確 (續)

- (2) 自然旅遊部(Ministry of Nature and Tourism)及衛生部(Ministry of Health)於二零零九年根據水源法通過聯合法令，當中規定水庫區若干距離內禁止一般礦物之勘探及採礦活動。於二零一零年四月，Bayan縣之縣長已頒發法令第56號，當中詳載根據水源法禁止採礦及勘探之地區(「受保護區」)。於二零一零年九月，本集團獲水力部門(Water Department)告悉，四份採礦牌照所載開採區屬一般受保護區。

於上一年度，本集團已向Bayan縣之縣長請求豁免水源法項下之限制，理由為本集團對該縣作出巨大貢獻，且本集團之採礦業務並不會對環境有任何重大影響。於二零一一年十二月，根據當地政府環保督察發佈之評估報告，當中列明本集團採礦牌照所覆蓋區域並不構成一般保護區或水庫區域，政府人員發佈法令第259號(「解除令」)以撤銷先前於二零一零年四月發佈之法令第56號。

據於本集團蒙古國之法律顧問告知，決議案第194號有可能進行修訂。董事知悉載於現時決議案第194號之禁區被認為是不準確的，且有關資料已過時且該等資料有待變更。董事進一步知悉環境及綠色發展部及採礦部門正共同更正該等錯誤並發佈一份受限於水源及森林法之最終牌照名單。蒙古國之法律顧問表示，受影響牌照之最終名單(「名單」)為決議案第194號項下之要求。法律顧問進一步告知，直至本報告日期，蒙古國政府並無刊發該名單且其刊發時間並不明確。

18. MINING LICENCES (Continued)

Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences (Continued)

- (2) The Ministry of Nature and Tourism and Ministry of Health passed a joint order in 2009 pursuant to the Water Law which provides that exploration and mining for common minerals is prohibited within certain distance from a water reservoir area. In April 2010, order #56 was issued by the Governor of Bayan County which specified the areas where mining and exploration was prohibited pursuant to the Water Law (the “Protected Zone”). In September 2010, the Group was notified by the Water Department that the four mining licences fell into the ordinary Protected Zone.

In previous years, the Group had made request to the Governor of Bayan County for exemption from the restrictions under the Water Law on the ground of the Group's enormous contributions to the country and that the mining operation of the Group would not have any harmful impact to the environment. In December 2011, based on the assessment report issued by an environmental inspector of the local government, which stated that the areas covered by the Group's mining licences do not constitute an ordinary protection zone or a water reservoir area, the Governor issued order #259 (the “Release Order”) to cancel order #56 previously issued in April 2010.

As advised by the Group's legal advisors in Mongolia, there is a potential for Rs 194 to be revised. The Directors understand that the Prohibited Areas currently set out under Rs 194 are considered inaccurate and based on information that is out of date and thus are subject to change. The Directors further understand the MEGD and the Ministry of Mining are working together to correct these inaccuracies and issue a definitive list of licences that are subject to the Water and Forest Law. Advised by the legal advisors in Mongolia, this definitive list of affected licences (“the List”) is a requirement under Rs 194. The legal advisors further advised that up to the date of this report, the government of Mongolia has not published the List and it is unclear when it will be issued.

18. 採礦牌照 (續)

法律及法規實施對採礦牌照 狀況之影響不明確 (續)

儘管本集團之四個採礦牌照及其兩個勘探牌照所載地區表面上屬於水源及森林法之範圍，董事相信其對本集團之影響將為極微，乃因以下理由：

- 就水源法而言，儘管由地方政府環保督察編製並於二零一一年十二月取得之解除令是以大多等同水源及森林法之規定為依據。董事深信，彼等可與環境及綠色發展部以等同環境及地理理由進行抗辯，以類似方式自最終名單剔除本集團之採礦牌照。
- 本集團能夠正常於年初更新其牌照，且迄今尚未接獲蒙古政府任何公函或要求撤銷本集團之牌照或停止從事任何採礦活動。

假設本集團受該等法律及法規影響，考慮到蒙古國之賠償詳情尚不明確，董事仍未能對本集團財務狀況之影響作出量化處理（如有）。

鑒於蒙古法律及法規實施所涉及採礦行業之最新發展，例如於二零一二年六月通過決議案第194號，額外風險溢價2%已加入貼現率。

18. MINING LICENCES (Continued)

Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences (Continued)

Although the Group's four mining licences and two of its exploration licences ostensibly fall within the ambit of the Water and Forest Law, the Directors believe the impact to the Group will be minimal because of the following:

- The Release Order obtained in December 2011, although for the purposes of the Water Law and prepared by an environmental inspector of the local government, is based on many of the same requirements as the Water and Forest Law. The Directors are confident that they can argue on the same environmental and geological grounds with the MEGD to similarly exclude the Group's mining licences from the final List.
- The Group was able to renew its licences as normal at the beginning of the year and to date have received no letter or request from the Mongolian government to revoke their licences or stop them from carrying out any mining activity.

Assuming the Group is affected by these laws and regulations, given that the details of compensation from the Mongolian government are not available, the Directors are still unable to quantify the effect, if any, on the Group's financial positions.

In light of recent developments in Mongolia with regard to the implementation of laws and regulations related to the mining industry such as the passing of Rs 194 in June 2012, an additional risk premium of 2% has been factored into the discount rate.

18. 採礦牌照 (續)

法律及法規實施對採礦牌照 狀況之影響不明確 (續)

儘管本集團就上述法律及法規所面臨之風險已由董事透過調整適用對TNE礦場進行貼現現金流量分析之貼現率解決，但本事件之最終結果現時未能釐定。倘本集團任何採礦牌照因決議案第194號或水源法而遭撤銷，及本集團所享有之彌償將會遠低於該等採礦牌照之賬面值，則除現時如下所述確認減值虧損以外，本集團將須就該等採礦牌照及相關資產確認重大減值虧損。本情況是指本集團所面臨重大不明確因素，並可能對本集團之財務報表造成重大影響。

減值評估結果

有鑑於上述評估，預計現金流入淨額出現進一步調低，TNE礦場之可收回金額亦隨之下調。於截至二零一三年三月三十一日止年度，TNE礦場資產淨值之賬面值為345,000,000港元（二零一二年：1,629,000,000港元），金額高於可收回金額227,000,000港元（二零一二年：361,000,000港元），造成減值虧損118,000,000港元（抵銷稅務影響後）（二零一二年：1,268,000,000港元）。減值虧損主要是因為根據市況修訂煤礦之預期售價以及實施蒙古法律及法規之最新發展，例如於二零一二年六月通過決議案第194號並納入法律，對本集團採礦牌照之狀況及賬面值產生之額外風險所致。於抵銷稅務影響前之年度確認之減值虧損總額156,000,000港元（二零一二年：1,680,000,000港元）按比例分配以分別撇減採礦牌照之賬面值153,000,000港元（二零一二年：1,646,000,000港元）及礦場開發資產之賬面值3,000,000港元（二零一二年：34,000,000港元）。年內總抵銷稅務影響金額為38,000,000港元（二零一二年：412,000,000港元）。

18. MINING LICENCES (Continued)

Uncertainty relating to implementation of laws and regulations affecting the position of the mining licences (Continued)

Notwithstanding the risk exposed by the Group relating to the above laws and regulations have been addressed by the Directors by adjusting the discount rate applied to the DCF analysis of TNE Mine, the ultimate outcome of this matter cannot be presently determined. If any of the mining licences of the Group was to be revoked due to Rs 194 or the Water Law, and the compensation entitled by the Group was to be significantly less than the carrying amounts of these mining licences, the Group would have to recognise significant impairment loss on the mining licences and the related assets in addition to the impairment losses currently recognised and as described below. This situation represents a significant uncertainty to the Group which might have a significant effect on the financial statements of the Group.

Result of impairment assessment

Based on the above assessment, further downward adjustment was noted on the estimated net cash inflows and the recoverable amount of TNE Mine. For the year ended 31 March 2013, the carrying amount of the net assets of TNE Mine was HK\$345 million (2012: HK\$1,629 million), which was higher than the recoverable amount of HK\$227 million (2012: HK\$361 million), resulting in an impairment loss of HK\$118 million (2012: HK\$1,268 million) after offsetting tax effect. The impairment loss is primarily due to revision of expected selling price of coal according to the market condition and the additional risk resulting from the recent developments in laws and regulations in Mongolia, such as the passing of Rs 194 into law in June 2012, which may have impact on the position and the carrying value of the Group's mining licences. The total impairment loss of HK\$156 million (2012: HK\$1,680 million) recognised in the year before offsetting tax effect is allocated on a pro-rata basis to write down the carrying amounts of the mining licences and the mine development assets in the amounts of HK\$153 million (2012: HK\$1,646 million) and HK\$3 million (2012: HK\$34 million) respectively. The total offsetting tax effect in the year amounted to HK\$38 million (2012: HK\$412 million).

19. 勘探及評估資產

19. EXPLORATION AND EVALUATION ASSETS

		本集團 The Group				合計 Total	
		牌照 Licences		其他 Others			
		二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012
		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
期初賬面淨值	Opening net carrying amount	5,810	5,741	22,451	22,398	28,261	28,139
添置	Additions	401	625	604	2,493	1,005	3,118
減值(附註(i)及(ii))	Impairment (notes (i) and (ii))	(5,018)	-	(19,599)	-	(24,617)	-
匯兌調整	Exchange realignment	(176)	(556)	(639)	(2,440)	(815)	(2,996)
期末賬面淨值	Closing net carrying amount	1,017	5,810	2,817	22,451	3,834	28,261

於二零一三年三月三十一日及二零一二年三月三十一日，牌照指取得／收購蒙古國含有黃金、銅及煤蘊藏量之若干區域之勘探牌照之成本及其他主要包括地質及地球物理成本、鑽探、挖掘及開鑿工程產生之成本、取樣及實驗工作產生之成本、環境評估及可行性研究等評估工作產生之成本，以及折舊及勘探活動之直接勞工成本。

Licences as at 31 March 2013 and 31 March 2012 represent the cost of obtaining/acquiring exploration licences to certain area in Mongolia with gold, copper and coal deposit and others mainly comprise geological and geophysical costs, costs incurred for drilling, trenching and excavation works, costs incurred for sampling and laboratory works, costs incurred for evaluation such as environment assessment and feasibility study, as well as depreciation and labour costs directly attributable to the exploration activities.

19. 勘探及評估資產 (續)

勘探牌照包括下列各項：

- (i) 兩項涉及若干位於Gobi-Altai勘探牌照(覆蓋面積約44,016公頃)含有黃金及銅蘊藏量之地區之勘探牌照。由於目前之勘探及評估活動尚未發現商業上有利之礦產數量且管理層不擬重續於二零一三年四月屆滿後之牌照，因此，於本年度，牌照及相關資本化勘探成本分別為2,534,000港元及3,903,000港元已全面減值。
- (ii) 兩項涉及若干位於蒙古國Zavkhan省(覆蓋面積約15,517公頃)含有黃金及銅蘊藏量之地區之勘探牌照。由於目前之勘探及評估活動尚未發現商業上有利之礦產數量且管理層並無重續於二零一三年三月屆滿後之牌照，因此，於本年度，牌照及相關資本化勘探成本分別為2,484,000港元及15,696,000港元已全面減值。
- (iii) 三項涉及位於蒙古國DundGobi省覆蓋面積共約14,087公頃之煤礦之勘探牌照。於二零一三年三月三十一日，該勘探項目之牌照及資本化勘探成本分別為1,017,000港元及2,817,000港元。這是進行之勘探項目，董事認為無須就該等勘探及評估資產作出減值撥備。

根據於二零零六年採納之蒙古國礦產法，所授出之勘探牌照初步為期三年，勘探牌照持有人可連續申請續期兩次，每次三年。

19. EXPLORATION AND EVALUATION ASSETS (Continued)

The exploration licences comprise of the followings:

- (i) Two exploration licences in respect of gold and copper deposit located in certain areas of Gobi-Altai, covering an area of approximately 44,016 hectares. For the current year, the licences and related exploration costs capitalised which amounted to HK\$2,534,000 and HK\$3,903,000 respectively have been fully impaired as the current exploration and evaluation activities have not yet led to the discovery of commercially viable quantities of minerals and the management does not intend to renew the licences after their expiry in April 2013.
- (ii) Two exploration licences in respect of gold and copper deposit located in certain areas of Zavkhan, Mongolia, covering an area of approximately 15,517 hectares. For the current year, the licences and related exploration costs capitalised which amounted to HK\$2,484,000 and HK\$15,696,000 respectively have been fully impaired as the current exploration and evaluation activities have not yet led to the discovery of commercially viable quantities of minerals and the management did not renew the licences after they expired in March 2013.
- (iii) Three exploration licences in respect of a coal mine located in DundGobi, Mongolia, covering an area of approximately 14,087 hectares in aggregate. The licences and the exploration cost capitalised for this exploration project as at 31 March 2013 amounted to HK\$1,017,000 and HK\$2,817,000 respectively. This represents active exploration project and the Directors are of the opinion that no impairment should be provided in respect of these exploration and evaluation assets.

Pursuant to the Mineral Law of Mongolia which was adopted in 2006, exploration licence is granted for an initial period of three years and holder of an exploration licence may apply for an extension of such licence for two successive periods of three years each.

19. 勘探及評估資產 (續)

誠如附註18所述，本集團於蒙古之勘探牌照之狀況可能受實施水源及森林法及水源法項下之決議案第194號影響。

20. 預付款項及按金

此乃指就將用於無煙燃料產品加工廠之專門技術而向供應商支付之按金。由於與供應商所簽訂許可協議中載列之若干條件未能達成，因此專門技術之轉讓尚未完成。董事認為，無煙燃料產品不會於可見將來實現，故賬面值為3,738,000港元之有關按金已於上一財政年度全面減值。

21. 按公允值於損益列賬之財務資產

按公允值於損益列賬之財務資產指與銀行訂立之股票掛鈎結構性存款合約，本金額人民幣4,000,000元由相關銀行擔保。此財務資產於本財政年度內購入。回報參考在合約註明之相關上市股票價格之變動而釐定。該合約將於二零一六年四月二十六日到期，因此分類為非流動資產。由於彼等載有非密切相關之嵌入衍生工具，故結構性存款於初步確認時分類為按公允值於損益列賬之財務資產。董事認為結構性存款之公允值(根據交易對手方銀行將支付於二零一三年三月三十一日贖回之價格計算)與結構性存款於二零一三年三月三十一日之賬面值相若。因此，年內並無於損益中確認公允值變動。於二零一三年三月三十一日，按公允值於損益列賬之財務資產質押予銀行，以取得本集團之銀行貸款(附註28(a))。

19. EXPLORATION AND EVALUATION ASSETS (Continued)

As mentioned in Note 18, the position of the exploration licences of the Group in Mongolia may be affected by implementation of the Rs 194 under the Water and Forest Law and the Water Law.

