

Annual Report **2014** 年報



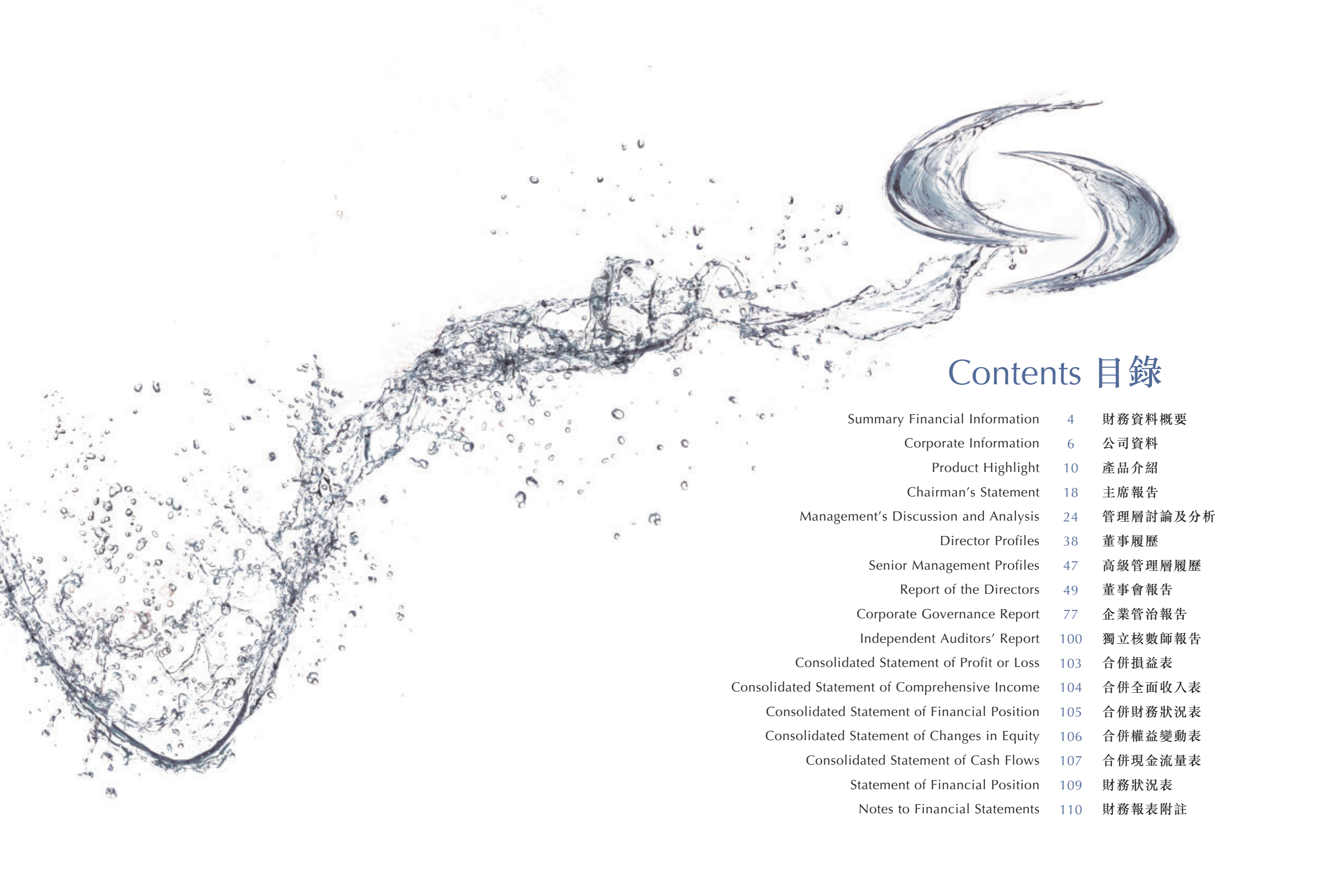
Silver Base

Silver Base Group Holdings Limited

銀基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 886



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Summary Financial Information

財務資料概要

Year Ended 31 March 截至三月三十一日止年度

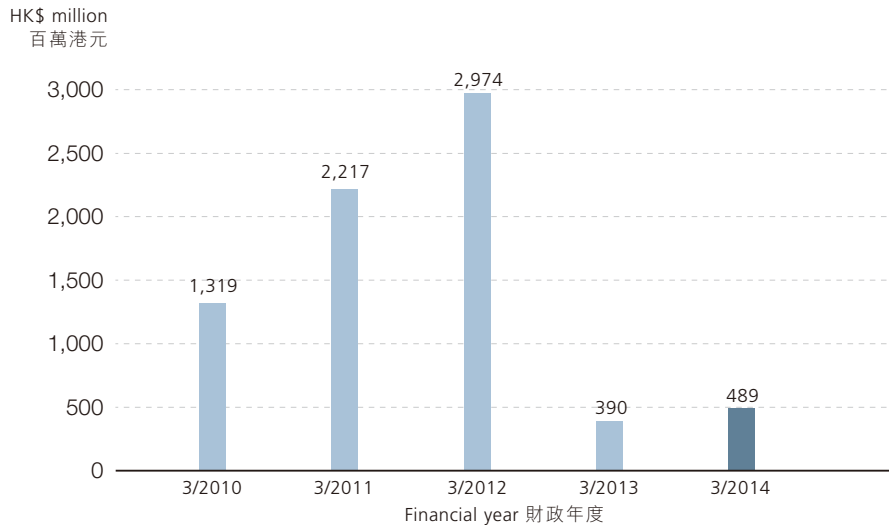
		2010	2011	2012	2013	2014
		二零一零年	二零一一年	二零一二年	二零一三年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	1,319,089	2,217,382	2,974,126	390,189	489,133
Gross profit/(loss)	毛利/(損)	623,048	1,021,453	1,388,303	32,302	(163,149)
Profit/(loss) before tax	除稅前利潤/(虧損)	483,586	754,990	926,036	(1,133,538)	(787,604)
Profit/(loss) for the year attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔年度利潤/(虧損)	396,149	585,292	697,874	(1,133,325)	(787,356)
Basic and diluted earnings/(loss) per share (HK cents)	每股基本及攤薄盈利/(虧損)(港仙)	33.18	49.18	57.21 (Restated) (經重列)	(91.04)	(58.12)
Non-current assets	非流動資產	23,548	28,942	29,979	51,753	46,309
Current assets	流動資產	1,623,493	1,971,540	2,923,576	2,851,694	1,312,312
Current liabilities	流動負債	207,217	349,822	919,544	1,669,835	854,635
Non-current liabilities	非流動負債	250	459	281	–	–
Net assets	資產淨值	1,439,574	1,650,201	2,033,730	1,233,612	503,986

Summary Financial Information

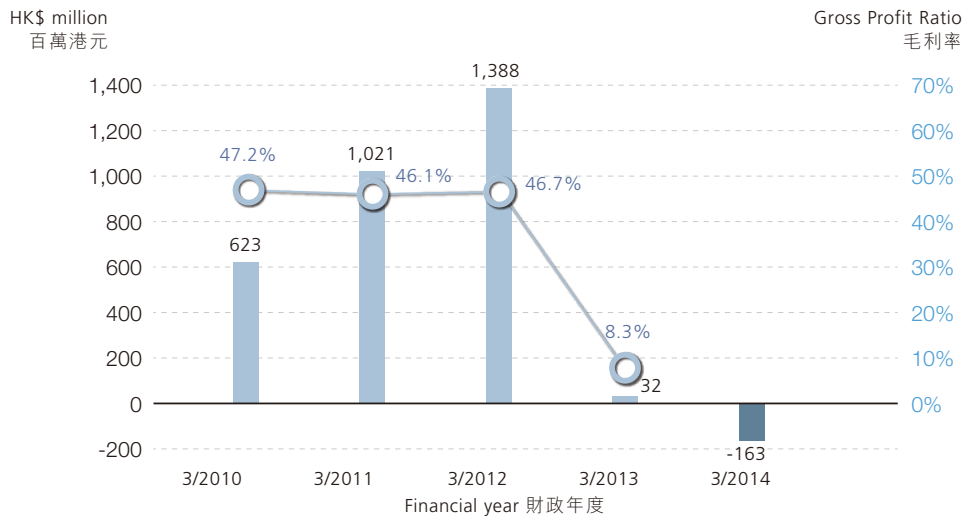
財務資料概要



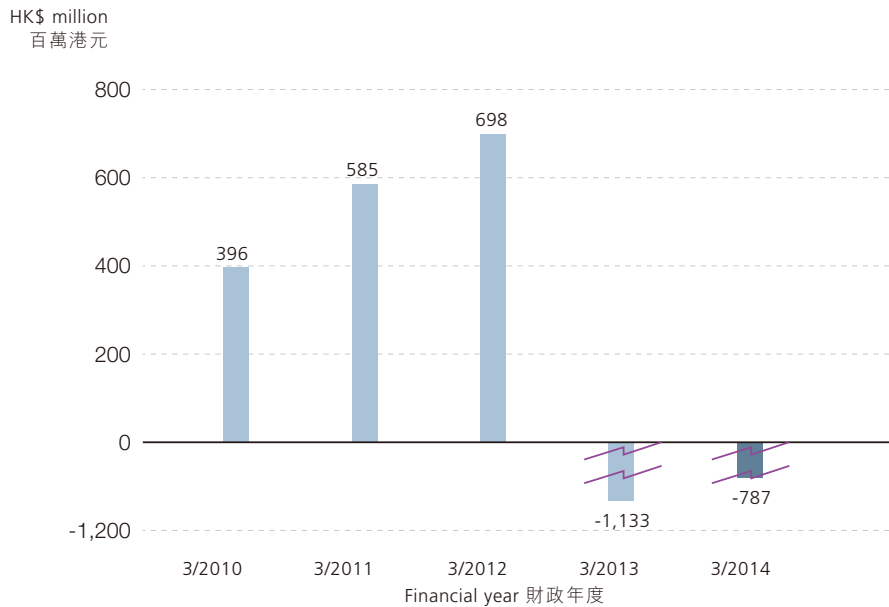
REVENUE 收益



GROSS PROFIT/(LOSS) 毛利 / (損)



PROFIT/(LOSS) ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY 本公司普通權益持有人應佔利潤 / (虧損)





Corporate Information 公司資料

EXECUTIVE DIRECTORS

Mr. Liang Guoxing (*Chairman*)
Mr. Wang Jindong
Ms. Cheung Mei Sze

NON-EXECUTIVE DIRECTORS

Mr. Wu Jie Si
Mr. Chen Sing Hung Johnny
Mr. Joseph Marian Laurence Ozorio (*re-designated from an executive director with effect from 10 April 2013*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hung Sui Kwan
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)

Mr. Zhang Min (*resigned on 1 April 2014*)

COMPANY SECRETARY

Mr. Wong Hing Keung (*appointed on 6 April 2014*)
Ms. Fok Pik Yi Carol *ACIS, ACS(PE), CMILT*
(*resigned on 6 April 2014*)

AUDIT COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)

Mr. Zhang Min (*resigned on 1 April 2014*)

COMPLIANCE COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)

Ms. Cheung Mei Sze
Mr. Zhang Min (*resigned on 1 April 2014*)

執行董事

梁國興先生(*主席*)
王晉東先生
章美思女士

非執行董事

武捷思先生
陳陞鴻先生
柯進生先生(*自執行董事調任，由二零一三年四月十日生效*)

獨立非執行董事

洪瑞坤先生
馬立山先生
李國強博士(*於二零一四年六月二十四日獲委任*)
張民先生(*於二零一四年四月一日辭任*)

公司秘書

黃興強先生(*於二零一四年四月六日獲委任*)
霍碧儀女士 *ACIS, ACS(PE), CMILT*
(*於二零一四年四月六日辭任*)

審核委員會

洪瑞坤先生(*主席*)
馬立山先生
李國強博士(*於二零一四年六月二十四日獲委任*)
張民先生(*於二零一四年四月一日辭任*)

合規委員會

洪瑞坤先生(*主席*)
馬立山先生
李國強博士(*於二零一四年六月二十四日獲委任*)
章美思女士
張民先生(*於二零一四年四月一日辭任*)



REMUNERATION COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)

Mr. Liang Guoxing
Ms. Cheung Mei Sze
Mr. Zhang Min (*resigned on 1 April 2014*)

NOMINATION COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)

Mr. Liang Guoxing
Mr. Zhang Min (*resigned on 1 April 2014*)

AUTHORISED REPRESENTATIVES

Ms. Cheung Mei Sze
Mr. Wong Hing Keung (*appointed on 6 April 2014*)
Ms. Fok Pik Yi Carol *ACIS, ACS(PE), CMILT*
(*resigned on 6 April 2014*)

AUDITORS

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

REGISTERED OFFICE

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Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

27th Floor
Hysan Place
500 Hennessy Road
Causeway Bay
Hong Kong

薪酬委員會

洪瑞坤先生 (*主席*)
馬立山先生
李國強博士 (*於二零一四年六月二十四日
獲委任*)
梁國興先生
章美思女士
張民先生 (*於二零一四年四月一日辭任*)

提名委員會

洪瑞坤先生 (*主席*)
馬立山先生
李國強博士 (*於二零一四年六月二十四日
獲委任*)
梁國興先生
張民先生 (*於二零一四年四月一日辭任*)

法定代表

章美思女士
黃興強先生 (*於二零一四年四月六日獲委任*)
霍碧儀女士 *ACIS, ACS(PE), CMILT*
(*於二零一四年四月六日辭任*)

核數師

安永會計師事務所
執業會計師
香港中環
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中信大廈22樓

註冊辦事處

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

香港總辦事處及 主要營業地點

香港
銅鑼灣
軒尼詩道500號
希慎廣場
27樓



Corporate Information 公司資料

HEAD OFFICE IN THE PEOPLE'S REPUBLIC OF CHINA (the "PRC")

60th Floor
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Huanggang Commercial Center
Futian Central District
Shenzhen, PRC

中華人民共和國(「中國」) 總辦事處

中國深圳
福田區中心區
皇崗商務中心
1號樓
60層

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

開曼群島股份過戶登記總處

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

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

香港股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712-1716室

PRINCIPAL BANKS

Industrial and Commercial Bank of China (Asia) Limited
China CITIC Bank International Limited

主要往來銀行

中國工商銀行(亞洲)有限公司
中信銀行(國際)有限公司

STOCK CODE

886

股份代號

886

WEBSITE OF THE COMPANY

www.silverbasegroup.com

公司網站

www.silverbasegroup.com

(information on the website does not form part of this annual report)

(網站內的資訊並不構成本年報一部分)



Product
Highlight
產品介紹

Product Highlight
產品介紹

五糧成玉液
天下三十年
五糧液



Product Highlight
產品介紹

國酒 茅台



Product Highlight
產品介紹

酒中美人
貴州鴨溪窖



Product Highlight
產品介紹

山西杏花村汾酒

國酒之源
清香之祖
文化之根



Product Highlight
產品介紹

永福醬酒

十年磨一劍



Product Highlight
產品介紹

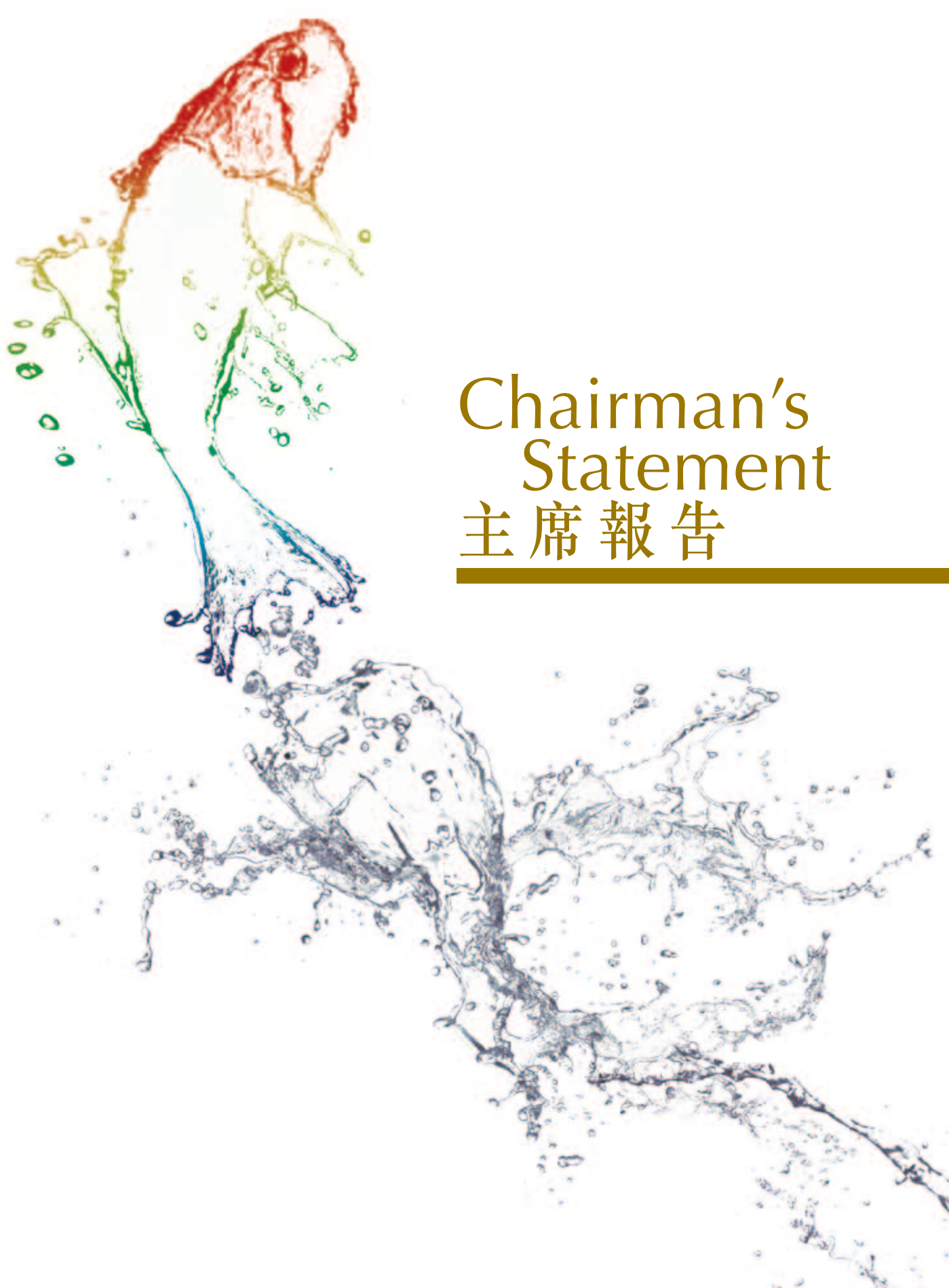
天下第一窖
國窖1573



Product Highlight
產品介紹

關東名釀 國寶大泉源





Chairman's Statement 主席報告



Chairman's Statement 主席報告



Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Silver Base Group Holdings Limited (the "Company"), together with its subsidiaries, collectively, (the "Group"), I hereby present the annual report of the Group for the year ended 31 March 2014.

China's baijiu industry had a very difficult year in 2013. Since the Chinese New Year in 2012, China's baijiu industry has gradually entered a period of adjustment, with the lingering impacts of China's economic slowdown and a number of frugality policies enforced by the government, the business environment of the whole baijiu industry in 2013 looked nothing but grim, and the high-end baijiu sector was in a crisis of in-depth adjustment. During the year under review, despite the Group's efforts in taking adjustment measures in response to the market situation, the Group's overall performance for the year was still short of expectation since the Group's product portfolio was relatively concentrated in the high-end baijiu segment.

各位股東：

本人謹代表銀基集團控股有限公司（「本公司」），連同其附屬公司，統稱（「本集團」）董事（「董事」）會（「董事會」），向各位提呈本公司截至二零一四年三月三十一日止之年報。

二零一三年對於中國白酒行業來說是非常困難的一年。中國白酒行業自二零一二年春節後逐漸進入調整期，其後由於持續受到中國經濟增速放緩及各項厲行節約政策的影響，整個白酒行業營商環境在二零一三年表現嚴峻，這也使得整個高端白酒版塊進入深度調整階段。回顧年內，雖然本集團積極根據市場情況進行調整並作出多方面努力，但由於本集團之業務較為集中於高端白酒，故回顧年集團之整體表現仍未盡如人意。



During the year under review, with the impact of a constantly sluggish high-end baijiu market, distributors were faced with problems of high inventory levels, the baijiu distribution industry in general strove to reduce the inventory levels, which in turn sent the retail prices of high-end baijiu down as compared to those in the previous years. However, with the retail prices of high-end baijiu gradually declined to a level acceptable to customers and the consumption of high-end baijiu has become more rational, the retail prices of high-end baijiu began to stabilise in the end of the year under review, and the inventory problems in the distribution channels were also improved.

In response to the challenging market condition during the year under review, the Group proactively adjusted multiple strategies, with an aim to expedite product sales and reduce the adverse impact arising from the market adjustment. In respect of sales promotion, the Group made targeted price adjustment on a number of products in order to speed up the sales of related products and reduce inventory pressure. In respect of cost control, the Group adopted a series of measures to streamline the sales system and the organisational structure, in order to reduce costs and improve operational efficiency. In respect of distribution network development, in addition to enhancing the existing traditional sales channels, the Group has also proactively deployed a network of e-commerce sales channels ("E-commerce Channels"), in order to capture

受到高端白酒市場持續低迷的影響，經銷商於回顧年內均面臨庫存高的問題，因此，白酒經銷業在回顧年內普遍致力降低庫存水平，這亦導致高端白酒終端零售價格較前幾年出現下滑。然而，隨著高端白酒終端零售價格逐漸回落至消費者可接受的水平，及高端白酒的消費趨於理性，其終端零售價格於回顧年末期開始漸趨穩定，渠道庫存問題亦有改善。

針對回顧年內充滿挑戰的市場環境，本集團積極調整各項策略，力求加快產品銷售，降低因市場調整所產生的不利衝擊。在促進銷售方面，本集團有針對性地對多個產品進行價格調整，以加快相關產品之銷售，減少庫存壓力；在成本控制方面，本集團採取多項措施精簡銷售體系及組織架構，致力節省開支及提升運營效益；在銷售網絡建設方面，除了鞏固現有傳統銷售渠道，本集團亦積極發展電子商務銷售渠道（「電商渠道」）的佈局，以把握酒類電子商貿市場的發展商機。回顧年內，除了通過多個大型網絡平台及電視購物頻道進行產品銷售，本集團亦與中酒時代酒業（北京）有限公司（「中酒時代酒業」）合作，透過線上線下平台，進一步完善渠道佈局，



Chairman's Statement 主席報告

the business opportunity of the liquor e-commerce market. During the year under review, the Group made product sales through a number of large online sales platforms and TV shopping channels, and joined forces with Zhongjiu Shidai Winery (Beijing) Co., Ltd. (中酒時代酒業(北京)有限公司) (“Zhongjiu Shidai Winery”, (「中酒時代酒業」)), in order to further optimise the channel coverage and expedite sales. In respect of product diversification, targeted the mass and commercial markets which had quickly become the dominant support of baijiu consumption, the Group proactively launched a series of middle and low-end baijiu products during the year under review. These included a number of middle and low-end baijiu products jointly developed with Guizhou Yaxi Cellar Liquors Distribution Co. Ltd. (“Guizhou Yaxi Cellar”, 「貴州鴨溪窖」), and the series of Red Fen Shijia baijiu jointly launched with Shanxi Xinghuacun Fenjiu Marketing Co. Ltd. (“Shanxi Xinghuacun Fenjiu”, 「山西杏花村汾酒」).

PROSPECTS

Looking ahead, I believe China's baijiu industry will continue to face challenges in the near future. However, with the high-end baijiu sector gradually stabilised in the second half of the year under review and the China's baijiu market continuously rationalised, I believe the business environment of the baijiu industry will become relatively stable in the future, and the Group is still confident in the long term development of China's baijiu industry. In the long run, the steady growth of China's economy, the stronger consumption power of Chinese citizens, the market demand fueled by urbanisation, and the baijiu market which is more rational and healthy after the endurance of the adjustment, will altogether lay the most solid foundation for the sustainable development of China's baijiu industry in the future.

加速產品銷售；在多元化產品方面，本集團於回顧年內針對已迅速成為白酒消費主力的大眾及商務市場，積極推出一系列中低端白酒產品，其中包括與貴州鴨溪窖酒銷售有限公司(「貴州鴨溪窖」)合作開發的多個中低端白酒產品，以及與山西杏花村汾酒銷售有限公司(「山西杏花村汾酒」)合作推出的紅汾世家系列白酒。

展望

放眼未來，本人認為短期內中國白酒行業仍將面臨挑戰。然而，隨著該板塊回顧年下半年逐漸趨穩的態勢，加之中國白酒市場的不斷理性化，本人相信未來白酒市場的營商環境會較為穩定。本集團對中國白酒行業的長期發展仍然充滿信心。長遠而言，中國經濟的穩定發展、中國居民消費能力的不斷提高、城鎮化發展對市場需求的推動、以及現時經調整後更為理性健康的白酒市場，將為中國白酒行業未來可持續發展提供最堅實的基礎。



China's baijiu market has undergone a transformational change after the adjustment in the past two years. The most important change is that mass and commercial consumption has gradually replaced government consumption. Although the adjustment brought significant impact to the market in the past two years, it also brought better orders to China's baijiu industry. As a result, the consumption pattern, demand structure and pricing mechanism of China's baijiu market are also becoming more rational. Therefore, I believe this round of industry adjustment will bring opportunities to the future development of China's baijiu industry, as well as those sizeable industry players who have better channel coverage and stronger execution capabilities. The Group has been actively adjusting its strategies in response to the changing market condition over the past two years and is well-positioned to capture such opportunities.

In the future, the Group will systematically formulate strategies and development plans based on the philosophy of "Market- and Consumer-Oriented". Firstly, the Group will continue to focus on developing the middle and low-end baijiu market which is targeted the mass by developing high quality middle and low-end products to meet consumer demands. Secondly, the Group will further strengthen the sales teams and expand the distribution channels. In addition to enhancing the penetration and expansion capabilities of the existing national distribution network, the Group will further explore the sales channels for the mass and commercial markets such as distribution channels for the third- and fourth-tier cities and e-commerce channels. Furthermore, the Group will ensure a more effective allocation of resources and continue to improve the operational efficiency through more stringent management and internal control, and adopt more prudent financial management policies with strict controls on costs and financial indicators, in order to further strengthen the Group's competitiveness in the industry.

中國白酒市場在經歷了過去兩年的調整後發生了巨大轉變，其中最主要的變化即是大眾及商務消費逐漸取代政務消費成為市場主力。該調整雖然在過去兩年給市場帶來了較大的衝擊，但卻為中國白酒行業帶來了更好的秩序，中國白酒市場的消費模式、需求結構及定價機制亦因而開始變得更為理性。因此，本人相信，此輪調整將為中國白酒行業的未來發展，以及業內具規模且擁有渠道優勢和較強執行能力的公司帶來新的發展機遇，本集團在過去兩年一直積極因應不斷變化的市場形勢調整各項策略，為迎接此輪機遇做好了充分的準備。

在未來，本集團未來將圍繞「以市場及消費者為主導」這一理念，系統的制定戰略及發展規劃。首先，本集團將繼續大力發展貼近民生的中低端白酒市場，開發真正滿足消費者需求的高質量中低端產品；其次，本集團將進一步加強銷售團隊及渠道建設，在提升現有全國經銷渠道的滲透和擴展能力的同時，加大拓展針對大眾及商務消費市場的銷售渠道，如三四線城市經銷渠道及電商渠道等；此外，本集團將通過更嚴謹的管理及內部監控，確保資源更有效的投放及營運效益的不斷提高，並採取更為審慎的財務政策，對成本及各項財務指標進行嚴格控制，以進一步鞏固本集團的行業競爭力。



Chairman's Statement 主席報告

Lastly, on behalf of the Board of Directors, I would like to thank our shareholders, business partners and customers for their continuous support, understanding and trust. I would also like to thank all the staff for their efforts and commitments. Although China's baijiu market is still in a period of adjustments, I am confident that with the great efforts from all the members of the Group, there will be no doubt that Silver Base Group will overcome the challenges and create new values and returns for the shareholders.

Liang Guoxing

Chairman

27 June 2014

最後，本人謹代表董事會衷心感謝各位股東、業務合作夥伴及客戶一直以來對本集團的支持、理解及信任。同時亦感謝所有員工之努力及投入。雖然目前中國白酒市場仍然處於調整期，但本人相信，憑藉集團上下的共同努力，銀基集團必將克服各種挑戰，為股東創造新的價值及回報。

主席

梁國興

二零一四年六月二十七日



Management's
Discussion
and Analysis
管理層討論及分析



Management's Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

For the year ended 31 March 2014, the Group recorded a total revenue of HK\$489.1 million (2013: HK\$390.2 million), representing an increase of 25.4% compared to last year. The loss for the year attributable to ordinary equity holders of the Company was HK\$787.4 million (2013: HK\$1,133.3 million). Basic loss per ordinary share for the year was HK\$0.5812, as compared with basic loss per ordinary share of HK\$0.9104 of last year.

For the year ended 31 March 2014, revenue derived from the People's Republic of China (the "PRC") market accounted for 16.0% of the Group's total revenue (2013: 57.2%), while revenue from the international market accounted for 84.0% of the total revenue (2013: 42.8%).

Baijiu Business

During the year under review, affected by the continuous impact of China's economic slowdown and a number of frugality policies enforced by the Chinese government, the China's baijiu industry, especially the high-end baijiu sector continued to adjust.

The adjustment of the baijiu industry began after the Chinese New Year in 2012, it has brought significant changes to the baijiu consumption pattern and market structure, which posed tremendous challenges to the business environment of the high-end baijiu sector. According to Ministry of Commerce of the PRC, the sales of high-end baijiu decreased by 7.2% in 2013 as compared to 2012 despite the overall baijiu industry in China recorded a year-on-year growth of 1.9% in 2013. At the same time, the problem of high inventory levels in the distribution channels resulted in a significant decline of retail prices of the high-end baijiu as compared to those in the previous years. This also adversely affected the Group's performance during the year under review, as the product portfolio of the Group was relatively concentrated in the high-end baijiu segment during the year under review.

業務回顧

概覽

截至二零一四年三月三十一日止年度，本集團錄得總收益489.1百萬港元（二零一三年：390.2百萬港元），較去年增加25.4%。本公司普通權益持有人應佔年度虧損為787.4百萬港元（二零一三年：1,133.3百萬港元）。本年度每股基本虧損為0.5812港元，而去年每股虧損為0.9104港元。

截至二零一四年三月三十一日止年度，來自中華人民共和國（「中國」）市場的收益佔本集團的總收益16.0%（二零一三年：57.2%），來自國際市場收益則佔總收益84.0%（二零一三年：42.8%）。

白酒業務

回顧年內，受到中國經濟增速放緩、政府多項厲行節儉政策的持續影響，中國白酒行業，尤其是高端白酒版塊，繼續處於調整階段。

白酒行業自二零一二年春節後開始經歷調整，白酒消費模式及市場結構亦隨之發生重大改變，這為高端白酒版塊營商環境帶來巨大挑戰。據中國商務部數據顯示，雖然二零一三年全年中國白酒銷量同比增長1.9%，但高端白酒銷量較二零一二年卻下降7.2%。同時，經銷渠道庫存高企的問題，亦使得高端白酒的終端零售價格較前幾年出現顯著下滑。這亦為回顧年內產品種類較為集中於高端板塊的本集團之營運表現，帶來較大不利影響。

Management's Discussion and Analysis

管理層討論及分析



Facing the great challenges as the result of the industry adjustment, the Group proactively introduced a number of adjustments during the year under review in the areas of product pricing, personnel structure, sales network and product structure, which brought positive effects to the sales of the Group during the year under review.

Firstly, the Group adjusted the prices of multiple products based on market condition in order to speed up sales. Secondly, the Group introduced a number of measures to streamline the sales system and organisational structure, in order to further improve the operational efficiency and reduce operational costs. During the year under review, the Group actively developed innovative sales models such as e-commerce in addition to the existing traditional sales network, to further expedite product sales. As the mass and commercial consumption has gradually become the primary support of the market during the adjustment over the past two years, the Group took great efforts in developing the middle and low-end product lines of the existing national brands. In addition to the development of the middle and low-end products under the brand of Guizhou Yaxi Cellar, the Group also launched a series of Red Fen Shijia baijiu with Shanxi Xinghuacun Fenjiu to explore the market potentials in the mass and commercial markets. However, the middle and low-end products did not contribute substantially to the Group's revenue during the year under review as such products were only launched in the second half of the year under review.

Wine and Cigarette Businesses

During the year under review, the Group continued to develop the wine and cigarette businesses steadily. The Group has been closely monitoring changes in the market and adopted a pragmatic approach to map out the market plan of its wine business in order to explore business opportunities. Furthermore, the Group's business in Chinese brands cigarettes continued to contribute to the Group's revenue during the year under review.

面對行業調整所帶來的巨大挑戰，本集團於回顧年內積極對產品價格、人員架構、銷售網絡及產品結構等方面作出大量調整，為本集團於回顧年內的銷售情況帶來正面的影響。

首先，本集團根據市場情況對多個產品價格作出相應調整，以促進銷售；其次，本集團通過採取多項措施精簡銷售體系及組織架構，以進一步提高營運效益、降低營運成本；此外，回顧年內，本集團積極在現有傳統銷售網絡的基礎上創新銷售模式，開展電子商務業務，進一步加快產品銷售；同時，鑒於大眾及商務消費在過去兩年調整中逐漸成為市場需求主導力，本集團在回顧年內大力發展現有全國性品牌之下延中低端產品線。除了積極開發貴州鴨溪窖中低端新產品外，本集團亦與山西杏花村汾酒合作推出紅汾世家系列白酒，以開拓潛力龐大的大眾及商務消費市場。但由於中低端產品於回顧年下半年推出，故尚未對本集團回顧年的銷售帶來重大貢獻。

葡萄酒與香煙業務

本集團在回顧年內，繼續穩步發展葡萄酒及香煙業務。本集團一直密切監察市場變化，並審慎的對葡萄酒市場進行部署，以拓展業務商機。此外，本集團旗下的中國品牌香煙業務，於回顧年，持續為本集團的收益帶來貢獻。



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E-commerce Business and Image Chain-Store

To better seize the opportunities of the emerging e-commerce market, the Group actively strengthened its sales capabilities in the e-commerce channels through the sales model of "online platform + TV shopping + offline sales" during the year under review. In addition to selling products through the online platforms such as Jingdong Mall, Taobao, Amazon and WeChat Mall, the Group joined forces with Zhongjiu Shidai Winery (中酒時代酒業) and further complemented the Group's distribution channels in e-commerce through the "Online-to-Offline" sales platform. Meanwhile, the Group actively expanded its e-commerce channels to TV shopping by cooperating with a number of renowned TV shopping channels including Hunan Happigo (湖南快樂購), Oigo (南方購物) and Shenzhen Eachome (深圳宜和購物) in order to further diversified its sales network and expedite product sales.

During the year under review, the Group consolidated certain resources after careful assessments on the operating performances of Wine Kingdom image stores operated by the Group and the image stores operated by the authorised distributors. As of 31 March 2014, there were a total of 390 Wine Kingdom image stores and authorised image stores, 5 of them are Wine Kingdom image stores. The Group reduced the Wine Kingdom physical stores substantially on the one hand and assigned its resources to the emerging businesses such as Wine Kingdom e-commerce business and Wine Kingdom WeChat virtual stores business on the other hand in order to adapt to the development in the future.

電子商務業務及形象連鎖店

為了更好的把握電子商務市場快速崛起所帶來的機遇，於回顧年內本集團通過「網絡平台 + 電視購物 + 線下銷售」的銷售模式，積極加強在電子商務銷售渠道的銷售能力。除了通過在京東商城、淘寶、亞馬遜、微信手機APP商場等網絡平台進行銷售以外，本集團與中酒時代酒業合作，透過線上線下平台，進一步完善本集團的電商渠道。同時，本集團亦積極將電商渠道拓展至電視銷售層面，與湖南快樂購、南方購物、深圳宜和購物等多個知名電視購物頻道展開合作，進一步多元化銷售網絡的佈局，加快產品銷售。

回顧年內，在對本集團自設之「品匯壹號」店及授權經銷商開設之形象店的營運績效作出審慎評估後，本集團對部分資源進行整合。截至二零一四年三月三十一日止，本集團開設之「品匯壹號」店及授權開設之形象店合計390家。其中，「品匯壹號」店為5間。本集團大幅減少「品匯壹號」實體店，將資源集中於「品匯壹號」電子商務業務及「品匯壹號」微信店等新興業務，以適應未來發展。



Use of Proceeds from Placement of Shares

On 21 January 2013, the Group made an announcement advising that the proceeds from the placement of shares would be used for future business development (including expansion of distribution network, strengthening of sales and marketing team, and enhancement of marketing promotion and communication functions) and potential acquisitions or investments, as well as for the purpose of general working capital. The Group confirms that the use of such proceeds during the year under review was in line with the statement made in the announcement.

Outlook and Future Development

Looking forward, the Group expects the adjustment in baijiu industry will continue. Nevertheless, with the steady growth of the economy of China and the continuous urbanisation, China's per capita income and living standard will continue to improve in the long run. The constant growth of the consumer sentiments and consumption power will become an important foundation for the sustainable development of the baijiu industry. Thus, the Group remains optimistic about the development of the baijiu industry.

Over the past year, the consumption of the high-end Chinese baijiu has become more rational. The retail prices also declined from an all-time high to a level acceptable to customer and it then maintained a steady trend. The Group believes the high-end baijiu will continue with the trend of the second half of the year under review and stabilise in face of the adjustment, maintaining a state of sensible development. Meanwhile, the Group also believes that after the substantial structural adjustment of the baijiu market over the past two years, the middle and low-end baijiu, with the support of the accelerating mass and commercial consumption, will continue the growth of last year and become the primary growth momentum for the future development of the baijiu industry. The gradual rationalisation of the baijiu industry will lay a solid foundation for the healthy and sustainable development of the distribution industry in the future.

配股資金使用

本集團於二零一三年一月二十一日公告配股所得資金用於未來業務發展(包括拓展經銷網絡、擴充銷售及市場推廣團隊、提升市場推廣及宣傳工作等)、潛在收購或投資,以及一般營運資金用途。本集團在回顧年內確認該項資金使用符合公告事項。

展望及未來發展

展望未來,本集團預期白酒行業的調整仍將繼續。但長遠而言,伴隨中國經濟穩步增長和城鎮化的持續,中國人均收入和生活水平將不斷提高,消費者不斷增強的消費意欲和能力都將為白酒行業可持續發展的重要基礎。因此,本集團對白酒行業發展仍然保持樂觀。

過去一年,中國高端白酒板塊的消費持續理性化,價格亦已從高位漸下滑至消費者可接受的水平並保持平穩態勢。因此,本集團相信,高端白酒板塊未來將延續回顧年下半年的趨勢,在調整中步步趨穩,保持理性發展的態勢。同時,本集團相信,在經歷了過去兩年白酒市場結構的大幅度調整,中低端白酒在快速增強的大眾及商務消費力的支持下,將延續去年的發展趨勢,成為整個白酒行業未來發展的主要動力。而白酒行業的逐步理性化,將為未來整個經銷體系的健康可持續發展奠定基礎。



Management's Discussion and Analysis 管理層討論及分析

The Group will continue to adopt a prudent and flexible business strategy to seize opportunities to enhance the Group's competitiveness and minimise the impact from the industry adjustment. Firstly, the Group will continue to strengthen the competitiveness of the existing products, and further optimise the product mix of the high, middle and low-end products according to the demands of the market and different consumer segments, thus reducing the impact of the in-depth adjustment in the high-end baijiu sector on the Group's sales performance and profitability. Secondly, the Group will further enhance its sales team, improve the penetration and expansion capabilities of its national distribution channels, and optimise channel development through further expansion of the e-commerce sales channels and exploration and development of a more diversified distribution channels. Lastly, the Group will continue to adopt prudent financial management and cost control policies, strengthen the internal control of the Company, and optimise management in every aspect to ensure effective allocation of resources and continuous improvement of operational efficiencies. Also, the Group will continue its effort in the active searching of investment opportunities in baijiu industry or targets of acquisition.

FINANCIAL REVIEW

Revenue and Gross Profit/(Loss)

The Group generates revenue primarily by selling high-end liquors. For the year ended 31 March 2014, the Group recorded a total revenue of HK\$489.1 million, representing an increase of 25.4% compared to a total revenue of HK\$390.2 million for the year ended 31 March 2013. For the year ended 31 March 2014, 16.0% of revenue was derived from the PRC market (2013: 57.2%).

本集團將繼續以審慎靈活的經營策略，把握機遇提升本集團的競爭力，並以務實的態度減少行業調整所帶來的衝擊。首先，在不斷鞏固加強現有產品競爭力的同時，本集團將持續針對市場需要，進一步完善高中低端產品組合，以滿足不同消費者需求，並降低因高端板塊深度調整對本集團銷售及盈利所帶來的影響；其次，本集團將在加強團隊建設及全國經銷渠道的滲透和擴展能力的同時，進一步拓展電子商務銷售渠道，並更深入的探索開發更多元化的銷售渠道，以完善渠道建設。此外，本集團將繼續採取審慎的財務管理及成本控制政策，加強本公司的內部監控，盡力優化每個管理範疇，以確保更有效的投放資源及不斷提高營運的效益。本集團亦繼續積極物色白酒行業投資或收購目標。

財務回顧

收益及毛利／(損)

本集團的收益主要來自銷售高端酒類。截至二零一四年三月三十一日止年度，本集團錄得總收益489.1百萬港元，對比截至二零一三年三月三十一日止年度的總收益為390.2百萬港元，增加25.4%。截至二零一四年三月三十一日止年度，16.0%的收益來自中國市場（二零一三年：57.2%）。

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The Group's revenue derived from the distribution of liquors represented 96.1% of the total revenue for the financial year 2014 (2013: 91.1%) while the revenue derived from the distribution of cigarettes represented 3.9% of the total revenue for the financial year 2014 (2013: 8.9%).

The Group's gross loss for the financial year 2014 was HK\$163.1 million (2013: gross profit of HK\$32.3 million). The decrease in gross profit was mainly due to the reduction of selling price and the provision for inventories in respect of write-down to net realisable value in accordance with the Group's plan to offer discount on certain products to enhance the clearance of the Group's inventories. Excluding the factor of provision for inventories, the Group's gross profit for the financial year 2014 was HK\$11.4 million, the gross profit ratio before provision for inventories was 2.3% (2013: 34.8%).

Other Income and Gains, Net

Other income and gains, net amounted to HK\$6.5 million for the financial year 2014 (2013: HK\$5.0 million). Such increase was mainly due to the increase in bank interest income.

Selling and Distribution Expenses

Selling and distribution expenses mainly comprise salaries and welfare related to sales and marketing personnel, advertising and promotional expenses, transportation costs, rental expenses and miscellaneous expenses related to sales.

Selling and distribution expenses amounted to HK\$221.4 million (2013: HK\$306.4 million) accounting for 45.3% (2013: 78.5%) of the revenue of the Group for the financial year 2014. Such decrease was mainly due to the decrease in sales and marketing personnel expenses and transportation expenses.

本集團來自經銷酒類產品的收益佔二零一四財政年度的總收益96.1%（二零一三年：91.1%），而來自經銷香煙產品的收益佔二零一四財政年度的總收益3.9%（二零一三年：8.9%）。

本集團於二零一四財政年度的毛損為163.1百萬港元（二零一三年：毛利32.3百萬港元）。毛利減少主要是由於下調售價及根據本集團加快清理本集團存貨而就若干產品提供折扣之計劃，故作出有關撇減至可變現淨額之存貨撥備所致。撇除存貨撥備的因素，本集團於二零一四財政年度的毛利為11.4百萬港元，存貨撥備前的毛利率為2.3%（二零一三年：34.8%）。

其他收入及收益（淨額）

二零一四財政年度的其他收入及收益（淨額）為6.5百萬港元（二零一三年：5.0百萬港元）。該增加主要是由於銀行利息收入增加所致。

銷售及經銷費用

銷售及經銷費用主要包括與銷售及市場推廣人員有關的薪金和福利、廣告及宣傳開支、運輸成本、租賃開支，以及與銷售有關的雜項開支。

二零一四財政年度的銷售及經銷費用為221.4百萬港元（二零一三年：306.4百萬港元），佔本集團收益45.3%（二零一三年：78.5%）。該減少主要是由於銷售及市場推廣人員開支以及運輸開支的減少所致。



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Administrative Expenses

Administrative expenses mainly comprise salaries and welfare, office rental expenses, professional fees and other administrative expenses.

Administrative expenses amounted to HK\$135.1 million (2013: HK\$169.3 million) accounting for 27.6% (2013: 43.4%) of the revenue of the Group for the financial year 2014. Such decrease was mainly due to the decrease in management staff salaries and wages.

Loss from Impairment/Write-off, Net

Loss from impairment amounted to HK\$234.0 million (2013: HK\$668.7 million) for the financial year 2014. The loss from impairment mainly comprise impairment allowances of trade receivables, bills receivable, prepayments and other receivables, and write-off of trade receivables etc.

Finance Costs

Finance costs amounted to HK\$40.4 million (2013: HK\$26.4 million) representing 8.3% (2013: 6.8%) of the Group's revenue for the financial year 2014. The finance costs include interest on discounted bills, trust receipt loans and short-term bank and other loans. Such increase was mainly due to the increase in bank loan interest.

Income Tax Expense

No provision for Hong Kong profits tax has been made for the year as the Group did not generate any assessable profits arising in Hong Kong during the year (2013: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

行政費用

行政費用主要包括薪金和福利、辦公室租賃開支、專業費用及其他行政費用。

二零一四財政年度的行政費用為135.1百萬港元(二零一三年：169.3百萬港元)，佔本集團收益27.6%(二零一三年：43.4%)。該減少主要是由於管理層員工之薪金及工資的減少所致。

減值虧損／撇銷(淨額)

二零一四財政年度的減值虧損為234.0百萬港元(二零一三年：668.7百萬港元)。減值虧損主要包括應收貿易款項、應收票據、預付款項及其他應收款項之減值撥備，以及應收貿易款項之撇銷等等。

融資成本

二零一四財政年度的融資成本為40.4百萬港元(二零一三年：26.4百萬港元)，佔本集團收益8.3%(二零一三年：6.8%)。融資成本包括貼現票據、信託收據貸款及短期銀行及其他貸款之利息。該增加主要是由於銀行貸款利息增加所致。

所得稅費用

由於本集團於年內並無任何源自香港之應課稅利潤(二零一三年：無)，因此並無作出年度香港利得稅撥備。於其他地區的應課稅利潤已按本集團營運所在的國家或司法權區的現行稅率計算稅項。



Loss Attributable to Ordinary Equity Holders of the Company

Taking into account of the aforementioned, the loss attributable to ordinary equity holders of the Company for the year ended 31 March 2014 amounted to HK\$787.4 million, as compared to a loss attributable to ordinary equity holders of the Company of HK\$1,133.3 million in 2013.

Dividends

The Company did not pay any interim dividend during the financial year 2014.

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

Trade and Bills Receivables

The Group has adopted stringent credit policy. Generally, the customers of the Group shall settle payment obligations in cash or bank's acceptance bill issued by reputable banks before delivery of the goods. In prior year, the Group also granted a credit period of up to 1 year to some long-term or reliable customers.

The decrease in trade receivables was mainly due to the impairment of trade receivables.

本公司普通權益持有人應佔虧損

經計及上述各項，截至二零一四年三月三十一日止年度，本公司普通權益持有人應佔虧損達787.4百萬港元，而二零一三年本公司普通權益持有人應佔虧損為1,133.3百萬港元。

股息

本公司於二零一四財政年度並無派付任何中期股息。

董事會不建議派發截至二零一四年三月三十一日止年度之末期股息。

應收貿易款項及應收票據

本集團採納一貫嚴格的信貸政策。一般而言，本集團客戶須在貨物付運前以現金或信譽良好的銀行所簽發的銀行承兌匯票付款。於以前年度，本集團亦向若干長期客戶或可信賴客戶授出不多於一年的信貸期。

應收貿易款項減少，主要是對應收貿易款項作出了減值所致。



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All the Group's distributors have been selected after careful and serious consideration. They generally possess extensive distribution networks, considerable financial strengths and competitive market positions. After a careful assessment of the receivable balance's recoverability by taking into account of the current adverse operating environment, financial conditions of the distributors and aging of the balances, the Group recognised impairment allowance of HK\$444.6 million, reversal of impairment losses of HK\$250.8 million and written off as uncollectible of HK\$149.5 million for certain trade and bills receivables in consolidated statement of profit or loss for the year ended 31 March 2014. Together with impairment of HK\$548.1 million made up to the year ended 31 March 2013, total impairment in aggregate of HK\$592.4 million had been made as at 31 March 2014.

As at 31 March 2014, the trade and bills receivables net of provision were HK\$50.2 million (31 March 2013: HK\$522.3 million). 44.8% of the net trade and bills receivables were within two months as at 31 March 2014 (31 March 2013: 17.8%). All bills receivables were issued and accepted by banks.

In the current period, no improvement of the operating environment of high-end baijiu market in the PRC led to the decline in repayment capability of certain customers of the Group who have requested postponement in payment because of their accumulated inventories. Taking into account of the current market conditions and the repayment pattern of the Group's customers during the current period, the Group has further provided impairment provision on the long overdue trade receivables during the current period.

本集團所有經銷商，均是經過認真斟選而定，普遍具有銷售網絡廣泛、資金實力相當和具競爭力的市場地位的優勢。本集團考慮了當前艱難經營環境、各經銷商財務狀況及應收貿易款項賬齡等因素而對應收貿易款項之回收性作出謹慎之評估後，對部份應收貿易款項及應收票據作出444.6百萬港元減值撥備、250.8百萬港元減值虧損之撥回及因無法收回而撇銷的149.5百萬港元，並記入截至二零一四年三月三十一日止年度之合併損益表內。包括直至二零一三年三月三十一日止年度已作出的548.1百萬港元減值撥備在內，於二零一四年三月三十一日已作出合共592.4百萬港元的減值。

於二零一四年三月三十一日，應收貿易款項及應收票據（減值撥備後）為50.2百萬港元（二零一三年三月三十一日：522.3百萬港元）。於二零一四年三月三十一日，44.8%的應收貿易款項及應收票據淨額在兩個月內（二零一三年三月三十一日：17.8%）。所有應收票據皆由銀行簽發及承兌。

於本期間，中國高端白酒市場的經營環境未有改善令本集團部份客戶之還款能力下跌，彼等因存貨囤積而要求延期付款。經考慮目前之市況以及本集團客戶於本期之還款模式，本集團於本期已對長期逾期之應收貿易款項作出進一步減值撥備。

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The Group will continue to adopt stringent credit control policy and will apply the following measures to manage and enhance the recoverability of the Group's trade and bills receivables:

- (i) close and continuous communication and cooperation between the distributors and our sales managers in strengthening the sales channels and marketing strategies of the Group, which enables clearance of their accumulated inventories and settlements to the Group;
- (ii) general assessment on the distributors' financial position before supply of products;
- (iii) regular visit and meeting with distributors to discuss about their repayment schedules;
- (iv) strengthening the relationships with distributors to better understand their current situation; and
- (v) close monitoring of the credit exposure of the Group's distributors and where necessary, entering into of repayment schedule agreement with individual distributors.

Up to the date of this report, the Group's subsequent settlement of the trade and bills receivables was approximately HK\$35.0 million.

Trade Payables

As at 31 March 2014, the trade payables was HK\$3.7 million (31 March 2013: HK\$203.9 million). Such decrease was mainly due to settlement of trade payables by the Group during the year.

本集團將繼續採取嚴謹的信貸控制政策，並將採取下列措施來管理及提升本集團收回應收貿易款項及應收票據的能力：

- (i) 經銷商與銷售經理繼續緊密溝通及合作，加強本集團的銷售渠道及市場推廣策略，以使經銷商能清除積累的存貨及清償應向本集團支付的款項；
- (ii) 在供應產品前對經銷商的財務狀況作全面評估；
- (iii) 定期造訪經銷商並與經銷商舉行會議，以商討彼等的還款時間表；
- (iv) 加強與經銷商的關係，以使更了解彼等目前的情況；及
- (v) 密切監察本集團的經銷商所面對的信貸風險，並在必要時與個別經銷商簽訂還款時間表協議。

直至本報告日期為止，本集團應收貿易款項及應收票據的期後收款約為35.0百萬港元。

應付貿易款項

於二零一四年三月三十一日，應付貿易款項為3.7百萬港元（二零一三年三月三十一日：203.9百萬港元）。該減少主要是由於本集團於年內償還應付貿易款項。



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Inventories

As at 31 March 2014, the Group's inventories was HK\$796.3 million (31 March 2013: HK\$1,226.6 million). Such decrease was mainly due to the provision for inventories in respect of write-down to net realisable value of HK\$174.5 million after taking into account of the Group's plan to offer discount on certain products to enhance the clearance of the Group's inventories. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. The Group will introduce business plan, including discount sales activities in order to stimulate the Group's sales, to speed up the inventory movement and to improve the cash inflow of the Group.

Liquidity and Financial Resources

As at 31 March 2014, the Group had cash and cash equivalents of HK\$82.3 million (31 March 2013: HK\$317.4 million). The decrease in cash and cash equivalents was mainly due to the settlement of trade payables, repayment of bank loans and amounts due to directors. As at 31 March 2014, the Group's net current assets were HK\$457.7 million (31 March 2013: HK\$1,181.9 million).

Capital Structure of the Group

The Group's bank loan denominated in United States dollars bore interest at a rate of LIBOR + 3.5% per annum and would be repayable in April 2014. As at 31 March 2014, the Group's bank loan of HK\$7.8 million was secured by the Group's pledged bank deposit of HK\$8.8 million, and was supported by a guarantee provided by a bank in Mainland China.

存貨

於二零一四年三月三十一日，本集團的存貨為796.3百萬港元（二零一三年三月三十一日：1,226.6百萬港元）。該減少主要是由於經考慮本集團就若干產品提供折扣以加快清理本集團存貨之計劃而作出有關撇減至可變現淨額之存貨撥備174.5百萬港元所致。可變現淨值乃日常業務範圍內的估計售價減去進行出售所必須之估計成本。本集團將推行業務計劃，包括減價促銷活動，以刺激本集團之銷售，加促存貨流動及改善本集團的現金流入狀況。

流動資產及財務資源

於二零一四年三月三十一日，本集團的現金及現金等值物為82.3百萬港元（二零一三年三月三十一日：317.4百萬港元）。現金及現金等值物減少主要是由於償還應付貿易款項、銀行貸款及應付董事款項。於二零一四年三月三十一日，本集團的流動資產淨值為457.7百萬港元（二零一三年三月三十一日：1,181.9百萬港元）。

本集團的資本結構

本集團以美元計值的銀行貸款按倫敦銀行同業拆息加3.5%之年利率計息以及須於二零一四年四月償還。於二零一四年三月三十一日，本集團7.8百萬港元的銀行貸款由本集團8.8百萬港元的已抵押銀行存款作抵押以及中國大陸的銀行提供的擔保作支持。

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The Group's bank loans denominated in RMB were unsecured, bore interest at rates ranging from 110% of PBOC to 120% of PBOC per annum and would be repayable between April 2014 and November 2014. As at 31 March 2014, the Group's bank loans were supported by corporate guarantees executed by the Company, a subsidiary of the Company, a related company of the Group, which is beneficially owned by Mr. Liang, and an independent private company established in the PRC.

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars and RMB. Revenue derived and operating expenses incurred by the Group's subsidiaries in the PRC are mainly denominated in RMB. The Directors consider that a reasonably possible annual change of 5% in the exchange rate between Hong Kong dollars and RMB would have no material impact on the Group's results and therefore hedging through the use of derivative instruments is considered unnecessary.

The funding and treasury policies of the Group are centrally managed and controlled by the senior management in Hong Kong. The Group's financing activities are managed centrally by maintaining an adequate level of cash and cash equivalents to finance the Group's operations. The Group also ensures the availability of the bank credit facilities to address any short term funding requirements. The Group's cash and bank balances are placed with reputable financial institutions.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, deposits received, other payables and accruals, bank advance for discounted bills and amounts due to a related party and directors less cash and cash equivalents. Total capital represents equity attributable to the ordinary equity holders of the Company. As at 31 March 2014, the gearing ratio was 52.3% (31 March 2013: 48.0%).

本集團以人民幣計值的銀行貸款為無抵押、按中國人民銀行利率之110%至中國人民銀行利率之120%之年利率計息以及須於二零一四年四月至二零一四年十一月償還。於二零一四年三月三十一日，本集團的銀行貸款由本公司、本公司一間附屬公司、本集團一間關聯公司（其由梁先生實益擁有）以及一間於中國成立的獨立私營公司所簽立的公司擔保作支持。

本集團的貨幣資產、負債及交易主要以港元及人民幣計值。本集團於中國之附屬公司所取得的收益及所產生的經營費用主要以人民幣計值。董事認為港元與人民幣匯率的合理可能變化為每年5%，而此並無對本集團的業績有顯著影響，故認為並無必要採用衍生工具對沖。

本集團的融資及財政政策主要由香港的高級管理層集中管理及控制。本集團集中管理融資活動及透過保持足夠水平的現金及現金等值物從而為本集團的營運提供資金。本集團亦確保銀行信貸工具的供應足以應付任何短期資金需求。本集團的現金及銀行結餘均存放於信譽良好的金融機構。

本集團使用槓桿比率監控資本，即債務淨額除以總資本加債務淨額。債務淨額包括計息銀行借貸、應付貿易款項、已收訂金、其他應付款項及應計負債、銀行貼現票據墊款、應付關聯方及董事款項的總和，減現金及現金等值物計算。總資本指本公司普通權益持有人應佔的權益。於二零一四年三月三十一日，槓桿比率為52.3%（二零一三年三月三十一日：48.0%）。



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Employment and Remuneration Policy

The Group had a total work force of 244 employees in Hong Kong and the PRC as at 31 March 2014 (2013: 493 employees). The Group has implemented the remuneration policy, bonus and share option scheme based on the achievements and performance of employees. The Group has also participated in the mandatory provident fund scheme in Hong Kong and the state managed retirement benefit scheme in the PRC. The Group continues to provide training courses for its staff to enable them to achieve self-improvement and to enhance their skill and knowledge.

Share Option Scheme

On 20 February 2009, the Company approved and adopted a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the growth of the Group. Eligible participants of the Share Option Scheme include, but not limited to, employees, Directors and any other eligible persons.

On 3 August 2012, 113,540,000 share options at an exercise price of HK\$3.18 per share was granted to certain directors and employees of the Group under the Share Option Scheme. Due to the bonus shares issued by the Company on 31 August 2012, the exercise price of the outstanding share options granted under the Share Option Scheme and the number of shares to be allotted and issued upon full exercise of the outstanding share options were adjusted to HK\$3.102 per share and 116,378,500 shares respectively with effect from 31 August 2012. As at 31 March 2014, the Company had 75,583,500 (2013: 116,378,500) outstanding share options. During the year, 40,795,000 share options were lapsed and no share option was granted, exercised or cancelled.

僱員及薪酬政策

於二零一四年三月三十一日，本集團於香港及中國共有244名僱員（二零一三年：493名僱員）。本集團根據僱員的成就及表現實施薪酬政策、花紅及購股權計劃。本集團亦參加香港的強制性公積金計劃及在中國參加國家管理的退休福利計劃。本集團繼續向員工提供培訓課程以讓彼等可不斷自我提升以及提高彼等的專業技能和知識。

購股權計劃

於二零零九年二月二十日，本公司批准及採納一項購股權計劃（「購股權計劃」），以獎勵及獎賞對本集團發展作出貢獻的合資格參與者。購股權計劃的合資格參與者包括但不限於僱員、董事及任何其他合資格人士。

於二零一二年八月三日，113,540,000股購股權（每股行使價為3.18港元）乃根據購股權計劃授予本集團若干董事及僱員。由於本公司在二零一二年八月三十一日發行紅股，由二零一二年八月三十一日起，根據購股權計劃授出而未行使之購股權的行使價以及未行使購股權獲悉數行使而將予配發及發行之股份數目已分別調整至每股3.102港元及116,378,500股。於二零一四年三月三十一日，本公司有75,583,500股（二零一三年：116,378,500股）尚未行使的購股權。於年內，40,795,000股購股權已失效而概無購股權獲授出、行使或被註銷。



LITIGATION

In December 2013, one distributor of the Group (the "Plaintiff") filed a claim to a District People's Court in the PRC (the "PRC Court") against one of the Group's subsidiaries in the PRC in relation to the Group's obligation to buy back certain inventories from the Plaintiff (the "Claim"). The Plaintiff demanded the purchase consideration and related compensation from the Group of RMB20.1 million (equivalent to HK\$25.3 million) in total. At the date of approval of these financial statements, the proceeding is at an early stage and the court hearing date has not been fixed. With reference to the advice from the Group's legal counsel, the directors of the Company are in the opinion that the Group has grounds to contest the Claim and because the above legal case was in its preliminary stage of legal process, the outcome of the legal case and the amount of penalties required could not be predicted and measured with sufficient reliability at the moment. Accordingly, no provision regarding liabilities arising therefrom had been made by the Group in these financial statements as at 31 March 2014.

訴訟

於二零一三年十二月，本集團一名經銷商（「原告人」）就本集團向原告人回購若干存貨的責任在中國地區人民法院（「中國法院」）對本集團於中國的其中一間附屬公司提出申索（「該申索」）。原告人要求本集團支付合共人民幣20.1百萬元（相當於25.3百萬港元）的購貨代價及相關賠償。於本財務報表獲批准當日，該訴訟仍處於初步階段，法院聆訊日期尚未確定。經參考本集團法律顧問的意見，本公司董事認為，本集團有理由對該申索提出爭議，而因為上述法律案件尚在司法程序的初步階段，目前無法預測該法律案件的結果及無法充份可靠地計量所需罰款金額。因此，於二零一四年三月三十一日，本集團並無於本財務報表就上述訴訟產生之負債撥備。



Director Profiles 董事履歷

EXECUTIVE DIRECTORS

Mr. Liang Guoxing, aged 48, was appointed on 12 September 2007. He is the founder, chairman of the Group and chief executive officer of the Company. Mr. Liang is also a member of the remuneration committee and the nomination committee of the Company. He is a director of a number of subsidiaries of the Company. Mr. Liang is primarily responsible for the overall corporate strategies, planning and business development of the Group. Mr. Liang has 17 years of experience in the sales and distribution of Chinese liquor and cigarettes. In April 2013, Mr. Liang obtained Doctor of Business Administration, honoris causa, from the Northern University in U.S.. He obtained the 13th World Outstanding Chinese Award co-organised by World Chinese Business Investment Foundation and United World Chinese Association Limited in April 2013. Mr. Liang is a standing committee member of the 11th Session of the Chinese People's Political Consultative Conference, Zhanjiang and a member of the 10th Session of the Chinese People's Political Consultative Conference, Guangdong Province. He is also a fellow member of the Hong Kong Institute of Directors.

執行董事

梁國興先生，48歲，於二零零七年九月十二日獲委任。彼為本集團創辦人、主席及本公司之行政總裁。梁先生亦為本公司薪酬委員會及提名委員會成員。彼為本公司若干附屬公司的董事。梁先生主要負責本集團的整體企業策略、規劃及業務發展的工作。梁先生於中國煙酒銷售及經銷擁有十七年經驗。梁先生於二零一三年四月獲美國北方大學頒授榮譽工商管理博士學位。於二零一三年四月彼榮獲世界華商投資基金會及世界華人協會合辦的第十三屆世界傑出華人獎。梁先生為第十一屆中國人民政治協商會議湛江市常務委員會委員及第十屆中國人民政治協商會議廣東省委員。彼亦為香港董事學會資深會員。



Mr. Wang Jindong, aged 55, was appointed on 1 April 2010. He joined the Group in November 2008. He is the chief financial officer of the Group. Mr. Wang is responsible for overseeing the investment, legal and financial affairs, as well as general business development of the Group. Mr. Wang is currently a postgraduate student for a part-time Master's degree in Economics at the Central University of Finance and Economics, majoring in capital operation and investment and financing directions. He graduated from the Guangdong Radio and TV University (廣東廣播電視大學) with a Bachelor's degree in Accountancy and is a qualified accountant in the PRC. Mr. Wang has more than 30 years of experience in accounting and administration in government organisation and the state owned enterprise in the PRC as well as overseas enterprises, including the Guangdong Administration of Coal Geology (廣東煤田地質局), Shenzhen Jewellery City Enterprise Company Limited (深圳市珠寶城企業有限公司) and K&M Asia Limited.

Ms. Cheung Mei Sze, aged 41, was appointed on 6 March 2008. She has been appointed as member of the remuneration committee and member of the compliance committee of the Company from 31 December 2012. She is the head of finance of the Group and a director of a subsidiary of the Company. She is an authorised representative of the Company as required under Rule 3.05 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Ms. Cheung joined the Group in September 2000 and is responsible for the financial and accounting affairs of the Group. Prior to joining the Group, Ms. Cheung was an assistant supervisor in Ting Ho Kwan & Chan, a CPA firm. Ms. Cheung holds a Bachelor's degree in Arts majoring in accountancy from the Hong Kong Polytechnic University.