20. PREPAYMENTS AND DEPOSITS

This represents deposits paid to a supplier for technical know-how which was to be used in a processing plant for smokeless fuel product. Since certain conditions as set forth in the licence agreement signed with the supplier had not yet been fulfilled and accordingly, the transfer of the technical know-how was not yet completed. The Directors are of the opinion that the smokeless fuel product will not be implemented in the foreseeable future and therefore carrying amount of HK\$3,738,000 for the related deposits was fully impaired in the last financial year.

21. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

The financial asset at fair value through profit and loss represents a contract of equity-linked deposit structured with a bank, with principal of RMB4,000,000 being guaranteed by the relevant bank. This financial asset was acquired during the current financial year. The return is determined by reference to the changes in prices of underlying listed equities as stated in the contract. The contract will mature on 26 April 2016 and was therefore classified as non-current asset. The structured deposits are designated as financial asset at fair value through profit or loss on initial recognition as they contain non-closely related embedded derivative. The Directors consider the fair values of the structured deposits, which are based on the prices the counterparty bank would pay to redeem at 31 March 2013, approximate to their carrying values of the structured deposits as at 31 March 2013. Accordingly, no change in the fair value was recognised in the profit or loss during the year. The financial asset at fair value through profit and loss as at 31 March 2013 was pledged to secure the Group's bank loans (note 28(a)).

22. 存貨

22. INVENTORIES

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
原材料及供應品 — 按成本	Raw materials and supplies – at cost	97,646	59,649
減：存貨撇減	Less: Write-down of inventories	(3,479)	(6,310)
		94,167	53,339

23. 應收客戶合約工程款項

23. AMOUNTS DUE FROM CUSTOMERS OF CONTRACT WORKS

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
迄今所產生之成本	Costs incurred to date plus		
加已確認溢利	recognised profits	1,650,841	4,089,488
減：迄今之進度款項	Less: Progress billings to date	(1,524,229)	(3,862,172)
		126,612	227,316
應收客戶合約工程款項	Amounts due from customers of contract works	126,612	227,316

若干土木工程合約之所得款項已抵押予銀行，進一步詳情載於附註28(a)。

The proceeds on certain civil engineering contracts have been pledged to banks as further detailed in note 28(a).

24. 貿易及其他應收款項、 預付款項及按金

24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
貿易應收款項(附註(a))	Trade receivables (note (a))	120,259	53,597
應收保留款項(附註(b))	Retention receivables (note (b))	20,476	15,378
預付土地租賃款項(附註15)	Prepaid land lease payments (note 15)	152	210
預付款項及按金	Prepayments and deposits	31,013	22,689
其他應收款項(附註(c))	Other receivables (note (c))	13,938	10,243
		185,838	102,117

附註：

- (a) 於呈報日期末基於發票日期之貿易應收款項之賬齡分析如下：

Notes:

- (a) The ageing analysis of trade receivables (based on invoice date) as at the end of the reporting date is as follows:

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
三個月內	Within 3 months	117,238	53,597
四至六個月	4 to 6 months	2,935	—
一年以上	Over 1 year	86	—
		120,259	53,597

給予合約工程及裝修工程客戶之信貸期通常為30至90日(二零一二年：30至60日)。合約工程定期作出進度付款。給予供水業務客戶之信貸期通常為30至90日(二零一二年：30日)。

Credit period granted to customers of contract works and renovation works is normally 30 to 90 days (2012: 30 to 60 days). Application for progress payments of contract works is made on a regular basis. Credit period granted to customers of water supply business is normally 30 to 90 days (2012: 30 days).

24. 貿易及其他應收款項、 預付款項及按金 (續)

附註：(續)

(a) (續)

於各呈報日期末概無個別或共同被視為有所減值之貿易應收款項之賬齡分析如下：

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
概無逾期或減值	Neither past due nor impaired	73,330	53,597
逾期少於3個月	Less than 3 months past due	46,843	–
逾期超過3個月 但少於12個月	More than 3 months past due but less than 12 months past due	86	–
		120,259	53,597

於呈報日期之貿易應收款項主要來自提供土木工程合約之保養及建造工程服務。相關客戶主要為政府部門／機構及著名企業。該等客戶與本集團交易的往績良好，並無拖欠付款紀錄。因此，管理層認為毋須就二零一三年三月三十一日之貿易應收款項作出減值撥備。本集團並無就該等結餘持有任何抵押品。

若干土木工程合約之所得款項已抵押予銀行，進一步詳情載於附註28(a)。

24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Notes: (Continued)

(a) (Continued)

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired as at the end of each reporting date is as follows:

Trade receivables as at the reporting date mainly derived from provision of maintenance and construction works on civil engineering contracts. The related customers are principally government departments/organisations and reputable corporations. These customers have established good track record with the Group and have no history of default payments. On this basis, the management believes that no impairment allowance is necessary in respect of the trade receivables as at 31 March 2013. The Group does not hold any collateral over these balances.

The proceeds on certain civil engineering contracts have been pledged to banks as further detailed in note 28(a).

24. 貿易及其他應收款項、 預付款項及按金 (續)

附註：(續)

(b) 合約工程客戶預扣之保留金於相關合約之保養期結束後支付或根據相關合約規定之條款支付。於呈報日期，保留金18,561,000港元(二零一二年：6,884,000港元)之賬齡為一年或以內，其餘結餘1,915,000港元(二零一二年：8,494,000港元)之賬齡為一年以上，其中74,000港元已逾期超過一年(二零一二年：9,000港元逾期超過一年)。保留金主要為應收政府部門／機構及著名企業款項。該等客戶與本集團交易的往績良好，並無拖欠付款紀錄。因此，管理層認為毋須就於二零一三年三月三十一日之應收保留款項作出減值撥備。本集團並無就該等結餘持有任何抵押品。於二零一三年三月三十一日，保留金約18,466,000港元(二零一二年：9,252,000港元)預期將於一年以後收回。

(c) 於二零一三年三月三十一日之其他應收款項主要是支付予主要分包商之預付款。本集團與該等分包商已建立長期業務關係，而彼等持續向本集團提供分包服務，並無拖欠紀錄。因此，毋須就該等結餘作出減值撥備。

(d) 董事認為，貿易及其他應收款項(不包括應收保留款項)之賬面值與其公允值相若，原因為該等餘款產生時屆滿年期較短。

於二零一三年三月三十一日之應收保留款項之公允值估計為19,322,000港元(二零一二年：14,676,000港元)。公允值乃根據按可資比較金融工具之市場利率折現後之現金流釐定。

24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Notes: (Continued)

(b) Retention monies withheld by customers of contract works are released after the completion of maintenance period of the relevant contract or in accordance with the terms specified in the relevant contract. As at the reporting date, retention monies of HK\$18,561,000 (2012: HK\$6,884,000) was aged one year or below and the remaining balance of HK\$1,915,000 (2012: HK\$8,494,000) was aged over one year, of which HK\$74,000 was past due for over one year (2012: HK\$9,000 was past due for over one year). Retention monies are mainly due from government departments/organisations and reputable corporations. These customers have established good track record with the Group and have no history of default payments. On this basis, management believes that no impairment allowance is necessary in respect of the retention receivables as at 31 March 2013. The Group does not hold any collateral over these balances. As at 31 March 2013, retention monies of approximately HK\$18,466,000 (2012: HK\$9,252,000) are expected to be recovered after one year.

(c) Other receivables as at 31 March 2013 mainly comprise the advance payments to the principal sub-contractors. The Group has established long business relationship with these sub-contractors which provide on-going sub-contracting services to the Group and have no history of default payments. Accordingly, impairment allowance is not necessary in respect of these balances.

(d) The Directors consider that the carrying amount of trade and other receivables excluding retention receivables approximate their fair values because these balances have short maturity period on inception.

The fair value of the retention receivables as at 31 March 2013 was estimated to be HK\$19,322,000 (2012: HK\$14,676,000). The fair value is determined based on cash flow discounted at market interest rates of comparable financial instruments.

25. 已抵押銀行存款

25. PLEDGED BANK DEPOSITS

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
用作若干銀行貸款 (附註28(a)) 及履約保證(附註36) 抵押並計入流動資產 之銀行存款	Bank deposits pledged against certain bank loans (note 28(a)) and performance bonds (note 36) included under current assets	20,057	24,417

已抵押銀行存款均以港元列值，並按固定年利率0.01厘至0.25厘(二零一二年：0.05厘至0.29厘)賺取利息，平均為三個月(二零一二年：三個月)到期。董事認為，由於該等銀行存款為短期存款，因此彼等之賬面值與公允值相若。

Pledged bank deposits are all denominated in HK\$, earn interest at fixed rate ranged from 0.01% to 0.25% (2012: 0.05% to 0.29%) per annum and have maturity period of three months (2012: three months) on average. The Directors consider that the carrying amounts of these bank deposits approximate their fair values because of their short maturity period on inception.

26. 銀行結存及現金

26. CASH AT BANKS AND IN HAND

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
銀行結存及現金	Cash at banks and in hand	285,091	303,715
短期銀行存款	Short-term bank deposits	6,363	7,285
		291,454	311,000

26. 銀行結存及現金 (續)

26. CASH AT BANKS AND IN HAND

(Continued)

		本公司 The Company	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
銀行結存及現金	Cash at banks and in hand	90,822	136

於二零一三年三月三十一日，以人民幣（「人民幣」）列值之本集團現金結餘為7,851,000港元（二零一二年：7,565,000港元）。人民幣不可自由兌換為其他貨幣。根據中國內地的外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准透過有權進行外匯業務的銀行將人民幣兌換為外幣。銀行結存按每日銀行存款利率計算之浮動利率賺取利息。

As at 31 March 2013, cash balance of the Group denominated in Renminbi (“RMB”) amounted to HK\$7,851,000 (2012: HK\$7,565,000). RMB is not freely convertible into other currencies. Under the Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business. Cash at banks earns interest at floating rates based on daily bank deposit rates.

27. 貿易及其他應付款項

27. TRADE AND OTHER PAYABLES

貿易及其他應付款項詳情(包括於發票日期之貿易應付款項之賬齡分析)如下：

Details of the trade and other payables including the ageing analysis of trade payables (based on invoice date) are as follow:

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
貿易應付款項賬齡	Trade payables aged		
三個月內	Within 3 months	64,230	61,273
四至六個月	4 to 6 months	17,611	2,333
七至九個月	7 to 9 months	1,166	75
十至十二個月	10 to 12 months	78	119
一年以上	Over 1 year	1,783	2,206
		84,868	66,006
應付保留款項(附註(a))	Retention payables (note (a))	14,213	16,037
其他應付款項及應計費用	Other payables and accruals	24,044	16,123
		123,125	98,166

附註：

Notes:

- (a) 本集團預扣之保留金於相關合約之保養期結束後支付。於呈報日期，保留金12,163,000港元(二零一二年：12,126,000港元)之賬齡為一年或以下；其餘結餘2,050,000港元(二零一二年：3,911,000港元)之賬齡為一年以上，其中概無款項已逾期(二零一二年：概無款項已逾期)。
- (b) 供應商及分包商給予之信貸期通常為30至60日。
- (c) 由於貿易及其他應付款項乃屬短期，因此董事認為，貿易及其他應付款項之賬面值與彼等之公允值相若。

- (a) Retention monies withheld by the Group are released after the completion of maintenance period of the relevant contracts. As at the reporting date, retention monies of HK\$12,163,000 (2012: HK\$12,126,000) was aged one year or below and the remaining balance of HK\$2,050,000 (2012: HK\$3,911,000) was aged over one year, of which none was past due (2012: none was past due).
- (b) Credit period granted by suppliers and sub-contractors is normally 30 to 60 days.
- (c) Trade and other payables are short term and therefore the Directors consider that the carrying amount of trade and other payables approximate their fair values.

28. 借貸

28. BORROWINGS

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
流動負債	Current liabilities		
銀行貸款及透支，有抵押 (附註(a))	Bank loans and overdraft, secured (note (a))	105,352	83,018
融資租賃負債(附註(b))	Finance lease liabilities (note (b))	-	13
承兌票據(附註(c))	Promissory note (note (c))	342,324	-
		447,676	83,031
非流動負債	Non-current liabilities		
承兌票據(附註(c))	Promissory Note (note (c))	-	308,076
可換股票據－負債部份 (附註(d))	Convertible Note – liability component (note (d))	514,179	455,394
		514,179	763,470
借貸總額	Total borrowings	961,855	846,501

28. 借貸 (續)

28. BORROWINGS (Continued)

		本公司 The Company	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
流動負債	Current liabilities		
承兌票據 (附註(c))	Promissory Note (note (c))	342,324	–
非流動負債	Non-current liabilities		
承兌票據 (附註(c))	Promissory Note (note (c))	–	308,076
可換股票據－負債部份 (附註(d))	Convertible Note – liability component (note (d))	514,179	455,394
		514,179	763,470
借貸總額	Total borrowings	856,503	763,470

附註：

(a) 所有銀行貸款及透支均應於一年內償還。銀行貸款及透支105,352,000港元(二零一二年：83,018,000港元)由本公司發出之企業擔保作抵押，以及分類為按公允值於損益列賬之財務資產之結構性存款4,940,000港元(二零一二年：無)(附註21)與銀行存款20,057,000港元(二零一二年：24,417,000港元)(附註25)之押記作抵押。此外，所有銀行貸款105,352,000港元(二零一二年：若干銀行貸款78,018,000港元)由若干土木工程合約之所得款項作抵押。

(b) 於二零一三年三月三十一日，本集團並無任何融資租賃。於二零一二年三月三十一日，本集團租賃若干汽車，而該等租賃歸類為融資租賃，剩餘租期為一個月。

融資租賃負債實際上由相關資產作抵押，因為倘本集團未有如期還款，租賃資產之權利將復歸予出租人。

Notes:

(a) All bank loans and overdrafts are repayable within one year. Bank loans and overdrafts amounting to HK\$105,352,000 (2012: HK\$83,018,000) are secured by the corporate guarantees issued by the Company and are secured by charges over a structured deposit classified as financial asset at fair value through profit and loss amounting to HK\$4,940,000 (2012: Nil) (note 21) and bank deposits amounting to HK\$20,057,000 (2012: HK\$24,417,000) (note 25). In additions, all bank loans amounting to HK\$105,352,000 (2012: certain bank loans amounting to HK\$78,018,000) are secured by the proceeds on certain civil engineering contracts.