王晉東先生，55歲，於二零一零年四月一日獲委任。彼於二零零八年十一月加入本集團。彼現為本集團總財務總監。王先生負責監察本集團投資、法律及財務事務以及一般業務發展。王先生現為中央財經大學在職經濟學碩士研究生，主修資本運營與投融資方向。彼畢業於廣東廣播電視大學，並持有會計學學士學位。彼為中國合資格會計師。王先生於中國政府機構及國有企業以至海外企業（包括廣東煤田地質局、深圳市珠寶城企業有限公司及K&M亞洲有限公司）擁有超過三十年會計及行政經驗。

章美思女士，41歲，於二零零八年三月六日獲委任。彼於二零一二年十二月三十一日起被委任為本公司之薪酬委員會成員及合規委員會成員。彼為本集團財務部主管及本公司一間附屬公司的董事。彼現為香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.05條規定之本公司授權代表。章女士於二零零零年九月加入本集團，並負責本集團的財務及會計事務。章女士加入本集團前，為一家執業會計師行丁何關陳會計師行的助理主管。章女士持有香港理工大學頒發的會計學學士學位。



Director Profiles

董事履歷

NON-EXECUTIVE DIRECTORS

Mr. Wu Jie Si, aged 62, was appointed on 6 March 2008. Mr. Wu has over 20 years of experience in finance and corporate management in the PRC. From 1984 to 1995, Mr. Wu served in numerous positions in the Industrial and Commercial Bank of China (“ICBC”), including the president of ICBC Shenzhen Branch. From 1995 to 1998, Mr. Wu served as the deputy mayor of the Shenzhen Municipal Government. From 1998 to 2000, Mr. Wu served as the assistant to the governor of Guangdong Province. From 12 February 2000 to 8 May 2001, Mr. Wu joined Guangdong Enterprise (Holdings) Limited (“GDE”) as a director during the process of assisting its debt restructuring. Mr. Wu ceased to be a director of GDE shortly after the closing of its debt restructuring on 22 December 2000. From 2000 to 2005, Mr. Wu was appointed as the chairman of Guangdong Yue Gang Investment Holdings Company Limited (廣東粵港投資控股有限公司) and GDH Limited (廣東控股有限公司). Mr. Wu has been appointed in various positions in companies listed on the Stock Exchange and the New York Stock Exchange. Mr. Wu served as the chairman of Guangdong Investment Limited (stock code: 270) (“GDI”) from March 2000 to March 2001, as a director of GDI from March 2000 to April 2005 and as the honorary president of GDI from March 2001 to April 2005. Mr. Wu also served as a director and honorary president of Guangdong Tannery Limited (stock code: 1058) from February 2004 to April 2005. Both companies are listed on the main board of the Stock Exchange. While Mr. Wu was serving as the chairman and then an honorary president of GDI, GDI and its subsidiaries underwent a debt restructuring, details of which were included in GDI’s announcements dated 23 December 2000 and 6 May 2003. From April 2005 to January 2008, Mr. Wu was appointed as the executive director and from June 2005 to January 2008, Mr. Wu was appointed as the managing director and the chief executive officer of Hopson Development Holdings Limited (stock code: 754), which is listed on the main board of

非執行董事

武捷思先生，62歲，於二零零八年三月六日獲委任。武先生於中國金融及公司管理方面擁有逾二十多年的經驗。由一九八四年至一九九五年，武先生曾於中國工商銀行（「工商銀行」）擔任多個職位，包括工商銀行深圳分行行長。由一九九五年至一九九八年，武先生擔任深圳市政府副市長。由一九九八年至二零零零年，武先生擔任廣東省省長助理。由二零零零年二月十二日至二零零一年五月八日，武先生加盟粵海企業（集團）有限公司（「粵海企業」）出任董事，期間協助該公司進行債務重組。於債務重組在二零零零年十二月二十二日完成後不久，武先生不再為粵海企業的董事。由二零零零年至二零零五年，武先生獲委任為廣東粵港投資控股有限公司及廣東控股有限公司的董事長。武先生曾獲聯交所及紐約證券交易所多家上市公司委任不同職位。由二零零零年三月至二零零一年三月，武先生擔任粵海投資有限公司（股份代號：270）（「粵海投資」）的主席，而由二零零零年三月至二零零五年四月則擔任粵海投資的董事，而由二零零一年三月至二零零五年四月則擔任粵海投資的名譽董事長。由二零零四年二月至二零零五年四月，武先生亦擔任粵海制革有限公司（股份代號：1058）的董事及名譽董事長。上述兩家公司均於聯交所主板上市。武先生擔任粵海投資的主席及其後擔任名譽董事長期間，粵海投資及其附屬公司進行債務重組，詳情載於粵海投資日期為二零零零年十二月二十三日及二零零三年五月六日的公佈。由二零零五年四月至二零零八年一月，武先生獲委任為於聯交所主板上市的合生創展集團有限公司（股份代號：754）的執行董事，並於二零零五年六月至二零零八年一月獲委任為董事總經理兼行政總裁。由二零零五年九月至二零一一年七月，武先生獲委任為招商銀行股份有限公司（股份代號：3968）的獨立非執行董事。由二



the Stock Exchange. From September 2005 to July 2011, Mr. Wu served as an independent non-executive director of China Merchants Bank Co., Ltd. (stock code: 3968). From May 2007 to August 2008, Mr. Wu also served as an independent non-executive director of Yingli Green Energy Holding Company Limited (stock code: YGE) which is listed on the New York Stock Exchange. From 15 July 2008 to 23 December 2009, Mr. Wu was executive director of China Aoyuan Property Group Limited (stock code: 3883) ("China Aoyuan"). From 24 December 2009 to 19 May 2013, Mr. Wu was a non-executive director and vice chairman of China Aoyuan. From 13 February 2006 to 27 June 2013, Mr. Wu is a non-executive director of China Water Affairs Group Limited (stock code: 855).

Mr. Wu is currently an independent non-executive director of Beijing Enterprises Holdings Limited (stock code: 392) and China Taiping Insurance Holdings Company Limited (formerly known as "China Insurance International Holdings Company Limited") (stock code: 966), both companies are listed on the main board of the Stock Exchange. Mr. Wu is also a non-executive director of Shenzhen Investment Limited (stock code: 604), a company listed on the main board of the Stock Exchange. He is also an independent non-executive director of Industrial and Commercial Bank of China (Asia) Limited and China CITIC Bank International Limited. Mr. Wu obtained a Master's degree in Economics in 1984 and a Doctoral degree in Economics in 1996, both from the Research Institute of Finance the People's Bank of China. Mr. Wu completed post-doctoral research work in theoretical economics at Nankai University (南開大學) in 1998-2000 and was qualified as a professor in theoretical economics at Nankai University in 2001.

零零七年五月至二零零八年八月，武先生亦擔任於紐約證券交易所上市的英利綠色能源控股有限公司(股份代號：YGE)的獨立非執行董事。由二零零八年七月十五日至二零零九年十二月二十三日，武先生為中國奧園地產集團股份有限公司(股份代號：3883)(「中國奧園」)的執行董事。由二零零九年十二月二十四日至二零一三年五月十九日，武先生為中國奧園的非執行董事兼副主席。由二零零六年二月十三日至二零一三年六月二十七日，武先生為中國水務集團有限公司(股份代號：855)的非執行董事。

武先生目前為北京控股有限公司(股份代號：392)及中國太平保險控股有限公司(前稱「中保國際控股有限公司」)(股份代號：966)的獨立非執行董事，以上公司均於聯交所主板上上市。武先生亦為於聯交所主板上上市的深圳控股有限公司(股份代號：604)的非執行董事。彼亦為中國工商銀行(亞洲)有限公司及中信銀行(國際)有限公司的獨立非執行董事。武先生於一九八四年及一九九六年分別於中國人民銀行金融研究所取得經濟學碩士學位及經濟學博士學位。武先生由一九九八年至二零零零年於南開大學完成理論經濟的博士後研究工作，並於二零零一年合資格成為南開大學理論經濟學教授。



Director Profiles 董事履歷

Mr. Chen Sing Hung Johnny, aged 46, was appointed as an executive director of the Company on 12 September 2007 and re-designated as a non-executive director of the Company on 25 September 2010. Mr. Chen joined the Group in January 2007. During the period from January 2007 to September 2010, he held a number of senior management positions of the Group including the director and chief executive officer of Silver Base International Development Co. Limited, a subsidiary of the Company and the chief executive officer of the Company. He was a member of the remuneration committee and a member of the compliance committee of the Company. Mr. Chen was responsible for the overall strategies implementation, business development of the Group. He was also involved in and supported all investor relationship and public relationship functions of the Group.

Mr. Chen has extensive knowledge and experience in business development, international trade and project management in sales and distribution of electrical, mechanical and consumer products. Prior to joining the Group, Mr. Chen was the general manager of Faithful Trading (H.K.) Limited and the operations controller of GOME Home Appliances (H.K.) Ltd. Further, Mr. Chen held a number of executive positions with the subsidiaries of Chevalier International Holdings Limited (stock code: 25), which is listed on the main board of the Stock Exchange, from September 1993 to July 2002 during which he was responsible for the China market and different overseas markets such as the United States, Vietnam, Myanmar, Philippines and Japan. Mr. Chen is a member of the 13th and 14th Session of the Chinese People's Political Consultative Conference, Yueshou District, Guangzhou City. He is also a fellow member of the Hong Kong Institute of Directors. Mr. Chen obtained a Bachelor's degree in Arts in 1990, and a Bachelor's degree in Administrative Studies and a certificate in Management in 1992, all from York University.

陳陞鴻先生，46歲，於二零零七年九月十二日獲委任為本公司執行董事及於二零一零年九月二十五日調任為本公司非執行董事。陳先生於二零零七年一月加入本集團。於二零零七年一月至二零一零年九月期間，彼曾擔任本集團多個高級管理層職位，包括銀基國際發展有限公司（為本公司的附屬公司）董事及行政總裁，以及本公司行政總裁。彼曾為本公司薪酬委員會成員及合規委員會成員。陳先生過往負責本集團整體策略的實施、業務發展工作。彼亦曾參與及支援本集團所有投資者關係及公共關係的職能。

陳先生於銷售及經銷電子、機械及消費產品的業務發展、國際貿易及項目管理擁有豐富知識及經驗。陳先生加入本集團前，為飛龍貿易（香港）有限公司的總經理，及為國美電器（香港）有限公司的營運總監。此外，陳先生由一九九三年九月至二零零二年七月於聯交所主板上市公司其士國際集團有限公司（股份代號：25）的多家附屬公司擔任管理職位，期間彼負責中國市場及不同的海外市場（如美國、越南、緬甸、菲律賓及日本）的工作。陳先生是第十三屆及第十四屆中國人民政治協商會議廣州市越秀區委員。彼亦為香港董事學會資深會員。陳先生於一九九零年於約克大學取得文學學士學位，並於一九九二年取得該大學的行政研究學士學位及管理證書。



Mr. Joseph Marian Laurence Ozorio, aged 60, was appointed as an executive director from 1 April 2010 to 9 April 2013 and re-designated from an executive director to a non-executive director with effect from 10 April 2013. Mr. Ozorio joined the Group in October 2009. He has more than 30 years of experience in investment banking and equity capital management. Prior to joining the Group, Mr. Ozorio had served at Merrill Lynch, PF & Smith (HK) Limited, Anderson Man (Investment Services) Limited, Refco Futures Limited, Lippo Securities Limited, Sun Hung Kai Securities Limited and Sun Hung Kai Investment Services Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hung Sui Kwan, aged 44, was appointed on 6 March 2008. He is the chairman of the audit committee, the compliance committee, the remuneration committee and the nomination committee of the Company. Mr. Hung is an executive director and the chief executive officer of Get Nice Holdings Limited (stock code: 64), a company listed on the main board of the Stock Exchange. Mr. Hung has over 17 years' experience as certified public accountant in Hong Kong and is currently a director of Venture Partners CPA Limited. Mr. Hung is a licensed person under the Securities and Futures Ordinances for regulated activity "advising on corporate finance". Mr. Hung obtained a Bachelor of Science degree from the University of Hong Kong and is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and a member of The Hong Kong Institute of Certified Public Accountants.

柯進生先生 (Mr. Joseph Marian Laurence Ozorio), 60歲，於二零一零年四月一日至二零一三年四月九日獲委任為執行董事，並於二零一三年四月十日由執行董事調任為非執行董事。柯先生於二零零九年十月加入本集團。彼擁有超過三十年投資銀行及資本管理經驗。於加入本集團前，柯先生曾服務美林證券(Merrill Lynch)、PF & Smith (HK) Limited、Anderson Man (Investment Services) Limited、Refco Futures Limited、力寶證券有限公司、新鴻基証券有限公司及新鴻基投資服務有限公司。

獨立非執行董事

洪瑞坤先生，44歲，於二零零八年三月六日獲委任。彼為本公司審核委員會、合規委員會、薪酬委員會及提名委員會主席。洪先生為於聯交所主板上市的結好控股有限公司(股份代號：64)的執行董事及行政總裁。洪先生於香港持有執業會計師資歷共十七年，目前為柏萊會計師事務所有限公司之董事，並為證券及期貨條例下「就機構融資提供意見」的受規管活動之持牌人士。洪先生獲香港大學頒發理學士學位，彼現為英國特許公認會計師公會資深會員及香港會計師公會會員。



Director Profiles

董事履歷

Mr. Ma Lishan, aged 62, was appointed on 6 March 2008. He is a member of the audit committee, the remuneration committee, the compliance committee and the nomination committee of the Company. Mr. Ma is experienced in corporate management. Mr. Ma served various senior managerial positions such as director, general manager in certain edible oils processing corporations and Great Wall Wine under the COFCO Group. Mr. Ma was appointed as an executive director from January 1996, was appointed as director and managing director from May 1997 and was appointed from April 2002 to June 2003 as the managing director of China Foods Limited (stock code: 506) (formerly known as "China Foods Holdings Limited (中國食品發展集團有限公司)" and "COFCO International Limited (中國糧油國際有限公司)"), which is listed on the main board of the Stock Exchange. In 2000, he was appointed as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司). From June 2003 to July 2005, Mr. Ma was the deputy managing director of COFCO (Hong Kong) Limited (中國糧油食品集團(香港)有限公司) after its reorganisation. From June 2008 to January 2009, Mr. Ma was an executive director of Sino Resources Group Limited (carrying on business in Hong Kong as Sino Gp Limited) (神州資源集團有限公司) (formerly known as Kenfair International (Holdings) Limited (建發國際(控股)有限公司) (stock code: 223), which is listed on the main board of the Stock Exchange. He is currently an independent non-executive director of Sunac China Holdings Limited (stock code: 1918), a company listed on the main board of the Stock Exchange. From 1 September 2010 to 8 August 2012, Mr. Ma was the executive director, chief executive officer and chairman of Hao Tian Development Group Limited (formerly known as Hao Tian Resources Group Limited) (stock code: 474), a company listed on the main board of the Stock Exchange; he currently serves as senior consultant of Hao Tian Development Group Limited from August 2012 to present. In 1975, Mr. Ma graduated from the University of Foreign Languages in Beijing.

馬立山先生，62歲，於二零零八年三月六日獲委任。彼為本公司審核委員會、薪酬委員會、合規委員會及提名委員會成員。馬先生於企業管理擁有豐富經驗。馬先生先後在中糧集團旗下的若干食用油加工企業、長城葡萄酒等實業出任董事長、總經理等高級管理層職位。馬先生曾任職於聯交所主板上市的中國食品有限公司(股份代號：506)(前稱「中國食品發展集團有限公司」及「中國糧油國際有限公司」)，自一九九六年一月起獲委任為執行董事，於一九九七年五月起獲委任為董事兼董事總經理，並於二零零二年四月至二零零三年六月獲委任為董事總經理。彼於二零零零年獲委任為中國糧油食品進出口(集團)有限公司的副總經理。由二零零三年六月至二零零五年七月，馬先生任重組後的中國糧油食品集團(香港)有限公司的董事副總經理。由二零零八年六月至二零零九年一月，馬先生為於聯交所主板上市的神州資源集團有限公司(以Sino Gp Limited名稱在香港經營業務(前稱建發國際(控股)有限公司))(股份代號：223)的執行董事。彼現為聯交所主板上市公司融創中國控股有限公司(股份代號：1918)之獨立非執行董事。於二零一零年九月一日至二零一二年八月八日，馬先生為聯交所主板上市公司昊天發展集團有限公司(股份代號：474)(前稱「昊天能源集團有限公司」)的執行董事、行政總裁兼主席；二零一二年八月至今任昊天發展集團有限公司高級顧問。馬先生於一九七五年畢業於北京外國語學院。

Director Profiles 董事履歷



Dr. Lee Kwok Keung Edward, aged 59, was appointed on 24 June 2014. He is a member of the audit committee, compliance committee, remuneration committee and nomination committee.

Dr. Lee is the founder and the chairman of Nuovo Collection Hong Kong Limited which is the leading high end Italian furniture retailer in Hong Kong and the PRC.

Dr. Lee was graduated at Ontario College of Art & Design, Canada in 1977 with honor Associate of Ontario College of Art & Design (A.O.C.A.D.).

With 35 years of experience as a professional interior designer and furniture retailer, Dr. Lee was appointed as the chairman of the Furniture and Decoration Industries Group by the Federation of Hong Kong Industries and the vice-chairman for Hong Kong Furniture and Decoration Trade Association Limited. The Government of Hong Kong Special Administrative Region has appointed Dr. Lee as a standing committee member of The Public Affair Forum in 2009.

Dr. Lee has also participated in a number of social community service groups, such as a director of The Chinese General Chamber of Commerce, a vice-chairman of the New Territories District Liaison and a vice-chairman of New Territories General Chamber of Commerce, In addition, Dr. Lee is an executive council member of The Hong Kong Institute of Directors, a district secretary of Rotary International District 3450, a chairman of Preserve Planet & Earth of Rotary International District 3450, a director of China Council for the Promotion of International Trade and council member of Innovation China.

李國強博士，59歲。於二零一四年六月二十四日獲委任。彼為本公司審核委員會、合規委員會、薪酬委員會及提名委員會成員。

李博士為香港及中國知名的意大利頂級傢俬零售商香港羅浮世家有限公司的創辦人及主席。

李博士於一九七七年在加拿大安大略省藝術學院取得加拿大安大略省藝術學院(A.O.C.A.D.)會員資格。

憑藉三十五年的專業室內設計師及傢俬零售商經驗，李博士歷任香港工業總會傢俬裝飾業主席及香港傢俬裝飾廠商總會副主席。並於二零零九年獲香港政府任命為公共事務論壇委員。

除了對社區基礎工作作出重要貢獻外，李博士亦參與多項社會公職，繼有香港中華總商會會董及新界聯絡處副主任、新界總商會副主席、香港董事學會執行理事、國際扶輪3450地區秘書、國際扶輪3450地區保護地球委員會主席、中國對外貿易理事會理事及創新中國企業聯盟理事等。



Director Profiles 董事履歷

Dr. Lee was awarded as “China Top 10 Financial and Intelligent Persons” for the year 2008, “China Famous Professional”, “China Enterprise Award for Innovative Corporate” and “China Enterprise Award for Creative Businessmen” in the PRC. In Hong Kong, Dr. Lee was awarded as “The World Outstanding Chinese Award for the year 2006”, “Honorary Doctor for Business Administration and Management” and “2009 Capital Leader of Excellence”.

In 2013, Dr. Lee was appointed as the “Most Promising Entrepreneurship Award” of “Asia Pacific Entrepreneurship Awards (APEA) by Enterprise Asia for recognising his business profession and for his great entrepreneurship spirit in leading, growing and contributing to his organisations, communities and country. He was granted as the fellow member of the Hong Kong Institute of Director (FHKIOD) by the Hong Kong Director Institute since 1997. He was also appointed as the standing committee member of the Chinese People’s Political Consultative Conference Shenzhen District and director of HeBei Chinese Overseas Friendship Association. In 2014, Asia Brand Development Association recognised Nuovo Collection as a “Famous Brand Hong Kong 2013”.

在中國，李博士曾獲頒「2008 • 中華十大財智人物」、「中國行業著名專家」、「中國企業創新優秀人物」、「中國最具創新力企業」。在香港，李博士獲2006年「世界傑出華人獎」、「榮譽工商管理博士學位」及「2009資本傑出領袖」等。

李博士於二零一三年獲亞洲企業商會頒發「亞洲企業精神獎」，以表揚個人及公司在亞洲傢俬及設計界有認可的地位，肯定其超卓的領導才能及對行業的重大貢獻，同時嘉許其不斷求進的精神積極創新求進、帶領集團穩步發展。其豐富的工作經驗為香港董事學會在一九九七年認可資深會員的資格。彼亦獲聘任為中國人民政治協商會議深圳市羅湖區政協委員及中國河北海外聯誼會理事。在二零一四年，羅浮世家獲亞洲品牌發展協會獲發「2013香港最受歡迎品牌」。

Senior Management Profiles 高級管理層履歷



The senior management of the Group comprises all the executive directors and the following persons:

Mr. Wong Hing Keung, aged 52, the company secretary of the Group. He joined the Group in April 2014. Mr. Wong is mainly responsible for overseeing the Group's corporate governance, regulatory compliance and legal matters and advising on corporate development, information disclosure and internal control policies and procedures of the Group. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained a master's degree in professional accounting from the Hong Kong Polytechnic University in 2002. Mr. Wong has over 20 years of experience in the areas of auditing, finance and accounting. He is also experienced in the compliance duties of company listed on the Stock Exchange. He is authorised representative under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Wu Xiaoming, aged 51, is the general manager of Silver Base Trading and Development (Shenzhen) Co. Limited. Mr. Wu joined the Group in December 2009 and is responsible for product development. Mr. Wu has 21 years experience in sales and marketing in the high-end baijiu liquors industry and has extensive industry resources and considerable experience in channel development, marketing planning and sales and operations management. He graduated from the Faculty of Mechanical and Automation Engineering of Shanghai Second Polytechnic University in 1986.

本集團的高級管理層包括所有執行董事及下列人士：

黃興強先生，52歲，本集團公司秘書。彼於二零一四年四月加入本集團。黃先生主要負責監察本集團的企業管治、合規及法律事宜，以及為本集團企業發展、披露資訊、加強內部監控等政策及程序提供建議。黃先生為香港會計師公會會員及特許公認會計師公會資深會員。彼於二零零二年獲香港理工大學頒發專業會計碩士學位。黃先生擁有逾二十年的審計、財務及會計經驗。彼亦具備聯交所上市公司遵例責任方面的豐富經驗。彼現為香港聯合交易所有限公司證券上市規則第3.05條所規定的授權代表。

吳曉明先生，51歲，銀基貿易發展（深圳）有限公司的總經理。吳先生於二零零九年十二月加入本集團，現負責產品開發。吳先生在高端白酒行業有二十一年的銷售與市場資歷，擁有極為豐富的行業資源、渠道建設、市場佈局、銷售與運營管理經驗。彼於一九八六年於上海第二工業大學機械製造工藝設備及自動化專科畢業。



Senior Management Profiles 高級管理層履歷

Ms. Zhao Xin, aged 36, is the deputy general manager of Silver Base Trading and Development (Shenzhen) Co. Limited. Ms. Zhao is mainly responsible for monitoring the daily business operations, sales management and customer relationship in the PRC markets of the Group. She joined the Group in February 2006. Prior to joining the Group, Ms. Zhao was the media supervisor of the advertisement division of Henan Provincial Foodstuffs Co., Ltd. (河南省副食品公司) and the client liaison manager of the Henan liaison department of National Confectionery and Alcohol Affair (全國糖酒會). She is an advanced-level sales and marketing personnel (高級營銷師) registered with the Henan Provincial Sales and Marketing Committee (河南省營銷協會) and is certified by the Ministry of Personnel of the PRC (中華人民共和國人事部) as specialised in elementary business administration. Ms. Zhao holds a diploma in Interior Arts from the Henan Provincial Employee's University of Light Industry (河南省輕工業職工大學) in the PRC.

Ms. Liu Xiujuan, aged 37, is the vice president of Silver Base Group Holdings Limited. Ms. Liu joined the Group in November 2004 and is responsible for liaising with the Group's baijiu suppliers and handling the export business of the Chinese famous liquor. Ms. Liu has over 8 years experience in Wuliangye business in the Group. Ms. Liu holds a Bachelor's degree in Philosophy from the University of Sun Yat-sen in the PRC and obtained a degree of Master of Business Administration in China Europe International Business School.

Ms. Chan Sing Doris, aged 39, is the Vice president of Silver Base Group Holdings Limited. Ms. Chan joined the Group in November 1997. She is responsible for sales and distribution of high-ended Chinese liquor in Hong Kong market and maintaining close relationship with the customers. Ms. Chan performed as manager of administration and human resources of the Group previously, and was proficient in the Group's business operation. Ms. Chan holds a post-graduate diploma in international management in The International Institute of Management and obtained a degree of Master of Business Administration in Bulacan State University in Philippines.

趙鑫女士，36歲，銀基貿易發展(深圳)有限公司的副總經理。趙女士主要負責監察本集團國內市場區域日常營運、銷售管理及客戶關係等。彼於二零零六年二月加入本集團。趙女士加入本集團前，為河南省副食品公司廣告部媒介主管及「全國糖酒會」河南聯絡部的客戶主管。彼為河南省營銷協會註冊的高級營銷師，並獲中華人民共和國人事部認證為初級商業管理專業。趙女士持有中國河南省輕工業職工大學的裝潢藝術文憑。

劉秀娟女士，37歲，銀基集團控股有限公司副總裁。劉女士於二零零四年十一月加入本集團，負責與本集團白酒供應商的對接工作及處理出口中國知名酒類業務。劉女士在本集團的五糧液業務擁有超過八年之經驗。劉女士持有中國中山大學哲學學士學位及於中歐國際工商學院取得工商管理碩士學位。

陳星女士，39歲，銀基集團控股有限公司副總裁。陳女士於一九九七年十一月加入本集團。彼現時主要負責香港市場的中國高端白酒之經銷及銷售，以及與顧客保持緊密關係事宜。彼曾擔任本集團行政及人事部經理，彼對本集團業務運作非常熟悉。陳女士持有國際專業管理學會之國際管理深造文憑及於菲律賓比立勤國立大學取得工商管理碩士學位。



The directors (the “Directors”) of Silver Base Group Holdings Limited (the “Company”) hereby present their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries as at 31 March 2014 are set out in note 17 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the financial year.

RESULTS AND APPROPRIATION

The Group’s loss for the year ended 31 March 2014 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 103 to 220.

No interim dividend was paid during the financial year.

To reserve the resources for the Group’s business development, the board did not recommend the payment of a final dividend for the year ended 31 March 2014.

ANNUAL GENERAL MEETING

The annual general meeting of the Company (“Annual General Meeting”) will be held in Hong Kong on Friday, 22 August 2014. Notice of the Annual General Meeting will be issued and despatched to the shareholders of the Company (the “Shareholders”) in due course.

銀基集團控股有限公司(「本公司」)董事(「董事」)謹此提呈董事會報告以及本公司及其附屬公司(統稱「本集團」)截至二零一四年三月三十一日止年度的經審核合併財務報表。

主要業務

本公司之主要業務為投資控股，其主要附屬公司於二零一四年三月三十一日的主要業務詳情載於財務報表附註17，而本集團的主要業務性質於財政年度內並無重大改變。

業績及分配

本集團截至二零一四年三月三十一日止年度的虧損，以及本公司與本集團於該日的財政狀況，乃載列於第103頁至第220頁的財務報表內。

財政年度內，並無派付中期股息。

為保留資源以發展本集團之業務，董事會不建議派發截至二零一四年三月三十一日止年度之末期股息。

股東週年大會

本公司將於二零一四年八月二十二日(星期五)在香港舉行股東週年大會(「股東週年大會」)。股東週年大會通告將於適當時間刊發並寄發予本公司股東(「股東」)。



Report of the Directors

董事會報告

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 August 2014 to Friday, 22 August 2014, both dates inclusive, during which period no transfer of share(s) will be effected, for the purpose of determining Shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 19 August 2014.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Details of movements in the property, plant and equipment, and investment property of the Group during the financial year ended 31 March 2014 are set out in notes 14 and 15 to the financial statements, respectively.

SHARE CAPITAL

Details of movements in the share capital of the Company during the financial year ended 31 March 2014 are set out in note 26 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands where the Company was incorporated.

暫停辦理股份過戶登記

本公司將於二零一四年八月二十日(星期三)至二零一四年八月二十二日(星期五)(首尾兩日包括在內)止期間暫停辦理股份過戶登記手續,以釐定有權出席股東週年大會並於會上投票之股東名單。為符合出席股東週年大會並於會上投票的資格,所有股份之過戶文件連同有關股票須於二零一四年八月十九日(星期二)下午四時三十分(香港時間)之前送達本公司之香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)辦理登記手續。

物業、廠房及設備以及投資物業

於截至二零一四年三月三十一日止財政年度內,本集團物業、廠房及設備以及投資物業的變動詳情分別載於財務報表附註14及15。

股本

於截至二零一四年三月三十一日止財政年度內,本公司股本的變動詳情載於財務報表附註26。

優先購買權

本公司章程細則或本公司註冊成立地點開曼群島的公司法(一九六一年第3號法例,經綜合及修訂)第22章並無有關優先購買權的條文。



SHARE OPTION SCHEME

On 20 February 2009, the Shareholders approved and adopted a share option scheme of the Company (the "Share Option Scheme"). Key terms of the Share Option Scheme are summarised below:

- (i) The purpose of the Share Option Scheme is to provide an incentive for the Qualified Participants (as defined below) to work with commitment towards enhancing the value of the Company and its shares for the benefit of the Shareholders and to retain and attract persons whose contributions are or may be beneficial to the growth and development of the Group.
- (ii) Qualified Participants of the Share Option Scheme include any employee, any executive and non-executive director of the Company, its subsidiaries or entity in which the Company or its subsidiaries holds any equity interest ("Invested Entity") and any such other persons (including but not limited to supplier, customer, consultant, adviser, contractor, business partner or service provider of the Company or its subsidiary or any Invested Entity) who in the absolute discretion of the Board has contributed or will contribute to the Group.
- (iii) The total number of shares in respect of which options may be granted under the Share Option Scheme is 120,000,000 shares, being 10% of the total number of shares in issue as at 8 April 2009, the listing date of the Company on the Stock Exchange.

購股權計劃

於二零零九年二月二十日，股東批准並採納本公司之購股權計劃（「購股權計劃」）。購股權計劃的主要條款概要如下：

- (i) 購股權計劃旨在鼓勵合資格參與者（定義見下文）努力提升本公司及其股份的價值以為股東帶來利益，並藉以挽留及吸引有貢獻的人士，而其貢獻有利或可能有利於本集團的增長及發展。
- (ii) 購股權計劃的合資格參與者包括本公司、其附屬公司或本公司或其附屬公司持有股權的任何實體（「被投資實體」）的任何僱員、任何執行及非執行董事，以及董事會全權認為對或將對本集團作出貢獻的任何其他人士（包括但不限於本公司或其附屬公司或任何被投資實體的供應商、客戶、專家顧問、顧問、承包商、業務夥伴或服務供應商）。
- (iii) 根據購股權計劃可能授出的購股權所涉及的股份總數為120,000,000股，即於二零零九年四月八日（本公司於聯交所之上市日期）已發行股份總數的10%。



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- (iv) The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 30% of the total number of shares in issue from time to time.
- (v) Unless approved by the Shareholders in general meeting, the total number of shares issued and to be issued upon exercise of all options granted to any Qualified Participants under the Share Option Scheme in the 12-months period up to and including such further grant must not exceed 1% of the total number of shares in issue.
- (vi) The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted.
- (vii) A non-refundable consideration of HK\$1 is payable on acceptance of the offer of grant of an option. An offer of grant of an option may be accepted by an eligible person within the date as specified in the offer letter issued by the Company, being a date not later than 5 business days from the date on which the offer is made.
- (viii) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period (which may not expire later than 10 years from the date of the grant) to be notified by the Board at its sole discretion.
- (iv) 可於根據購股權計劃及本公司任何其他購股權計劃所有已授出但尚未行使的購股權予以行使時發行的最高股份數目，合共不得超過不時已發行股份總數的30%。
- (v) 除非在股東大會上獲股東批准，否則於直至再授出日期（包括該日）止12個月內根據購股權計劃向任何合資格參與者授出的所有購股權獲行使而發行及將予發行的股份總數，不得超過已發行股份總數的1%。
- (vi) 購股權計劃的有效期自購股權計劃獲採納之日起計為期十年，其後不會進一步授出購股權。
- (vii) 接納授出購股權要約時須支付1港元的不可退還代價。授出購股權的要約可由合資格人士於本公司發出的要約函件所訂明的日期內（即不遲於提出要約當日起計五個營業日）接納。
- (viii) 購股權可根據購股權計劃的條款於董事會按其唯一酌情權而通知的期間（屆滿日不得遲於授出日期起計10年）內隨時行使。



- (ix) The subscription price must be at least the highest of (1) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (2) the average of the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; or (3) the nominal value of the Company's shares.
- (x) The Board is entitled at any time within the period of 10 years commencing on 20 February 2009 i.e. the date of adoption, to offer the grant of an option to any Qualified Participants in accordance with the terms of the Share Option Scheme.

On 3 August 2012, the Company granted share options to certain Directors, a substantial shareholder of the Company and employees of the Group (the "Grantees") to subscribe for a total of 113,540,000 ordinary shares of HK\$0.10 each in the capital of the Company (the "Share") under the Share Option Scheme. The exercise price was HK\$3.18 per Share which represented (i) a premium of 0.63% over the closing price of HK\$3.16 per Share as quoted on the Stock Exchange on the date of grant of the share options; and (ii) a premium of 1.27% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the five trading days up to and including 2 August 2012 (being the last trading day immediately preceding the date of grant of the share options) of HK\$3.14 per Share.

Due to the bonus shares issued by the Company on 31 August 2012, the exercise price of the outstanding share options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the outstanding share options were adjusted to HK\$3.102 per Share and 116,378,500 Shares respectively with effect from 31 August 2012.