(b) As at 31 March 2013, the Group did not have any finance leases. As at 31 March 2012, the Group leased certain of its motor vehicles and these leases were classified as finance leases having remaining lease period of one month.

Finance lease liabilities are effectively secured by the underlying assets as the rights to the leased asset would be reverted to the lessor in the event of default by repayment by the Group.

28. 借貸 (續)

附註：(續)

- (c) 作為附註17所載述之收購事項部份代價，本公司已發行本金額為350,000,000港元之承兌票據(「承兌票據」)。承兌票據為無抵押、不計息且於承兌票據之發行日期起計兩年內到期，即二零一二年六月十七日到期。於二零一二年三月二十八日(「延長日期1」)，承兌票據之到期日已延長至二零一三年六月十七日。於二零一三年六月二十五日(「延長日期2」)，承兌票據之到期日進一步延長至二零一四年六月十七日(附註40(e))。

28. BORROWINGS (Continued)

Notes: (Continued)

- (c) As part of the consideration for the Acquisition as described in note 17, the Company issued a promissory note in principal amount of HK\$350,000,000 (the “Promissory Note”). The Promissory Note is unsecured, non-interest bearing and matured two years from the date of issue of the Promissory Note i.e. matured on 17 June 2012. On 28 March 2012 (the “Extension Date 1”), the maturity date of Promissory Note was extended to 17 June 2013. On 25 June 2013 (the “Extension Date 2”), it was further extended to 17 June 2014 (note 40(e)).

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
期初賬面淨值	Opening net carrying amount	308,076	309,472
延長產生之收益(附註(i))	Gain arising from extension (note (i))	–	(34,497)
應歸利息開支(附註(ii))	Imputed interest expenses (note (ii))	34,248	33,101
期末賬面淨值	Closing net carrying amount	342,324	308,076

附註：

- (i) 於延長日期1承兌票據之賬面值及公允值分別為342,307,000港元及307,810,000港元。該公允值根據由獨立專業估值師資產評估顧問有限公司(「資產評估顧問」)使用貼現現金流量法進行之估值釐定。於延長日期1賬面值與公允值之間的差額為34,497,000港元，已於截至二零一二年三月三十一日止年度之其他收入及收益確認為延長承兌票據產生之收益(附註5)。
- (ii) 承兌票據其後採用實際利率法以實際利率10.7%(收購日期後)及11.12%(延長日期1後)按攤銷成本計量。應歸利息約34,248,000港元(二零一二年：33,101,000港元)(附註8)已於本年度之損益確認。

Notes:

- (i) The carrying value and fair value of the Promissory Note as at the Extension Date 1 was HK\$342,307,000 and HK\$307,810,000 respectively. The fair value was determined based on the valuation using discounted cash flows method carried out by Asset Appraisal Limited (“Asset Appraisal”), an independent professional valuer. The difference between the carrying value and fair value as at the Extension Date 1 which amounted to HK\$34,497,000 was recognised in Other Income and Gains for the year ended 31 March 2012 as gain arising from extension of the Promissory Note (note 5).
- (ii) The Promissory Note is subsequently measured at amortised cost using effective interest method by applying an effective interest rate of 10.7% after the Acquisition Date and 11.12% after the Extension Date 1. Imputed interest of approximately HK\$34,248,000 (2012: HK\$33,101,000) (note 8) was recognised in the profit or loss in the current year.

28. 借貸 (續)

附註：(續)

- (d) 作為收購事項之部份代價(附註17)，本公司已發行本金額為954,100,000港元之零票息可換股票據(「可換股票據」)，該票據於可換股票據發行日期起計五年內到期，即將於二零一五年六月十七日到期。

可換股票據持有人(「票據持有人」)可選擇自發行日期起至到期日止隨時按1.1港元之兌換價(因附註31(a)所界定及載述之股份合併而就每股0.22港元予以調整)將可換股票據本金額全部或部份兌換為本公司之普通股(「兌換股份」)。可換股票據於到期日前不可贖回。本公司有權將可換股票據之尚未兌換金額之到期日再延長五年(「延長期權」)。

可換股票據按收購事項日期之公允值列賬，金額為948,237,000港元。公允值乃由資產評估顧問進行之估值釐定。可換股票據包括三個組成部份－負債部份、權益部份(列作「可換股票據權益儲備」)及有關延長期權之衍生工具部份(「衍生工具部份」)。

可換股票據之負債部份之公允值採用同等非可換股債券之同等市場利率以現金流量貼現方法計算。權益部份及衍生工具部份之公允值根據由資產評估顧問採用二項式估值模型進行之估值釐定。

28. BORROWINGS (Continued)

Notes: (Continued)

- (d) As part of the consideration for the Acquisition (note 17), the Company issued a zero coupon convertible note in principal amount of HK\$954,100,000 (the “Convertible Note”) which will mature in five years from the date of issue of the Convertible Note i.e. will mature on 17 June 2015.

The holder of the Convertible Note (the “Noteholder”) have the option to convert the whole or part of the principal amount of the Convertible Note into ordinary shares of the Company (the “Conversion Shares”) at a conversion price of HK\$1.1 (adjusted from HK\$0.22 per share as a result of the Share Consolidation as defined and set out in note 31(a)) at any time from the issue date up to maturity date. The Convertible Note is non-redeemable prior to the maturity date. The Company has the right (the “Extension Option”) to extend the maturity date in respect of the outstanding amount of the Convertible Note for another five years.

The Convertible Note was stated at fair value on the Acquisition Date which amounted to HK\$948,237,000. The fair value was determined based on the valuation carried out by Asset Appraisal. The Convertible Note contains three components – liability component, equity component (presented as “Convertible note equity reserve”) and the derivative component arising from the Extension Option (the “Derivative Component”).

The fair value of the liability component of the Convertible Note was calculated using cash flows discounted at a rate based on an equivalent market interest rate for an equivalent non-convertible bond. The fair value of the equity component and the Derivative Component were determined based on the valuation carried out by Asset Appraisals by using Binomial valuation model.

28. 借貸 (續)

附註：(續)

(d) (續)

於財務狀況表確認之可換股票據之負債部份、權益部份及衍生工具部份之賬面值如下：

28. BORROWINGS (Continued)

Notes: (Continued)

(d) (Continued)

The carrying values of the liability component, the equity component and the Derivative Component of the Convertible Note recognised in the statement of financial position are as follows:

	負債部份 Liability component	二零一三年		二零一二年		權益部份 Equity component	二零一三年		二零一二年		衍生工具部份 Derivative Component	二零一三年		二零一二年	
		2013		2012			2013		2012			2013		2012	
		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	
賬面值	Carrying amounts														
年初	At beginning of the year	455,394	502,120	348,595	434,124	(63,734)	(80,342)								
應歸利息開支(附註(i))	Imputed interest expenses (note (i))	58,785	52,793	-	-	-	-								
兌換可換股票據(附註(ii))	Conversion of Convertible Note (note (ii))	-	(99,519)	-	(85,529)	-	15,828								
於損益中確認之公允價值變動 (附註(iii))	Change in fair value recognised in profit or loss (note (iii))	-	-	-	-	5,979	780								
年末	At end of the year	514,179	455,394	348,595	348,595	(57,755)	(63,734)								

附註：

(i) 負債部份其後使用實際利率法按攤銷成本計量，所使用之實際年利率為12.91%（二零一二年：12.91%）。應歸利息開支約58,785,000港元（二零一二年：52,793,000港元）（附註8）已於本年度於損益確認。

(ii) 於上一財政年度內，750,000,000股兌換股份於兌換合共165,000,000港元之可換股票據時發行（詳情載於附註31(c)）。於兌換時，可換股票據權益儲備、衍生工具部份及負債部份之賬面值按比例轉撥至股本及股份溢價賬，作為已發行股份所得款項。

Notes:

(i) The liability component is subsequently measured at amortised cost using effective interest method by applying an effective interest rate of 12.91% (2012:12.91%) per annum. Imputed interest expense of approximately HK\$58,785,000 (2012: HK\$52,793,000) (note 8) was recognised in profit or loss in the current year.

(ii) During the last financial year, 750,000,000 Conversion Shares were issued upon conversion of the Convertible Note in total amount of HK\$165,000,000 as detailed in note 31(c). At the time of conversion, the proportional amounts of the convertible note equity reserve, the Derivative Component and the carrying value of the liability component were transferred to share capital and share premium as proceeds for the shares issued.

28. 借貸 (續)

附註：(續)

(d) (續)

附註：(續)

(iii) 衍生工具部份按公允值計量，而公允值之變動則於損益確認。衍生工具部份於綜合財務狀況表列賬為衍生財務資產，直至兌換或贖回而不再存在為止。

可換股票據衍生工具部份之公允值採用二項式估值模型計算，主要輸入數據如下：

		二零一三年 三月三十一日 31 March 2013	二零一二年 三月三十一日 31 March 2012
股價	Stock price	0.249	0.043
行使價	Exercise price	1.100	0.220
波幅	Volatility	43.44%	48.22%
無風險利率	Risk free rate	0.193%	0.349%

由於二項式估值模型需代入高度主觀性之假設，主觀性輸入數據假設之變動可對公允值估計構成重大影響。有關發行可換股票據之主要條款及條件之進一步詳情載於本公司日期為二零一零年五月十二日之通函。

(iv) 於二零一三年三月三十一日，可換股票據負債部份之公允值為507,046,298港元(二零一二年：449,095,000港元)。公允值乃採用類似非可換股票據之同等市場利率13.6%(二零一二年：13.4%)以現金流量貼現方法計算。

28. BORROWINGS (Continued)

Notes: (Continued)

(d) (Continued)

Notes: (Continued)

(iii) The Derivative Component is measured at fair value with changes in fair value recognised in profit or loss. The Derivative Component is carried as derivative financial asset in the consolidated statement of financial position until extinguished on conversion or redemption.

The fair value of the Derivative Component of the Convertible Note was calculated using Binomial valuation model with the major inputs as follows:

As the Binomial valuation model requires the input of highly subjective assumptions, change in subjective input assumptions can materially affect the fair value estimate. Further details of the principal terms and conditions regarding the issue of the Convertible Note have been set out in the circular of the Company dated 12 May 2010.

(iv) The fair value of the liability component of the Convertible Note at 31 March 2013 amounted to HK\$507,046,298 (2012: HK\$449,095,000). The fair value is calculated using cash flows discounted at a rate based on an equivalent market interest rate for the similar non-convertible note, which is 13.6% (2012: 13.4%).

28. 借貸 (續)

附註：(續)

(e) 有關借貸之其他資料：

28. BORROWINGS (Continued)

Notes: (Continued)

(e) Other information about the borrowings:

	原有貨幣 Original currency	於呈報日期之實際年利率 Effective interest rate per annum at reporting date			
		二零一三年 2013		二零一二年 2012	
		浮動利率 Floating rates	固定利率 Fixed rates	浮動利率 Floating rates	固定利率 Fixed rates
銀行貸款及透支 Bank loans and overdraft	港元 HK\$	2.71% – 3.20%	–	2.65% – 3.22%	–
融資租賃負債 Finance lease liabilities	港元 HK\$	–	–	–	3.75%

董事認為，本集團之流動及非流動借貸之賬面值與可比較金融工具之公允值相若。非流動借貸之公允值乃根據預期未來現金流量按市場利率折算。

In the opinion of the Directors, the carrying amounts of the Group's current and non-current borrowings approximate their fair values of comparable financial instruments. The fair values of the non-current borrowings are calculated by discounting their expected future cash flow at market rate.

(f) 於二零一三年三月三十一日，本集團之可動用銀行融資額為245,382,000港元(二零一二年：211,200,000港元)，其中139,848,000港元(二零一二年：128,167,000港元)並無動用。

(f) As at 31 March 2013, the Group had available bank facilities of HK\$245,382,000 (2012: HK\$211,200,000), out of which HK\$139,848,000 (2012: HK\$128,167,000) was not utilised.

29. 政府補助

一家於蒙古國之附屬公司獲蒙古國政府授出補貼，以為設立無煙燃料產品加工廠提供資金。由於仍須與政府磋商興建加工廠之投資成本及相關政府補助，故已收補助已確認為非流動負債。

29. GOVERNMENT SUBSIDIES

A subsidiary in Mongolia received subsidies from the government of Mongolia for financing the establishment of a processing plant for smokeless fuel product. Since the investment cost for constructing the processing plant as well as the related government subsidies are still subject to negotiation with the government, the received subsidies are recognised as non-current liabilities.

30. 遞延稅項負債

綜合財務狀況表所確認之遞延稅項負債及其於年內之變動如下：

本集團

		加速稅項折舊 Accelerated tax depreciation		勘探及評估資產以及 採礦牌照之公允價值調整 Fair value adjustments on exploration and evaluation assets and mining licences		合計 Total	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
年初	At beginning of the year	5,727	5,684	135,533	594,292	141,260	599,976
計入損益內(附註9)	Credited to profit or loss (note 9)	(2,652)	-	(38,205)	(411,521)	(40,857)	(411,521)
匯兌調整	Exchange realignment	(21)	43	(6,422)	(47,238)	(6,443)	(47,195)
年末	At end of the year	3,054	5,727	90,906	135,533	93,960	141,260

由於在可見將來，相關集團實體可能不會有未來應課稅溢利可用作抵銷虧損，因此本集團並未就於二零一二年三月三十一日於香港產生之稅項虧損約4,908,000港元確認遞延稅項資產。根據現行稅法，該等稅項虧損不會到期。於二零一三年三月三十一日，本集團並無於香港產生稅項虧損。

就於蒙古產生之稅項虧損約22,569,000港元(二零一二年：9,915,000港元)而言，由於未能預測未來溢利流量，故本集團並無確認遞延稅項資產。於蒙古國所產生之稅項虧損有待當地稅務機關協定及應根據蒙古國企業所得稅法相關條文結轉，基建及礦業公司之稅單虧損應可從虧損產生後四至八年內之應課稅收入中扣減。特定礦業實體之虧損結轉期應由蒙古國政府經考慮該實體於其礦業業務中所作之投資後釐定。

30. DEFERRED TAX LIABILITIES

Deferred tax liabilities recognised in the consolidated statement of financial position and their movements during the year are as follows:

The Group

		Accelerated tax depreciation		Fair value adjustments on exploration and evaluation assets and mining licences		Total	
		2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
At beginning of the year		5,727	5,684	135,533	594,292	141,260	599,976
Credited to profit or loss (note 9)		(2,652)	-	(38,205)	(411,521)	(40,857)	(411,521)
Exchange realignment		(21)	43	(6,422)	(47,238)	(6,443)	(47,195)
At end of the year		3,054	5,727	90,906	135,533	93,960	141,260

The Group had not recognised deferred tax assets in respect of tax losses arising in Hong Kong as at 31 March 2012 of approximately HK\$4,908,000 as it was not probable that future taxable profits against which the losses can be utilised will be available in the relevant group entities in foreseeable future and these tax losses do not expire under current tax legislation. The Group did not have tax losses arising in Hong Kong as at 31 March 2013.