- (ix) 認購價必須最少為下列三者中的最高者：(1)股份於授出日期在聯交所每日報價表所報的收市價；(2)本公司股份緊接授出日期前的五個交易日在聯交所每日報價表所報的平均收市價；或(3)本公司股份的面值。
- (x) 根據購股權計劃之條款，董事會有權於二零零九年二月二十日（即採納日期）起的十年期間內隨時向任何合資格參與者授出購股權。

於二零一二年八月三日，本公司根據購股權計劃，向若干董事、本公司一名主要股東及本集團僱員（「承授人」）授出可認購合共113,540,000股本公司股本中每股面值0.10港元之普通股（「股份」）之購股權。每股股份之行使價為3.18港元，較(i)於授出購股權日期股份在聯交所所報之收市價每股3.16港元溢價0.63%；及(ii)截至及包括二零一二年八月二日（即緊接授出購股權日期前之最後交易日）前五個交易日股份在聯交所所報之收市價的平均數每股3.14港元溢價1.27%。

由於本公司在二零一二年八月三十一日發行紅股，由二零一二年八月三十一日起，根據購股權計劃授出而未行使之購股權的行使價以及未行使購股權獲悉數行使而將予配發及發行之股份數目已分別調整至每股3.102港元及116,378,500股。



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Details of the share options outstanding as at 31 March 2014 under the Share Option Scheme are as follows:

於二零一四年三月三十一日，購股權計劃下之未行使購股權之詳情如下：

Share options granted on 3 August 2012

於二零一二年八月三日授出之購股權

Grantees	Exercisable period	Exercise price per Share under the share options HK\$	Options held as at 1 April 2013	No. of Shares involved in options granted during the year	No. of Shares involved in options exercised during the year	No. of Shares involved in options lapsed during the year	No. of Shares involved in options cancelled during the year	No. of Shares involved in options held as at 31 March 2014
承授人	行使期	每股購股權之行使價港元	於二零一三年四月一日持有之購股權	年內授出之購股權所涉及之股份數目	年內行使之購股權所涉及之股份數目	年內失效之購股權所涉及之股份數目	年內註銷之購股權所涉及之股份數目	於二零一四年三月三十一日持有之購股權所涉及之股份數目
Directors:								
董事：								
Wang Jindong 王晉東	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,219,750	-	-	-	-	1,219,750
Joseph Marian Laurence Ozorio 柯進生	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,219,750	-	-	-	-	1,219,750
Cheung Mei Sze 章美思	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,025,000	-	-	-	-	1,025,000
Wu Jie Si 武捷思	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,025,000	-	-	-	-	1,025,000
Chen Sing Hung Johnny 陳陸鴻	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,025,000	-	-	-	-	1,025,000
Substantial shareholder of the Company:								
本公司主要股東：								
Luo Li (Note i) 羅剛(附註i)	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	1,219,750	-	-	-	-	1,219,750
Other employees of the Group 本集團其他僱員	3 Aug 2012 to 2 Aug 2022 二零一二年八月三日至 二零二二年八月二日	3.102	109,644,250	-	-	(40,795,000)	-	68,849,250
Total 總計			116,378,500	-	-	(40,795,000)	-	75,583,500



On and subject to the terms of the Share Option Scheme, the options shall only be exercisable in respect of such part thereof that has been vested in accordance with the following manner:

根據購股權計劃之條款並在其規限下，只有根據以下方式而已經歸屬之部份的購股權是可予行使的。

Fraction of the Shares covered under the option

Vesting date

佔購股權所涵蓋之股份的比例

歸屬日期

First 20% of the shares under the share options

First anniversary of the date of grant

購股權項下股份之首20%

授出日期起計滿一週年當日

Next 30% of the shares under the share options

Second anniversary of the date of grant

購股權項下股份接下來的30%

授出日期起計滿兩週年當日

Remaining 50% of the shares under the share options

Third anniversary of the date of grant

購股權項下股份之餘下50%

授出日期起計滿三週年當日

As at 31 March 2014, the Company had 75,583,500 outstanding share options *(Note ii)*. During the year, 40,795,000 share options were lapsed and no share option was granted, exercised or cancelled. No participant was granted any option in excess of the individual limit as set out under the Share Option Scheme.

於二零一四年三月三十一日，本公司有75,583,500股尚未行使的購股權^(附註ii)。於年內，40,795,000股購股權已經失效而概無購股權獲授出、獲行使或被註銷。概無參與者獲授予的任何購股權超過購股權計劃所載的個人限額。

Note:

附註：

- (i) As at 31 March 2014, Yinji Investments Limited held 480,212,500 Shares representing approximately 35.45% of the issued share capital of the Company. The entire issued share capital of Yinji Investments Limited is directly owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly wholly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing, and Miss Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. Mr. Liang Guoxing is the chairman, an executive Director, chief executive officer and a substantial shareholder of the Company.
- (ii) Subsequent to 31 March 2014 and up to the date of this report, outstanding share options to subscribe for 49,548,500 Shares and 1,025,000 Shares (all after adjustment) have been cancelled by the Company and lapsed respectively.

- (i) 於二零一四年三月三十一日，Yinji Investments Limited持有480,212,500股股份，相當於本公司已發行股本約35.45%。Yinji Investments Limited之全部已發行股本由Grand Base Holdings Limited（一間於英屬維爾京群島註冊成立之公司）直接擁有，並由一個全權酌情信託間接全資擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。梁國興先生為本公司的主席、執行董事、行政總裁兼主要股東。
- (ii) 於二零一四年三月三十一日後及至本報告日期，可認購49,548,500股股份（已作調整）之未行使購股權已被本公司註銷。1,025,000股股份（已作調整）之未行使購股權已失效。



Report of the Directors

董事會報告

RESERVES AND DISTRIBUTABLE RESERVES

As at 31 March 2014, distributable reserves of the Company, calculated in accordance with the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to HK\$280.8 million (as at 31 March 2013: HK\$388.3 million).

Details of movements in the reserves of the Company and the Group during the financial year are set out in note 28 to the financial statements and in the consolidated statement of changes in equity, respectively.

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 4 in this annual report. The summary does not form part of the audited financial statements.

SHARES PLACEMENT

In January 2013, the Company raised net proceeds of approximately HK\$323.2 million through a placement of 135,000,000 new Shares at a price of HK\$2.45 per Share. The Group intends to use the net proceeds from the placement for future business development (which include expansion of distribution network, expanding its sales and marketing team, enhancement of marketing and promotion efforts, etc.), potential acquisition or investment, and general working capital purposes. Details of the shares placement were disclosed in the announcement of the Company dated 21 January 2013.

儲備及可供分派儲備

於二零一四年三月三十一日，根據開曼群島的公司法（一九六一年第3號法例，經綜合及修訂）第22章計算本公司可供分派儲備為280.8百萬港元（於二零一三年三月三十一日：388.3百萬港元）。

財政年度內，本公司及本集團的儲備變動詳情分別載於財務報表附註28及合併權益變動表。

財務資料概要

本集團過去五個財政年度的業績及資產與負債的概要（摘錄自經審核合併財務報表並經適當重列／重新分類）載於本年報第4頁。此概要並不構成經審核財務報表的一部份。

股份配售

於二零一三年一月，本公司透過按每股2.45港元之價格配售135,000,000股新股份，籌得所得款項淨額約323.2百萬港元。本集團擬將配售所得款項淨額用於未來業務發展（包括拓展經銷網絡、擴充銷售及市場推廣團隊、提升市場推廣及宣傳工作等）、潛在收購或投資，以及一般營運資金用途。股份配售之詳情已於本公司二零一三年一月二十一日之公告內披露。

Report of the Directors

董事會報告



As at 31 March 2014, the Company has used completely all the net proceeds from shares placement. Details are as follows:

於二零一四年三月三十一日，本公司已用畢配售股份所得款淨額，詳細資料如下：

	Utilised 已動用 HK\$'000 千港元
Contents 內容	
For the expansion of distribution network 用於拓展經銷網絡	32,800
For the enhancement of marketing promotion and communication functions 用於提升市場推廣及宣傳工作	38,094
For business development 業務發展	70,894
For purchase of inventories 用於存貨採購	114,454
For general working capital 用作一般營運資金	137,897
Total 總計	323,245



Report of the Directors

董事會報告

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

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

CHARITABLE CONTRIBUTIONS

During the financial year, the Group made charitable contributions amounting to HK\$4.4 million (2013: HK\$2.0 million).

BOARD OF DIRECTORS

The Directors who held office during the financial year and up to the date of this report are as follows:

Executive Directors

Mr. Liang Guoxing
Mr. Wang Jindong
Ms. Cheung Mei Sze

Non-executive Directors

Mr. Wu Jie Si
Mr. Chen Sing Hung Johnny
Mr. Joseph Marian Laurence Ozorio (*re-designated from an executive Director with effect from 10 April 2013*)

Independent Non-executive Directors

Mr. Hung Sui Kwan
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward (*appointed on 24 June 2014*)
Mr. Zhang Min (*resigned on 1 April 2014*)

購買、出售或贖回本公司證券

年內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

慈善捐款

財政年度內，本集團作出4.4百萬港元之慈善捐款(二零一三年：2.0百萬港元)。

董事會

於財政年度內及直至本報告日期為止的在任董事如下：

執行董事

梁國興先生
王晉東先生
章美思女士

非執行董事

武捷思先生
陳陞鴻先生
柯進生先生 (*自執行董事調任，由二零一三年四月十日起生效*)

獨立非執行董事

洪瑞坤先生
馬立山先生
李國強博士 (*於二零一四年六月二十四日獲委任*)
張民先生 (*於二零一四年四月一日辭任*)



Pursuant to Article 83(3), Dr. Lee Kwok Keung Edward, who was appointed by the Board as independent non-executive Director effective from 24 June 2014, will be subject to election by the Shareholders at the first general meeting of the Company after his appointment.

In accordance with Article 84 of the Company's articles of association, Ms. Cheung Mei Sze, Mr. Chen Sing Hung Johnny and Mr. Ma Lishan shall retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

The profiles of the Directors and senior management of the Group are set out on pages 38 to 48 of this annual report.

CHANGE IN INFORMATION OF DIRECTORS

Upon specific enquiry by the Company and following confirmations from the Directors, save as otherwise set out in this report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

根據章程細則第83(3)條，李國強博士（彼獲董事會委任為獨立非執行董事，由二零一四年六月二十四日起生效）將於彼獲委任後之本公司首次股東大會上接受股東選舉。

根據本公司章程細則第84條，章美思女士、陳陸鴻先生及馬立山先生須於應屆股東週年大會上輪值退任，彼等合資格並願意膺選連任。

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第38至48頁。

有關董事資料的變動

經本公司作出具體查詢以及獲董事確認後，除本報告另有載列者外，有關董事之資料並無根據上市規則第13.51B(1)條須予披露之變動。

Name of Directors 董事姓名	Details of changes 變動詳情
Mr. Liang Guoxing	With effect from 1 June 2013, the annual salary of Mr. Liang as executive Director had been changed from HK\$24,000,000 to HK\$19,200,000. With effect from 1 January 2014, the annual salary of Mr. Liang has been further changed from HK\$19,200,000 to HK\$11,520,000.
梁國興先生	由二零一三年六月一日起，梁先生出任執行董事之年度薪金已由24,000,000港元調整至19,200,000港元。 由二零一四年一月一日起，梁先生之年度薪金已由19,200,000港元進一步調整至11,520,000港元。



Report of the Directors

董事會報告

Name of Directors	Details of changes
董事姓名	變動詳情
Mr. Wang Jindong	With effect from 1 June 2013, the annual salary of Mr. Wang as executive Director had been changed from RMB980,000 to RMB833,000.
王晉東先生	由二零一三年六月一日起，王先生出任執行董事之年度薪金已由人民幣980,000元調整至人民幣833,000元。
Mr. Joseph Marian Laurence Ozorio	Mr. Ozorio has been re-designated from an executive Director to a non-executive Director with effect from 10 April 2013.
柯進生先生	柯先生已由執行董事調任為非執行董事，由二零一三年四月十日起生效。
Ms. Cheung Mei Sze	With effect from 1 June 2013, the annual salary of Ms. Cheung as executive Director had been changed from HK\$1,040,000 to HK\$884,000.
	With effect from 1 January 2014, the annual salary of Ms. Cheung has been further changed from HK\$884,000 to HK\$618,800.
章美思女士	由二零一三年六月一日起，章女士出任執行董事之年度薪金已由1,040,000港元調整至884,000港元。
	由二零一四年一月一日起，章女士之年度薪金已由884,000港元進一步調整至618,800港元。



Name of Directors	Details of changes
董事姓名	變動詳情
Mr. Wu Jie Si	Mr. Wu resigned as non-executive director and vice chairman of China Aoyuan Property Group Limited (stock code: 3883) with effect from 20 May 2013. Mr. Wu resigned as non-executive director of China Water Affairs Group Limited (stock code: 855) with effect from 28 June 2013.
武捷思先生	武先生於二零一三年五月二十日起辭任中國奧園地產集團股份有限公司(股份代號: 3883)之非執行董事及副主席之職務。 武先生於二零一三年六月二十八日起辭任中國水務集團有限公司(股份代號: 855)之非執行董事職務。
Dr. Lee Kwok Keung Edward	Dr. Lee was appointed as independent non-executive Director of the Company with effect from 24 June 2014. A three years service contract was signed. The annual salary of Dr. Lee is HK\$360,000.
李國強博士	李博士於二零一四年六月二十四日獲委任為本公司之獨立非執行董事。目前已簽訂為期三年之服務合約。李博士之年薪為360,000港元。
Mr. Zhang Min	Mr. Zhang resigned as independent non-executive director, cease to be a member of each of the audit committee, the compliance committee, the nomination committee and the remuneration committee of the Company with effect from 1 April 2014.
張民先生	張先生於二零一四年四月一日起辭任本公司獨立非執行董事職務，不再為本公司審核委員會成員、合規委員會成員、提名委員會成員及薪酬委員會成員。



Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

Each of the Directors has a service contract with the Company for a fixed term of three years with the following commencement dates:

董事的服務合約

各董事均已與本公司訂立服務合約，自以下日期開始為固定年期三年：

Name of Directors 董事姓名	Commencement Date 開始日期
Mr. Liang Guoxing (Note 1) 梁國興先生(附註1)	12 September 2013 二零一三年九月十二日
Mr. Wang Jindong (Note 2) 王晉東先生(附註2)	1 April 2013 二零一三年四月一日
Mr. Joseph Marian Laurence Ozorio (Note 3) 柯進生先生(附註3)	10 April 2013 二零一三年四月十日
Ms. Cheung Mei Sze (Note 4) 章美思女士(附註4)	6 March 2014 二零一四年三月六日
Mr. Wu Jie Si (Note 5) 武捷思先生(附註5)	6 March 2014 二零一四年三月六日
Mr. Chen Sing Hung Johnny (Note 6) 陳陸鴻先生(附註6)	25 September 2013 二零一三年九月二十五日
Mr. Hung Sui Kwan (Note 7) 洪瑞坤先生(附註7)	6 March 2014 二零一四年三月六日
Mr. Ma Lishan (Note 8) 馬立山先生(附註8)	6 March 2014 二零一四年三月六日
Dr. Lee Kwok Keung Edward (Note 9) 李國強博士(附註9)	24 June 2014 二零一四年六月二十四日
Mr. Zhang Min (Note 10) 張民先生(附註10)	28 January 2011 二零一一年一月二十八日



None of the Directors proposed for election/re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Notes:

1. The previous service contract of Mr. Liang expired on 11 September 2013 and a new service contract was entered into between the Company and Mr. Liang for a term of three (3) years commencing from 12 September 2013.
2. The previous service contract of Mr. Wang expired on 31 March 2013 and a new service contract was entered into between the Company and Mr. Wang for a term of three (3) years commencing from 1 April 2013.
3. The previous service contract of Mr. Ozorio expired on 9 April 2013 and a new service contract as non-executive Director was entered into between the Company and Mr. Ozorio for a term of three (3) years commencing from 10 April 2013.
4. The previous service contract of Ms. Cheung expired on 5 March 2014 and a new service contract was entered into between the Company and Ms. Cheung for a term of three (3) years commencing from 6 March 2014.
5. The previous service contract of Mr. Wu expired on 5 March 2014 and a new service contract was entered into between the Company and Mr. Wu for a term of three (3) years commencing from 6 March 2014.
6. The previous service contract of Mr. Chen expired on 24 September 2013 and a new service contract was entered into between the Company and Mr. Chen for a term of three (3) years commencing from 25 September 2013.
7. The previous service contract of Mr. Hung expired on 5 March 2014 and a new service contract was entered into between the Company and Mr. Hung for a term of three (3) years commencing from 6 March 2014.
8. The previous service contract of Mr. Ma expired on 5 March 2014 and a new service contract was entered into between the Company and Mr. Ma for a term of three (3) years commencing from 6 March 2014.

擬於應屆股東週年大會上選舉／重選的董事概無與本公司訂有本公司不作賠償(法定賠償除外)則不可於一年內終止的服務合約。

附註：

1. 梁先生的前服務合約已於二零一三年九月十一日屆滿，而本公司與梁先生已訂立由二零一三年九月十二日開始為期三(3)年的新服務合約。
2. 王先生的前服務合約已於二零一三年三月三十一日屆滿，而本公司與王先生已訂立由二零一三年四月一日開始為期三(3)年的新服務合約。
3. 柯先生的前服務合約已於二零一三年四月九日屆滿，而本公司與柯先生已訂立有關其出任非執行董事，由二零一三年四月十日開始為期三(3)年的新服務合約。
4. 章女士的前服務合約已於二零一四年三月五日屆滿，而本公司與章女士已訂立由二零一四年三月六日開始為期三(3)年的新服務合約。
5. 武先生的前服務合約已於二零一四年三月五日屆滿，而本公司與武先生已訂立由二零一四年三月六日開始為期三(3)年的新服務合約。
6. 陳先生的前服務合約已於二零一三年九月二十四日屆滿，而本公司與陳先生已訂立由二零一三年九月二十五日開始為期三(3)年的新服務合約。
7. 洪先生的前服務合約已於二零一四年三月五日屆滿，而本公司與洪先生已訂立由二零一四年三月六日開始為期三(3)年的新服務合約。
8. 馬先生的前服務合約已於二零一四年三月五日屆滿，而本公司與馬先生已訂立由二零一四年三月六日開始為期三(3)年的新服務合約。



Report of the Directors 董事會報告

9. Dr. Lee was appointed by the Board as independent non-executive Director. A three (3) years service contract was signed on 24 June 2014. Dr. Lee will be subject to election by the Shareholders at the first general meeting after his appointment.
10. The previous service contract of Mr. Zhang expired on 27 January 2014 and was extended to 31 March 2014. Mr. Zhang resigned as independent non-executive director with effect from 1 April 2014.

DIRECTORS' REMUNERATION

The remuneration of the Directors is recommended by the remuneration committee of the Company and is decided by the Board, as authorised by the Shareholders at the Annual General Meeting, having regard to the Group's results, Directors' duties, responsibilities and performance, and the prevailing market conditions.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2014, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

9. 李博士獲董事會委任為獨立非執行董事。為期三(3)年之服務合約已於二零一四年六月二十四日簽訂。李博士將於彼獲委任後之本公司首次股東大會上接受股東選舉。
10. 張先生的前服務合約已於二零一四年一月二十七日屆滿並已延長至二零一四年三月三十一日。張先生已辭任獨立非執行董事職務，由二零一四年四月一日起生效。

董事酬金

於股東週年大會上獲得股東的授權，董事酬金由本公司薪酬委員會推薦及由董事會決定，並參考本集團的業績、董事的職務、職責及表現，以及當時的市況而釐定的。

董事及最高行政人員於股份、相關股份及債券的權益

於二零一四年三月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有權益及淡倉而須(i)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（包括根據證券及期貨條例上述規定被當作或視為擁有的權益及淡倉）；或(ii)根據證券及期貨條例第352條須登記於該條所述登記冊；或(iii)根據上市規則所載的標準守則須知會本公司及聯交所如下：



(i) Shares of the Company

(i) 本公司股份

Name of Director 董事姓名	Number or attributable number of shares held or short positions 所持或應佔股份數目 或淡倉數目	Position 倉盤	Nature of interests 權益性質	Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權概約持股 百分比或應佔百分比
Liang Guoxing 梁國興	183,930,000 (Note 1) 183,930,000 (附註1)	Long 好倉	Interest in controlled corporation 於受控法團之權益	13.58%
	480,212,500 (Note 2) 480,212,500 (附註2)	Long 好倉	Founder and beneficial object of a discretionary trust 全權信託之創辦人 及受益人	35.45%
	1,219,750 (Notes 3 & 4) 1,219,750 (附註3及4)	Long 好倉	Family interest 家族權益	0.09%



Report of the Directors

董事會報告

(ii) Share Options

(ii) 購股權

Name of Directors 董事姓名	Underlying shares pursuant to the share options as at 31 March 2014 於二零一四年三月三十一日 購股權所涉及之相關股份數目		Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權概約持股 百分比或應佔百分比
	Wang Jindong 王晉東	1,219,750	(Note 4)(附註4)
Joseph Marian Laurence Ozorio 柯進生	1,219,750	(Note 4)(附註4)	0.09%
Cheung Mei Sze 章美思	1,025,000	(Note 4)(附註4)	0.08%
Wu Jie Si 武捷思	1,025,000	(Note 4)(附註4)	0.08%
Chen Sing Hung Johnny 陳陞鴻	1,025,000	(Note 4)(附註4)	0.08%

Notes:

附註：

- | | |
|--|---|
| (1) These Shares were held by Keen Pearl Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Mr. Liang Guoxing, an executive Director. | (1) 該等股份由Keen Pearl Limited(一間於英屬維爾京群島註冊成立之公司)持有，而其全部已發行股本則由執行董事梁國興先生擁有。 |
| (2) These Shares were held by Yinji Investments Limited. The entire issued share capital of Yinji Investments Limited is beneficially owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing and Miss Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. HSBC International Trustee Limited was deemed to be interested in the shares in the capacity of a trustee of the discretionary trust as aforementioned. | (2) 該等股份由Yinji Investments Limited持有。Yinji Investments Limited之全部已發行股本由Grand Base Holdings Limited(一間於英屬維爾京群島註冊成立之公司)實益擁有，並由一個全權信託間接擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。滙豐國際信託有限公司為上述全權信託之受託人，故被視為於該等股份中擁有權益。 |
| (3) This interest represents deemed interest in 1,219,750 share options granted to Ms. Luo Li, spouse of Mr. Liang Guoxing under the Share Option Scheme. | (3) 該權益代表根據購股權計劃下，授予梁國興先生配偶羅俐女士之1,219,750股購股權之視作權益。 |
| (4) Subsequent to 31 March 2014, these share options to subscribe shares have been cancelled by the Company. | (4) 於二零一四年三月三十一日後，本公司已註銷該等可認購股份之購股權。 |



Save as disclosed above, as at 31 March 2014, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to the Directors and the chief executive of the Company, as at 31 March 2014, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

除上文所披露者外，於二零一四年三月三十一日，概無董事或本公司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第XV部）的股份、相關股份或債券中擁有或被視為擁有任何權益或淡倉而須(i)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（包括根據證券及期貨條例上述規定被當作或視為擁有的權益或淡倉）；或(ii)根據證券及期貨條例第352條須登記於該條所述登記冊；或(iii)根據上市規則所載的標準守則須知會本公司及聯交所。

主要股東於股份及相關股份之 權益

就董事及本公司最高行政人員所知，於二零一四年三月三十一日，下列人士（非董事或本公司最高行政人員）於本公司的股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露之權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，又或須通知本公司及聯交所之權益或淡倉：



Report of the Directors

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Name of shareholders	Number or attributable number of shares held or short positions	Position	Nature of interests	Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權概約持股百分比或應佔百分比
股東名稱	所持或應佔股份數目或淡倉數目	倉盤	權益性質	
Keen Pearl Limited	183,930,000 (Note 1)	Long	Beneficial Owner	13.58%
Keen Pearl Limited	183,930,000 (附註1)	好倉	實益擁有人	
Yinji Investments Limited	480,212,500 (Note 2)	Long	Beneficial Owner	35.45%
Yinji Investments Limited	480,212,500 (附註2)	好倉	實益擁有人	
Grand Base Holdings Limited	480,212,500 (Note 2)	Long	Interest in controlled corporation	35.45%
Grand Base Holdings Limited	480,212,500 (附註2)	好倉	於受控法團之權益	
HSBC International Trustee Limited	480,212,500 (Note 2)	Long	Trustee of discretionary trust	35.45%
滙豐國際信託有限公司	480,212,500 (附註2)	好倉	全權信託之受託人	
Luo Li	481,432,250 (Notes 2&3)	Long	Beneficial object of a discretionary trust, beneficial owner	35.54%
羅俐	481,432,250 (附註2及3)	好倉	全權信託之受益人，實益擁有人	
Liang Gia Li Melody	480,212,500 (Note 2)	Long	Beneficial object of a discretionary trust	35.45%
梁嘉麗	480,212,500 (附註2)	好倉	全權信託之受益人	



Notes:

1. These Shares were held by Keen Pearl Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Mr. Liang Guoxing, an executive Director.
2. These Shares were held by Yinji Investments Limited. The entire issued share capital of Yinji Investments Limited is beneficially owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing, and Miss. Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. HSBC International Trustee Limited was deemed to be interested in the shares in the capacity of a trustee of the discretionary trust as aforementioned.
3. These interests included interest in 1,219,750 share options granted to Ms. Luo Li, spouse of Mr. Liang Guoxing under the Share Option Scheme. Subsequent to 31 March 2014, the share options to subscribe 1,219,750 shares have been cancelled by the Company.

Save as disclosed above, as at 31 March 2014, the Directors and the chief executive of the Company were not aware of any other person (other than Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

附註：

1. 該等股份由Keen Pearl Limited(一間於英屬維爾京群島註冊成立之公司)持有，而其全部已發行股本由執行董事梁國興先生擁有。
2. 該等股份由Yinji Investments Limited持有。Yinji Investments Limited之全部已發行股本由Grand Base Holdings Limited(一間於英屬維爾京群島註冊成立之公司)實益擁有，並由一個全權信託間接擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。滙豐國際信託有限公司為上述全權信託之受託人，故被視為於該等股份中擁有權益。
3. 該等權益包括根據購股權計劃下，授予梁國興先生的配偶羅俐女士之1,219,750股購股權之權益。於二零一四年三月三十一日後，本公司已註銷該等可認購1,219,750股股份之購股權。

除上文所披露者外，於二零一四年三月三十一日，董事及本公司最高行政人員並不知悉有任何其他人士(董事及本公司最高行政人員除外)於本公司股份或相關股份中擁有或被視為擁有權益或淡倉而根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露，或須記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，又或須通知本公司及聯交所之權益或淡倉。



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Continuing Connected Transactions", no contracts of significance, to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed under the section headed "Continuing Connected Transactions", there was no contract of significance between the Company or its subsidiaries, and a controlling Shareholder or any of its subsidiaries at the end of the financial year or at any time during the financial year. Furthermore, there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries at the end of the financial year or at any time during the financial year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Share Option Scheme" of this report, at no time during the financial year had the Company or any of its subsidiaries, holding companies entered into any arrangement which enables the existing Directors or chief executives to have the right to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other legal entities.

董事於重要合約中的權益

除「持續關連交易」一節中披露者外，於財政年度年結日或財政年度內任何時間概無董事直接或間接於當中擁有重大權益，而本公司或其任何附屬公司為訂約方的重要合約。

控股股東於合約之權益

除「持續關連交易」一節中披露者外，於財政年度末或財政年度任何時間內，本公司或其附屬公司與控股股東或其任何附屬公司概無訂立重大合約。此外，於財政年度末或財政年度任何時間內，控股股東或其任何附屬公司概無訂立向本公司或其任何附屬公司提供服務之重大合約。

董事購買股份或債券的權利

除本報告「購股權計劃」一節中披露者外，財政年度內，本公司或其任何附屬公司或控股公司概無訂立任何安排，以使現有董事或最高行政人員有權以購買本公司或任何其他法團的股份或債券的方式而獲取利益。



RETIREMENT BENEFITS SCHEMES

Other than operating a Hong Kong Mandatory Provident Fund Scheme and participating the state managed retirement benefit scheme in the People's Republic of China (the "PRC"), the Group has not operated any other retirement benefits schemes for the Group's employees.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the financial year and up to the date of this report, no Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the financial year, sales to the Group's five largest customers and purchases from the five largest suppliers accounted for around 82.2% and 64.1% of the total sales and total purchases for the year, respectively. The Group's largest customer and supplier accounted for around 45.9% and 20.2% of the total sales and total purchases for the year, respectively. The purchases excluded inventory buy-back portion.

During the financial year, none of the Directors or any of their close 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 interest in the Group's five largest customers and suppliers.

退休福利計劃

除設有香港強制性公積金計劃及在中華人民共和國(「中國」)參加國家管理的退休福利計劃外，本集團並無為其僱員設立任何其他退休福利計劃。

董事於競爭性業務中的權益

於財政年度內及截至本報告日期，概無董事被認為於與本集團的業務直接或間接形成競爭或可能形成競爭的業務(定義見上市規則)中擁有權益。

主要客戶及供應商

於財政年度內，來自本集團五大客戶的銷售額及五大供應商的採購額分別佔年內總銷售額及總採購額約82.2%及64.1%。本集團最大客戶及供應商的年內總銷售額及總採購額分別佔約45.9%及20.2%。採購額不包括存貨回購部份。

於財政年度內，概無董事或彼等之緊密聯繫人士或任何股東(就董事所知擁有本公司已發行股本超過5%者)於本集團五大客戶及供應商擁有任何權益。



Report of the Directors

董事會報告

CONTINUING CONNECTED TRANSACTIONS

During the year, the Group entered into a number of continuing connected transactions with the following core connected persons (as defined in the Listing Rules), namely:

- (1) Silver Base (Holdings) Limited (“SBH”), a company wholly-owned by Mr. Liang Guoxing (being also the controlling shareholder, the chairman, the chief executive officer and an executive Director of the Company);
- (2) Zhuhai Doumen Xinqing Jianlong High New Technology Industry Bonded Warehouse Limited (珠海市斗門新青建龍高科技產業保稅倉有限公司) (“Zhuhai Jianlong”). Zhuhai Jianlong is owned as to 56% by Ms. Su Yeqing. Ms. Su is the sister-in-law of Mr. Liang Guoxing; and
- (3) Guizhou Yaxi Cellar Liquors Distribution Co., Ltd. (貴州鴨溪窖酒銷售有限公司) (“Guizhou Yaxi Distribution”), a company owned as to 20% by Mr. Liang Guofeng and 80% by Mr. Liang Guomin, both of whom are cousins of Mr. Liang Guoxing.

持續關連交易

於年內，本集團與以下核心關連人士(定義見上市規則)訂立多項持續關連交易：

- (1) 銀基(集團)有限公司(「銀基(集團)」)，該公司由梁國興先生(彼亦為本公司之控股股東、主席、行政總裁兼執行董事)全資擁有；
- (2) 珠海市斗門新青建龍高科技產業保稅倉有限公司(「珠海建龍」)。珠海建龍由蘇葉青女士擁有56%權益。蘇女士為梁國興先生之弟婦；及
- (3) 貴州鴨溪窖酒銷售有限公司(「貴州鴨溪銷售」)，該公司由梁國鋒先生擁有20%權益及梁國明先生擁有80%權益，而梁國鋒先生和梁國明先生均為梁國興先生之堂弟。



During the year, the Group entered into the following continuing connected transactions:

- (a) On 26 March 2013, Silver Base International Development Co. Limited (“Silver Base International”), an indirect wholly-owned subsidiary of the Company, entered into an agreement (“Tenancy Agreement”) with SBH in relation to the leasing of House No. 8, No. 33 Island Road, Hong Kong for the continuation and renewal of the agreement for a term of three years commencing from 1 April 2013 at a monthly rent of HK\$532,800 (exclusive of management fee, rates, and all other outgoings).

Details of the Tenancy Agreement was stated in the Company’s announcement dated 26 March 2013.

During the year, the Group paid rent to SBH amounted to approximately HK\$6,394,000.

- (b) On 4 October 2013, Silver Base International entered into a framework agreement (“Framework Agreement”) with Zhuhai Jianlong, pursuant to which Zhuhai Jianlong will provide warehousing, logistics and related services to the Group for a term of three years commencing retrospectively from 1 April 2013 to 31 March 2016 (both dates inclusive).

Details of the Framework Agreement was stated in the Company’s announcement dated 4 October 2013.

During the year, the Group paid a sum of approximately HK\$1,462,000 as service fee to Zhuhai Jianlong.

於年內，本集團訂立以下持續關連交易：

- (a) 於二零一三年三月二十六日，本公司之間接全資附屬公司銀基國際發展有限公司（「銀基國際」）與銀基（集團）訂立協議（「租約」），內容有關租賃香港香島道33號8號屋，以延續及更新該協議，由二零一三年四月一日起，為期三年，月租532,800港元（不包括管理費、差餉及所有其他支出）。

該租約之詳情已載於本公司二零一三年三月二十六日之公告。

年內，本集團已向銀基（集團）支付約6,394,000港元之租金。

- (b) 於二零一三年十月四日，銀基國際與珠海建龍訂立框架協議（「框架協議」），據此，珠海建龍將向本集團提供倉儲、物流及相關服務，追溯自二零一三年四月一日開始至二零一六年三月三十一日止（首尾兩日包括在內），為期三年。

框架協議之詳情已載於本公司二零一三年十月四日之公告。

年內，本集團已向珠海建龍支付約1,462,000港元之款項作為服務費。



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(c) On 1 April 2011, Silver Base Trading and Development (Shenzhen) Co. Limited (銀基貿易發展(深圳)有限公司) (“Silver Base Trading Shenzhen”), an indirect wholly-owned subsidiary of the Company (as purchaser) entered into a distribution agreement (the “Distribution Agreement”) with Guizhou Yaxi Distribution (as supplier) in relation to the purchase and supply of the baijiu Yaxi series of 38 degree and 52 degree (“Products”) for a term commencing from 16 May 2011 to 30 September 2013.

Details of the Distribution Agreement was stated in the Company’s circular dated 20 April 2011.

(d) On 29 May 2013, Silver Base Trading Shenzhen entered into a supplemental agreement (the “Supplemental Agreement”) with Guizhou Yaxi Distribution in relation to the expanding the range of the Products to include eight new baijiu products of the Guizhou Yaxi Distribution.