In respect of tax losses arising in Mongolia of approximately HK\$22,569,000 (2012: HK\$9,915,000), the Group has not recognised deferred tax assets due to unpredictability of future profit streams. The tax losses arising in Mongolia is subject to the agreement of the local tax authority and shall be carried forward according to the relevant provisions of Corporate Income Tax Law of Mongolia under which the tax statement losses of Infrastructure and Mining companies shall be deductible from taxable income of subsequent four to eight years since the loss incurred. The loss carry-forward period of a particular mining entity shall be determined by the Mongolian government after taking into consideration the investment made by the entity in its mining operation.

30. 遞延稅項負債 (續)

此外，由於未來溢利流無法預測，本集團並無就於澳門產生之稅項虧損約2,357,000港元(二零一二年：1,075,000港元)確認遞延稅項資產。於澳門所產生之稅項虧損有待當地稅務機關協定及應可從虧損產生後至多三年結轉。

30. DEFERRED TAX LIABILITIES

(Continued)

In addition, the Group has not recognised deferred tax assets in respect of tax losses arising in Macau of approximately HK\$2,357,000 (2012: HK\$1,075,000) due to unpredictability of future profit streams. The tax losses arising in Macau is subject to the agreement of the local tax authority and shall be carried forward to maximum three years since the loss incurred.

31. 股本

31. SHARE CAPITAL

		面值 Par value 港元 HK\$	普通股數目 Number of ordinary shares	總額 Total 千港元 HK\$'000
法定	Authorised			
於二零一一年四月一日、 二零一二年三月三十一日 及二零一二年四月一日	At 1 April 2011, 31 March 2012 and 1 April 2012	0.05	50,000,000,000	2,500,000
股份合併(附註(a))	Share consolidation (note (a))	不適用N/A	(40,000,000,000)	-
於二零一三年三月三十一日	At 31 March 2013	0.25	10,000,000,000	2,500,000
已發行及繳足	Issued and fully paid			
於二零一一年四月一日	At 1 April 2011	0.05	7,127,980,000	356,399
根據配售發行之股份(附註(b))	Shares issued under placing (note (b))	0.05	1,320,000,000	66,000
兌換可換股票據(附註(c))	Conversion of Convertible Note (note (c))	0.05	750,000,000	37,500
於二零一二年三月三十一日 及二零一二年四月一日	At 31 March 2012 and 1 April 2012	0.05	9,197,980,000	459,899
股份合併(附註(a))	Share consolidation (note (a))	不適用N/A	(7,358,384,000)	-
於二零一三年三月三十一日	At 31 March 2013	0.25	1,839,596,000	459,899

31. 股本 (續)

附註：

- (a) 根據於二零一二年十一月十九日通過之一項普通決議案，股份合併獲批准並於二零一二年十一月二十日起生效，基準為將本公司現有已發行及未發行股本中每五(5)股每股面值0.05港元的普通股份合併為一(1)股每股面值0.25港元的合併股份(「股份合併」)。緊隨股份合併後，本公司法定及已發行及繳足股本分別包括10,000,000,000股及1,839,596,000股每股面值0.25港元之合併股份。
- (b) 於二零一一年四月十三日，本集團完成按每股0.067港元配售1,320,000,000股本公司新股份(「配售事項」)。配售事項產生之所得款項為88,440,000港元(未扣除股份發行開支1,776,000港元)。根據配售事項發行股份(未抵銷股份發行開支)分別令本公司之股本及股份溢價賬增加66,000,000港元及22,440,000港元。所得款項淨額擬用作本集團一般營運資金。
- (c) 截至二零一二年三月三十一日止年度，票據持有人按每股0.22港元(股份合併前)之兌換價兌換合共165,000,000港元之可換股票據，據此各自發行合共750,000,000股兌換股份。由於有關兌換，股本及股份溢價賬已分別增加37,500,000港元及131,720,000港元，其總額為兌換當時按比例轉撥之可換股票據權益儲備、衍生工具部份及負債部份之金額(附註28(d)(ii))。

31. SHARE CAPITAL (Continued)

Notes:

- (a) Pursuant to an ordinary resolution passed on 19 November 2012, a share consolidation was approved with effect from 20 November 2012 in which every 5 of the existing issued and unissued ordinary shares of HK\$0.05 each in the share capital of the Company were consolidated into 1 consolidated share having a par value of HK\$0.25 per share (the "Share Consolidation"). Immediately after the Share Consolidation, the authorised and issued and fully paid share capital of the Company comprised 10,000,000,000 and 1,839,596,000 consolidated shares of HK\$0.25 each respectively.
- (b) On 13 April 2011, the Group completed a placing (the "Placing") of 1,320,000,000 new shares of the Company at HK\$0.067 per share. Proceeds generated from the Placing amounted to HK\$88,440,000 (before share issue expenses of HK\$1,776,000). The issue of shares under Placing, before offsetting the share issue expenses, resulted in the increase in share capital and share premium account of the Company by HK\$66,000,000 and HK\$22,440,000 respectively. The net proceed was intended to be utilised as general working capital of the Group.
- (c) During the year ended 31 March 2012, the Noteholder converted the Convertible Note in total amount of HK\$165,000,000 at the conversion price of HK\$0.22 per share (before the Share Consolidation) whereby a respective total number of 750,000,000 Conversion Shares were issued. As a result of the conversion, share capital and share premium increased by HK\$37,500,000 and HK\$131,720,000 respectively, the aggregate of which represents the proportional amounts of the convertible note equity reserve, the Derivative Component and the liability component at the time of conversion (note 28(d)(ii)).

32. 以股份支付之補償

本公司根據當時全體股東於二零零六年二月二十五日通過之書面決議案採納一項購股權計劃(「該計劃」)。該計劃旨在肯定及承認合資格參與者對本集團業務發展所作出或可作出之貢獻。該計劃之合資格參與者包括：(i)本公司之執行、非執行或獨立非執行董事或本集團於其中擁有權益之實體(「聯屬公司」)之董事；(ii)本集團或任何聯屬公司之其他僱員或主管人員；(iii)本集團或任何聯屬公司之客戶、供應商、代理、合夥人、顧問、諮詢人、股東或承包商；(iv)任何信託或全權委託信託之受託人，而該等信託之受益人或有關全權信託對象，包括第(i)、(ii)及(iii)項下之人士；及(v)第(i)、(ii)及(iii)項下之任何人士實益擁有之公司。該計劃之主要條款概述如下：

- (1) 承授人接納購股權時必須向本公司支付1港元作為授出代價。
- (2) 該計劃項下每股股份之認購價不得低於下列三者中之最高者：(i)本公司之股份面值；(ii)於授予合資格參與者當日(須為香港持牌銀行營業之日及聯交所可進行證券交易業務之日(「交易日」))每股股份於聯交所每日報價表所列之收市價；及(iii)緊接授予合資格參與者當日前連續五個交易日每股股份於聯交所每日報價表所列之平均收市價。
- (3) 購股權可根據該計劃之條款，於購股權被視為經已授出之營業日起計不超過10年之期間內隨時行使。概無規定行使購股權前必須持有之最短時限。

32. SHARE-BASED COMPENSATION

The Company has adopted a share option scheme (the “Scheme”) pursuant to a written resolution of all the then shareholders passed on 25 February 2006. The purpose of the Scheme is to recognise and acknowledge the contributions that the eligible participants have made or may make to the business development of the Group. Eligible participants of the Scheme include (i) the Company’s executive, non-executive or independent non-executive Directors or a director of an entity in which the Group holds an interest (the “Affiliate”); (ii) other employee or officer of the Group or any Affiliate; (iii) customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to the Group or any Affiliate; (iv) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include persons under (i), (ii) and (iii); and (v) a company beneficially owned by any persons under (i), (ii) and (iii). The principal terms of the Scheme are summarised as follows:

- (1) Upon acceptance of the option, the grantee shall pay HK\$1 to the Company as consideration for the grant.
- (2) The subscription price in respect of each share under the Scheme shall not be less than the highest of (i) the nominal value of the Company’s shares; (ii) the closing price of each share as stated in the Stock Exchange’s daily quotations sheet on the date of offer to the eligible participant, which must be a day on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business for dealing in securities (“Trading Day”); and (iii) the average closing price of each share as stated in the Stock Exchange’s daily quotations sheets for the five consecutive Trading Days immediately preceding the date of offer to the eligible participant.
- (3) An option may be exercised in accordance with the terms of the Scheme at any time during the period which shall not be more than 10 years from the business day on which the option is deemed to have been granted. There is no minimum period for which an option must be held before it can be exercised.

32. 以股份支付之補償 (續)

- (4) 於購股權行使期屆滿、終止聘約、或本集團或任何聯屬公司與客戶、供應商、代理、合夥人、諮詢人、顧問、股東或承包商之關係終止時，購股權將失效。
- (5) 本公司根據該計劃或本公司任何其他計劃將授出之所有購股權獲行使時可予發行之最高股份數目合共不得超過本公司股份於聯交所上市當日本公司已發行股本之10%。股東可不時於股東大會上更新該計劃授權上限，惟經更新之該計劃授權上限不得超過股東於股東大會上批准該項更新當日之已發行股份總數之10%。

在不影響該計劃任何其他條文之情況下，本公司根據該計劃及本公司任何其他計劃所有已授出而尚未行使之購股權獲行使時可予發行之股份最高數目，合共不得超過不時已發行股份總數之30%。除非取得股東批准，否則於任何12個月期間內授予任何合資格參與者之購股權（包括已行使、已註銷及尚未行使之購股權）獲行使時發行及將予發行之股份最高數目不得超過不時已發行股份總數之1%。

- (6) 該計劃由該計劃採納日期（即二零零六年二月二十五日）起計十年內有效及生效。
- (7) 購股權並不賦予持有人收取股息或於股東大會投票的權利。

32. SHARE-BASED COMPENSATION

(Continued)

- (4) An option will lapse on expiry of the exercise period of the option, on cessation of employment, or on cessation to be customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to the Group or any Affiliate.
- (5) The maximum number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other scheme of the Company shall not in aggregate exceed 10% of the issued share capital of the Company as at the date of listing of the Company's shares on the Stock Exchange. The Scheme mandate limit may be refreshed by the shareholders in general meeting from time to time provided always that the Scheme mandate limit so refreshed must not exceed 10% of the total number of shares in issue as at the date of approval of such refreshment by the shareholders in general meeting.

Notwithstanding any other provisions of the Scheme, the maximum number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the total number of shares in issue from time to time. Unless approved by the shareholders, the maximum number of shares issued and to be issued upon exercise of the options granted to any eligible participants (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue from time to time.

- (6) The Scheme shall be valid and effective for a period of ten years commencing on the date of adoption of the Scheme, i.e. 25 February 2006.
- (7) Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

32. 以股份支付之補償 (續)

32. SHARE-BASED COMPENSATION

(Continued)

已授出購股權之條款及條件

已授予若干董事及本集團若干僱員、分包商、顧問及供應商之尚未行使之購股權詳情如下：

Terms and conditions of the share options granted

Details of the outstanding share options granted to certain Directors and certain employees, sub-contractors, consultants and suppliers of the Group are as follows:

購股權授出日期 Options grant date	已授出購股權數目 Number of options granted	行使期 Exercisable period	行使價 Exercise price		緊接授出日期前 之本公司股價 Company's share price immediately before grant date		於授出日期 之本公司股價 Company's share price on grant date	
			股份合併前 Before Share Consolidation	股份合併後 After Share Consolidation	股份合併前 Before Share Consolidation	股份合併後 After Share Consolidation	港元 HK\$	港元 HK\$
二零零九年八月二十五日 25 August 2009	15,900,000	3,180,000	附註(a) note (a)	0.385	1.925	0.350	0.380	
二零一零年十月二十五日 25 October 2010	560,000,000	112,000,000	附註(b) note (b)	0.171	0.855	0.173	0.171	
二零一二年十月九日 9 October 2012	570,000,000	114,000,000	附註(c) note (c)	0.050	0.250	0.032	0.032	

32. 以股份支付之補償 (續)

已授出購股權之條款及條件 (續)

附註：

- (a) 該等購股權於授出日期歸屬，可於接納購股權當日起至二零一二年八月三十一日行使。
- (b) 該等購股權於行使期(由董事於授出日期釐定)開始時歸屬。於二零一零年十月二十五日授出之購股權當中，140,000,000份可於授出日期起6個曆月後歸屬，其餘420,000,000份於其後每6個曆月以相同數目分5批歸屬。所有購股權於歸屬日期起可行使，並於二零二零年十月二十五日屆滿。
- (c) 該等購股權於行使期(由董事於授出日期釐定)開始時歸屬。於二零一二年十月九日授出之購股權當中，342,000,000份於授出日期歸屬，及其餘228,000,000份於二零一三年四月一日及二零一三年十月一日分別以相同數目分兩批歸屬。所有購股權於歸屬日期起可行使，並於二零二二年十月八日屆滿。
- (d) 於附註31(a)所界定及載述之股份合併於二零一二年十一月二十日生效後，購股權之數目及行使價已予調整。每5份尚未行使購股權賦予持有人權利，緊接股份合併已調整至1份購股權賦予持有人權利認購1股普通股及購股權行使價已調整至介乎0.250港元至1.925港元之前，按行使價介乎0.050港元至0.385港元認購5股普通股。購股權調整之詳情於本公司日期為二零一二年十月九日之公佈中披露。

32. SHARE-BASED COMPENSATION

(Continued)

Terms and conditions of the share options granted (Continued)

Notes:

- (a) These share options vest on the date of grant and are exercisable from the date of acceptance of the options up to 31 August 2012.
- (b) These share options vest upon commencement of the exercise period which is determined by the Directors on the grant date. Among the share options granted on 25 October 2010, 140,000,000 options vest after 6 calendar months from the grant date, and the remaining 420,000,000 options vest in 5 equal tranches in every 6 calendar months thereafter. All the options are exercisable from the vest date and will expire on 25 October 2020.
- (c) These share options vest upon commencement of the exercise period which is determined by the Directors on the grant date. Among the share options granted on 9 October 2012, 342,000,000 options vest at the grant date, and the remaining 228,000,000 options vest in 2 equal tranches on 1 April 2013 and 1 October 2013 respectively. All the options are exercisable from the vest date and will expire on 8 October 2022.
- (d) Upon the Share Consolidation as defined and set out in note 31(a) becoming effective on 20 November 2012, the number and exercise price of share options has been adjusted. Every 5 outstanding share options entitling the holders to subscribe for 5 ordinary shares with an exercise price range from HK\$0.050 to HK\$0.385 immediately before the Share Consolidation has been adjusted to 1 share option entitling the holders to subscribe for 1 ordinary share and the exercise price of the share options has been adjusted to the range from HK\$0.250 to HK\$1.925. Details of the adjustment of share options have been disclosed in the announcement of the Company dated 9 October 2012.

32. 以股份支付之補償 (續)

購股權之變動及其加權平均行使價

於本財政年度之購股權變動如下：

32. SHARE-BASED COMPENSATION

(Continued)

Movements of the share options and their weighted average exercise price

The movements of the share options during the current financial year are as follows:

承授人 Grantees	購股權授出日期 Options grant date	購股權數目 Number of share options				股份合併 Share consolidation 千份 '000	於二零一三年 三月三十一日 As at 31 March 2013 千份 '000
		於二零一二年 四月一日 As at 1 April 2012 千份 '000	已授出 Granted 千份 '000	已行使 Exercised 千份 '000	已沒收 Forfeited 千份 '000		
董事 Directors	二零零九年八月二十五日 25 August 2009	2,600	-	-	(2,600)	-	-
	二零一零年十月二十五日 25 October 2010	241,250	-	-	(57,750)	(146,800)	36,700
	二零一二年十月九日 9 October 2012	-	365,000	-	(32,000)	(266,400)	66,600
		243,850	365,000	-	(92,350)	(413,200)	103,300
僱員 Employees	二零零九年八月二十五日 25 August 2009	550	-	-	(550)	-	-
	二零一零年十月二十五日 25 October 2010	40,000	-	-	-	(32,000)	8,000
	二零一二年十月九日 9 October 2012	-	115,000	-	(200)	(91,840)	22,960
		40,550	115,000	-	(750)	(123,840)	30,960
服務或貨品供應商 Suppliers of services or goods	二零零九年八月二十五日 25 August 2009	600	-	-	(600)	-	-
	二零一零年十月二十五日 25 October 2010	65,000	-	-	-	(52,000)	13,000
	二零一二年十月九日 9 October 2012	-	90,000	-	-	(72,000)	18,000
		65,600	90,000	-	(600)	(124,000)	31,000
合計 Total		350,000	570,000	-	(93,700)	(661,040)	165,260
加權平均行使價 (每股港元) Weighted average exercise price (HK\$ per share)		0.173	0.050	-	0.138	不適用/N/A	0.461*

* 因股份合併影響而予以調整

* Adjusted for the effect of Share Consolidation

32. 以股份支付之補償 (續)

購股權之變動及其加權平均行使價 (續)

於上一財政年度之購股權變動如下：

32. SHARE-BASED COMPENSATION

(Continued)

Movements of the share options and their weighted average exercise price

(Continued)

The movements of the share options during last financial year are as follows:

承授人 Grantees	購股權 授出日期 Options grant date	購股權數目 Number of share options				於二零一二年 三月三十一日 At 31 March 2012 千份 '000
		於二零一一年 四月一日 At 1 April 2011 千份 '000	已授出 Granted 千份 '000	已行使 Exercised 千份 '000	已沒收 Forfeited 千份 '000	
董事 Directors	二零零九年八月二十五日 25 August 2009	2,600	-	-	-	2,600
	二零一零年十月二十五日 25 October 2010	315,000	-	-	(73,750)	241,250
		317,600	-	-	(73,750)	243,850
僱員 Employees	二零零九年八月二十五日 25 August 2009	650	-	-	(100)	550
	二零一零年十月二十五日 25 October 2010	85,000	-	-	(45,000)	40,000
		85,650	-	-	(45,100)	40,550
服務或貨品供應商 Suppliers of services or goods	二零零九年二月十八日 18 February 2009	48,000	-	-	(48,000)	-
	二零零九年八月二十五日 25 August 2009	600	-	-	-	600
	二零一零年十月二十五日 25 October 2010	160,000	-	-	(95,000)	65,000
		208,600	-	-	(143,000)	65,600
合計 Total		611,850	-	-	(261,850)	350,000
加權平均行使價 (每股港元) Weighted average exercise price (HK\$ per share)		0.171	-	-	0.167	0.173

32. 以股份支付之補償 (續)

購股權之變動及其加權平均行使價 (續)

於二零一三年三月三十一日尚未行使之購股權之行使價介乎每股0.250港元至0.855港元(就股份合併進行調整)(二零一二年：0.171港元至0.385港元)，其於二零一三年三月三十一日之加權平均剩餘合約年期為8.85年(二零一二年：8.49年)。於本年度概無購股權獲行使(二零一二年：無)。

於本財政年度已授出購股權之公允值

於截至二零一三年三月三十一日止年度已授出購股權之公允值介乎每股0.0089港元至0.0092港元。於截至二零一二年三月三十一日止年度概無授出購股權。授予董事、僱員及分包商之購股權公允值乃根據於授出日期計量之權益工具公允值而釐定。授出購股權予分包商是獎勵彼等向本集團一直提供與其僱員所提供者相若之服務所作出之貢獻。授予顧問及供應商之購股權公允值乃根據所提供服務之市價而釐定。

於截至二零一三年三月三十一日止年度授出之購股權公允值乃由獨立專業估值師資產評值顧問有限公司採用二項式期權定價模式(「該模式」)計算。代入該模式之數據詳列如下：

每股股價(港元)	0.032
每股行使價(港元)	
(股份合併前)	0.05
預期波幅(%) (附註(a))	51.22%
無風險利率(%) (附註(b))	0.7510%
股息收益率(%)	0%
預期購股權有效期	7.5至7.6年

32. SHARE-BASED COMPENSATION

(Continued)

Movements of the share options and their weighted average exercise price

(Continued)

The exercise prices of the outstanding share options as at 31 March 2013 range from HK\$0.250 to HK\$0.855 (adjusted for the Share Consolidation) (2012: HK\$0.171 to HK\$0.385) per share and their weighted average remaining contractual life as at 31 March 2013 is 8.85 years (2012: 8.49 years). There were no share options being exercised during the year (2012: Nil).

Fair value of the share options granted during the financial year

The fair values of the share options granted during the year ended 31 March 2013 ranged from HK\$0.0089 to HK\$0.0092 per share. No share options were granted during the year ended 31 March 2012. The fair value of the share options granted to the Directors, employees and sub-contractors was determined based on the fair value of the equity instruments measured on the date of grant. Share options granted to the sub-contractors are an incentive to them for their continuing contribution to the Group for providing services similar to those rendered by its employees. The fair value of the share options granted to the consultants and suppliers was determined based on the market price of the services provided.

The fair value of the share options granted during the year ended 31 March 2013 was determined by Asset Appraisal Limited, an independent professional valuer using the Binomial option pricing model (the "Model"). Details of the inputs to the Model are as follows:

Share price (HK\$ per share)	0.032
Exercise price (HK\$ per share)	
(Before share consolidation)	0.05
Expected volatility (%) (note (a))	51.22%
Risk-free interest rate (%) (note (b))	0.7510%
Dividend yield (%)	0%
Expected life of options	7.5 – 7.6 years

32. 以股份支付之補償 (續)

於本財政年度已授出購股權之公允值 (續)

附註：

- (a) 預期波幅乃參照同業公司過往之每週回報波幅而釐定。
- (b) 無風險利率指於估值日到期之香港外匯基金票據之到期收益率。

購股權之財務影響

截至二零一三年三月三十一日止年度，未行使購股權產生之以股份支付之補償攤銷金額為4,252,000港元確認為行政開支。其中，授予董事及僱員購股權產生之以股份支付之補償金額為5,400,000港元，及授予顧問購股權所產生以股份支付之補償金額為1,559,000港元，抵銷因沒收授予若干董事及僱員之未歸屬購股權而撥回購股權開支2,707,000港元。4,252,000港元之相應數額乃計入購股權儲備。由於該等事項為以權益結算並以股份支付之交易，故並無確認任何負債。

截至二零一二年三月三十一日止年度，於本年度由尚未行使之購股權引致之以股份支付之補償之攤銷金額為4,710,000港元確認為行政開支。其中，授予董事及僱員之購股權所產生以股份支付之補償金額為5,276,000港元，抵銷因沒收上一年度授予若干顧問之未歸屬購股權而撥回購股權開支566,000港元。相應數額4,710,000港元乃計入購股權儲備。由於該等事項為以權益結算並以股份支付之交易，故並無確認任何負債。

32. SHARE-BASED COMPENSATION

(Continued)

Fair value of the share options granted during the financial year (Continued)

Notes:

- (a) Expected volatility is determined by reference to the historical volatility of weekly return for companies in the same industry.
- (b) Risk-free interest rate represents the yields to maturity of Hong Kong Exchange Fund Note with respective terms to maturity as at the valuation date.

Financial effect of the share options

For the year ended 31 March 2013, the amortised amount of share-based compensation arising from outstanding share options amounting to HK\$4,252,000 was recognised as administrative expenses. Of which, share-based compensation in respect of share options granted to the Directors and employees amounting to HK\$5,400,000 and to a consultant amounting to HK\$1,559,000, which are offset with the reversal of share option expense arising from the forfeiture of unvested share options granted to certain directors and employees of HK\$2,707,000. The corresponding amount of HK\$4,252,000 has been credited to the share option reserve. No liabilities were recognised as these are equity-settled share-based payment transactions.

For the year ended 31 March 2012, the amortised amount of share-based compensation arising from outstanding share options amounting to HK\$4,710,000 was recognised as administrative expenses. Of which, share-based compensation in respect of share options granted to the Directors and employees amounting to HK\$5,276,000, offsetting with the reversal of share option expense amounting to HK\$566,000 arising from the forfeiture of unvested share options granted to certain consultants in prior year. The corresponding amount of HK\$4,710,000 has been credited to the share option reserve. No liabilities were recognised as those are equity-settled share-based payment transactions.

32. 以股份支付之補償 (續)

購股權之財務影響 (續)

於本財政年度，授予董事及僱員之32,200,000份未歸屬購股權(股份合併前)以及授予董事、僱員及供應商之61,500,000份已歸屬購股權(股份合併前)已被沒收。就沒收未歸屬購股權而言，其乃以撥回至本年度損益賬列賬；就沒收已歸屬購股權而言，相應數額1,636,000港元已由購股權儲備轉撥至累計虧損。

於上一財政年度，授予董事、僱員及顧問之213,750,000份未歸屬購股權及授予供應商及一名僱員之48,100,000份已歸屬購股權已被沒收。就沒收已歸屬購股權而言，相應金額1,113,000港元已由購股權儲備轉撥至累計虧損。

於二零一三年三月三十一日，可予行使之尚未行使購股權數目為114,400,000份(二零一二年：155,000,000份)，佔當日本公司已發行股份約6.2%(二零一二年：1.2%)。倘該等購股權全數獲行使，將導致本公司須額外發行114,400,000股(二零一二年：155,000,000股)普通股，包括增加28,600,000港元(二零一二年：7,750,000港元)之股本及36,166,000港元(二零一二年：19,557,500港元)之股份溢價。

32. SHARE-BASED COMPENSATION

(Continued)

Financial effect of the share options

(Continued)

During the current financial year, 32,200,000 unvested share options (before Share Consolidation) granted to Directors and employees and 61,500,000 vested shares options (before Share Consolidation) granted to Directors, employees and suppliers were forfeited. For the forfeiture of the unvested share options, they are recorded as a reversal to current year's profit or loss account and for the forfeiture of vested share options, the corresponding amount of HK\$1,636,000 was transferred from share option reserve to accumulated losses.

During last financial year, 213,750,000 unvested share options granted to directors, employee and consultants and 48,100,000 vested shares options granted to suppliers and an employee were forfeited. For the forfeiture of vested share option, the corresponding amount of HK\$1,113,000 was transferred from share option reserve to accumulated losses.

The number of outstanding share options which are exercisable as at 31 March 2013 was 114,400,000 (2012:155,000,000) which represent approximately 6.2% (2012: 1.2%) of the Company's shares in issue on that date. The exercise in full of these share options would result in the issue of 114,400,000 (2012: 155,000,000) additional ordinary shares of the Company including additional share capital of HK\$28,600,000 (2012: HK\$7,750,000) and share premium of HK\$36,166,000 (2012: HK\$19,557,500).