Details of the Supplemental Agreement was stated in the Company’s announcement dated 29 May 2013.

During the year, the total procurement from Guizhou Yaxi Distribution by Silver Base Trading Shenzhen amounted to approximately HK\$772,000.

Save as disclosed above, there are no other continuing connected transaction, which require disclosure in the annual report in accordance with the Listing Rules.

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the above transactions have been entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms; and (iii) in accordance with the relevant agreements governing them during the validity of the agreement periods on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(c) 於二零一一年四月一日，本公司之間接全資附屬公司銀基貿易發展(深圳)有限公司(「深圳銀基貿易」)(作為買方)與貴州鴨溪銷售(作為供應商)訂立經銷合同(「經銷合同」)，內容有關購買及供應鴨溪窖白酒系列其中之38度及52度白酒產品(「鴨溪酒產品」)，年期由二零一一年五月十六日起至二零一三年九月三十日止。

經銷合同詳情已載於本公司二零一一年四月二十日之通函。

(d) 於二零一三年五月二十九日，深圳銀基貿易與貴州鴨溪銷售訂立補充協議(「補充協議」)，內容有關將鴨溪酒產品之種類擴大至包括貴州鴨溪銷售之八種新白酒產品。

補充協議之詳情已載於本公司日期為二零一三年五月二十九日之公告。

於年內，深圳銀基貿易向貴州鴨溪銷售採購之總額約為772,000港元。

除上文披露者外，並無其他持續關連交易須根據上市規則於年報內披露。

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃(i)於本公司的日常及一般業務過程中；(ii)按一般商業條款；及(iii)根據有關協議於協議有效期內的條款進行，是公平合理，並符合本公司及股東的整體利益。



The independent non-executive Directors have further confirmed that:

The values of continuing connected transactions entered into between the Group and its core connected persons which are subject to annual caps have not exceeded their respective annual caps.

Messrs. Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Messrs. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions: (i) set out in (a) and (b) above; and (ii) those entered into with Guizhou Yaxi Distribution during the validity of the agreement period from 1 April 2013 to 30 September 2013 in accordance with Rule 14A.38 of the Listing Rules. A copy of the above auditors' letter has been provided by the Company to the Stock Exchange.

CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 77 to 99, the Company has complied with the code provisions of the Corporate Governance Code set out in Appendix 14 to the Listing Rules throughout the financial year ended 31 March 2014.

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. The Company, having made specific enquiries to all Directors, has ensured that all Directors have confirmed their compliance with the required standard of dealings as set out in the Model Code during the year ended 31 March 2014.

獨立非執行董事進一步確認：

本集團與其核心關連人士所訂立之持續關連交易的價值乃受到年度上限所規限以及並無超出相關的年度上限。

本公司核數師安永會計師事務所已獲聘根據香港會計師公會頒布的《香港核證工作準則》第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團的持續關連交易。安永會計師事務所已根據上市規則第14A.38條發出函件，而該函件載有安永會計師事務所對有關：(i)上文(a)及(b)；及(ii)與貴州鴨溪銷售訂立的協議有效期內（即二零一三年四月一日至二零一三年九月三十日）的持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

企業管治

除第77至99頁之企業管治報告所披露者外，本公司於截至二零一四年三月三十一日止財政年度已遵守上市規則附錄十四所載之企業管治守則之守則條文。

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本公司證券的行為準則。經向全體董事作出具體查詢後，本公司已確保全體董事均已確認，彼等於截至二零一四年三月三十一日止年度內一直遵守標準守則所載之交易守則。



Report of the Directors 董事會報告

The Company has received written annual confirmations of independence from each of the independent non-executive Directors pursuant to the requirements of the Listing Rules. The Company considers the independent non-executive Directors to be independent of the management of the Company and are free from any relationship that could materially interfere with the exercise of their independent judgments for the financial year ended 31 March 2014.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float pursuant to the Listing Rules as at the date of this report.

AUDIT COMMITTEE

The audit committee of the Company had reviewed the Group's annual results for the year ended 31 March 2014 and provided advice and comments thereon.

AUDITOR

The consolidated financial statements for the year were audited by Messrs. Ernst & Young who will retire at the conclusion of the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment.

On behalf of the Board

Liang Guoxing

Chairman and Chief Executive Officer

Hong Kong

27 June 2014

本公司已收到各位獨立非執行董事發出上市規則所規定的年度獨立確認書。本公司認為獨立非執行董事於截至二零一四年三月三十一日止財政年度是獨立於本公司管理層以及並無任何關係可嚴重干擾彼等作出獨立判斷。

足夠的公眾持股量

根據本公司從公開途徑可取得的資料及就董事所知，本公司於本報告日期已根據上市規則維持所規定的公眾持股量。

審核委員會

本公司審核委員會已審閱本集團截至二零一四年三月三十一日止年度之全年業績並就此提供建議及意見。

核數師

本年度之合併財務報表已由安永會計師事務所審核，其將於應屆股東週年大會結束時退任並符合資格及願意於會上膺選連任。

代表董事會

主席兼行政總裁

梁國興

香港

二零一四年六月二十七日

Corporate Governance Report

企業管治報告



Silver Base Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to high standards of corporate governance and business ethics. The board (the “Board”) of directors (the “Directors”) of the Company believes that good corporate governance and business ethics are essential for achieving sustainable development, building investors’ confidence and protecting and enhancing interests of the shareholders of the Company (the “Shareholders”).

In pursuit of good and high standards of corporate governance, the Board reviews the corporate governance principles and practices of the Company from time to time in order to meet the rising expectations of the Shareholders and to comply with the increasing stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

Save as disclosed below, the Company has applied the principles and complied with the code provisions (“Code Provisions”) in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 March 2014.

銀基集團控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）致力恪守高水平的企業管治及商業道德。本公司董事（「董事」）會（「董事會」）相信，良好的企業管治及商業道德，是達致可持續發展、建立投資者對本公司的信心以及保障和提升本公司股東（「股東」）權益的關鍵。

為追求良好而高水準的企業管治，董事會不時檢討本公司的企業管治原則及常規，以達到股東對更臻完善的期望以及遵守日趨嚴謹的監管規定，並履行自身對追求卓越企業管治的承諾。

除下文披露者外，本公司於截至二零一四年三月三十一日止年度內一直採用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「守則」）之原則及遵守守則條文（「守則條文」）。



Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS

The Board is in charge of providing effective and responsible leadership for the Group. The Directors, individually and collectively, must act in good faith, with due diligence and care, and in the best interests of the Group and the Shareholders. The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, connected and notifiable transactions, Directors' appointments or re-appointments, and dividend and accounting policies. The Board delegates the day-to-day operations of the Group to the management.

Each newly appointed Director is offered training on key areas of business operations of the Group. They are offered training materials that set out the duties and responsibilities of Directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong. The Company also provides professional development and training courses to the Directors as well as the company secretary to continually update their relevant skills and knowledge.

The Board members have no financial, business, family or other relationships with each other. Each of the independent non-executive Directors has confirmed in writing his independence with regard to the independence criteria set out in Rule 3.13 of the Listing Rules and as at the date of this report, the Company still considers them to be independent.

董事會

董事會肩負向本集團提供有效及負責可靠的領導。各董事個別及共同必須真誠、勤勉盡責和小心審慎地以本集團及其股東的最佳利益為前提行事。董事會訂立本集團的整體目標及策略，監督並評估其營運及財務表現，並檢討本集團的企業管治標準。董事會亦須決定各種事宜，其中包括年度及中期業績、關連及須予公佈交易、董事委任或重新委任，以及股息政策及會計政策。董事會將本集團之日常營運交由管理層負責。

每名新委任的董事均會獲安排參與有關本集團主要業務營運範疇的培訓。彼等獲得的培訓材料載列上市規則、香港相關條例以及相關監管規定中關於董事職務和職責的條文。本公司亦向董事以及公司秘書提供專業發展及培訓課程，以協助彼等不斷掌握相關技能及知識的最新資訊。

董事會成員間並無任何財務、業務、家族或其他關係。各獨立非執行董事已就上市規則第3.13條所載的獨立性標準而書面確認其獨立性。於本報告日期，本公司仍認為彼等是獨立人士。



The Board meets regularly at least four times a year at approximately quarterly intervals and holds additional meetings as and when the Board thinks fit. All Directors have the opportunity to include matters in the agenda for Board meetings. At least 14-days formal notice would be given before each regular meeting and reasonable notices are given for all other ad hoc meetings, via the company secretary, to the Directors and the Board procedures are in compliance with the relevant rules and regulations. Directors may participate either in person or through electronic means of communication.

All minutes of Board meetings and meetings of Board Committees (as defined hereinafter) are kept by the company secretary and are available for inspection by any Director at any reasonable time on reasonable notice.

The company secretary is striving to update all Directors on the latest development of the Listing Rules and other applicable regulatory requirements to ensure compliance and maintain good corporate governance practice.

SUPPLY OF AND ACCESS TO INFORMATION

The Company has adopted the practice to provide relevant materials to all Directors relating to the matters brought before the meetings at least three days before the meetings to ensure that they are given sufficient review time.

The company secretary attended all Board meetings and Board Committee meetings (collectively referred to as the “Meetings”) and the chief financial officer, who is also an executive Director attended most of the Meetings to advise on corporate governance, statutory compliance and accounting and financial matters, as appropriate.

董事會定期開會，董事會會議每年召開至少四次，大約每季一次，並於董事會認為適當時舉行額外會議。所有董事均有機會將其關注的事項加入董事會會議的議程內。本公司透過公司秘書而於各常規會議前向董事發出最少14天的正式通知，並且就所有其他特別會議在合理時間內發出通知，而董事會程序符合相關規則及規例。董事可選擇親身或以電子通訊的方式出席會議。

公司秘書保存所有董事會會議及董事會委員會（定義見下文）會議之會議記錄，在收到合理通知後，會議記錄可在任何合理時間內供任何董事查閱。

公司秘書致力向全體董事提供有關上市規則的最新變動以及其他適用監管規則之最新資訊，以確保遵守及維持良好的企業管治常規。

資料提供和索取

本公司已按常規最少於會議前三天向全體董事提供有關會議上討論事項的資料，以確保彼等有足夠時間審閱資料。

公司秘書已出席所有董事會會議及董事會委員會會議（統稱「該等會議」），而總財務總監（彼亦為執行董事）已出席大部份該等會議，以就企業管治、遵守法規，以及會計及財務事宜（如合適）提供意見。



Corporate Governance Report

企業管治報告

All the Directors will be provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. A procedure for the Directors to seek independent professional advice was established in January 2010.

Under Code Provision C.1.2, the management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules. The management was late to provide the updates to all members of the Board during the period under review. The management has undertaken to the Board that they would ensure the compliance with this code provision in the future.

BOARD COMPOSITION

Following the resignation of Mr. Zhang as independent non-executive Director of the Company with effect from 1 April 2014, the number of independent non-executive Directors falls below the minimum number as required under Rule 3.10(1) of the Listing Rules and the number of independent non-executive Directors on the Board represents less than one-third of the members of the Board as required under Rule 3.10A of the Listing Rules. In addition, the number of members of the audit committee and the remuneration committee of the Company fall short of the requirements under Rule 3.21 and Rule 3.25 of the Listing Rules, and fall below the minimum number required under the terms of reference of the audit committee and the remuneration committee of the Company.

所有董事將獲提供充份的資源以履行其職責，並在合理的要求下，可在合適情況尋求獨立專業意見，費用由本公司承擔。董事尋求獨立專業意見之程序已於二零一零年一月訂立。

根據守則條文第C.1.2條，管理層應每月向全體董事會成員提供更新資料，載列有關公司的表現、財務狀況及前景的公正及易於理解的評估，內容足以讓董事履行上市規則第3.08條及第十三章所規定的職責。管理層於回顧期內未有依時向全體董事會成員提供更新資料。管理層已向董事會承諾，彼等將確保以後嚴格遵守此守則條文。

董事會組成

張先生辭任本公司獨立非執行董事自二零一四年四月一日生效後，獨立非執行董事人數少於上市規則第3.10(1)條所規定之最少人數，董事會中獨立非執行董事的人數低於上市規則第3.10A條規定須佔董事會成員三分一的要求。此外，本公司審核委員會及薪酬委員會之成員人數亦未能符合上市規則第3.21條及第3.25條之規定，並低於本公司審核委員會及薪酬委員會的職權範圍所規定的最低人數。



Following the appointment of Dr. Lee Kwok Keung Edward as independent non-executive Director and member of the audit committee and the remuneration committee on 24 June 2014, the Company has re-compiled with the requirements of Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 3.25 of the Listing Rules as well as the terms of reference of the audit committee and the remuneration committee of the Company.

The Board currently has nine Directors: three executive Directors, three non-executive Directors and three independent non-executive Directors.

The biographies of the Directors are set out on pages 38 to 46 of this report.

BOARD DIVERSITY POLICY

The Company recognises the benefits of board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies.

The Board has adopted a board diversity policy ("Board Diversity Policy") on 28 August 2013 which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Board Diversity Policy, the Company would consider a range of diversity perspectives, including but not limited to the Directors' gender, age, cultural and educational background and professional experience in the industry as preferential factors, taking into account the Company's own business model and special features of the industry.

The Board has set measurable objectives to implement the Board Diversity Policy and review such objects from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

於二零一四年六月二十四日委任李國強博士為獨立非執行董事以及審核委員會及薪酬委員會成員後，本公司已再次符合上市規則第3.10(1)條、第3.10A條、第3.21條及第3.25條以及本公司之審核委員會與薪酬委員會職權範圍之規定。

董事會目前有九名董事，分別三名執行董事、三名非執行董事及三名獨立非執行董事。

董事之履歷載於本報告第38至46頁。

董事會成員多元化政策

本公司確認董事會成員多元化之裨益並致力確保董事會擁有合適及均衡技能水平、經驗及觀點，以支持本公司業務策略之執行。

董事會已於二零一三年八月二十八日採納董事會成員多元化政策（「董事會多元化政策」），當中列載董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。根據董事會多元化政策，本公司會考慮一系列因素，包括但不限於董事的性別、年齡、文化、教育背景和專業經驗，在同行業中的相關經驗作為優先因素，同時考慮到本公司自身的經營模式和特色產業。

董事會已制定可衡量目標以推行董事會多元化政策，並不時檢視該等目標以確保其合適性及確定達致該等目標之進度。提名委員會將會在適當時候檢討董事會多元化政策，以不時確保政策行之有效。



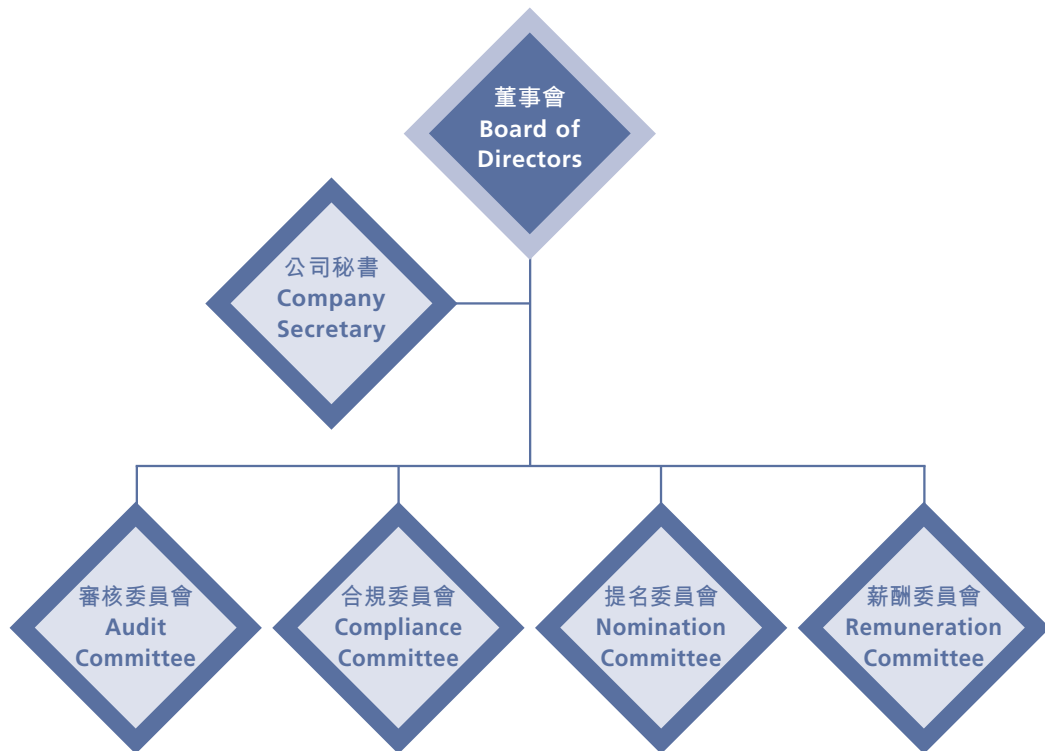
Corporate Governance Report 企業管治報告

DELEGATION BY THE BOARD

The Board has delegated various responsibilities to certain Board committees including the audit committee (the "Audit Committee"), the compliance committee (the "Compliance Committee"), the nomination committee (the "Nomination Committee") and the remuneration committee (the "Remuneration Committee") (collectively, the "Board Committees") of the Company.

董事會授權

董事會已將各種職責分派予董事會下屬若干委員會，包括本公司之審核委員會（「審核委員會」）、合規委員會（「合規委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）（統稱為「董事會委員會」）。



Corporate Governance Report

企業管治報告



During the year under review, the Board held 18 meetings. The attendance of each Director for the Board meetings and the Board Committee meetings held during the year ended 31 March 2014 is set out in the following table:

於回顧年度，董事會舉行了18次會議。下表載列各董事於截至二零一四年三月三十一日止年度之董事會會議及董事會委員會會議的出席情況：

		Meetings Attended/Eligible to Attend					Annual General Meeting
		已出席之會議/合資格出席之會議					
Directors 董事		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Compliance Committee 合規委員會	
Executive Directors 執行董事							
Mr. Liang Guoxing (Chairman)	梁國興先生(主席)	18/18	N/A不適用	7/7	4/4	N/A不適用	1/1
Mr. Wang Jindong	王晉東先生	17/18	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Ms. Cheung Mei Sze	章美思女士	18/18	N/A不適用	7/7	N/A不適用	2/2	1/1
Non-Executive Directors 非執行董事							
Mr. Wu Jie Si	武捷思先生	18/18	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Chen Sing Hung Johnny	陳陞鴻先生	18/18	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/1
Mr. Joseph Marian Laurence Ozorio (Note 1)	柯進生先生(附註1)	18/18	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/1
Independent Non-Executive Directors 獨立非執行董事							
Mr. Hung Sui Kwan	洪瑞坤先生	18/18	2/2	7/7	4/4	2/2	1/1
Mr. Ma Lishan	馬立山先生	18/18	2/2	7/7	4/4	2/2	1/1
Mr. Zhang Min (Former Independent Non-Executive Director) (Note 2)	張民先生 (前獨立非執行董事) (附註2)	17/18	2/2	6/7	3/4	2/2	1/1

Note: (1) Mr. Joseph Marian Laurence Ozorio has been re-designated from an executive Director to a non-executive Director with effect from 10 April 2013.

附註：(1) 柯進生先生已由執行董事調任為非執行董事，由二零一三年四月十日起生效。

(2) Mr. Zhang Min resigned as independent non-executive Director and member of each of the Board Committees of the Company with effect from 1 April 2014.

(2) 張民先生已經辭任本公司獨立非執行董事職務及董事委員會成員，由二零一四年四月一日起生效。



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BOARD COMMITTEES

The responsibilities and activities of each of the Board Committees during the review year are as follows:

Audit Committee

The Audit Committee is responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and has the authority to raise questions regarding the resignation or dismissal of the auditors and review of the Group's financial information and oversight of the Group's financial reporting systems, internal control procedures and risk management frameworks. It is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. The written terms of reference of the Audit Committee is in line with the Code Provisions and is available on the Company's website and the Stock Exchange's website.

The Audit Committee currently comprises three independent non-executive Directors including Mr. Hung Sui Kwan as chairman, who is a qualified accountant with extensive experience in financial reporting and controls, Mr. Ma Lishan and Dr. Lee Kwok Keung Edward as members.

The work performed by the Audit Committee for the year ended 31 March 2014 is summarised below:

- a) Reviewed with the external auditors the results of the annual audit and audited report of the Group for the year ended 31 March 2013 and the interim results of the Group for the six months ended 30 September 2013 together with senior management's response to the accounting issues and major findings in the course of audit/review;
- b) Reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function;

董事會委員會

各董事會委員會於回顧年度之職責及活動如下：

審核委員會

審核委員會須就聘任、續聘及罷免外聘核數師向董事會提供推薦建議，及有權就核數師辭任或被辭退提出疑問，審閱本集團財務資料及監察本集團的財務申報制度、內部監控程序及風險管理架構等事宜。審核委員會亦負責事先審閱本集團的中期及末期業績，然後推薦供董事會批准。審核委員會的書面職權範圍符合守則條文並可於本公司網站及聯交所網站查閱。

審核委員會目前由三名獨立非執行董事組成，包括洪瑞坤先生（彼為合資格會計師，在財務申報及監控方面具廣泛經驗）出任主席，以及馬立山先生及李國強博士為成員。

審核委員會於截至二零一四年三月三十一日止年度內的工作概列如下：

- a) 與外聘核數師一同審閱截至本集團二零一三年三月三十一日止年度的全年審核業績及經審核報告以及本集團截至二零一三年九月三十日止六個月的中期業績以及高級管理層對於審核／審閱過程中的會計問題及主要結果所作出的回應；
- b) 檢討本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程和有關預算是否充足；



- c) Reviewed the continuing connected transactions entered into by the Group to ensure that the transactions had been conducted on the Group's normal commercial terms in the ordinary and usual course of the business of the Group and that the terms and annual caps are fair and reasonable and in the interest of the Group and the Shareholders as a whole;
- d) Reviewed with the senior management the accounting principles and practices adopted by the Group and discussed the auditing, internal controls and financial reporting matters of the Group; and
- e) Reviewed the proposed audit fees and terms of engagement for the external auditors of the Group for the year ended 31 March 2014.

During the year ended 31 March 2014, the Board has not taken any view that is different from that of the Audit Committee nor rejected any recommendation presented by the Audit Committee.

The Audit Committee has reviewed the audited results of the Group for the year ended 31 March 2014 with the management and the Company's external auditors and recommended its adoption by the Board.

Compliance Committee

The Compliance Committee is responsible for oversight of the Company's compliance with the legal and regulatory requirements of its business operations, including but not limited to the Listing Rules, as well as compliance with its code of conduct and/or business ethics policies and prevailing corporate governance practices and standards. The Compliance Committee has reviewed the confirmation given by Mr. Liang Guoxing and Yinji Investments Limited of their compliance with the deed of non-competition undertaking as disclosed in the prospectus. The written terms of reference of the Compliance Committee is available on the Company's website.

- c) 審閱本集團進行之持續關連交易，以確保有關交易是於本集團之日常及一般業務範圍內，按照本集團之正常商業條款進行，而相關條款及年度上限為公平合理，符合本集團及股東之整體利益；
- d) 與高級管理層檢討本集團所採納的會計原則及慣例，並討論了本集團的核數、內部監控及財務報告事宜；及
- e) 審閱截至二零一四年三月三十一日止年度之建議審核費用以及委聘外聘本集團核數師的條款。

截至二零一四年三月三十一日止年度，董事會並無持任何與審核委員會有異之意見，亦無拒絕接納審核委員會呈報之任何推薦建議。

審核委員會已經與管理層及本公司之外聘核數師審閱本集團截至二零一四年三月三十一日止年度之經審核業績，而審核委員會已推薦董事會採納經審核業績。

合規委員會

合規委員會負責監督本公司就其業務營運遵守法律及監管規定(包括但不限於上市規則)的情況，以及遵守本身的操守守則及/或商業道德政策以及當前的企業管治慣例及準則的情況。合規委員會已審閱梁國興先生及 Yinji Investments Limited 就履行招股章程所披露的不競爭承諾契據而發出之確認函。合規委員會的書面職權範圍可於本公司網站查閱。



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The Compliance Committee currently comprises three independent non-executive Directors including Mr. Hung Sui Kwan as chairman, Mr. Ma Lishan and Dr. Lee Kwok Keung Edward and one executive Director, Ms. Cheung Mei Sze.

During the year ended 31 March 2014, the Compliance Committee reviewed the following:

- a) the compliance reports prepared by the external compliance auditor together with the senior management and make comments thereon;
- b) the improvement measures taken by the management to enhance the compliance procedures;
- c) the Company's policies and practices on corporate governance and make recommendations to the Board;
- d) the training and continuous professional development records reported by the Directors; and
- e) the Company's compliance with the Code and disclosure in the Corporate Governance Report.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for remuneration of Directors and senior management of the Company and on the establishment of a formal and transparent procedures for developing remuneration policy. The written terms of reference of the Remuneration Committee is in line with the Code Provisions and is available on the Company's website and the Stock Exchange's website.

The Remuneration Committee currently comprises Mr. Hung Sui Kwan, as chairman, Mr. Ma Lishan, Dr. Lee Kwok Keung Edward, Mr. Liang Guoxing and Ms. Cheung Mei Sze as members.

In determining emoluments payable to the Directors, the Remuneration Committee considers factors such as salaries paid by comparable companies, the commitment and responsibilities of the Directors and desirability of performance-based remuneration.

合規委員會目前由三名獨立非執行董事包括洪瑞坤先生擔任主席，馬立山先生及李國強博士，以及一名執行董事章美思女士組成。

合規委員會於截至二零一四年三月三十一日止年度內已審閱以下各項：

- a) 與高級管理層一同審閱就外聘合規審計師編製的合規報告並就此提供推薦意見；
- b) 管理層為加強合規程序所採取的改進措施；
- c) 本公司在企業管治方面的政策及常規以及向董事會提出建議；
- d) 監察董事報告的培訓及持續專業發展；及
- e) 本公司遵守守則的情況及在企業管治報告內的披露。

薪酬委員會

薪酬委員會負責就本公司有關本公司董事及高級管理層之薪酬的政策及架構，以及確立正式及透明之程序以制訂薪酬政策而向董事會提出推薦意見。薪酬委員會的書面職權範圍符合守則條文並可於本公司網站及聯交所網站查閱。

薪酬委員會目前由洪瑞坤先生擔任主席，而馬立山先生、李國強博士、梁國興先生及章美思女士為成員。

於釐定應付予董事的酬金時，薪酬委員會考慮可資比較的公司所支付的薪金、董事的職務及責任，以及按表現釐定薪酬的適宜性等多項因素。



The work performed by the Remuneration Committee for the year ended 31 March 2014, is summarised below:

- a) Reviewed the remuneration package of executive Directors and non-executive Directors and made recommendations to the Board;
- b) Approved the salary adjustments of senior management staff; and
- c) Approved the salary adjustments of executive Directors.

Nomination Committee

The Nomination Committee has a majority of independent non-executive Directors. Currently, the Nomination Committee comprises Mr. Hung Sui Kwan, as chairman, Mr. Ma Lishan, Dr. Lee Kwok Keung Edward and Mr. Liang Guoxing as members. The written terms of reference of the Nomination Committee is in line with the Code Provisions and is available on the Company's website and the Stock Exchange's website.

The function of the Nomination Committee is to make recommendations to the Board on appointments of the Directors, so as to ensure that all nominations are fair and transparent.

The primary duties of the Nomination Committee include but are not limited to the following:

- a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
- b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

薪酬委員會於截至二零一四年三月三十一日止年度內的工作概列如下：

- a) 審閱執行董事及非執行董事之薪酬待遇以及向董事會提供推薦意見；
- b) 批准高級管理層員工之薪酬調整；及
- c) 批准執行董事之薪酬調整。

提名委員會

提名委員會以獨立非執行董事佔大多數。提名委員會目前由洪瑞坤先生擔任主席，而馬立山先生、李國強博士及梁國興先生為成員。提名委員會的書面職權範圍符合守則條文並可於本公司網站及聯交所網站查閱。

提名委員會主要向董事會就董事委任提出建議，以確保所有提名均在公平及具透明度的情況下進行。

提名委員會之主要職責包括(但不限於)下列各項：

- a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
- b) 物色具備合適資格可擔任董事會成員的人士，以及挑選提名有關人士出任董事或就此向董事會提出建議；



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- c) to assess the independence of independent non-executive Directors; and
- d) to make recommendations to the Board on the appointments or re-appointments of Directors and succession planning for Directors, in particular the chairman and the chief executive officer.

The work performed by the Nomination Committee for the year ended 31 March 2014 is set out below:

- (a) Assessed the independence of independent non-executive Directors;
- (b) Reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board and made recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
- (c) Recommended the re-designation of Mr. Joseph Marian Laurence Ozorio from executive Director to non-executive Director;
- (d) Recommended (i) the re-election of Mr. Liang Guoxing as executive Director; (ii) the re-election of Mr. Joseph Marian Laurence Ozorio as non-executive Director; and (iii) the re-election of Mr. Zhang Min as independent non-executive Director; and
- (e) Approved and recommended the renewal of services contracts including (i) Mr. Liang Guoxing as executive Director and chief executive officer; (ii) Mr. Chen Sing Hung Johnny as non-executive Director; (iii) Mr. Hung Sui Kwan and Mr. Ma Lishan as independent non-executive Directors; (iv) Ms. Cheung Mei Sze as executive Director and (v) Mr. Wu Jie Si as non-executive Director of the Company.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Through continuous professional development, the Directors are kept informed on a periodic basis of major changes that may affect the Group's businesses, including relevant rules and regulations.

- c) 評核獨立非執行董事的獨立性；及
- d) 就董事委任或重新委任，以及董事（尤其是主席及行政總裁）繼任計劃，向董事會提出建議。

提名委員會於截至二零一四年三月三十一日止年度內的工作概列如下：

- (a) 評核獨立非執行董事的獨立性；
- (b) 檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
- (c) 建議柯進生先生由執行董事調任為非執行董事；
- (d) 建議(i)重選梁國興先生為執行董事；(ii)重選柯進生先生為非執行董事；及(iii)重選張民先生為獨立非執行董事；及
- (e) 批准及建議更新服務合約，包括(i)梁國興先生為本公司執行董事兼行政總裁；(ii)陳陞鴻先生為本公司非執行董事；(iii)洪瑞坤先生及馬立山先生為本公司獨立非執行董事；(iv)章美思女士為本公司執行董事；及(v)武捷思先生為本公司非執行董事。

持續專業發展

透過持續專業發展，董事可定期獲知可能影響本集團業務的重大變動，包括相關規則及條例。



All the Directors are encouraged to participate in continuous professional development and the latest development to refresh their knowledge and skills for discharging their duties and responsibilities as Directors of the Company. Directors are requested to provide the Company with their respective training record pursuant to Code Provision A.6.5. According to the records maintained by the Company, during the year under review, the Directors participated in continuous professional development by (i) attending external seminars, training courses, conferences and programs; or (ii) reading relevant materials and updates, relating to corporate governance practices, directors' duties, Listing Rules, relevant laws and regulations, and business development of the baijiu industry.

本公司鼓勵全體董事參與持續專業發展及最新發展，以更新彼等履行本公司董事職務及職責之知識及技能。根據守則條文第A.6.5條，董事須向本公司提供本身的培訓記錄。根據本公司所保存之記錄，於回顧年度內，董事已透過以下方式而參與持續專業發展：(i)參與外界舉辦的研討會、培訓課程、會議及課程；或(ii)閱讀有關企業管治常規、董事職務、上市規則、相關法律及規例，以及白酒行業之業務發展的相關資料及最新消息。

The individual training record of each Director received for the year under review is summarised below:

下文概列出本公司所收到各董事於回顧年度之個人培訓記錄：

Type of continuous professional development

持續專業發展之類別

Name of Director 董事姓名	Type of continuous professional development 持續專業發展之類別		
	attending internal briefings and external seminars, training courses, conferences and programs 參與內部簡報會以及 外界舉辦的研討會、 培訓課程、會議及課程	reading relevant materials and updates 閱讀相關資料及 最新消息	
Liang Guoxing 梁國興	-	✓	✓
Wang Jindong 王晉東	✓	✓	✓
Cheung Mei Sze 章美思	✓	✓	✓
Wu Jie Si 武捷思	✓	✓	✓
Chen Sing Hung Johnny 陳陸鴻	✓	✓	✓
Joseph Marian Laurence Ozorio 柯進生	✓	✓	✓
Hung Sui Kwan 洪瑞坤	✓	✓	✓
Ma Lishan 馬立山	-	✓	✓
Zhang Min (former independent non-executive Director) 張民(前獨立非執行董事)	-	✓	✓



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DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

A Director may be appointed either by the Shareholders in a general meeting or by the Board upon the recommendation from the Nomination Committee. The Nomination Committee will take into consideration criteria such as expertise, experience, integrity and commitment in appointment of new Directors. All candidates must also meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

During the year ended 31 March 2014, the Company has complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules regarding the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

All Directors, including the non-executive Directors, are appointed for a fixed term of three years. They are subject to retirement by rotation and re-election at the annual general meeting of the Company. New Directors appointed by the Board to fill a casual vacancy during any year are required to retire and submit themselves for election at the first general meeting immediately following their appointments. Further, at each annual general meeting, one-third of the Directors for the time being, (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) are required to retire from office by rotation and every Directors shall be subject to retirement at an annual general meeting at least once every three years.