33. 儲備

本集團

33. RESERVES

The Group

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
股份溢價(附註(a))	Share premium (note (a))	1,056,066	1,056,066
合併儲備(附註(b))	Merger reserve (note (b))	13,805	13,805
購股權儲備(附註(d))	Share option reserve (note (d))	23,675	21,059
資本贖回儲備(附註(e))	Capital redemption reserve (note (e))	6,629	6,629
匯兌儲備(附註(f))	Translation reserve (note (f))	94,483	107,075
可換股票據權益儲備 (附註28(d))	Convertible note equity reserve (note 28(d))	348,595	348,595
累計虧損	Accumulated losses	(1,969,829)	(1,671,653)
		(426,576)	(118,424)

財務報表附註 NOTES TO THE FINANCIAL STATEMENTS

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

33. 儲備 (續)

本公司

33. RESERVES (Continued)

The Company

		股份溢價	繳入盈餘	購股權儲備	資本贖回儲備	可換股票據 權益儲備	累計虧損	總額
		Share premium	Contributed surplus	Share option reserve	Capital redemption reserve	Convertible note equity reserve	Accumulated losses	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(附註(a))	(附註(c))	(附註(d))	(附註(e))	(附註28(d))		
		(note (a))	(note (c))	(note (d))	(note (e))	(note 28(d))		
於二零一一年四月一日	At 1 April 2011	903,682	76,249	17,462	6,629	434,124	(160,828)	1,277,318
本年度虧損	Loss for the year	-	-	-	-	-	(1,478,806)	(1,478,806)
發行配售股份(附註31(b))	Issue of shares under placing (note 31(b))	22,440	-	-	-	-	-	22,440
股份發行開支(附註31(b))	Share issue expenses (note 31(b))	(1,776)	-	-	-	-	-	(1,776)
以股份支付之補償(附註32)	Share-based compensation (note 32)	-	-	4,710	-	-	-	4,710
沒收之購股權	Share options forfeited	-	-	(1,113)	-	-	-	(1,113)
兌換可換股票據 (附註28(d)(ii)及31(c))	Conversion of Convertible Note (notes 28(d)(ii) & 31(c))	131,720	-	-	-	(85,529)	-	46,191
於二零一二年三月三十一日 及二零一二年四月一日	At 31 March 2012 and 1 April 2012	1,056,066	76,249	21,059	6,629	348,595	(1,639,634)	(131,036)
本年度虧損	Loss for the year	-	-	-	-	-	(313,217)	(313,217)
以股份支付之補償(附註32)	Share-based compensation (note 32)	-	-	4,252	-	-	-	4,252
沒收之購股權(附註32)	Share options forfeited (note 32)	-	-	(1,636)	-	-	1,636	-
於二零一三年三月三十一日	At 31 March 2013	1,056,066	76,249	23,675	6,629	348,595	(1,951,215)	(440,001)

33. 儲備 (續)

本公司 (續)

附註：

- (a) 根據開曼群島法例第22章公司法(一九六一年第3條法例，經綜合及修訂)，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。
- (b) 本集團之合併儲備指根據本集團於本公司在聯交所上市前進行之重組所收購附屬公司之股本總額面值高於本公司發行以作交換之股本面值之差額。
- (c) 本公司之繳入盈餘指根據本集團於本公司股份在聯交所上市前進行之重組所收購附屬公司之投資成本高於本公司發行以作交換之股本面值之差額。
- (d) 購股權儲備指已授出購股權之公允值，有關詳情載於附註3.18所述就以股份支付之補償採納之會計政策。
- (e) 資本贖回儲備指轉撥自保留溢利及相等於所購回股份面值之金額。
- (f) 匯兌儲備包括所有根據附註3.14所述之會計政策換算海外業務之財務報表所產生之匯兌差額。

33. RESERVES (Continued)

The Company (Continued)

Notes:

- (a) Under the Companies Law Cap. 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which a dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (b) The merger reserve of the Group represents the difference between the nominal value of the aggregate share capital of subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange pursuant to the reorganisation of the Group taken place before the listing of Company on the Stock Exchange.
- (c) Contributed surplus of the Company represents the difference between the costs of investment in subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange pursuant to the reorganisation of the Group taken place before the listing of Company's shares on the Stock Exchange.
- (d) Share option reserve represents the fair value of share options granted as further explained in the accounting policy adopted for share-based compensation in note 3.18.
- (e) Capital redemption reserve represents the transfer from retained profits of the amount equivalent to the par value of the shares repurchased.
- (f) Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policy adopted in note 3.14.

34. 承擔

經營租賃承擔

本集團

根據土地及樓宇不可撤銷經營租賃而於日後應付之最低租金總額如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
一年內	Within one year	6,580	8,930
第二年至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	4,778	6,613
		11,358	15,543

本集團根據經營租賃租賃若干物業。該等租賃初步為期兩至三年(二零一二年：兩至三年)，並訂明於到期日有權重續租賃及重新磋商條款。該等租賃並不包含任何或然租金。

本公司

於二零一三年及二零一二年三月三十一日，本公司並無任何重大經營租賃承擔。

34. COMMITMENTS

Operating lease commitments

The Group

The future aggregate minimum lease rental payable under non-cancellable operating leases in respect of land and buildings was as follows:

The Group leases certain properties under operating leases. The leases run for an initial period of two to three years (2012: two to three years), with an option to renew the leases and renegotiate the terms at the expiry date. The leases do not include any contingent rentals.

The Company

The Company did not have any significant operating lease commitments as at 31 March 2013 and 2012.

35. 或然負債及訴訟

- (a) 於過往財政年度，本集團就兩項已完成工程遭一家原分包商提出兩項申索。於截至二零一二年三月三十一日止年度，本公司一家附屬公司作為該兩項申索之被告收到傳票，索償金額合共約9,500,000港元。本集團已就約8,600,000港元之多付款額向該原分包商提出反申索。於二零一二年七月五日，授予原告法律援助被解除。其後，原告於二零一二年九月三日向法院提出申請批准終止對其申索。隨後於二零一二年十月五日聆訊後授出批准。董事認為該案件之財務影響僅為分攤法律費用及其將不會對本集團產生任何重大財務影響。
- (b) 於過往財政年度，本公司一家附屬公司作為被告收到有關一家原分包商所提出申索的傳票及申索聲明，索償金額合共約5,900,000港元。本集團已作出抗辯聲明並就約500,000港元之多付款額向該原分包商提出反申索，其後原告並無採取進一步行動。調解已於二零一二年七月舉行，但並未達成清償協議。於二零一三年三月三十一日及截至本財務報表日期，該等申索並無重大進展。根據本集團法律顧問之意見，董事認為本集團對原告之申索具有充分的抗辯理據。此外，由於法律援助署已拒絕受理原告申請，故董事認為該原分包商之申索不大可能成功並對本集團產生任何重大財務影響。

35. CONTINGENT LIABILITIES AND LITIGATIONS

- (a) In prior financial years, the Group received from an ex-subcontractor two claims in respect of two completed projects. During the year ended 31 March 2012, a writ of summons was served to a subsidiary of the Company as defendant in respect of those two claims seeking the recovery of a sum of approximately HK\$9.5 million in aggregate. The Group made a counterclaim against the ex-subcontractor for overpayment of approximately HK\$8.6 million. On 5 July 2012, the legal aid granted to the plaintiff was discharged. Thereafter, the plaintiff on 3 September 2012 made an application to the Court for leave to discontinue his claim. Leave was then granted on 5 October 2012 upon a hearing. The Directors consider that the financial impact of the case is only for sharing of legal costs and it would not result in any material financial impact on the Group.
- (b) In prior financial years, a writ of summons and statement of claim were served to a subsidiary of the Company as defendant in respect of the claim seeking the recovery of a sum of approximately HK\$5.9 million in aggregate by an ex-subcontractor. The Group made a statement of defense and counterclaim against the ex-subcontractor for a sum of approximately HK\$0.5 million, and no further action was taken by the plaintiff afterwards. In July 2012, the mediation was held but no settlement agreement was reached. As at 31 March 2013 and up to the date of these financial statements, there is no material progress in respect of the claims. Based on the advice from the legal advisers of the Group, the Directors believe that the Group has a good defense against the plaintiff. In addition, as the Legal Aid Department has refused the plaintiff's application, the Directors consider that the claims by the ex-subcontractor will unlikely succeed and there is no material financial impact on the Group accordingly.

35. 或然負債及訴訟 (續)

(c) 於二零一一年三月二十三日，本公司兩名前任董事及其他人士（「原告」）對本公司及其他董事提起訴訟，其申索包括多項法律救濟，包括限制本公司根據董事會於二零一一年三月二十一日通過之決議案進行股份配售之強制令。股份配售已於二零一一年四月十三日完成。由於原告並無向本公司提出損害賠償申索，因此本公司目前之負債僅限於訴訟費用。原告於二零一一年四月四日已提出非正審強制令申請（「申請」），且聆訊已於二零一二年十一月二十七日進行。法院撤銷了申請，並裁定本公司及被告的相關訟費由原告承擔，訟費須即時繳付及評定（如未就訟費達成協議）。另外，法院亦撤銷了原告作出關於修訂相關傳票之申請，並裁定本公司及被告的相關訟費由原告承擔，訟費須即時繳付及評定（如未就訟費達成協議）。

(d) 除上文所述外，於二零一三年三月三十一日，本集團於日常業務過程中遭提出數項訴訟及申索，且於本財務報表日期尚未得到解決。部份所申請之訴訟及申索並無訂明索償金額。董事認為已購買足夠之保險以彌補大部份該等訴訟及申索所導致之損失（如有），因此，該等訴訟及申索之最終責任將不會對本集團之財務狀況造成重大不利影響。

35. CONTINGENT LIABILITIES AND LITIGATIONS (Continued)

(c) On 23 March 2011, two of the Company's former directors and others (the "Plaintiffs") commenced legal proceedings to claim against the Company and other Directors for various relief including an injunction preventing the Company from proceeding with the placing of shares pursuant to the resolution passed by the Board on 21 March 2011. The placing of shares was completed on 13 April 2011. The Plaintiffs have not claimed against the Company for damages and the liabilities of the Company are limited to costs at this stage. The Plaintiffs have made an application for an interlocutory injunction on 4 April 2011 (the "Application") which has been heard on 27 November 2012. The Application was dismissed by the Court with costs awarded against the Plaintiffs in favour of the Company and the defendants, such costs to be paid and taxed forthwith, if not agreed. Separately, the Plaintiffs' application to amend the related summons was also dismissed by the Court with cost awarded against the Plaintiffs in favour of the Company and the defendants, such costs to be paid and taxed forthwith, if not agreed.

(d) Apart from the above, as at 31 March 2013, a number of lawsuits and claims arising from the normal course of business were lodged against the Group which remains outstanding as at the date of these financial statements. Claim amounts are not specified in some of the applications of these lawsuits and claims. In the opinion of the Directors, sufficient insurance coverage are maintained to cover the losses, if any, arising from most of these lawsuits and claims and therefore the ultimate liability under these lawsuits and claims would not have a material adverse impact on the financial position of the Group.

36. 擔保

於呈報期末，本公司作出之重大財務擔保如下：

36. GUARANTEES

As at the end of the reporting period, the Company issued the following significant financial guarantees:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
以下項目之擔保：	Guarantees in respect of:		
銀行授予若干附屬公司 之信貸融資	Credit facilities granted by banks to certain subsidiaries	105,352	85,983
銀行向一家附屬公司 之客戶發出之履約保證	Performance bond issued by bank to a subsidiary's customer	181	–
若干附屬公司訂立 之融資租賃安排	Finance lease arrangements entered into by certain subsidiaries	–	13
		105,533	85,996

本公司連同其若干附屬公司向銀行作出交叉擔保，作為向附屬公司授出信貸融資之部份抵押。

The Company, together with certain of its subsidiaries, issued cross guarantees to bankers as part of the security for credit facilities granted to the subsidiaries.

董事認為提供上述財務擔保所產生之財務影響並不重大，因此上述財務擔保並無計入該等財務報表。

In the opinion of the Directors, the financial impact arising from providing the above financial guarantee is immaterial and accordingly, they are not accounted for in these financial statements.

37. 關連方交易

37. RELATED PARTY TRANSACTIONS

(i) 與關連公司之交易

(i) Transactions with related companies

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
支付予君明有限公司 之辦公室租金開支 (附註(a))	Rental expenses for office premises paid to Grand Media Limited (Note (a))	984	984
支付予君明有限公司 之利息開支 (附註(a))	Interest expenses paid to Grand Media Limited (Note (a))	24	75
延長承兌票據產生 之收益(附註(b))	Gain arising from extension of the Promissory Note (Note (b))	-	34,497

附註：

- (a) 本公司董事原秋明先生、原偉強先生及蘇耀祥先生於君明有限公司分別擁有34%、33%及33%之股權。
- (b) 承兌票據持有人為由王正平先生擁有之公司Sino Access Holdings Limited，於二零一二年三月三十一日王正平先生持有本公司重大股權。

Note:

- (a) The directors of the Company, Mr. Yuen Chow Ming, Mr. Yuen Wai Keung and Mr. So Yiu Cheung, have equity interests of 34%, 33% and 33% respectively in Grand Media Limited.
- (b) The Promissory Note holder is Sino Access Holdings Limited, a company owned by Mr. Wong Ching Ping Alex who has material equity interests in the Company as at 31 March 2012.

37. 關連方交易 (續)

(ii) 主要管理人員

員工成本包括以下各類之主要管理人員補償：

37. RELATED PARTY TRANSACTIONS

(Continued)

(ii) Key management personnel

Included in staff costs are key management personnel compensation which comprises the following categories:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
薪金、津貼 及實物福利	Salaries, allowances and benefits in kind	10,428	10,517
以權益結算並以 股份支付之補償	Equity-settled share-based compensation	1,254	5,276
退休福利計劃供款	Retirement benefits scheme contributions	102	173
		11,784	15,966

38. 資本管理

本集團之資本管理目標是保障本集團能持續營運，從而為股東提供回報，同時兼顧其他利益相關者之利益，並維持最佳之資本架構以減低資本成本，以及維持本集團之穩定和增長。

38. CAPITAL MANAGEMENT

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

38. 資本管理 (續)

本集團按資本負債比率之基準監控其資本架構，該比率乃按淨債務除以權益計算。淨債務包括借貸減銀行結存及現金與已抵押銀行存款。為維持或調整資本架構，倘認為合適及適宜，本集團或會調整派付予股東之股息或發行新股份。於報告期末的資本負債比率如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
債務	Debt	961,855	846,501
減：銀行結存及現金 與已抵押銀行存款	Less: cash at banks and in hand and pledged bank deposits	(311,511)	(335,417)
淨債務	Net debt	650,344	511,084
資本：權益總額	Capital represented by total equity	32,617	340,924
資本負債比率	Gearing ratio	1,994%	150%

於二零一三年三月三十一日之資本負債比率超逾1,000%。鑒於相關情況，董事於評估本集團是否將會擁有充足財務資源持續經營及償付其未來負債時已審慎考慮本集團之未來流動資金及其可供撥資之來源。進一步詳情分別載於附註3.1及39(d)。董事現正積極考慮削減資本負債比率至合理水平之方式。

38. CAPITAL MANAGEMENT (Continued)

The Group monitors its capital structure on the basis of gearing ratio, i.e. net debt to equity. Net debt includes borrowings less cash at banks and in hand and pledged bank deposits. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares as it sees fit and appropriate. The gearing ratios at the end of the reporting date were as follows:

The gearing ratio as at 31 March 2013 exceeded 1,000%. In view of such circumstance, the Directors have given careful consideration to the future liquidity of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern and meet its future obligations. Further details are set out in notes 3.1 and 39 (d) respectively. The Directors are actively considering ways to reduce the gearing ratio to a reasonable level.

39. 金融工具

39. FINANCIAL INSTRUMENTS

(a) 金融工具類別

(a) Categories of financial instruments

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
財務資產	Financial assets		
按公允值於損益列賬 之財務資產	Financial assets at fair value through profit or loss		
– 結構性存款	– Structured deposit	4,940	–
– 衍生財務資產	– Derivative financial assets	57,755	63,734
貸款及應收款項 (包括銀行結存 及現金與已抵押 銀行存款)	Loan and receivables (including cash at banks and in hand and pledged bank deposits)	470,179	421,075
財務負債	Financial liabilities		
按攤銷成本列賬 之財務負債	Financial liabilities at amortised cost	1,084,980	944,667

		本公司 The Company	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
財務資產	Financial assets		
按公允值於損益列賬 之財務資產	Financial assets at fair value through profit or loss – Derivative financial assets		
– 衍生財務資產	– Derivative financial assets	57,755	63,734
貸款及應收款項 (包括銀行結存 及現金與已抵押 銀行存款)	Loan and receivables (including cash at banks and in hand and pledged bank deposits)	450,635	473,293
財務負債	Financial liabilities		
按攤銷成本列賬 之財務負債	Financial liabilities at amortised cost	856,958	770,227

39. 金融工具 (續)

39. FINANCIAL INSTRUMENTS (Continued)

(b) 按金融工具呈列之財務業績

(b) Financial results by financial instruments

		本集團 The Group	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
金融工具的收入／ (開支)及收益／ (虧損)：	Income/(expense) and gains/(losses) on financial instruments:		
以下各項之利息 收入／(開支)：	Interest income/(expenses) on:		
貸款及應收款項	Loans and receivables	1,160	285
按攤銷成本列賬 之財務負債	Financial liabilities at amortised cost	(95,879)	(88,145)
可換股票據衍生工具 部份之公允值變動 (附註28(d))	Fair value change on the Derivative Component of the Convertible Note (note 28(d))	(5,979)	(780)
延長承兌票據產生 之收益(附註28(c))	Gain arising from extension of Promissory Note (note 28(c))	-	34,497

39. 金融工具 (續)

(c) 財務風險管理目標及政策

本集團之業務令其面對不同種類之財務風險，包括市場風險(主要為利率風險、貨幣風險及價格風險)、信貸風險及流動資金風險。本集團之整體風險管理專注處理金融市場無法預測之因素，並盡量減少此等因素對本集團財務表現所帶來之潛在不利影響。風險管理由主要管理層根據董事會批准之政策執行。本集團並無制定書面風險管理政策。然而，本集團之董事及高級管理人員定期舉行會議，以確定及評估風險並制定管理財務風險之策略。

(d) 財務風險管理

市場風險 – 利率風險

利率風險與金融工具之公允值或現金流量將隨市場利率變化而波動之風險相關。本集團之收入及營運現金流量基本上獨立於市場利率變化。本集團之利率風險主要來自銀行借貸。大部份銀行借貸按浮動利率計息，使本集團面對現金流量利率風險。於呈報日期尚未償還之銀行借貸之利率及償還期限於附註28披露。本集團目前並無利率對沖政策，惟管理層將繼續監察利率風險，並在有需要時考慮對沖重大之利率風險。

本集團自上一年度以來執行之管理利率風險之政策被認為有效。

39. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks which comprise market risk (mainly interest rate risk, currency risk and price risk), credit risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the Board. The Group does not have written risk management policies. However, the Directors and senior management of the Group meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks.

(d) Financial risk management

Market risk – interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from bank borrowings. Majority of the bank borrowings are arranged at variable rates which expose the Group to cash flow interest rate risk. The interest rate and repayment terms of the bank borrowings outstanding at the reporting date are disclosed in note 28. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The policies to manage interest rate risk have been followed by the Group since prior year are considered to be effective.

39. 金融工具 (續)

(d) 財務風險管理 (續)

市場風險 – 利率風險 (續)

倘所有其他因素維持不變，管理層對本集團於各呈報期末之浮息銀行借貸利率面臨的合理可能變動之最佳估計（實際上，實際交易結果或會有別於下列敏感度分析，並可能出現重大差異）如下：

		除稅後虧損及累計虧損 (增加) / 減少 (Increase)/Decrease in loss after tax and accumulated losses	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
基點 (「基點」) 增加 / 減少	Increase/Decrease in basis points (“bp”)		
+ 50基點	+ 50 bp	(66)	(346)
- 50基點	- 50 bp	66	346

利率變動並不影響本集團權益之其他組成部份。在編製上述敏感度分析時，乃假設於二零一三年及二零一二年三月三十一日之銀行借貸於整個相關財政年度內一直存在。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Market risk – interest rate risk (Continued)

Management's best estimate of the Group's exposure to a reasonably possible change in interest rates on its floating rate bank borrowings, with all other variables held constant, at the end of each reporting period are as follows (in practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material):

The changes in interests rates do not affect the Group's other components of equity. The above sensitivity analysis is prepared based on the assumption that the bank borrowings as at 31 March 2013 and 2012 existed throughout the whole respective financial year.

39. 金融工具 (續)

(d) 財務風險管理 (續)

市場風險 – 貨幣風險

貨幣風險指金融工具公允值或未來現金流量將隨匯率變化而波動之風險。本集團／本公司主要於香港及蒙古國經營及投資，大部份交易分別以港元及圖格里克計值及結算。除集團公司若干以美元列值之貸款賬目外，於蒙古國之貨幣資產及負債並無任何已識別之重大外幣風險，因為其計值貨幣與該等交易相關之蒙古國實體之功能貨幣相同。蒙古國附屬公司尚未訂立對沖外匯風險的任何衍生工具，然而，管理層持續監察外匯風險，並將於必要時考慮對沖重大外匯風險。

本集團自上一年度以來執行之管理貨幣風險之政策被視為有效。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Market risk – currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group/Company mainly operates and invests in Hong Kong and Mongolia with most of the transactions denominated and settled in HK\$ and MNT respectively. Other than certain US\$-denominated loan account with group companies, no material foreign currency risk has been identified for the monetary assets and liabilities in Mongolia as they were largely denominated in a currency same as the functional currency of the Mongolian entities to which these transactions relate. The Mongolia subsidiaries have not entered into any derivative instrument to hedge the foreign exchange exposures, however, the management continuously monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

The policies to manage currency risk have been followed by the Group since prior year are considered to be effective.

39. 金融工具 (續)

(d) 財務風險管理 (續)

市場風險 – 貨幣風險 (續)

倘所有其他因素維持不變，管理層對本集團於各呈報期末圖格里克兌美元面臨的合理可能變動風險之最佳估計（實際上，實際結果或會有別於下列敏感度分析，並可能出現重大差異）如下：

		除稅後虧損及累計虧損 (增加) / 減少 (Increase)/Decrease in loss after tax and accumulated losses	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
圖格里克兌美元 升值 / 貶值	MNT Strengthen/weaken against US\$		
升值10%	Strengthen by 10%	13,928	13,014
貶值10%	Weaken by 10%	(13,928)	(13,014)

市場風險 – 價格風險

價格風險指公允值或金融工具之未來現金流量將因為市價變動（利率及匯率變動除外）而波動。股票掛鈎存款（附註21）投資令本集團面臨價格風險。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Market risk – currency risk (Continued)

Management's best estimate of the Group's exposure to a reasonably possible change in MNT against US\$, with all other variables held constant, at the end of each reporting period are as follows (in practice, the actual results may differ from the sensitivity analysis below and the difference could be material):

		除稅後虧損及累計虧損 (增加) / 減少 (Increase)/Decrease in loss after tax and accumulated losses	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
圖格里克兌美元 升值 / 貶值	MNT Strengthen/weaken against US\$		
升值10%	Strengthen by 10%	13,928	13,014
貶值10%	Weaken by 10%	(13,928)	(13,014)

Market risk – Price risk

Price risk relates to the risk that the fair values or futures cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The equity-linked deposit (note 21) investment exposes the Group to price risk.

39. 金融工具 (續)

(d) 財務風險管理 (續)

市場風險 – 價格風險 (續)

對價格風險之敏感度分析包括本集團之金融工具，其公允值或未來現金流量將因其相應或相關資產之股價變動而波動。於二零一三年三月三十一日，估計按公允值計入損益之財務資產普遍增加10%，倘所有其他因素維持不變，本集團之除所得稅後虧損及累計虧損將減少約413,000港元(二零一二年：無)。倘所有其他因素維持不變，減少10%則對上文所示金額產生數目相同的反向影響。市價之假設變動指管理層對未來十二月期間之市價合理可能變動之評估。

信貸風險

信貸風險指金融工具之交易對手可能未能根據金融工具之條款履行其責任，導致本集團承受財務虧損之風險。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Market risk – Price risk (Continued)

The sensitivity analysis on price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. At 31 March 2013, it is estimated that a general increase of 10% of financial assets at fair value through profit or loss, with all other variables held constant, would decrease the Group's loss after income tax and accumulated losses by approximately HK\$413,000 (2012: Nil). A decrease of 10% would have had equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant. The assumed changes in market prices represent management's assessment of a reasonably possible change in market prices over the next twelve month period.

Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

39. 金融工具 (續)

(d) 財務風險管理 (續)

信貸風險 (續)

本集團嚴格甄選交易對手，藉此控制其信貸風險。現金乃存入具備高信貸評級的銀行，有關現金及現金等價物(附註26)之信貸風險因此而得以減低。工程承包業務之客戶主要為政府部門／機構及知名企業，因此信貸風險較低。本集團對其債務人之財務狀況進行持續信貸評估，並嚴密監察應收款項結餘的賬齡，藉此盡量減低有關其他貸款及應收款項之信貸風險。如有拖欠餘款的情況，本集團會採取跟進行動。此外，管理層於各呈報日期個別或共同檢討應收款項之可收回金額，以確保就不可收回金額計提足額減值虧損。本集團自過往年度以來已採納信貸政策，並認為已將本集團面對之信貸風險有效控制至合適水平。本集團之財務資產並無以抵押品或其他信貸提升項目抵押。

於二零一三年三月三十一日，貿易應收款項總額之97%(二零一二年：78%)來自本集團水務工程承包業務分部之最大客戶。有關本集團所面對之貿易及其他應收款項之信貸風險的進一步量化資料於附註24披露。

本集團自上一年度以來執行之管理信貸風險之政策被視為有效。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Credit risk (Continued)

The Group limits its exposure to credit risk by rigorously selecting the counterparties. Credit risk on cash and cash equivalents (note 26) is mitigated as cash is deposited in banks of high credit rating. Customers of engineering contracting business are mainly government departments/organisation and reputable corporations and thus credit risk is considered low. Credit risk on other loans and receivables is minimised as the Group performs ongoing credit evaluation on the financial condition of its debtors and tightly monitors the ageing of the receivable balances. Follow up action is taken in case of overdue balances. In addition, management reviews the recoverable amount of the receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level. None of the Group's financial assets are secured by collateral or other credit enhancements.

At 31 March 2013, 97% (2012: 78%) of the total trade receivables was due from the Group's largest customer within the waterworks engineering contracting business segment. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in note 24.

The policies to manage credit risk have been followed by the Group since prior year are considered to be effective.

39. 金融工具 (續)

(d) 財務風險管理 (續)

流動資金風險

流動資金風險指本集團未能履行與以交付現金或其他財務資產結算財務負債相關之責任之風險。本集團之政策為定期監察其流動資金需求和遵守信貸契約之情況，以確保本集團維持充足現金儲備，以及從主要金融機構獲得足夠承諾貸款以滿足其短期和長期流動資金需求。

下表詳列本集團與本公司之財務負債於呈報日期的餘下已訂約到期日，乃根據已訂約未折算現金流量及本集團與本公司可能被要求還款之最早日期釐定：

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants in order to maintain sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

The table below analyses the remaining contractual maturities of the Group's and the Company's financial liabilities at the reporting date which are determined based on contractual undiscounted cash flows and the earliest date the Group and the Company may be required to pay:

		已訂約未折算現金流量		
		Contractual undiscounted cash flow		
	賬面值	1年內或 應要求償還	1至2年	2至5年
	Carrying amount	Within 1 year or on demand	Between 1 and 2 years	Between 2 and 5 years
	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團	The Group			
於二零一三年三月三十一日	As at 31 March 2013			
附息銀行借貸(附註(a))	Interest-bearing bank borrowings (note (a))	105,352	105,507	–
貿易應付款項	Trade payables	84,868	84,868	–
應付保留款項	Retention payables	14,213	14,213	–
其他應付款項及應計費用	Other payables and accruals	24,044	24,044	–
免息承兌票據	Non-interest bearing Promissory Note	342,324	350,000	–
免息可換股票據－ 負債部份(附註(b))	Non-interest bearing Convertible Note – liability component (note (b))	514,179	–	672,500
		1,084,980	578,632	–
				672,500

39. 金融工具 (續)

(d) 財務風險管理 (續)

流動資金風險 (續)

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Liquidity risk (Continued)

		已訂約未折算現金流量 Contractual undiscounted cash flow			
		1年內或			
		應要求償還	1至2年	2至5年	
		Within	Between	Between	
		1 year or	1 and 2	2 and 5	
		on demand	years	years	
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一二年三月三十一日	As at 31 March 2012				
附息銀行借貸	Interest-bearing bank borrowings				
及融資租賃負債(附註(a))	and finance lease liabilities (note (a))	83,031	83,475	–	–
貿易應付款項	Trade payables	66,006	66,006	–	–
應付保留款項	Retention payables	16,037	16,037	–	–
其他應付款項及應計費用	Other payables and accruals	16,123	16,123	–	–
免息承兌票據	Non-interest bearing Promissory Note	308,076	–	350,000	–
免息可換股票據 – 負債部份(附註(b))	Non-interest bearing Convertible Note – liability component (note (b))	455,394	–	–	672,500
		944,667	181,641	350,000	672,500

39. 金融工具 (續)