董事及高級人員保險

本公司已就其董事及高級人員可能面對之法律行動而安排合適的保險保障。

委任及重選董事

董事可由股東於股東大會上委任或由董事會根據提名委員會的推薦建議而委任。在考慮委任新董事時，提名委員會將考慮專業知識、經驗、誠信及承擔等標準。所有候選人均須符合上市規則第3.08及3.09條所載的標準。在委任獨立非執行董事時，候選人亦必須符合上市規則第3.13條所載的獨立性標準。

於截至二零一四年三月三十一日止年度，本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條有關委任足夠數目的獨立非執行董事以及最少有一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長之規定。

所有董事(包括非執行董事)之委任年期已訂為三年。彼等須於本公司舉行的股東週年大會上輪席告退，並有資格膺選連任。於任何年度內獲董事會就填補臨時空缺委任的新任董事亦須在緊隨其獲委任後的首次股東大會上退任，並可膺選連任。此外，於每屆股東週年大會上須有三分之一(或如董事退任人數不是三的倍數，則最接近但不少於三分之一)的當時在任董事退任，而每位董事均須每三年在股東週年大會上至少退任一次。



MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors’ securities transactions. Having made specific enquiries, all Directors confirmed that they have complied with the standards set out in the Model Code during the year ended 31 March 2014.

The Company has adopted written guidelines, “Code for Securities Transactions by Relevant Employees”, on no less exacting terms than the Model Code for securities transactions by relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company.

NON-COMPETITION UNDERTAKING

The Company has been confirmed by Mr. Liang Guoxing and Yinji Investments Limited that (i) each of them has complied with the undertaking contained in the deed of non-competition undertaking dated 25 March 2009 executed by them in favour of the Group; and (ii) each of them and/or their respective associates is not offered or becomes aware of any new project or business opportunity directly or indirectly to engage or becomes interested in any business carried on by any member of the Group from time to time or in which any member of the Group is engaged or has invested or is otherwise involved in.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易的行為準則。經向全體董事作出具體查詢後，全體董事已確認，彼等於截至二零一四年三月三十一日止年度均一直遵守標準守則所載的準則。

本公司已確立「相關僱員進行證券交易之守則」的書面指引，此守則之條款與標準守則就有機會掌握本公司未刊發的股價敏感資料之相關僱員進行證券交易的條款同樣嚴謹。

不競爭承諾

梁國興先生及Yinji Investments Limited已向本公司確認，(i)彼等均一直遵守其於二零零九年三月二十五日為本集團利益而簽立的不競爭承諾契約內所載的承諾；且(ii)彼等及／或彼等各自的聯繫人士於任何時間均概無獲提供或知悉任何新項目或商機，而該項目或商機乃直接或間接從事本集團任何成員公司所從事的業務，或本集團任何成員公司涉及或投資或以其他方式參與的業務（或於當中擁有權益）。



Corporate Governance Report 企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual.

Mr. Liang Guoxing currently serves as the chairman and the chief executive officer of the Company. The Board believes that such arrangement is in the best interest of the Company and the Shareholders as a whole since Mr. Liang Guoxing has substantial experience in sales of Chinese liquor in the PRC market and can strengthen the Group's sales and marketing capabilities. Notwithstanding the above, the Board meets regularly to consider matters relating to the business operations of the Group. The Board is of the view that this arrangement will not impair the balance of power and authority of the Board and the executive management of the Company. The effectiveness of corporate planning and implementation of corporate strategies and decisions will not be affected.

INTERNAL CONTROL

The Board is responsible for maintaining a sound and effective internal control system of the Group to safeguard the Shareholders' investment and the Company's assets. With the support of the Audit Committee, the Board conducts a review and assessments of the Group's internal control system on a bi-annual basis to ensure its effectiveness.

主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

梁國興先生目前出任本公司之主席兼行政總裁。董事會相信，此安排符合本公司及股東之整體最佳利益，因為梁國興先生擁有在中國市場銷售中國白酒之豐富經驗，並能增強本集團之銷售及市場推廣能力。即使有上述情況，董事會定期舉行會議商討有關本集團業務營運之事宜。董事會認為此安排將不會損害本公司董事會與執行管理層之間之權責平衡。公司規劃、公司策略執行及決策之效率將不會受到影響。

內部監控

董事會負責維持本集團穩健而有效的內部監控制度，以保障股東之投資和本公司之資產。在審核委員會之支持下，董事會每半年檢討及評核本集團的內部監控制度以確保其行之有效。



The internal audit department of the Company is responsible for monitoring the effectiveness of internal control procedures and compliance with policies and standards of the Group. It has full access to review all aspects of the Group's activities and internal controls. All types of audited reports are circulated to the Audit Committee and key management which will follow up the corrective actions to the recommendations made by the internal audit department.

The Board, through the Audit Committee, coupled with the assistance of the chief financial officer, the company secretary and internal audit department, has conducted a review of the effectiveness of the Group's system of internal control, covering major financial, operational, compliance control and risk management functions for the year ended 31 March 2014. The Group's system of internal control includes the setting up of a management structure with limits of authority, and is designed to help the Group to achieve its business objectives, protects its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate all risks of failure in the Group's operational systems and in the achievement of the Group's business objectives. After reviewing the Group's internal control system, the Board considers that the internal control system is effective and adequate for the Group as a whole. The Board further considers that (i) there was no material issues relating to the internal controls, including financial, operational and compliance controls and risk management functions of the Group; and (ii) there were adequate staff with appropriate qualification and experience, resources for accounting and financial reporting function, and adequate training programmes and budget have been provided during the year ended 31 March 2014.

本公司內部審核部門負責監督本集團內部監控程序的成效以及有關遵守本集團政策及標準的事務。該部門可全面審閱本集團各方面的事務及內部監控事宜。所有經審核報告均須向審核委員會及主要管理層傳閱，並由彼等跟進內部審核部門就有關建議而採取的改善措施。

於截至二零一四年三月三十一日止年度，董事會透過審核委員會及在總財務總監、公司秘書及內部審核部門之協助下，就本集團內部監控系統的主要財務、營運、合規控制及風險管理職能方面的成效進行審查。本集團的內部監控系統包括建立管理架構的職權權限，以協助本集團達致其商業目標、保護資產以防未經授權挪用或處理、確保置存適當的會計記錄作為可靠的財務資料供內部使用或刊印發行，並確保符合相關法律及規例。該系統旨在合理地（但並非絕對地）保證並無重大失實陳述或損失，並管理本集團營運系統出現失誤及未能實現本集團業務目標的風險（但並非完全消除）。於審查本集團的內部監控系統後，董事會認為該內部監控系統就本集團整體而言乃屬有效及適當。董事會進一步認為，於截至二零一四年三月三十一日止年度，(i)本集團於財務、營運及合規控制以及風險管理職能方面概無出現任何重大內部監控事宜；及(ii)本集團的員工具合適資歷及經驗，會計及財務申報職能部門的資源充足，以及提供足夠的培訓課程及預算。



Corporate Governance Report 企業管治報告

DIRECTORS' AND EXTERNAL AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of accounts of each financial period, which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the accounts of the Group for the year ended 31 March 2014, the Directors have selected suitable accounting policies and have applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and have prepared the accounts on the going concern basis.

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 March 2014 which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the external auditors of the Group on the financial statements of the Group are set out on pages 100 to 102 of this annual report.

The Directors have confirmed that the Company has the ability to continue as a going concern. Your attention is also drawn to note 2.1 to the consolidated financial statements on pages 110 to 115 of this annual report.

董事及外聘核數師須就財務報表 負上的責任

董事負責監督每個財務期間的賬目編製，使賬目能真實和公平地反映本集團於該期間的業務狀況、業績及現金流量。於編製本集團截至二零一四年三月三十一日止年度的賬目時，董事已選擇適當的會計政策並貫徹應用，採納與本集團業務及財務報表有關的適當香港財務報告準則及香港會計準則以及作出審慎合理判斷及估計，並按持續經營的基準編製賬目。

董事確認彼等須負責編製截至二零一四年三月三十一日止年度財務報表，而有關財務報表是根據法定規定及適用會計準則編製。

本集團外聘核數師對本集團財務報表的申報責任載於本年報第100至102頁。

董事確認本公司有能力繼續持續經營。此外，務請閣下垂注本年報第110至115頁之合併財務報表附註2.1。



EXTERNAL AUDITORS' REMUNERATION

Messrs. Ernst & Young has been appointed as the external auditors of the Company by the Shareholders at the last annual general meeting of the Company. During the year ended 31 March 2014, the fees paid/payable to Messrs. Ernst & Young in respect of audit and non-audit services provided to the Group were as follows:

外聘核數師之酬金

安永會計師事務所於本公司上屆股東週年大會上獲股東委任為本公司之外聘核數師。於截至二零一四年三月三十一日止年度，就向本集團提供的核數及其他非核數服務而已付／應付予安永會計師事務所的費用如下：

Type of services	服務種類	For the year	For the year
		ended 31 March	ended 31 March
		2014	2013
		截至二零一四年	截至二零一三年
		三月三十一日	三月三十一日
		止年度	止年度
		HK\$	HK\$
		港元	港元
Audit services	核數服務	2,650,000	2,250,000
Non-audit services	非核數服務	1,347,000	854,000
Total	總計	3,997,000	3,104,000

The non-audit services include interim review fee and tax consultation fee.

非核數服務包括中期審閱費及稅務諮詢費。

COMPANY SECRETARY

The company secretary reports to the Chairman and is responsible for advising the Board on corporate governance matters. During the year, the company secretary has complied with the professional training requirements under the Code.

公司秘書

公司秘書向主席匯報並負責就企業管治事宜向董事會提供意見。年內，公司秘書已遵守守則之專業培訓規定。



Corporate Governance Report 企業管治報告

INVESTOR RELATIONS

The Company endeavours to maintain a high level of transparency in communication with the Shareholders and investors in general. The various formal channels via which the Company communicates with its Shareholders include interim and annual reports, information on the Stock Exchange's and the Company's websites, and general meetings.

The Company holds press and analysts conferences from time to time at which the executive Directors and senior management of the Group are available to answer questions regarding the performance of the Group. The Company also arranged analysts' briefings and road shows after its annual and interim results announcements.

SHAREHOLDERS' RIGHTS

The Company recognises its responsibility to look after the interests of its shareholders.

A written Shareholders Communication Policy approved by the Board is available on the Company's website.

All notice of general meetings despatched by the Company to the Shareholders have been sent in the case of annual general meeting at least 20 clear business days before the meeting and in the case of extraordinary general meetings (an "EGM") at least 10 clear business days before such meetings. Shareholders are encouraged by the Company to attend the Company's general meetings where the chairman of the Board, the Directors including the chairman of the audit committee and the external auditors are available to answer questions. Separate resolutions are proposed at the general meetings on each substantially separate issue.

與投資者的關係

本公司致力維持高水平的透明度與股東及一般投資者溝通。本公司透過各種正式渠道與其股東溝通，包括中期及年度報告、載於聯交所及本公司網站的資料，以及股東大會。

本公司不時舉行記者招待會和分析員會議，而執行董事及本集團之高級管理層會於會上回答有關本集團表現之提問。本公司亦於其年度及中期業績公告後安排分析員簡報會及路演。

股東權利

本公司明白其肩負保障股東利益之責任。

獲董事會批准之書面股東溝通政策可在本公司網站查閱。

本公司向股東發出之所有股東大會通告，如股東週年大會通告於大會舉行前至少20個完整營業日前向股東發出，而所有股東特別大會（「股東特別大會」）通告則於大會舉行前至少10個完整營業日前發送予股東。本公司鼓勵股東出席本公司股東大會，董事會主席、董事（包括審核委員會主席）及外聘核數師在會上回答提問。在股東大會上，會就每項實際上獨立的事宜個別提出決議案。



The Company is aware of its obligations under the Listing Rules in relation to the disclosure of inside information and has established procedures to ensure that all communications with the public, including the investment community and the media, are fair, and that material non-public information is not disseminated on a selection basis.

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company can deposit a written requisition to convene an EGM at the head office of the Company at 27th Floor, Hysan Place, 500 Hennessy Road, Causeway Bay, Hong Kong for the attention of the company secretary.

The written requisition must state the objects of the meeting together with proposals to be put forward at such meeting, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.

The requisition will be verified with the Company's share registrars and upon their confirmation that the requisition is proper and in order, the company secretary will ask the Board of the Company to convene an EGM after the deposit of such requisition by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. Such EGM shall be held within two months after the deposit of such requisition. On the contrary, if the requisition has been verified as not in order, the Shareholder(s) concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If within twenty-one days of the deposit of a requisition which is proper and in order, the Board fails to proceed to convene an EGM, the requisitioner(s) may convene an EGM, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board to convene the EGM shall be reimbursed to the requisitioner(s) by the Company.

本公司明白根據上市規則有關其在披露內幕消息方面的責任，並已訂立程序以確保與公眾（包括投資界和傳媒）的一切溝通為公平，以及概無重大的非公開資料是選擇性發放。

任何持有不少於本公司繳入股本（附有於本公司股東大會表決權利）十分一之任何一名或以上的股東，可以向本公司之總辦事處（地址為香港銅鑼灣軒尼詩道500號希慎廣場27樓）發出書面要求，以要求召開股東特別大會，請註明公司秘書為收件人。

該書面要求必須列明會議以及於會上提呈建議之目的並由有關股東簽署，可由一份或多份同樣格式的文件所組成，而每份文件須由一名或多名有關股東簽署。

該要求將會由本公司股份過戶登記處核實，若其確認有關要求屬妥當及符合程序，公司秘書將要求本公司董事會根據法定要求向全體登記股東發出充份通知，從而因應有關要求而召開股東特別大會。該股東特別大會須於遞呈該要求後的兩個月內舉行。相反，若經核實後該要求未能符合程序，此結果將會通知有關股東而本公司將不會應要求而召開股東特別大會。

倘遞呈屬妥當及符合程序之要求後的二十一日內，董事會未有召開股東特別大會，則遞呈要求人士可以召開股東特別大會，而遞呈要求人士因董事會未有召開股東特別大會而產生的所有合理開支應由本公司向遞呈要求人士作出償付。



Corporate Governance Report 企業管治報告

The procedures by which enquiries may be put to the Board

The enquiries must be in writing with contact information of the Shareholder(s) and deposited at the head office of the Company in Hong Kong at 27th Floor, Hysan Place, 500 Hennessy Road, Causeway Bay, Hong Kong for the attention of the company secretary.

The procedures for a Shareholder to propose a person for election as a director of the Company

A Shareholder may propose a person for election as a director of the Company at the general meeting of the Company appointed for election of Director(s) by lodging the following documents at the head office in Hong Kong at 27th Floor, Hysan Place, 500 Hennessy Road, Causeway Bay, Hong Kong for the attention of the Company Secretary:

1. a notice in writing of the intention to propose that person for election as a director of the Company in which the following information should be included:
 - (a) the biographical details of that person as required by Rule 13.51(2) of the Listing Rules; and
 - (b) the contact details of the proposing shareholder and that person.
2. a notice in writing by that person of his willingness to be elected as a director of the Company.

可向董事會提出查詢之程序

有關查詢必須以書面方式提出及列明股東之聯絡資料，並請送交本公司之香港總辦事處（地址為香港銅鑼灣軒尼詩道500號希慎廣場27樓），請註明公司秘書為收件人。

股東提名其他人士參選本公司董事之程序

股東可提名其他人士於本公司為選舉董事而舉行之股東大會上參選為本公司董事，方法為將以下文件送交本公司之香港總辦事處（地址為香港銅鑼灣軒尼詩道500號希慎廣場27樓），請註明公司秘書為收件人：

1. 列明有意提名該人士參選本公司董事之書面通告，當中須包括以下資料：
 - (a) 上市規則第13.51(2)條規定之該人士之履歷詳情；及
 - (b) 作出提名之股東及獲提名人之聯絡詳情。
2. 獲提名人發出願意參選本公司董事之書面通告。



Such notice shall be lodged at least seven clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. If the notice is received less than fourteen clear days and ten clear business days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to give the Shareholders sufficient notice of the proposal.

The 2013 annual general meeting was held on 23 August 2013. Except for Mr. Chen Sing Hung Johnny and Mr. Joseph Marian Laurence Ozorio, all other members of the Board attended the 2013 annual general meeting.

發出該通告之期間最少須為股東大會日期前七個完整日，遞交有關通告的期間須不早於寄發舉行有關選舉之股東大會之有關通告翌日開始，也不得遲於該股東大會舉行日期前七日結束。若收到該通告之時間為不足股東大會日期前之十四個完整日及十個完整營業日，本公司將需要考慮押後舉行有關股東大會，以就該建議向股東發出充份通知。

二零一三年股東週年大會已於二零一三年八月二十三日舉行。除陳陞鴻先生及柯進生先生外，董事會所有其他成員已出席二零一三年股東週年大會。



Independent Auditors' Report

獨立核數師報告



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To the shareholders of Silver Base Group Holdings Limited (Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Silver Base Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 103 to 220, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

致銀基集團控股有限公司股東 (於開曼群島註冊成立的有限公司)

吾等已審核第103至220頁所載銀基集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表，包括於二零一四年三月三十一日的合併財務狀況表及公司財務狀況表、截至該日止年度的合併損益表、合併全面收入表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其他說明資料。

董事就合併財務報表須承擔的 責任

貴公司董事負責遵照由香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製合併財務報表以作真實而公平的反映，並對董事認為必須的內部監控負責，使合併財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

吾等的責任是根據吾等的審核對合併財務報表提出意見。本報告僅向全體股東出具，而無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。



AUDITORS' RESPONSIBILITY (continued)

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of 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 2014, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

核數師的責任(續)

吾等按照香港會計師公會所頒佈的香港審核準則實行審核工作。該等準則要求吾等遵守操守規定，以及計劃及進行審核，以合理地確定合併財務報表是否不存在重大錯誤陳述。

審核範圍包括進程序以取得與合併財務報表所載數額及披露事項有關的審核憑證。選取的該等程序須視乎核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存有重大錯誤陳述的風險。在作出該等風險評估時，核數師考慮與公司編製合併財務報表以作真實而公平的反映有關的內部監控，以為不同情況設計適當的審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估董事所用會計政策的恰當性及所作會計估算的合理性，並就本合併財務報表的整體呈列方式作出評估。

吾等相信，吾等所取得的審核憑證就提出吾等之審核意見而言屬充分恰當。

意見

吾等認為，合併財務報表乃根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一四年三月三十一日的財政狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露要求妥善編製。



Independent Auditors' Report

獨立核數師報告

EMPHASIS OF MATTER

Without qualifying our conclusion, we draw attention to note 2.1 to the consolidated financial statements which indicates that the Group incurred a consolidated net loss of HK\$788,040,000 during the year ended 31 March 2014, and the Group had net cash inflows from operating activities of approximately HK\$141,898,000 and net cash outflows used in financing activities of approximately HK\$618,491,000. These conditions, along with other matters as set forth in note 2.1 to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. As explained in note 2.1 to the consolidated financial statements, these consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the Group's ability to extend its short-term borrowings upon maturity, source additional debt financing and refinance its existing indebtedness; and to improve its operation to generate adequate cash flows to meet the Group's financial obligations as and when they fall due in the foreseeable future.

重點事項

在毋須作出保留結論的情況下，吾等謹請閣下垂注合併財務報表附註2.1，其中指出貴集團在截至二零一四年三月三十一日止年度錄得合併虧損淨額788,040,000港元、貴集團亦錄得來自營運活動的現金流入淨額約141,898,000港元以及融資活動所用的現金流出淨額約618,491,000港元。此等情況連同合併財務報表附註2.1所載列之其他事項，顯示存在可對貴集團的持續經營能力產生重大疑慮的重大不明朗因素。誠如合併財務報表附註2.1所闡釋，合併財務報表乃按持續經營基準編製，其有效性取決於貴集團能否於到期時延展其短期借貸、獲得額外債務融資以及為將現有債務作出再融資而定；此外亦取決於貴集團能否改善其營運以產生足夠現金流量，從而應付貴集團在可見未來到期之財務承擔。

Ernst & Young

Certified Public Accountants

Hong Kong

27 June 2014

安永會計師事務所

執業會計師

香港

二零一四年六月二十七日

Consolidated Statement of Profit or Loss

合併損益表



Year ended 31 March 2014 二零一四年三月三十一日止年度

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註		
REVENUE	收益	5	489,133	390,189
Cost of sales	銷售成本		(652,282)	(357,887)
Gross profit/(loss)	毛利/(損)		(163,149)	32,302
Other income and gains, net	其他收入及收益(淨額)	5	6,486	5,047
Selling and distribution expenses	銷售及經銷費用		(221,399)	(306,428)
Administrative expenses	行政費用		(135,127)	(169,343)
Loss from impairment/write-off, net	減值虧損/撇銷(淨額)		(234,041)	(668,725)
Finance costs	融資成本	6	(40,374)	(26,391)
LOSS BEFORE TAX	除稅前虧損	7	(787,604)	(1,133,538)
Income tax expense	所得稅費用	10	(436)	(424)
LOSS FOR THE YEAR	年度虧損		(788,040)	(1,133,962)
ATTRIBUTABLE TO:	應佔：			
ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人	11	(787,356)	(1,133,325)
NON-CONTROLLING INTERESTS	非控制性權益		(684)	(637)
			(788,040)	(1,133,962)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股虧損	13		
Basic and diluted (HK cents)	基本及攤薄(港仙)		(58.12)	(91.04)

Details of the dividends are disclosed in note 12 to the financial statements.

股息之詳情於財務報表附註12披露。



Consolidated Statement of Comprehensive Income

合併全面收入表

Year ended 31 March 2014 二零一四年三月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
LOSS FOR THE YEAR	年度虧損	(788,040)	(1,133,962)
OTHER COMPREHENSIVE INCOME	其他全面收入：		
Other comprehensive income that may be subsequently reclassified to profit or loss:	可能於其後重新分類至損益之其他全面收入：		
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	25,363	6,537
Net other comprehensive income that may be subsequently reclassified to profit or loss	可能於其後重新分類至損益之其他全面收入淨額	25,363	6,537
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度其他全面收入，扣除稅項	25,363	6,537
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	年度全面虧損總額	(762,677)	(1,127,425)
ATTRIBUTABLE TO:	應佔：		
ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人	(761,993)	(1,126,788)
NON-CONTROLLING INTERESTS	非控制性權益	(684)	(637)
		(762,677)	(1,127,425)

Consolidated Statement of Financial Position

合併財務狀況表



31 March 2014 二零一四年三月三十一日

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	23,982	28,423
Investment property	投資物業	15	6,920	7,129
Intangible asset	無形資產	16	8,300	8,300
Deposits	按金	20	7,107	7,901
Total non-current assets	非流動資產總額		46,309	51,753
CURRENT ASSETS	流動資產			
Inventories	存貨	18	796,264	1,226,588
Trade receivables	應收貿易款項	19	32,057	426,056
Bills receivable	應收票據	19	18,157	96,221
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	360,204	518,866
Tax recoverable	可收回稅項		14,464	14,464
Pledged deposits	已抵押存款	21	8,826	252,142
Cash and cash equivalents	現金及現金等值物	21	82,340	317,357
Total current assets	流動資產總額		1,312,312	2,851,694
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易款項	22	3,675	203,855
Deposits received, other payables and accruals	已收訂金、其他應付款項及應計負債	23	206,991	207,716
Bank advance for discounted bills	銀行貼現票據墊款	19	20,805	94,967
Interest-bearing bank borrowings	計息銀行借貸	24	354,548	822,960
Due to a related party	應付關聯方款項	34	160	-
Due to directors	應付董事款項	34	48,827	124,904
Tax payable	應付稅項		219,629	215,433
Total current liabilities	流動負債總額		854,635	1,669,835
NET CURRENT ASSETS	流動資產淨值		457,677	1,181,859
Net assets	資產淨值		503,986	1,233,612
EQUITY	權益			
Equity attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔權益			
Issued capital	已發行股本	26	135,475	135,475
Reserves	儲備	28(a)	369,166	1,098,108
			504,641	1,233,583
Non-controlling interests	非控制性權益		(655)	29
Total equity	權益總額		503,986	1,233,612

梁國興
Liang Guoxing
董事
Director

王晉東
Wang Jindong
董事
Director



Consolidated Statement of Changes in Equity

合併權益變動表

Year ended 31 March 2014 二零一四年三月三十一日止年度

Attributable to ordinary equity holders of the Company
本公司普通股權益持有人應佔

	Notes 附註	Attributable to ordinary equity holders of the Company							Retained profits/loss (accumulated)	Non-controlling interests	Total equity	
		Issued capital	Share premium account	Capital reserve	Capital redemption reserve	Share option reserve	Statutory surplus reserve	Exchange fluctuation reserve				
		已發行股本	溢價賬	資本儲備	贖回儲備	購股權儲備	盈餘公積金	外匯波動儲備	保留利潤/ (累計虧損)	總計	非控制性權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	119,000	237,878	(380)	1,000	-	36,211	124,758	1,514,840	2,033,307	423	2,033,730
Loss for the year	年度虧損	-	-	-	-	-	-	-	(1,133,325)	(1,133,325)	(637)	(1,133,962)
Other comprehensive income for the year:	年度其他全面收入：											
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	-	-	6,537	-	6,537	-	6,537
Total comprehensive income/ (loss) for the year	年度全面收入/ (虧損) 總額	-	-	-	-	-	-	6,537	(1,133,325)	(1,126,788)	(637)	(1,127,425)
Equity-settled share option arrangements	以權益結算之購股權安排	27	-	-	-	63,319	-	-	-	63,319	-	63,319
Capital contributions from non-controlling shareholders of subsidiaries	來自附屬公司非控制性股東的出資	-	-	-	-	-	-	-	-	-	243	243
Final 2012 dividend	二零一二年末期股息	12	(59,500)	-	-	-	-	-	-	(59,500)	-	(59,500)
Issue of shares	發行股份	26	16,475	314,275	-	-	-	-	-	330,750	-	330,750
Share issue expenses	股份發行費用	26	(7,505)	-	-	-	-	-	-	(7,505)	-	(7,505)
Transfer to statutory surplus reserve	轉撥至法定盈餘公積金	-	-	-	-	-	35,251	-	(35,251)	-	-	-
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日及於二零一三年四月一日	135,475	485,148*	(380)*	1,000*	63,319*	71,462*	131,295*	346,264*	1,233,583	29	1,233,612
Loss for the year	年度虧損	-	-	-	-	-	-	-	(787,356)	(787,356)	(684)	(788,040)
Other comprehensive income for the year:	年度其他全面收入：											
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	-	-	25,363	-	25,363	-	25,363
Total comprehensive income/ (loss) for the year	年度全面收入/ (虧損) 總額	-	-	-	-	-	-	25,363	(787,356)	(761,993)	(684)	(762,677)
Equity-settled share option arrangements	以權益結算之購股權安排	27	-	-	-	33,051	-	-	-	33,051	-	33,051
Share options lapsed	購股權失效	-	-	-	-	(8,672)	-	-	8,672	-	-	-
At 31 March 2014	於二零一四年三月三十一日	135,475	485,148*	(380)*	1,000*	87,698*	71,462*	156,658*	(432,420)*	504,641	(655)	503,986

* These reserve accounts comprise the consolidated reserves of HK\$369,166,000 (2013: HK\$1,098,108,000) in the consolidated statement of financial position.

* 該等儲備賬包括合併財務狀況表內的合併儲備369,166,000港元(二零一三年: 1,098,108,000港元)。

Consolidated Statement of Cash Flows

合併現金流量表



Year ended 31 March 2014 二零一四年三月三十一日止年度

	Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	營運活動的現金流量		
Loss before tax	除稅前虧損	(787,604)	(1,133,538)
Adjustments for:	為以下各項所作的調整：		
Interest income	利息收入	(5,115)	(2,327)
Finance costs	融資成本	40,374	26,391
Depreciation	折舊	9,916	8,229
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	553	278
Impairment allowance of trade receivables	應收貿易款項之減值撥備	437,411	507,585
Impairment allowance of bills receivable	應收票據之減值撥備	7,161	5,448
Write-back of impairment allowance of trade receivables	撥回應收貿易款項之減值撥備	(250,748)	-
Write-off of trade receivables	應收貿易款項之撇銷	-	148,458
Impairment allowance of prepayments and other receivables	預付款項及其他應收款項之減值撥備	53,720	8,134
Write-back of impairment allowance of prepayments and other receivables	撥回預付款項及其他應收款項之減值撥備	(13,503)	-
Provision for inventories in respect of write-down to net realisable value	有關撇減至可變現淨值之存貨撥備	174,535	103,293
Reversal of impairment of intangible asset	撥回無形資產減值	-	(900)
Equity-settled share option expense	以權益結算之購股權費用	33,051	63,319
		(300,249)	(265,630)
Decrease/(increase) in inventories	存貨減少/(增加)	415,560	(457,710)
Decrease in trade receivables	應收貿易款項減少	14,311	184,493
Decrease/(increase) in bills receivable	應收票據減少/(增加)	70,903	(8,049)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	100,833	30,730
Increase/(decrease) in trade payables	應付貿易款項增加/(減少)	(200,180)	100,438
Decrease in bills payable	應付票據減少	-	(174,165)
Increase/(decrease) in deposits received, other payables and accruals	已收訂金、其他應付款項及應計負債增加/(減少)	50,054	(76,423)
Effect of foreign exchange rate changes, net	匯率變動影響(淨額)	25,075	6,038
Cash generated from/(used in) operations	營運所得/(所用)的現金	176,307	(660,278)
Interest received	已收利息	6,824	618
Interest paid	已付利息	(41,202)	(25,563)
Hong Kong profits tax paid	已付香港利得稅	-	(10,772)
Elsewhere tax paid	已付其他地區稅項	(31)	(15,223)
Net cash flows from/(used in) operating activities	營運活動所得/(所用)的現金流量淨額	141,898	(711,218)

continued/...
續/...



Consolidated Statement of Cash Flows

合併現金流量表

Year ended 31 March 2014 二零一四年三月三十一日止年度

	Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES 投資活動的現金流量			
Purchases of items of property, plant and equipment	14	(5,599)	(23,975)
Proceeds from disposal of items of property, plant and equipment		-	200
Decrease/(increase) in pledged deposits		243,316	(199,981)
Capital contributions from non-controlling shareholders of subsidiaries		-	243
Effect of foreign exchange rate changes, net		2,186	-
Net cash flows from/(used in) investing activities		239,903	(223,513)
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動的現金流量			
Proceeds from issue of shares	26	-	330,750
Share issue expenses	26	-	(7,505)
Increase/(decrease) in amounts due to directors		(76,077)	124,904
Increase in an amount due to a related party		160	-
Increase/(decrease) in bank advance for discounted bills		(74,162)	81,396
New bank and trust receipt loans		611,537	823,185
Repayment of bank and trust receipt loans		(1,079,949)	(151,392)
Dividends paid	12	-	(59,500)
Net cash flows from/(used in) financing activities		(618,491)	1,141,838
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 現金及現金等值物增加/(減少)淨額			
Cash and cash equivalents at beginning of year		317,357	109,784
Effect of foreign exchange rate changes, net		1,673	466
CASH AND CASH EQUIVALENTS AT END OF YEAR 年終現金及現金等值物			
		82,340	317,357
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等值物結餘分析			
Cash and cash equivalents	21	82,340	317,357

Statement of Financial Position

財務狀況表



31 March 2014 二零一四年三月三十一日

			2014 二零一四年	2013 二零一三年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSET	非流動資產			
Investments in subsidiaries	於附屬公司的投資	17	503,817	445,854
CURRENT ASSETS	流動資產			
Deposits and other receivables	按金及其他應收款項	20	5	10
Cash and cash equivalents	現金及現金等值物	21	171	141,331
Total current assets	流動資產總額		176	141,341
CURRENT LIABILITY	流動負債			
Accruals	應計負債	23	7	84
NET CURRENT ASSETS	流動資產淨值		169	141,257
Net assets	資產淨值		503,986	587,111
EQUITY	權益			
Issued capital	已發行股本	26	135,475	135,475
Reserves	儲備	28(b)	368,511	451,636
Total equity	權益總額		503,986	587,111

梁國興
Liang Guoxing
董事
Director

王晉東
Wang Jindong
董事
Director



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

1. CORPORATE INFORMATION

Silver Base Group Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 12 September 2007. The registered office of the Company is located at the office of Codan Trust Company (Cayman) Limited, whose address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at 27th Floor, Hysan Place, 500 Hennessy Road, Causeway Bay, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the distribution of Wuliangye (五糧液) liquor series, National Cellar 1573 baijiu with 43% alcohol content, Kweichow Moutai Chiew products, Fen Wine with 55% alcohol content liquor series, Red Fen Shijia liquor series, Yaxi Classic liquor series and Old Vintage liquor series, wine, foreign liquor series and Chinese cigarettes. Details of the principal activities of the principal subsidiaries are set out in note 17 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements have been prepared under the historical cost convention. They are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司資料

銀基集團控股有限公司(「本公司」)於二零零七年九月十二日在開曼群島註冊成立為受豁免有限公司。本公司註冊辦事處位於Codan Trust Company (Cayman) Limited的辦公室，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司在香港的主要營業地點位於香港銅鑼灣軒尼詩道500號希慎廣場27樓。

本公司及其附屬公司(統稱「本集團」)的主要業務為經銷五糧液酒系列、國窖1573系列43度酒、貴州茅台酒產品、汾酒55度系列、紅汾世家系列、鴨溪典藏系列、老酒系列、葡萄酒及洋酒系列，以及中國香煙。主要附屬公司的主要業務詳情載於財務報表附註17。

2.1 編製基準

本財務報表乃根據香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例的披露規定編製。本財務報表乃根據歷史成本法編製。本財務報表以港元(「港元」)呈列，除另有指明外，所有數值已約整至最接近的千位。



31 March 2014 二零一四年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern basis

The Group recorded revenue and a consolidated net loss of HK\$489,133,000 (2013: HK\$390,189,000) and HK\$788,040,000 (2013: HK\$1,133,962,000), respectively, for the year ended 31 March 2014. The Group's net loss for the year included (i) impairment allowance on trade and bills receivables, net amounting to HK\$193,824,000 (2013: HK\$513,033,000); (ii) impairment allowance on prepayments and other receivables, net amounting to HK\$40,217,000 (2013: HK\$8,134,000); (iii) provision for inventories in respect of write-down to net realisable value amounting to HK\$174,535,000 (2013: HK\$103,293,000); and (iv) share option expense amounting to HK\$33,051,000 (2013: HK\$63,319,000). These non-cash items had not affected the Group's operating cash flows. The Group had net cash inflows from operating activities of approximately HK\$141,898,000 (2013: net cash outflows of HK\$711,218,000) and net cash outflows used in financing activities of approximately HK\$618,491,000 (2013: net cash inflows of approximately HK\$1,141,838,000) for the year ended 31 March 2014.

As at 31 March 2014, the Group recorded net current assets of HK\$457,677,000 (2013: HK\$1,181,859,000), which included inventories of HK\$796,264,000 (2013: HK\$1,226,588,000), trade receivables of HK\$32,057,000 (2013: HK\$426,056,000), pledged deposits of HK\$8,826,000 (2013: HK\$252,142,000), cash and cash equivalents of HK\$82,340,000 (2013: HK\$317,357,000), and outstanding bank loans of HK\$354,548,000 (2013: HK\$822,960,000), which were due for repayment or renewal within the next twelve months after 31 March 2014.

2.1 編製基準(續)

持續經營基準

本集團於截至二零一四年三月三十一日止年度錄得營業額及合併虧損淨額分別為489,133,000港元(二零一三年: 390,189,000港元)及788,040,000港元(二零一三年: 1,133,962,000港元)。本集團的年度淨虧損包括(i)應收貿易款項及應收票據減值撥備淨額193,824,000港元(二零一三年: 513,033,000港元); (ii)預付款項及其他應收款項減值撥備淨額40,217,000港元(二零一三年: 8,134,000港元); (iii)有關撇減至可變現淨值之存貨撥備174,535,000港元(二零一三年: 103,293,000港元); 及(iv)購股權費用為33,051,000港元(二零一三年: 63,319,000港元)。這些非現金項目並沒有影響本集團的營運現金流量。截至二零一四年三月三十一日止年度, 本集團的營運活動所得現金流入淨額約為141,898,000港元(二零一三年: 現金流出淨額711,218,000港元)及融資活動所用現金流出淨額約為618,491,000港元(二零一三年: 現金流入淨額約1,141,838,000港元)。

截至二零一四年三月三十一日, 本集團的流動資產淨值為457,677,000港元(二零一三年: 1,181,859,000港元), 其中包括存貨796,264,000港元(二零一三年: 1,226,588,000港元)、應收貿易款項32,057,000港元(二零一三年: 426,056,000港元)、已抵押存款8,826,000港元(二零一三年: 252,142,000港元)、現金及現金等值物82,340,000港元(二零一三年: 317,357,000港元), 以及將於二零一四年三月三十一日後未來十二個月內到期償還或重續的未償還銀行貸款354,548,000港元(二零一三年: 822,960,000港元)。



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財務報表附註

31 March 2014 二零一四年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance 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.

In order to improve the Group's liquidity and cash flows to sustain the Group as a going concern, the Group implemented or is in the process of implementing the following measures:

(1) *Bank facilities*

The Group will actively negotiate with banks in the People's Republic of China ("PRC") for the renewal of the Group's PRC bank borrowings when they fall due to secure necessary facilities to meet the Group's working capital and financial requirements in the near future. The directors of the Company have evaluated all the relevant facts available to them and are of the opinion that there have good track records or relationships with banks which will enhance the Group's ability to renew the Group's PRC bank loans upon expiry.

(2) *Financial support from a substantial shareholder of the Company*

In order to strengthen the capital base of the Group and to improve the Group's financial position, immediate liquidity and cash flows, and otherwise to sustain the Group as a going concern, Mr. Liang Guoxing ("Mr. Liang"), an executive director and a substantial shareholder of the Company, has agreed to provide continuous financial support to the Group.

2.1 編製基準(續)

持續經營基準(續)

鑑於上述情況，本公司董事在評估本集團是否有足夠財務資源以持續經營基準繼續經營時已考慮到本集團的未來流動性及其可用資金來源。

為了改善本集團的流動性及現金流量，以維持本集團的持續經營，本集團已實施或正在實施以下措施：

(1) 銀行融資

本集團將積極與中華人民共和國(「中國」)的銀行磋商，以祈當銀行借貸到期時獲得銀行重續有關借貸或取得必要的融資，以應付本集團在不久將來的營運資金及財務需要。本公司董事已評估彼等可獲得的所有有關事實，並認為與銀行的良好往績或記錄將提升本集團於到期時重續本集團獲中國的銀行提供的貸款的能力。

(2) 本公司一名主要股東的財政支持

為了加強本集團的資本基礎及改善本集團的財務狀況、即時流動性及現金流量，以及在其他方面維持本集團的持續經營，本公司的執行董事兼主要股東梁國興先生(「梁先生」)已同意向本集團提供持續的財政支持。

Notes to Financial Statements

財務報表附註



31 March 2014 二零一四年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

(3) *Attainment of profitable and positive cash flow operations*

The Group is taking measures to tighten cost controls over various costs and expenses and to seek new investment and business opportunities with the aim to attain profitable and positive cash flow operations.

In addition, the Group will actively expand its middle to low-end product lines for the existing national brand in order to enhance market position in the baijiu industry and diversify sources of revenue.

After taking into account the above measures, the directors of the Company consider that the Group will have sufficient working capital to finance its operations and financial obligations as and when they fall due, and accordingly, are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for any future liabilities which might arise. The effect of these adjustments has not been reflected in these financial statements.

2.1 編製基準(續)

持續經營基準(續)

(3) *達到獲利及正現金流營運*

本集團正採取措施以對不同的成本和費用實行嚴控成本，並且尋求新的投資及業務機會，以達致獲利及正現金流營運。

此外，本集團將積極拓展現有全國品牌的中低端產品系列，以提升其在白酒行業的市場地位和實現收入來源多元化。

經考慮上述措施，本公司董事認為，本集團將有足夠營運資金應付到期的營運及財務責任，因此信納按持續經營基準編製財務報表屬恰當。

倘本集團無法繼續按持續經營基準營運，則將要作出調整以將資產價值撇減至可收回金額並且就可能產生之任何未來負債撥備。這些調整的影響並未於本財務報表反映。



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 March 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

合併基準

合併財務報表包括本集團截至二零一四年三月三十一日止年度之財務報表。附屬公司之財務報表乃按與本公司相同的報告期間以一致的會計政策編製。附屬公司之業績自本集團取得控制權之日起直至該控制權終止之日止合併計算。

即使導致非控制性權益出現虧絀結餘，損益及其他全面收入之各組成部份均歸屬於本公司擁有人及非控制性權益。本集團內所有公司間之資產及負債、權益、收入、開支及有關本集團內成員間之交易之現金流量已於編製合併賬目時全數對銷。

倘有事實及情況顯示以下附屬公司會計政策所述三項控制權因素中有一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。倘於一間附屬公司之擁有權權益出現變動而並無失去控制權，則列賬為權益交易。

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財務報表附註



31 March 2014 二零一四年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits/(accumulated loss), as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i>
HKFRS 10	<i>Consolidated Financial Statements</i>

2.1 編製基準 (續)

合併基準 (續)

倘本集團失去對一間附屬公司之控制權，則其終止確認(i)該附屬公司之資產及負債、(ii)任何非控制性權益之賬面值及(iii)於權益內記錄之累計匯兌差額；及確認(i)所收代價之公平價值、(ii)所保留任何投資之公平價值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認之本集團應佔部份按照倘本集團已直接出售相關資產或負債所需之相同基準重新分類為損益或保留利潤／(累計虧損)(視何者屬適當)。

2.2 會計政策的變動及披露

本集團於本年度之財務報表首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第1號 修訂本	對香港財務報告準則 第1號／首次採納香港 財務報告準則－政府 貸款的修訂本
香港財務報告準則第7號 修訂本	對香港財務報告準則 第7號／金融工具： 披露－金融資產與 金融負債的抵銷／ 的修訂本
香港財務報告準則第10號	合併財務報表



Notes to Financial Statements

財務報表附註

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 11	<i>Joint Arrangements</i>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i>
HKFRS 13	<i>Fair Value Measurement</i>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
HKAS 19 (2011)	<i>Employee Benefits</i>
HKAS 27 (2011)	<i>Separate Financial Statements</i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i>
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
Annual Improvements 2009-2011 Cycle	Amendments to a number of HKFRSs issued in June 2012

Other than as further explained below regarding the impact of HKFRS 10, HKFRS 13 and amendments to HKAS 1, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

2.2 會計政策的變動及披露(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12號	披露於其他實體之權益
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本	對香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號的修訂本—過渡指引
香港財務報告準則第13號	公平價值計量
香港會計準則第1號修訂本	對香港會計準則第1號「財務報表之呈列—其他全面收入項目之呈列」的修訂本
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27號 (二零一一年)	獨立財務報表
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
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場於生產階段之剝除成本
年度改進項目(二零零九年至二零一一年週期)	於二零一二年六月頒佈之多項香港財務報告準則的修訂本

除下文有關香港財務報告準則第10號、香港財務報告準則第13號及香港會計準則第1號修訂本之影響之進一步闡釋外，採納該等新訂及經修訂香港財務報告準則並無對本財務報表產生重大財務影響。



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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The principal effects of adopting these new and revised HKFRSs are as follows:

- (a) HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements and addresses the issues in HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. It establishes a single control model used for determining which entities are consolidated. To meet the definition of control in HKFRS 10, an investor must have (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled.

As a result of the application of HKFRS 10, the Group has changed the accounting policy with respect to determining which investees are controlled by the Group.

The application of HKFRS 10 does not change any of the consolidation conclusions of the Group in respect of its involvement with investees as at 1 April 2013.

2.2 會計政策的變動及披露(續)

採納該新訂及經修訂香港財務報告準則之主要影響如下：

- (a) 香港財務報告準則第10號取代香港會計準則第27號「合併及獨立財務報表」中有關合併財務報表會計法之部份，並處理香港(常務詮釋委員會)－詮釋第12號「合併－特殊目的實體」中的事宜。其設定單一控制模式以釐定實體合併入賬之準則。為符合香港財務報告準則第10號控制權之定義，投資者必須：(a)對被投資公司可行使權力；(b)擁有參與被投資公司業務面對變動回報之風險或有權獲得之變動回報；及(c)能夠對被投資公司行使其權力以影響投資者之回報金額。香港財務報告準則第10號引入之變動要求本集團管理層行使重大判斷以釐定是否控制實體。

由於應用香港財務報告準則第10號，本集團已更改有關釐定被投資公司是否受本集團控制之相關會計政策。

應用香港財務報告準則第10號並無改變本集團於二零一三年四月一日就其參與被投資公司之任何有關合併入賬之結論。



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財務報表附註

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The principal effects of adopting these new and revised HKFRSs are as follows: (continued)

- (b) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended. Additional disclosures required by HKFRS 13 for the fair value measurements of investment property are included in note 15 to the financial statements.
- (c) The HKAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) are presented separately from items which will never be reclassified (for example, the revaluation of land and buildings). The amendments have affected the presentation only and have had no impact on the financial position or performance of the Group. In addition, the Group has chosen to use the new title "statement of profit or loss" as introduced by the amendments in these financial statements.

2.2 會計政策的變動及披露(續)

採納該新訂及經修訂香港財務報告準則之主要影響如下：(續)

- (b) 香港財務報告準則第13號提供公平價值的精確定義、公平價值計量的單一來源及在香港財務報告準則範圍內使用的披露規定。該準則不會改變本集團須使用公平價值的情況，但為其其他香港財務報告準則已規定或允許使用公平價值的情況下應如何應用公平價值提供指引。香港財務報告準則第13號已按未來適用基準應用，而採納香港財務報告準則第13號並無對本集團之公平價值計量產生重大影響。由於香港財務報告準則第13號內的指引，計量公平價值之政策已經修訂。香港財務報告準則第13號就投資物業公平價值計量所規定之額外披露已載於財務報表附註15。
- (c) 香港會計準則第1號修訂本更改了在其他全面收入內項目的分組。在未來某一時間點上可重新分類(或再使用)的項目(例如，換算海外業務所產生的外匯差額，現金流對沖產生的淨流量，及可供出售金融資產的淨虧損或淨收益等)與永遠不會被重新分類的項目分開呈列(例如，土地及樓宇重估)。該等修訂僅影響到呈列，並對本集團的財務狀況或經營業績並無重大影響。此外，本集團已按本財務報表的修訂所引入而選用新名稱「損益表」。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 9	<i>Financial Instruments</i> ⁴
HKFRS 9, HKFRS 7 and HKAS 39 Amendments	<i>Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39</i> ⁴
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> ¹
HKFRS 11 Amendments	Amendments to HKFRS 11 <i>Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations</i> ³
HKFRS 14	<i>Regulatory Deferral Accounts</i> ³
HKAS 16 and HKAS 38 Amendments	Amendments to HKAS 16 <i>Property, Plant and Equipment</i> and HKAS 38 <i>Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortisation</i> ³
HKAS 19 Amendments	Amendments to HKAS 19 <i>Employee Benefits – Defined Benefit Plans: Employee Contributions</i> ²
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ¹
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i> ¹
HKAS 39 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting</i> ¹

2.3 已頒佈但尚未生效的香港財務 報告準則

本集團於本財務報表並無應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第9號	<i>金融工具</i> ⁴
香港財務報告準則第9號、 香港財務報告準則第7號及 香港會計準則第39號修訂本	<i>對沖會計法及對香港 財務報告準則第9號、 香港財務報告準則 第7號及香港會計準則 第39號的修訂本</i> ⁴
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)修訂本	對香港財務報告準則 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)的修訂 本— <i>投資實體</i> ¹
香港財務報告準則第11號 修訂本	對香港財務報告準則第 11號「合營安排— 收購合營運 權益的會計法」的 修訂本 ³
香港財務報告準則第14號	<i>監管遞延賬目</i> ³
香港會計準則第16號及 香港會計準則第38號 修訂本	對香港會計準則第16號 「物業、廠房及設備」 及香港會計準則第38號 「無形資產— 澄清可接受的折舊 及攤銷方法」的修訂本 ³
香港會計準則第19號修訂本	對香港會計準則第19號 「僱員福利—界定福利 計劃：僱員供款」的 修訂本 ²
香港會計準則第32號修訂本	對香港會計準則第32號 「金融工具：呈列— 金融資產與金融負債 的抵銷」的修訂本 ¹
香港會計準則第36號修訂本	對香港會計準則第36號 「資產減值—披露非 金融資產的可 收回金額」的修訂本 ¹
香港會計準則第39號修訂本	對香港會計準則第39號 「金融工具：確認及 計量—衍生工具的 更替及對沖會計法的 持續」的修訂本 ¹



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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HK(IFRIC)-Int 21	Levies ¹
Annual Improvements 2010-2012 Cycle	Amendments to a number of HKFRSs issued in January 2014 ²
Annual Improvements 2011-2013 Cycle	Amendments to a number of HKFRSs issued in January 2014 ²

- ¹ Effective for annual periods beginning on or after 1 January 2014
- ² Effective for annual periods beginning on or after 1 July 2014
- ³ Effective for annual periods beginning on or after 1 January 2016
- ⁴ No mandatory effective date yet determined but is available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.3 已頒佈但尚未生效的香港財務 報告準則 (續)

香港(國際財務報告詮釋 委員會)–詮釋第21號	徵費 ¹
年度改進項目(二零一零年 至二零一二年週期)	於二零一四年一月頒佈 對多項香港財務報告 準則的修訂本 ²
年度改進項目(二零一一年 至二零一三年週期)	於二零一四年一月頒佈 對多項香港財務報告 準則的修訂本 ²

- ¹ 於二零一四年一月一日或之後開始的年度期間生效
- ² 於二零一四年七月一日或之後開始的年度期間生效
- ³ 於二零一六年一月一日或之後開始的年度期間生效
- ⁴ 尚未訂出強制生效日期但可供採納

本集團現正就該等新訂及經修訂香港財務報告準則於首次應用時的影響進行評估，但尚未能肯定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況產生重大影響。

2.4 重大會計政策概要

附屬公司

附屬公司指本公司直接或間接控制的實體(包括結構性實體)。當本集團因參與被投資方的業務而可或有權獲得可變回報，並有能力透過對被投資方行使的權力(即賦予本集團目前支配被投資方相關活動的能力的現有權利)影響該等回報時，則視為擁有控制權。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Subsidiaries (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

Fair value measurement

The Group measures its investment property at fair value for the disclosure in the note to the financial statements at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 重大會計政策概要 (續)

附屬公司 (續)

當本公司直接或間接擁有少於被投資方過半數投票權或類似權利時，本集團於評估其是否對被投資方擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權持有人的合約安排；
- (b) 根據其他合約安排享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司業績按已收及應收股息為限計入本公司的損益表。本公司於附屬公司的投資按成本減去任何減值虧損入賬。

公平價值計量

本集團於各報告期末按公平價值計量其投資物業以在財務報表附註作出披露。公平價值為於計量日期市場參與者間進行的有序交易中，就出售資產所收取或轉讓負債支付的價格。公平價值計量乃基於出售資產或轉讓負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平價值乃基於市場參與者為資產或負債定價時所採用的假設計量，並假設市場參與者乃依照其最佳經濟利益行事。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 重大會計政策概要(續)

公平價值計量(續)

非金融資產的公平價值計量需考慮市場參與者透過以最大限度使用該資產達致最佳用途、或透過將資產售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平價值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露的公平價值的所有資產及負債，均根據對公平價值計量整體而言屬重大的最低層輸入數據按下述公平價值層級進行分類：

- 第1級 – 基於已識別資產或負債在活躍市場的報價(未經調整)
- 第2級 – 基於可獲得可直接或間接觀察得到的公平價值計量相關最低層輸入數據的估值方法
- 第3級 – 基於無法觀察得到公平價值計量相關最低層輸入數據的估值方法



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 重大會計政策概要(續)

公平價值計量(續)

就經常於財務報表確認的資產及負債而言，本集團於各報告期末時，根據與整體公平價值計量相關的最低層輸入數據重新評估分類，釐定有否在不同層級間轉移。

非金融資產減值

當有減值跡象存在，或當資產需要進行年度減值測試(存貨及金融資產除外)，則會估計該資產的可收回金額。資產的可收回金額為資產的或產生現金單位的使用價值與其公平價值減出售成本的較高者，並按個別資產釐定，除非資產並不產生現金流入，且很大程度上獨立於其他資產或資產類別，於此情況，可收回金額則按資產所屬的產生現金單位釐定。

減值虧損僅於資產賬面值超逾其可收回數額時確認。在評估使用價值時，估計日後現金流量按可反映目前資金時值的市場估量及資產特有風險的稅前貼現率貼現至其現值。任何減值虧損均於其產生期間(所屬之開支類別與減值資產之功能一致)記入損益表中。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 重大會計政策概要(續)

非金融資產減值(續)

於每個報告期末會評估是否有跡象顯示以往確認的減值虧損不再存在或可能減少。倘有任何該等情況的跡象，便會估計可收回金額。以往確認的資產減值虧損，只會在用以釐定可收回金額的估計有所改變時撥回，但撥回的金額不可超過該項資產倘於以往年度未獲確認減值虧損的賬面值(扣除任何折舊)。減值虧損的撥回於其發生期間計入損益表。

關聯方

在下列情況，一方被視為本集團的關聯方：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；

或



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

A party is considered to be related to the Group if:
(continued)

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

2.4 重大會計政策概要 (續)

關聯方 (續)

在下列情況，一方被視為本集團的關聯方：(續)

- (b) 該人士為實體而符合下列任何一項條件，而：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 身為另一實體（或另一實體之母公司、附屬公司、同系附屬公司）之聯營公司或合營企業的一間實體；
 - (iii) 與本集團同為相同第三方的合營企業的實體；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或一家與本集團有關連之實體就僱員的福利而設的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受共同控制；及
 - (vii) 於(a)(i)所識別人士對實體有重大影響或屬該實體（或該實體母公司）主要管理人員的其中一名成員。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Over the shorter of the lease terms and 20%
Furniture and fixtures	20%
Office equipment	20%
Motor vehicles	20%

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備均以成本減累計折舊及任何減值虧損列賬。物業、廠房及設備之成本包括購買價及任何將資產達至用途所需的使用狀況及位置所產生的直接應計成本。

物業、廠房及設備投入運作後產生之支出，如維修保養費，一般於產生期間自損益表列支。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部份須不時更換，則本集團將該等部份確認為具有特定使用年限及隨之折舊之個別資產。

折舊按直線法計算將各個物業、廠房及設備的成本撇銷至其於估計可使用年期的殘值。就此目的之主要年率如下：

租賃物業裝修	租賃期與20%的較短者
傢俬及固定裝置	20%
辦公室設備	20%
汽車	20%



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Investment property

Investment property is an interest in land and building held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is stated at cost, including transaction costs, less accumulated depreciation and any impairment losses, and is depreciated on the straight-line basis to write off the cost of the property over its estimated useful life of 50 years.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

當物業、廠房及設備的各部分有不同的可使用年限，該項目的成本按合理基礎在各部分之中分配，而各部分則各自計算折舊。殘值、可使用年限及折舊方法均至少於各個財政年度末審閱及經調整(如適用)。

物業、廠房及設備(包括任何已初步確認之主要部份)於出售或當預期繼續使用或出售該等項目將不會產生未來經濟利益時解除確認。於解除確認資產的當年的損益表內確認的任何出售或報廢盈虧均為有關資產的銷售所得款項淨額與賬面值之差額。

投資物業

投資物業為持作賺取租金收入及/或作資本增值(並非用於生產或供應貨品或服務或用作行政用途)或於日常業務中作為銷售用途的土地及樓宇的權益；該物業按包括交易成本的成本減累計折舊及任何減值虧損列賬，並以直線法按該物業的估計可使用年期五十年計算折舊以撇銷其成本。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment property (continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

2.4 重大會計政策概要(續)

投資物業(續)

投資物業於出售時，或於永久不再使用及預期出售該投資物業將不會帶來未來經濟利益時解除確認。報廢或出售投資物業的任何盈虧於報廢或出售之年度在損益表內確認。

無形資產

個別收購的無形資產是按初始確認成本而計量。無形資產的可使用年期乃評估為有限或無限。具有無限可使用年期的無形資產應個別或按現金產生單位水平每年進行減值測試。該等無形資產並無進行攤銷。具有無限可使用年期的無形資產會就使用年期每年進行審閱，以釐定是否該無限年期的評估持續是否仍然適合。如不適合，使用年期評估將由無限年期改為有限年期，並按預期基準入賬。

營運租賃

絕大部分資產擁有權回報及風險歸於出租人的租賃按營運租賃入賬。如本集團為出租人，本集團根據營運租賃的資產計入非流動資產，而根據營運租賃的應收租金會按直線法於租賃期內記入損益表。如本集團為承租人，根據營運租賃的應付租金(扣除從出租人處收到的任何獎勵)會按直線法於租賃期內在損益表列支。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases 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.

Subsequent measurement

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation and the loss arising from impairment are recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融資產

初始確認及計量

金融資產於初始確認乃分類為貸款及應收款項。當金融資產於初始確認時，彼等按公平價值另加收購金融資產應計的交易成本計量，惟經損益按公平價值列賬之金融資產除外。

所有循正常方式的購買及銷售金融資產均於交易日期(即本集團承諾購買或出售資產的日期)確認。循正常方式的購買或銷售為須按監管或市場慣例一般設定的期內交付資產的金融資產買賣。

其後計量

貸款及應收款項指附帶固定或可釐定付款金額且並無於活躍市場報價的非衍生金融資產。於初步計量後，這些資產其後以實際利率法按攤銷成本減任何減值備抵後計量。攤銷成本計及任何收購折價或溢價，且包括為實際利率的組成部分的費用或成本。實際利率攤銷及減值所產生的虧損在損益表確認。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.4 重大會計政策概要(續)

終止確認金融資產

在下列情況，金融資產(或(如適用)部分金融資產或同類金融資產的一部分)將從根本上終止確認(即從本集團的合併財務狀況表中移除)：

- 收取資產所得現金流量的權利屆滿；或
- 本集團已轉讓收取資產所得現金流量的權利，或須根據「轉付」安排向第三方全數支付所得現金流量且不可出現重大延誤；及(a)本集團已轉讓資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，但轉讓資產的控制權。

倘本集團轉讓收取資產所得現金流量的權利或已訂立一項轉付安排，其將評估其是否保留該項資產之擁有權的風險及回報以及保留之程度。當其並無轉讓亦無保留資產的絕大部分風險及回報，亦無轉讓資產控制權，本集團將以本集團持續參與程度為限繼續確認所轉讓資產。在此情況，本集團亦確認一項相關負債。所轉讓的資產及相關負債的計量基準，須反映本集團所保留的權利和義務。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 重大會計政策概要(續)

金融資產減值

本集團於各報告期末評估是否有客觀證據表明一項金融資產或一類金融資產出現減值。倘首次確認資產後發生的一宗或多宗事件對該項或該組財務資產的估計未來現金流量造成影響，則存在減值。減值證據可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

以攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，評估是否個別地出現減值。倘本集團釐定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估減值。經個別評估減值的資產，其減值虧損會予以確認或繼續確認入賬，而不會納入共同減值評估之內。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery, and all collateral has been realised and transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

2.4 重大會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬的金融資產(續)

已識別之任何減值虧損之金額乃按資產的賬面值與估算未來的現金流量(不包括尚未產生的未來信貸損失)的現值之間差額計算。估算未來的現金流量的現值以該金融資產原來的實際利率(即首次確認時計算的實際利率)折現。

有關資產的賬面值通過備抵賬目作出抵減，而虧損在損益表確認。利息收入在削減的賬面值中持續產生，並採用計算減值虧損時用以折現未來現金流量之利率累算。如預期貸款及應收款項實際上無法收回而所有抵押品已變現及轉移至本集團，則連同任何相關準備一併撇銷。

以後期間，若估計減值虧損金額因確認減值後發生的事件而增加或減少，則透過調整備抵賬增加或減少先前確認的減值虧損。若撇銷其後收回，則該項收回計入損益表。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始確認時分類為貸款及借貸。

所有金融負債按公平價值及(倘屬於貸款及借貸)扣除直接應佔交易成本初始確認。

其後計量

金融負債之其後計量乃取決於其分類，詳情如下：

貸款及借貸

於首次確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，但若折現的影響並不重大，於此情況，則按成本列賬。損益會於負債終止確認時透過實際利率攤銷程序於損益表確認。

攤銷成本經計及任何購買折扣或溢價及組成實際利率整體部份的費用或成本計算得出。實際利率攤銷計入損益表中的融資成本內。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

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

When 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 a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融負債(續)

財務擔保合約

本集團發出的財務擔保合約乃因特定債務人無法按債務工具的條款支付到期款項，而須向合約持有人支付款項以彌補其因此招致的損失之合約。財務擔保合約初始乃按公平價值並就與發出擔保直接相關的交易成本進行調整後，確認為負債。於初始確認後，本集團按以下兩者中之較高者計量財務擔保合約：(i)於報告期末繳付現有負債所需開支之最佳估計金額；及(ii)初始確認之金額減(倘適用)累計攤銷。

終止確認金融負債

金融負債於負債責任解除、取消或屆滿時終止確認。

倘現有金融負債由同一借款人按截然不同的條款所提供的另一項負債取代，或對現有負債條款作出大幅修改，則該取代或修改將視為終止確認原有負債，並確認新負債，而相關賬面值的差額在損益表確認入賬。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Cash and cash equivalents

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

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

2.4 重大會計政策概要(續)

抵銷金融工具

金融資產與金融負債抵銷，而有關淨額當有現可強制執行的法律權力以抵銷已確認金額且有意按淨額基準結算或同意變現資產及結清負債時在財務狀況表呈報。

存貨

存貨按成本及可變現淨值之較低者列值。成本按先入先出的基礎釐定。可變現淨值乃基於估計出售價格減任何估計出售將會產生的成本計算。

現金及現金等值物

就合併現金流量表而言，現金及現金等值物包括手頭現金、活期存款，以及可隨時兌換為已知數額的現金（價值變動風險很低、且到期日較短、一般為於購入當日起計三個月內到期的短期高度流動性投資）減去須應要求償還並構成本集團的現金管理的組成部分的銀行透支。

就財務狀況表而言，現金及現金等值物包括手頭現金及銀行存款（包括定期存款，且其用途不受限制的定期存款）。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要(續)

撥備

因過往事項而產生的現時責任(法定或推定)以及大有可能導致日後需要付出資源以履行有關責任,並可合理估計責任的金額時,便確認撥備。

當貼現的影響屬重大時,已確認的撥備數額為於報告期末就履行責任所需的預計未來費用的現值,因時間流逝所產生的貼現現值增加數額乃計入損益表的融資成本。

所得稅

所得稅包括即期及遞延稅項。與於損益表以外確認項目相關的所得稅在其他全面收入或直接於權益確認。

本期及過往期間的即期稅項資產及負債,乃按預期可自稅務機關收回或須支付予稅務機關的金額,根據於報告期末已實施或大致實施的稅率(及稅法),以及考慮本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項乃使用負債方法就於報告期末的資產及負債稅基與其就財務報告用途的賬面值之間的所有暫時性差異作出撥備。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at that time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at that time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 重大會計政策概要(續)

所得稅(續)

所有應課稅暫時性差異均確認為遞延稅項負債，惟以下情況除外：

- 如果遞延稅項負債是由初步確認商譽或並非業務合併之交易中之資產或負債產生，及於進行交易時對會計利潤與應課稅利潤或虧損均無影響；及
- 就涉及於附屬公司之投資之應課稅暫時性差異而言，如果可以控制撥回暫時性差異之時間，且暫時性差異可能不會在可見將來撥回。

對於所有可抵扣暫時性差異、結轉未動用稅務抵免及任何未動用稅務虧損，遞延稅項資產只有在日後有可能出現可利用該等可抵扣暫時差額、結轉未動用稅務抵免及未動用稅務虧損予以抵扣之應課稅利潤之情況下，方會確認，但以下情況除外：

- 如果有關可抵扣暫時性差異之遞延稅項資產是由初步確認並非屬業務合併之交易中之資產或負債而產生，及於進行交易時對會計利潤或應課稅利潤或虧損均無影響；及



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.4 重大會計政策概要(續)

所得稅(續)

- 就涉及於附屬公司之投資之可抵扣暫時性差異而言，只有在暫時性差異有可能在可預見將來撥回，且日後有可能出現可利用該等暫時性差異予以抵扣之應課稅利潤時，方會確認遞延稅項資產。

遞延稅項資產之賬面值於各報告期末檢討，並扣減至不再可能有足夠應課稅利潤以扣減所有或部份將予動用之遞延稅項資產為止。未確認遞延稅項資產於各報告期末重估，並於可能有足夠應課稅利潤以扣減所有或部份將予收回之遞延稅項資產時予以確認。

遞延稅項資產及負債是根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率(及稅法)乃基於報告期末正式實施或實質採用的稅率(及稅法)釐定。

遞延稅項資產可與遞延稅項負債互相抵銷，惟必須存在容許將即期稅項資產抵銷即期稅項負債的可合法執行權利，且遞延稅項與同一課稅實體及同一稅務當局有關，方可實行。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms; and
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 重大會計政策概要(續)

收益確認

當經濟利益大有可能將流入本集團以及當收益能夠可靠地計算時，便會按以下基準確認收益：

- (a) 來自銷售貨物，當絕大部分擁有權風險及回報已轉讓予買家，並假設本集團並無維持涉及通常與擁有權相關的管理，或對已出售的貨物沒有有效的控制；
- (b) 租金收入，於租賃期內按時間比例基準計算；及
- (c) 利息收入，以應計基準使用實際利息法按金融工具的預期可使用年限或較短期間(如適用)將估計未來現金收入準確貼現至金融資產的賬面淨值的利率計算。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Pension schemes and other retirement benefits

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

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

2.4 重大會計政策概要(續)

僱員福利

有薪假期結轉

本集團根據僱員合約，按曆年基準向僱員提供有薪年假福利。在若干情況，有關僱員在報告期末尚餘之有薪假期可結轉下一個年度。於報告期末就此等僱員在年內應計及結轉之有薪假期之預期未來累計成本已列賬。

退休金計劃及其他退休福利

本集團就合資格參與強積金計劃之香港僱員根據強制性公積金計劃條例經營界定供款強制性公積金退休福利計劃(「強制性公積金計劃」)。供款乃基於僱員的基本薪金百分比及當應付時遵照強制性公積金計劃規則在損益表列支。強制性公積金計劃於該等供款資產於本集團其他資產分開處理，並由一個獨立管理的基金持有。本集團的僱主供款於向強制性公積金計劃支付時全數歸屬予僱員所有。

本集團在中國大陸的附屬公司員工須參予一個地方市政府運作的中央退休金計劃。該等附屬公司需按薪金費用之百分比支付予此中央計劃。據此中央退休金計劃條例所應付之供款已列入損益表中。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 20 February 2009 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial option pricing model, further details of which are given in note 27 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 重大會計政策概要(續)

以股份付款

本公司設有購股權計劃以獎勵及酬謝對本集團營運之成就作出貢獻的合資格參與者。本集團僱員(包括董事)以股份付款方式收取酬金，據此，僱員收取股本工具作為彼等提供服務的代價(「以權益結算之交易」)。

於二零零九年二月二十日後所授出與僱員進行以權益結算之交易的成本，乃參考有關權益於授出當日的公平價值而計量。公平價值由外聘估值師採用二項式期權定價模式釐定，進一步詳情載於財務報表附註27。

以權益結算之交易的成本連同權益的相應增加於符合表現及／或服務條件的期間內在僱員福利開支中確認。於各報告期末直至歸屬日期間為止就以權益結算之交易所確認的累計費用，反映歸屬期已屆滿的程度及本集團就最終將會歸屬的股本工具數目的最佳估計。就某段期間於損益表扣除或計入之款項，代表於期初及期末之已確認累計費用的變動。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 重大會計政策概要(續)

以股份付款(續)

最終並無歸屬的獎勵並不確認開支，惟不包括歸屬條件為達成特定的市場或非歸屬條件的以權益結算之交易，而該等以權益結算之交易將於達成所有其他表現及／或服務條件時視作歸屬，不論有否達成市場或非歸屬條件。

當修訂以權益結算之獎勵的條款時，若符合獎勵的原訂條款，將會至少確認開支，猶如有關係款並無修訂。此外，若任何修訂增加股份付款的總公平價值，或於修訂當日計量時對僱員有利，則會就有關修訂確認開支。

倘若註銷以權益結算之獎勵，則會視作已於註銷當日歸屬，而任何未就獎勵確認的開支將立即確認。以上所述包括在本集團或僱員控制範圍內的非歸屬條件未有達成的任何獎勵。然而，倘以新獎勵取代所註銷的獎勵，並於授出當日列作替代獎勵，則所註銷及新授出的獎勵將如前段所述視作原有獎勵的修訂。

未行使購股權的攤薄效應乃於計算每股盈利時以額外股份攤薄的形式反映。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. 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. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

借貸成本

收購、建造或生產合資格資產(即需要較長時間準備作擬定用途或銷售的資產)直接應計的借貸成本均撥充為有關資產成本的一部分。當資產大致可作其擬定用途或銷售時,該等借貸成本不再撥充資本。特定借貸用作合資格資產前作為的暫時投資所賺取的投資收入從已資本化的借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括利息及實體因借入資金而產生的其他成本。

外幣

本財務報表以本公司的功能及呈報貨幣港元呈列。本集團各實體負責釐定各自的功能貨幣,而各實體財務報表所載的項目則使用該功能貨幣計算。本集團實體所錄得的外幣交易初始使用交易日期通行的相關功能貨幣滙率入賬。以外幣結算的貨幣資產及負債均以報告期末的功能貨幣滙率換算。因結算或換算貨幣項目產生之差額於損益表確認。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

外幣(續)

按歷史成本計量的非貨幣項目使用首次交易日期的匯率換算。按公平價值計量的外幣非貨幣項目使用計量公平價值當日的匯率換算。換算按公平價值計量的非貨幣項目產生之收益或虧損按與確認項目公平價值變動之收益或虧損一致之方式處理(即公平價值收益或虧損於其他全面收入或損益中確認之項目的匯兌差額亦分別於其他全面收入或損益中確認)。

若干境外附屬公司的功能貨幣並非港元。於報告期末，該等實體的資產與負債均按報告期末通行的匯率換算為本公司的呈報貨幣，而該等實體的損益表則按年內加權平均匯率換算為港元，因而產生的匯兌差額於其他全面收入確認以及在外匯波動儲備累計。於出售境外實體時，與該境外業務有關之其他全面收入部份在損益表內確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2.4 重大會計政策概要(續)

外幣(續)

就合併現金流量表而言，境外附屬公司的現金流量按現金流量日期的滙率換算為港元。境外附屬公司於整個年度產生的經常性現金流量按該年度的加權平均滙率換算為港元。

3. 重大會計判斷及估計

於編製本集團財務報表時，管理層需要對影響收益、費用、資產與負債的報告金額以及隨附的披露作出判斷、估計及假設，並須披露或然負債。有關該等假設及估計的不明朗因素可能導致日後需要對受影響的資產或負債的賬面值進行重大調整。

判斷

應用本集團的會計政策時，管理層已作出以下對財務報表確認的金額產生最重要影響的判斷(惟涉及估計的判斷除外)：



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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Impairment of assets

The Group has to exercise judgement in determining whether an asset is impaired or the event previously causing the asset impairment no longer exists, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

Withholding taxes arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividend. The Group considered that if the profits will not be distributed in the foreseeable future, then no withholding taxes should be provided.