(d) 財務風險管理 (續)

流動資金風險 (續)

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Liquidity risk (Continued)

		已訂約未折算現金流量 Contractual undiscounted cash flow			
		1年內或 應要求償還			
		1至2年	2至5年		
		Between	Between		
		1 and 2	2 and 5		
		years	years		
		千港元	千港元		
		HK\$'000	HK\$'000		
		賬面值 Carrying amount	Within 1 year or on demand	Between 1 and 2 years	Between 2 and 5 years
本公司	The Company				
於二零一三年三月三十一日	As at 31 March 2013				
其他應付款項及應計費用	Other payables and accruals	455	455	-	-
免息承兌票據	Non-interest bearing Promissory Note	342,324	350,000	-	-
免息可換股票據－ 負債部份(附註(b))	Non-interest bearing Convertible Note – liability component (note (b))	514,179	-	-	672,500
		856,958	350,455	-	672,500
作出財務擔保	Financial guarantees issued				
擔保之最高金額(附註(c))	Maximum amount guaranteed (note (c))	不適用 N/A	105,714	-	-
於二零一二年三月三十一日	As at 31 March 2012				
其他應付款項及應計費用	Other payables and accruals	247	247	-	-
應付附屬公司款項	Amounts due to subsidiaries	6,757	6,757	-	-
免息承兌票據	Non-interest bearing Promissory Note	308,076	-	350,000	-
免息可換股票據－ 負債部份(附註(b))	Non-interest bearing Convertible Note – liability component (note (b))	455,394	-	-	672,500
		770,474	7,004	350,000	672,500
作出財務擔保	Financial guarantees issued				
擔保之最高金額(附註(c))	Maximum amount guaranteed (note (c))	不適用 N/A	85,996	-	-

39. 金融工具 (續)

(d) 財務風險管理 (續)

流動資金風險 (續)

附註：

- (a) 經計及有關借貸之還款日期，借貸利息乃根據於二零一三年及二零一二年三月三十一日尚未償還之借貸金額按各自之利率計算。
- (b) 就流動資金分析而言，乃假設本集團及本公司將不會行使附註28(d)所披露之延長期權。
- (c) 本公司提供之合約財務擔保於附註36披露。經董事評估，附屬公司不大可能拖欠銀行借貸還款，且銀行亦不大可能就因銀行借貸之現有抵押品(即附註28(a)所述已抵押銀行存款及有關附屬公司若干土木工程合約之所得款項)而產生有關擔保合約之虧損向本公司提出申索。因此，本公司並無就該等擔保下之責任計提撥備。

誠如附註3.1所披露，本集團按合約須於二零一四年六月償還本金額350,000,000港元的承兌票據。本集團管理未來十二個月之流動資金風險之詳情載於財務報表附註3.1。

39. FINANCIAL INSTRUMENTS (Continued)

(d) Financial risk management (Continued)

Liquidity risk (Continued)

Note:

- (a) The interest on borrowings is calculated based on the amount of borrowings outstanding as at 31 March 2013 and 2012 at the respective interest rates, taking into account the repayment dates of the respective borrowings.
- (b) For the liquidity analysis, it is assumed that the Extension Option as disclosed in note 28(d) will not be exercised by the Group and the Company.
- (c) The contractual financial guarantees provided by the Company are disclosed in note 36. As assessed by the Directors, it was not probable that the subsidiaries would default the repayment of the bank borrowings. In addition, it was not probable that the banks would claim the Company for losses in respect of the guarantee contracts due to security in place (i.e. pledged bank deposits and proceeds on certain civil engineering contracts of the relevant subsidiaries as mentioned in note 28(a)) for the bank borrowings. Accordingly, no provision for the Company's obligations under the guarantees has been made.

As disclosed in note 3.1, the Group is contractually required to repay the Promissory Note with the principal amount of HK\$350,000,000 in June 2014. Details of how the Group manages the liquidity risk in the next 12 months are set out in note 3.1 to the financial statements.

39. 金融工具 (續)

(e) 於財務狀況表確認之公允值計量

下表呈列根據公允值層次於財務狀況表按公允值計算之財務資產及負債。該層次根據計量此等財務資產及負債公允值之重要輸入數據之相關可靠度將財務資產及負債劃分為三個層次。公允值層次有以下各層：

第一層次：相同資產及負債於活躍市場之報價(未經調整)；

第二層次：直接(即價格)或間接(即自價格產生)地使用除第一層次中的資產或負債之可觀察參數報價以外之輸入數據；及

第三層次：使用了並非基於可觀察市場數據之與資產或負債相關的輸入數據(不可觀察輸入數據)。

39. FINANCIAL INSTRUMENTS (Continued)

(e) Fair value measurements recognised in the statement of financial position

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

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

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

39. 金融工具 (續)

(e) 於財務狀況表確認之公允價值計量 (續)

財務資產或負債整體所應歸入之公允價值架構內之層次，應基於對公允價值計量具有重大意義的最低層次之輸入數據。本集團及本公司於財務狀況表按公允價值計算之財務資產分類至下列公允價值層次：

39. FINANCIAL INSTRUMENTS (Continued)

(e) Fair value measurements recognised in the statement of financial position (Continued)

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets of the Group and the Company at fair value in the statement of financial position are grouped into fair value hierarchy as follows:

		本集團 Group			
		第一層次 Level 1	第二層次 Level 2	第三層次 Level 3	合計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一三年三月三十一日 31 March 2013					
按公允價值於損益列賬之財務資產 – 股票掛鉤存款 (附註21)	Financial assets at fair value through profit or loss – Equity-linked deposit (note 21)	-	4,940	-	4,940
衍生財務資產 – 可換股票據之衍生工具部份 (附註28(d))	Derivative financial assets – Derivative Component of the Convertible Note (note 28(d))	-	57,755	-	57,755
		-	62,695	-	62,695
二零一二年三月三十一日 31 March 2012					
衍生財務資產 – 可換股票據之衍生工具部份 (附註28(d))	Derivative financial assets – Derivative Component of the Convertible Note (note 28(d))	-	63,734	-	63,734

39. 金融工具 (續)

(e) 於財務狀況表確認之公允值計量 (續)

39. FINANCIAL INSTRUMENTS (Continued)

(e) Fair value measurements recognised in the statement of financial position (Continued)

		本公司 Company			
		第一層次 Level 1	第二層次 Level 2	第三層次 Level 3	合計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一三年三月三十一日		31 March 2013			
衍生財務資產－可換股票據 之衍生工具部份 (附註28(d))	Derivative financial assets – Derivative Component of the Convertible Note (note 28(d))	–	57,775	–	57,775
二零一二年三月三十一日		31 March 2012			
衍生財務資產－可換股票據 之衍生工具部份 (附註28(d))	Derivative financial assets – Derivative Component of the Convertible Note (note 28(d))	–	63,734	–	63,734

40. 呈報日期後事件

- (a) 於二零一三年四月八日，本公司一間附屬公司（「買方」）與多名賣方及管理層股東（「賣方」）訂立一項買賣協議，據此，賣方已有條件同意出售，且買方已有條件同意購買新寶投資有限公司之全部已發行股份，總代價為1,500,000,000港元（可予調整）（「代價」）。代價將以下列方式結清：(1)現金約600,000,000港元及(2)發行本金額為900,000,000港元之可換股票據。

新寶投資有限公司透過其間接全資擁有之附屬公司北京天下圖信息技術有限公司（一間於中國註冊成立之外商獨資企業）須與北京天下圖數據技術有限公司（「天下圖」，一間於中國註冊成立之公司）及／或其股東訂有合約安排（「結構協議」），而在上述收購事項完成後，本集團將根據結構協議實際控制天下圖及其現有附屬公司（統稱「天下圖集團」）之業務及事務（天下圖集團主要業務包括航拍、航空航天遙感影像數據處理以及提供地理信息系統軟件及解決方案），自此，天下圖集團業務所產生之重大經濟利益及風險將被轉讓予本集團。

由於截至批准該等財務報表之日止，上述收購事項尚未完成，披露有關於完成日期收購事項之進一步詳情並不可行。收購事項之性質及財務影響已載於本公司日期為二零一三年六月二十七日之通函。

40. EVENTS AFTER THE REPORTING DATE

- (a) A subsidiary of the Company (the “Purchaser”) entered into a sale and purchase agreement on 8 April 2013 with the various vendors and management shareholders (the “Vendors”) pursuant to which the Vendors have conditionally agreed to sell and the Purchaser has conditionally agreed to purchase all the issued shares of Sinbo Investment Limited at the aggregate consideration of HK\$1,500 million (subject to adjustment) (the “Consideration”). The Consideration will be settled by (1) cash of approximately HK\$600 million and (2) the issue of the convertible note with principal value of HK\$900 million.

Sinbo Investment Limited, through its indirect wholly owned subsidiary Beijing Peace Map Information and Technology Limited, a wholly foreign owned enterprise incorporated in the PRC, shall have contractual arrangement (the “Structural Agreements”) with Peace Map Co., Limited (“Peace Map”), a company incorporated in the PRC, and/or its shareholders so that following completion of the above acquisition, the Group will, pursuant to the Structural Agreements, effectively control the business and affairs of Peace Map and its existing subsidiaries (collectively as “Peace Map Group”), which are principally engaged in the business of aerial photography, aviation, and aerospace remote sensing image data processing, provision of geographic information system software and solutions, and from which the significant economic benefits and risks arising from the business of the Peace Map Group will be transferred to the Group.

Because the above acquisition has not yet completed up to the date of approval of these financial statements, it is not practicable to disclose further details about the acquisition at the completion date. The nature and financial effect of the acquisition have been set out in the Company’s circular dated 27 June 2013.

40. 呈報日期後事件 (續)

(b) 於二零一三年五月九日，票據持有人按兌換價每股1.1港元兌換總額為2,200,000港元之可換股票據，據此發行合共2,000,000股兌換股份。於兌換時，可換股票據權益儲備、衍生工具部份及負債部份之賬面值按比例轉撥至股本及股份溢價作為已發行股份之所得款項。股本及股份溢價因兌換已分別增加500,000港元及2,156,000港元，而可換股票據權益儲備、衍生工具部份及負債部份之賬面值已分別減少1,140,000港元、189,000港元及1,705,000港元。

(c) 於二零一三年五月十五日，本公司按每股0.25港元完成配售360,000,000股新股份。配售產生之所得款項為90,000,000港元（未扣除股份發行開支1,900,000港元）。估計所得款項淨額約為88,100,000港元擬用作本集團之一般營運資金。股本因配售已增加90,000,000港元及股份溢價已減少1,900,000港元。

(d) 截至該等財務報表獲批准日期，持有人已按每股0.25港元行使45,140,000份購股權，以發行45,140,000股股份。由於行使購股權，現金及現金等價物、股本及股份溢價已分別增加11,285,000港元、11,285,000港元及2,021,706港元，而購股權儲備則減少2,021,706港元。

40. EVENTS AFTER THE REPORTING DATE (Continued)

(b) On 9 May 2013, a Noteholder converted the Convertible Note in total amount of HK\$2,200,000 at the conversion price of HK\$1.1 per share whereby a respective total number of 2,000,000 conversion shares were issued. At the time of conversion, the proportional amounts of the convertible note equity reserve, the Derivative Component and the carrying value of the liability component were transferred to share capital and share premium as proceeds for the shares issued. As a result of the conversion, share capital and share premium have increased by HK\$500,000 and HK\$2,156,000 respectively, whereas the convertible note equity reserve, the Derivative Component and the carrying value of the liability component have decreased by HK\$1,140,000, HK\$189,000 and HK\$1,705,000 respectively.

(c) On 15 May 2013, the Company completed a placing of 360,000,000 new shares of the Company at HK\$0.25 per share. Proceeds generated from the placing amounted to HK\$90 million (before share issue expenses of HK\$1.9 million). The estimated net proceeds of approximately HK\$88.1 million is intended to be utilised as general working capital of the Group. As a result of the placing, share capital has increased by HK\$90,000,000 and share premium has decreased by HK\$1,900,000.

(d) Up to the date of approval of these financial statements, 45,140,000 share options had been exercised by holders at HK\$0.25 each for the issuance of 45,140,000 shares. As a result of the exercise of share options, cash and cash equivalent, share capital and share premium have increased by HK\$11,285,000, HK\$11,285,000 and HK\$2,021,706 respectively and share options reserve has decreased by HK\$2,021,706.

40. 呈報日期後事件 (續)

- (e) 於二零一三年六月二十五日，原到期日為二零一三年六月十七日之承兌票據已進一步延長一年至二零一四年六月十七日。承兌票據於延長日期2之賬面值及公允值分別為350,000,000港元及332,181,000港元。賬面值與公允值於延長日期2之差額17,819,000港元將在下一個財政期間於其他收入及收益確認為延長承兌票據產生之收益。

40. EVENTS AFTER THE REPORTING DATE (Continued)

- (e) On 25 June 2013, the Promissory Note which was originally due to mature on 17 June 2013, had been further extended for one year to 17 June 2014. The carrying value and fair value of the Promissory Note as at the Extension Date 2 were HK\$350,000,000 and HK\$332,181,000 respectively. The difference between the carrying value and fair value on Extension Date 2 which amounted to HK\$17,819,000 will be recognised in Other Income and Gains as gain arising from extension of Promissory Note in the next financial period.

財務概要

FINANCIAL SUMMARY

以下載列之本集團過去五個財政年度之業績以及資產及負債概要乃摘錄自己刊發經審核財務報表。此概要並不構成經審核財務報表之一部份。

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is shown below. This summary does not form part of the audited financial statements.

業績

RESULTS

		截至三月三十一日止年度				
		For the year ended 31 March				
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		2009	2010	2011	2012	2013
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
收益	Revenue	660,870	675,959	874,961	935,574	856,701
本年度溢利／(虧損)	Profit/(Loss) for the year	6,391	(17,281)	(370,586)	(1,388,046)	(299,994)

資產及負債

ASSETS AND LIABILITIES

		於三月三十一日				
		As at 31 March				
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		2009	2010	2011	2012	2013
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
總資產	Total assets	612,615	568,216	3,323,955	1,433,868	1,218,580
總負債	Total liabilities	(229,433)	(203,948)	(1,632,971)	(1,092,944)	(1,185,963)
總權益	Total equity	383,182	364,268	1,690,984	340,924	32,617



蒙古投資集團有限公司
MONGOLIA INVESTMENT GROUP LIMITED