3. 重大會計判斷及估計(續)

判斷(續)

資產減值

本集團於釐定資產是否出現減值或過去導致資產減值的事件是否不再存在時需要行使判斷，尤其於評估以下各項時：(1)是否已發生可能影響資產價值的事件或該等影響資產價值的事件不再存在；(2)按持續使用資產或終止確認所估計的未來現金流量的現值淨額能否支持資產的賬面值；及(3)在編製現金流量預測時使用適合的主要假設，包括該等現金流量預測是否按適合的貼現率貼現。倘改變管理層就釐定減值水平所選用的假設，包括現金流量預測所採用的貼現率或增長率，可能對減值測試所使用的現值淨額造成重大影響。

分派股息產生的預扣稅

本集團根據相關稅務機關的規定計提從附屬公司分配股息所產生的預扣稅，是否計提取決於股息支付的時間。本集團認為，倘若有關利潤不會於可見將來分派，則不應計提預扣稅撥備。



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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Provision for inventories

Provision for inventories is made based on the current market conditions, historical experience of selling merchandise of similar nature and estimated net realisable value of inventories. The assessment of the provision amount requires management's estimates and judgements. Where the actual outcome or expectation in the future is different from the original estimate, such differences will impact the carrying value of inventories and the provision amount in the period in which such estimate has been changed. As at 31 March 2014, the carrying amount of inventories was HK\$796,264,000 (2013: HK\$1,226,588,000).

3. 重大會計判斷及估計(續)

估計不確定因素

於報告期末就未來及其他主要估計不確定因素所作的主要假設，存在可能導致對資產及負債於下一個財政年度的賬面值作出重大調整的重大風險，詳情如下。

存貨撥備

存貨撥備是根據目前市況、銷售類似性質商品的經驗，以及存貨之估計可變現淨值而作出。評估撥備金額需要管理層作出估計及判斷。當未來實際結果有別於原本的估計，有關差額將於該等估計出現變動的期間影響存貨的賬面值及撥備金額。於二零一四年三月三十一日，存貨之賬面值為796,264,000港元(二零一三年：1,226,588,000港元)。



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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Useful lives and residual values of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation will be made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed, at each financial year end date based on changes in circumstances. As at 31 March 2014, the carrying amount of property, plant and equipment was HK\$23,982,000 (2013: HK\$28,423,000).

3. 重大會計判斷及估計(續)

估計不確定因素(續)

物業、廠房及設備的可使用年期及殘值

於釐定物業、廠房及設備項目的可使用年期及殘值時，本集團需要考慮各種因素，如因生產的變動或改進，或因對資產所提供產品或服務的市場需求而產生的技術或商業過時；預期的資產使用、預期的實質損耗及損毀、資產的維修保養及使用資產的法律或其他類似限制。估計資產的使用年期時，是基於本集團以類似方式使用類似資產的經驗。倘物業、機器及設備項目的估計使用年期及／或殘值有別於以往的估計，便會作出額外折舊。使用年期及殘值均於各財政年度年結日按照情況的轉變核查。於二零一四年三月三十一日，物業、廠房及設備之賬面值為23,982,000港元(二零一三年：28,423,000港元)。



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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment allowance of trade receivables, bills receivable and other receivables

The Group's management determines the impairment allowance of trade receivables, bills receivable and other receivables in accordance with the accounting policy stated in note 2.4. Such impairment allowance is established if there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The Group's estimation of impairment allowance of trade receivables, bills receivable and other receivables reflects its best estimate of amounts that are potentially uncollectible. This determination requires significant judgement. The Group's customers mainly are distributors of liquor products, and they vary in size and types of products to be distributed. In making the judgement on the impairment allowance, the Group evaluates, among certain economic factors specific to each debtor and other factors, the historical and current year payment pattern and creditworthiness of each debtor, the default rates of current and prior years, aging of receivable balances, and the latest communication with individual debtors. To the extent the financial condition of any debtor deteriorates which results in an inability to make payments on time, or the debtors significantly exceed their credit term and ask for payment extension, or if the Group incurs more bad debt than their original estimates, additional impairment allowance may be required. This assessment is based on the specific facts and circumstances of each customer. Management reassesses the impairment allowance at the end of each of the reporting periods to ensure the current impairment allowance is still appropriate. As at 31 March 2014, the carrying amounts of trade receivables, bills receivable and other receivables were HK\$32,057,000 (2013: HK\$426,056,000), HK\$18,157,000 (2013: HK\$96,221,000) and HK\$32,538,000 (2013: HK\$66,258,000), respectively.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

應收貿易款項、應收票據及其他應收款項之減值撥備

本集團管理層根據附註2.4所載之會計政策，釐定有關應收貿易款項、應收票據及其他應收款項之減值撥備。倘有客觀跡象顯示本集團不能根據應收款項原有條款收回所有到期金額，則確定有關減值撥備。本集團關於應收貿易款項、應收票據及其他應收款項減值虧損的撥備金額估計反映其對於可能無法收回金額的最佳估計。這一決定的形成需要重大判斷。本集團的客戶主要是酒類產品的經銷商，這些經銷商的規模和經營的產品種類各不相同。在評估計提減值撥備的過程中，本集團評估(其中包括)各借款人特有的若干經濟因素及其他因素、各借款人的過去及本年度還款模式和信譽、本年度和過去年度的違約比率、應收款項結餘的賬齡和最近與個別借款人溝通的情況。當任何借款人的財務狀況惡化導致其未能按時還款，或借款人的應付款項嚴重超過信貸期並要求延長付款期，或本集團實際錄得的壞賬超過初始估計，本集團將需要計提額外的減值撥備。上述評估是建立在每一名客戶的具體事實和情況。管理層於報告期末重新評估有關減值撥備以確保當時計提之減值撥備仍屬恰當。於二零一四年三月三十一日，應收貿易款項、應收票據及其他應收款項之賬面值分別為32,057,000港元(二零一三年：426,056,000港元)、18,157,000港元(二零一三年：96,221,000港元)及32,538,000港元(二零一三年：66,258,000港元)。



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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimate uncertainty (continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

非金融資產減值

於各報告期末，本集團均會對所有非金融資產是否出現任何減值跡象作出評估。當出現賬面值不可被收回的跡象時，會對非金融資產進行減值測試。當資產或現金產生單位的賬面值超出其可收回金額(為其公平價值減出售成本與其使用價值兩者之間的較高者)時，即出現減值。公平價值減出售成本乃根據類似資產於公平且具約束力的銷售交易中獲得的數據或可觀察市場價格減出售資產的增量成本計算。當計算使用價值時，管理層必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算該等現金流量的現值。

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財務報表附註



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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and services and has three reportable operating segments as follows:

- (i) the distribution of Wuliangye liquor series, National Cellar 1573 baijiu with 43% alcohol content, Kweichow Moutai Chiew products, Fen Wine with 55% alcohol content liquor series, Red Fen Shijia liquor series, Yaxi Classic liquor series and Old Vintage liquor series, wine and foreign liquor series (“Liquors”);
- (ii) the distribution of Chinese cigarettes (“Cigarettes”); and
- (iii) the investment in a residential apartment for its rental income potential (“Property investment”).

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment result, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group’s loss before tax except that interest income, other gains and finance costs are excluded from such measurement.

4. 經營分部資料

就管理而言，本集團基於其產品及服務組成業務單位，並擁有以下三個可報告經營分部：

- (i) 經銷五糧液酒系列、國窖1573系列43度酒、貴州茅台酒產品、汾酒55度系列、紅汾世家系列、鴨溪典藏系列、老酒系列、葡萄酒及洋酒系列（「酒」）；
- (ii) 經銷中國香煙（「香煙」）；及
- (iii) 投資住宅樓宇以賺取潛在的租金收入（「物業投資」）。

管理層監察本集團各個經營分部之業績以作出有關資源分配和評估分部表現的決定。分部表現是根據可報告分部業績（即計量經調整的除稅前虧損）而評估。經調整的除稅前虧損的計算方式與本集團除稅前虧損的計算方式貫徹一致，惟利息收入、其他收益及融資成本不包括在計算當中。



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 March 2014

4. 經營分部資料 (續)

二零一四年三月三十一日止年度

		Liquors 酒 HK\$' 000 千港元	Cigarettes 香煙 HK\$' 000 千港元	Property investment 物業投資 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Segment revenue:	分部收益：				
Sales to external customers	銷售至外部客戶	470,121	19,012	–	489,133
Other revenue	其他收益	–	–	46	46
Total	合計	470,121	19,012	46	489,179
Segment results	分部業績	(750,730)	(1,602)	(270)	(752,602)
<i>Reconciliation:</i>	<i>對賬：</i>				
Interest income	利息收入				5,115
Other gains	其他收益				257
Finance costs	融資成本				(40,374)
Loss before tax	除稅前虧損				(787,604)
Other segment information:	其他分部資料：				
Depreciation	折舊	9,523	184	209	9,916
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	553	–	–	553
Impairment allowance of trade receivables	應收貿易款項之減值撥備	437,411	–	–	437,411
Impairment allowance of bills receivable	應收票據之減值撥備	7,161	–	–	7,161
Write-back of impairment allowance of trade receivables	撥回應收貿易款項之減值撥備	(250,748)	–	–	(250,748)
Impairment allowance of prepayments and other receivables	預付款項及其他應收款項之減值撥備	53,720	–	–	53,720
Write-back of impairment allowance of prepayments and other receivables	撥回預付款項及其他應收款項之減值撥備	(13,503)	–	–	(13,503)
Provision for inventories in respect of write-down to net realisable value	有關撇減至可變現淨值之存貨撥備	174,535	–	–	174,535
Capital expenditure*	資本支出*	5,551	48	–	5,599

* Capital expenditure consists of additions to items of property, plant and equipment.

* 資本支出包括物業、廠房及設備項目之添置。

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財務報表附註



31 March 2014 二零一四年三月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 March 2013

4. 經營分部資料(續)

二零一三年三月三十一日止年度

		Liquors	Cigarettes	Property	Total
		酒	香煙	物業投資	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Segment revenue:	分部收益：				
Sales to external customers	銷售至外部客戶	355,574	34,615	–	390,189
Other revenue	其他收益	–	–	43	43
Total	合計	355,574	34,615	43	390,232
Segment results	分部業績	(1,093,402)	(17,540)	(216)	(1,111,158)
<i>Reconciliation:</i>	<i>對賬：</i>				
Interest income	利息收入				2,327
Other gains	其他收益				1,684
Finance costs	融資成本				(26,391)
Loss before tax	除稅前虧損				(1,133,538)
Other segment information:	其他分部資料：				
Depreciation	折舊	7,413	606	210	8,229
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	278	–	–	278
Impairment allowance of trade receivables	應收貿易款項之減值撥備	507,585	–	–	507,585
Impairment allowance of bills receivable	應收票據之減值撥備	5,448	–	–	5,448
Write-off of trade receivables	應收貿易款項之撇銷	148,458	–	–	148,458
Impairment allowance of other receivable	其他應收款項之減值撥備	8,134	–	–	8,134
Provision for inventories	存貨撥備	103,293	–	–	103,293
Reversal of impairment of intangible asset	撥回無形資產減值	(900)	–	–	(900)
Capital expenditure*	資本支出*	21,186	2,789	–	23,975

* Capital expenditure consists of additions to items of property, plant and equipment.

* 資本支出包括物業、廠房及設備項目之添置。



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財務報表附註

31 March 2014 二零一四年三月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

		Mainland			Total 合計
		Hong Kong 香港	China 中國大陸	Others 其他	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended 31 March 2014	二零一四年三月三十一日止年度				
Revenue from external customers*	來自外部客戶之收益*	409,339	78,185	1,609	489,133
Non-current assets**	非流動資產**	27,416	11,786	-	39,202
Year ended 31 March 2013	二零一三年三月三十一日止年度				
Revenue from external customers*	來自外部客戶之收益*	163,633	223,268	3,288	390,189
Non-current assets**	非流動資產**	31,525	12,327	-	43,852

* The revenue information is based on the locations of the customers.

** The non-current asset information is based on the locations of the assets and excludes financial instruments.

4. 經營分部資料(續)

地區資料

		Mainland			Total 合計
		Hong Kong 香港	China 中國大陸	Others 其他	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended 31 March 2014	二零一四年三月三十一日止年度				
Revenue from external customers*	來自外部客戶之收益*	409,339	78,185	1,609	489,133
Non-current assets**	非流動資產**	27,416	11,786	-	39,202
Year ended 31 March 2013	二零一三年三月三十一日止年度				
Revenue from external customers*	來自外部客戶之收益*	163,633	223,268	3,288	390,189
Non-current assets**	非流動資產**	31,525	12,327	-	43,852

* 收益的資料是根據客戶所在地而得出。

** 非流動資產的資料是根據資產所在地而得出，當中並不包括金融工具。

Information about major customers

Revenues from two major customers of approximately HK\$224,632,000 and HK\$116,140,000 respectively for the year ended 31 March 2014 were derived from sales by the Liquors segment and the Cigarettes segment, including sales to two entities which are known to be under common control of one major customer.

Revenues from two major customers of approximately HK\$128,000,000 and HK\$78,793,000 respectively for the year ended 31 March 2013 were derived from sales by the Liquors segment.

有關主要客戶的資料

於截至二零一四年三月三十一日止年度，來自兩名主要客戶分別約224,632,000港元及116,140,000港元的收益是來自酒分部及香煙分部的銷售(包括向兩間實體的銷售，而有關實體據悉是由一名主要客戶所共同控制)。

於截至二零一三年三月三十一日止年度，來自兩名主要客戶分別約128,000,000港元及78,793,000港元的收益是來自酒分部的銷售。

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5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of the Group's other income and gains, net is as follows:

5. 收益、其他收入及收益(淨額)

收益(亦為本集團的營業額)指已減去退貨備抵及貿易折扣後的已售貨物發票淨值。

其他收入及收益(淨額)分析如下:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank interest income	銀行利息收入	5,115	2,327
Gross rental income	總租金收入	46	43
Foreign exchange differences, net	外匯差額, 淨值	1,068	993
Others	其他	257	1,684
		6,486	5,047

6. FINANCE COSTS

6. 融資成本

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest on discounted bills	貼現票據之利息	-	4,802
Interest on bank and other loans and trust receipt loans wholly repayable within five years	須於五年內悉數償還之銀行及其他貸款及信託收據貸款之利息	40,374	21,589
		40,374	26,391



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7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

7. 除稅前虧損

本集團的除稅前虧損已扣除/(計入)：

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost of inventories sold**	已售存貨成本**		477,747	254,594
Depreciation:	折舊：			
Property, plant and equipment	物業、廠房及設備	14	9,707	8,019
Investment property	投資物業	15	209	210
			9,916	8,229
Minimum lease payments under operating leases	根據營運租賃的最低租賃付款		65,516	61,630
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損		553	278
Impairment allowance of trade receivables*	應收貿易款項之減值撥備*		437,411	507,585
Impairment allowance of bills receivable*	應收票據之減值撥備*		7,161	5,448
		19	444,572	513,033
Write-back of impairment allowance of trade receivables*	撥回應收貿易款項之減值撥備*	19	(250,748)	-
Write-off of trade receivables*	應收貿易款項之撇銷*		-	148,458
Impairment allowance of prepayments and other receivables*	預付款項及其他應收款項之減值撥備*	20	53,720	8,134
Write-back of impairment allowance of prepayments and other receivables*	撥回預付款項及其他應收款項之減值撥備*	20	(13,503)	-
Provision for inventories in respect of write-down to net realisable value**	有關撇減至可變現淨值之存貨撥備**		174,535	103,293
Reversal of impairment of intangible asset*	撥回無形資產減值*	16	-	(900)
Auditors' remuneration	核數師酬金		2,650	2,250
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利費用 (包括董事酬金 (附註8)):			
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物利益		91,655	126,731
Pension scheme contributions	退休福利計劃供款		5,635	7,305
Equity-settled share option expense	以權益結算之購股權費用		33,051	63,319
			130,341	197,355
Direct operating expenses (including repairs and maintenance) arising on a rental-earning investment property	為賺取租金的投資物業所產生的直接營運費用 (包括修理及維修)		107	50

* Included in "Loss from impairment/write-off, net" on the face of the consolidated statement of profit or loss.

* 計入合併損益表之「減值虧損/撇銷(淨額)」。

** Included in "Cost of sales" on the face of the consolidated statement of profit or loss.

** 計入合併損益表之「銷售成本」。

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7. LOSS BEFORE TAX (continued)

The employee benefit expense (including directors' remuneration) includes housing benefit with aggregate rentals of HK\$7,492,000 (2013: HK\$7,345,000), which is also included in the total amount disclosed separately above.

At 31 March 2014, the Group had no forfeited contributions available to reduce its contribution to the pension schemes in future years (2013: Nil).

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 78 of Schedule 11 to the Hong Kong Companies Ordinance (Cap 622), is as follows:

7. 除稅前虧損(續)

僱員福利費用(包括董事酬金)包括總租金為7,492,000港元(二零一三年: 7,345,000港元)的房屋福利,有關款額亦已計入上文另行披露的總額中。

於二零一四年三月三十一日,本集團並無已沒收供款可用於扣減未來年度之退休福利計劃供款(二零一三年:無)。

8. 董事酬金

根據香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例(第622章)附表11第78條須予披露的年內董事酬金如下:

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	2,390	1,980
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	27,316	47,320
Discretionary bonus	酌情花紅	-	1,679
Pension scheme contributions	退休福利計劃供款	97	108
Equity-settled share option expense	以權益結算之購股權費用	2,250	3,416
		29,663	52,523
		32,053	54,503



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8. DIRECTORS' REMUNERATION (continued)

During the year ended 31 March 2013, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current and prior years is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Hung Sui Kwan	洪瑞坤	360	360
Ma Lishan	馬立山	360	360
Zhang Min (resigned on 1 April 2014)	張民(於二零一四年 四月一日辭任)	360	360
		1,080	1,080

There were no other emoluments payable to the independent non-executive directors during the year (2013: Nil).

8. 董事酬金(續)

於截至二零一三年三月三十一日止年度，若干董事就彼等向本集團提供之服務而根據本公司之購股權計劃獲授購股權，進一步詳情載於財務報表附註27。該等購股權之公平價值(已於歸屬期內在損益表確認)已於授出日期釐定，而於本年度及以往年度計入財務報表之金額已包括在上文之董事酬金披露。

(a) 獨立非執行董事

本年度付予獨立非執行董事的袍金如下：

年內並無應付獨立非執行董事之其他酬金(二零一三年：無)。

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8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金(續)

(b) Executive directors and non-executive directors

(b) 執行董事及非執行董事

		Fees	Salaries, allowances and benefits in kind	Discretionary bonus	Pension scheme contributions	Equity-settled share option expense	Total remuneration
		袍金	薪金、津貼及實物利益	酌情花紅	退休福利計劃供款	以權益結算之購股權費用	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2014	二零一四年						
Executive directors:	執行董事:						
Liang Guoxing (note (i)) ^	梁國興(附註(i)) ^	-	24,474	-	15	-	24,489
Cheung Mei Sze	章美思	-	844	-	15	418	1,277
Joseph Marian Laurence Ozorio	柯進生	-	925	-	1	12	938
Wang Jindong	王晉東	-	1,073	-	66	498	1,637
		-	27,316	-	97	928	28,341
Non-executive directors:	非執行董事:						
Wu Jie Si	武捷思	480	-	-	-	418	898
Chen Sing Hung Johnny	陳陞鴻	420	-	-	-	418	838
Joseph Marian Laurence Ozorio	柯進生	410	-	-	-	486	896
		1,310	-	-	-	1,322	2,632
		1,310	27,316	-	97	2,250	30,973
2013	二零一三年						
Executive directors:	執行董事:						
Liang Guoxing (note (i)) ^	梁國興(附註(i)) ^	-	30,394	-	14	-	30,408
Cheung Mei Sze	章美思	-	1,040	-	14	558	1,612
Joseph Marian Laurence Ozorio	柯進生	-	3,000	-	14	664	3,678
Guan Huanfei (note (ii))	關浣非(附註(ii))	-	11,673	1,679	11	414	13,777
Wang Jindong	王晉東	-	1,213	-	55	664	1,932
		-	47,320	1,679	108	2,300	51,407
Non-executive directors:	非執行董事:						
Wu Jie Si	武捷思	480	-	-	-	558	1,038
Chen Sing Hung Johnny	陳陞鴻	420	-	-	-	558	978
		900	-	-	-	1,116	2,016
		900	47,320	1,679	108	3,416	53,423



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8. DIRECTORS' REMUNERATION (continued)

^ Mr. Liang Guoxing is also the chief executive officer of the Group.

Notes:

- (i) The remuneration of Mr. Liang for the year ended 31 March 2014 included a housing benefit with aggregate rental of HK\$6,394,000 (2013: HK\$6,394,000) incurred by the Group.
- (ii) The remuneration of Mr. Guan Huanfei ("Mr. Guan") for the year ended 31 March 2013 included a housing benefit with aggregate rental of HK\$708,000 incurred by the Group. Mr. Guan resigned as the Company's director and chief executive officer on 31 December 2012.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included a director (2013: three directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2013: two) non-director, highest paid employees are as follows:

8. 董事酬金 (續)

^ 梁國興先生亦為本集團之行政總裁。

附註：

- (i) 梁先生截至二零一四年三月三十一日止年度的酬金包括本集團錄得的房屋津貼，租金合共6,394,000港元（二零一三年：6,394,000港元）。
- (ii) 關浣非先生（「關先生」）截至二零一三年三月三十一日止年度的酬金包括本集團錄得的房屋津貼，租金合共708,000港元。關先生已於二零一二年十二月三十一日辭去本公司董事及行政總裁之職務。

年內並無董事放棄或同意放棄任何酬金的安排。

9. 五位最高薪酬的僱員

年內五位最高薪酬的僱員包括一名（二零一三年：三名）董事，彼等的酬金詳情載於上文附註8。年內餘下四名（二零一三年：兩名）非董事最高薪僱員的酬金詳情如下：

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	9,331	1,512
Pension scheme contributions	退休福利計劃供款	60	29
Equity-settled share option expense	以權益結算之購股權費用	10,956	13,273
		20,347	14,814

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9. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

9. 五位最高薪酬的僱員 (續)

薪酬屬於以下組別的非董事最高薪僱員的人數如下：

		Number of employees 僱員人數	
		2014 二零一四年	2013 二零一三年
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	–
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	1	–
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	1	–
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	1	–
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	–	1
HK\$7,500,001 to HK\$8,000,000	7,500,001港元至8,000,000港元	–	1
		4	2

During the year ended 31 March 2013, share options were granted to the four non-director, highest paid employees in respect of their services to the Group, further details of which are set out in note 27 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current and prior years is included in the above non-director, highest paid employees' remuneration disclosures.

During the year, no emoluments were paid by the Group to any of the highest paid employees who are not a director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office (2013: Nil).

於截至二零一三年三月三十一日止年度，四名非董事最高薪僱員就彼等向本集團提供之服務而獲授購股權，進一步詳情載於財務報表附註27。該等購股權之公平價值（已於歸屬期內在損益表確認）已於授出日期釐定，而於本年度及以往年度計入財務報表之金額已包括在上文之非董事最高薪僱員酬金披露。

年內，本集團並無向並非本公司董事之任何最高薪僱員支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償（二零一三年：無）。



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10. INCOME TAX

No provision for Hong Kong profits tax has been made for the year as the Group did not generate any assessable profits arising in Hong Kong during the year (2013: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

10. 所得稅

由於本集團於年內並無任何源自香港之應課稅利潤(二零一三年：無)，因此並無作出年度香港利得稅撥備。於其他地區的應課稅利潤已按本集團營運所在國家或司法權區的現行稅率計算稅項。

		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Group:	本集團：		
Current – Elsewhere	本期－其他地方		
Charge for the year	年內費用	436	2
Underprovision in prior years	過往年度撥備不足	–	703
Deferred (note 25)	遞延(附註25)	–	(281)
Total tax charge for the year	年內稅項費用總額	436	424

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10. INCOME TAX (continued)

A reconciliation of the tax credit applicable to loss before tax at the applicable statutory rates for the countries or jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

10. 所得稅(續)

按適用於本公司及其大部份附屬公司所在國家或司法權區的適用法定稅率計算的除稅前虧損的稅項抵免與按實際稅率計算的稅項費用的對賬，詳情如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before tax	除稅前虧損	(787,604)	(1,133,538)
Tax at the statutory tax rate	按法定稅率計算的稅項	(129,955)	(187,034)
Difference in tax rates enacted by local authorities	地方當局頒佈的稅率差異	(33,332)	(39,490)
Adjustments in respect of current tax of previous periods	就過往期間的當期稅項 作出的調整	-	703
Income not subject to tax	毋須課稅的收入	-	(161)
Expenses not deductible for tax	不可扣減稅項的費用	63,448	177,500
Tax losses not recognised	未確認的稅務虧損	94,229	49,322
Others	其他	6,046	(416)
Tax charge at the effective rate	按實際稅率計算的稅項費用	436	424



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11. LOSS FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to ordinary equity holders of the Company for the year ended 31 March 2014 includes a loss of HK\$116,176,000 (2013: HK\$319,776,000) which has been dealt with in the financial statements of the Company (note 28(b)).

11. 本公司普通權益持有人應佔年度虧損

截至二零一四年三月三十一日止年度本公司普通權益持有人應佔合併虧損中，包括於本公司財務報表處理的虧損為116,176,000港元（二零一三年：319,776,000港元）（附註28(b)）。

12. DIVIDENDS

12. 股息

		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Dividend paid during the year:	年內支付之股息：		
Final dividend for 2013: Nil	二零一三年之末期股息：無		
(2013: Final dividend for 2012 – HK\$0.05 per ordinary share)	(二零一三年：二零一二年之末期股息－每股普通股0.05港元)	-	59,500
Dividend proposed:	建議之股息：		
Final dividend: Nil (2013: Nil)	末期股息：無		
	(二零一三年：無)	-	-

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13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company of HK\$787,356,000 (2013: HK\$1,133,325,000), and the number of ordinary shares of 1,354,749,997 (2013: the weighted average number of ordinary shares of 1,244,900,682) in issue during the year.

The weighted average number of ordinary shares for the year ended 31 March 2013 for the purpose of calculating basic loss per share amount has been adjusted for the bonus share issue on the basis that one bonus share for every forty existing ordinary shares held by the Company's shareholders which took place on 31 August 2012. Details of the bonus share issue are set out in note 26.

No adjustment has been made to the basic loss per share amount presented for the years ended 31 March 2014 and 31 March 2013 in respect of a dilution as the share options outstanding had no dilutive effect on the basic loss per share amount presented for the years ended 31 March 2014 and 31 March 2013.

13. 本公司普通權益持有人應佔每股虧損

每股基本虧損金額乃按年內本公司普通權益持有人應佔虧損787,356,000港元(二零一三年: 1,133,325,000港元)及年內已發行普通股1,354,749,997股(二零一三年: 普通股加權平均數目1,244,900,682股)計算。

計算每股基本虧損金額之截至二零一三年三月三十一日止年度之普通股加權平均數目已就於二零一二年八月三十一日按本公司股東每持有四十股現有普通股獲發一股紅股之基準進行之發行紅股而作出調整。發行紅股之詳情載於附註26。

並無對就截至二零一四年三月三十一日及二零一三年三月三十一日止年度呈列之每股基本虧損金額作出有關攤薄之調整，原因為未行使之購股權對就截至二零一四年三月三十一日及二零一三年三月三十一日止年度所呈列之每股基本虧損金額並沒有攤薄影響。



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財務報表附註

31 March 2014 二零一四年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Group 本集團				
		Leasehold improvements	Furniture and fixtures	Office equipment	Motor vehicles	Total
		租賃物業裝修	傢俬及 固定裝置	辦公室設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
31 March 2014	二零一四年三月三十一日					
At 31 March 2013 and at 1 April 2013:	於二零一三年三月三十一日及 於二零一三年四月一日：					
Cost	成本	24,937	3,155	7,787	17,389	53,268
Accumulated depreciation	累計折舊	(8,691)	(1,018)	(4,639)	(10,497)	(24,845)
Net carrying amount	賬面淨值	16,246	2,137	3,148	6,892	28,423
At 1 April 2013, net of accumulated depreciation	於二零一三年四月一日， 扣除累計折舊	16,246	2,137	3,148	6,892	28,423
Additions	添置	1,576	406	142	3,475	5,599
Depreciation provided during the year	年內折舊撥備	(5,037)	(679)	(1,323)	(2,668)	(9,707)
Disposal during the year	年內出售	(498)	-	(55)	-	(553)
Exchange realignment	滙兌調整	105	-	35	80	220
At 31 March 2014, net of accumulated depreciation	於二零一四年三月三十一日， 扣除累計折舊	12,392	1,864	1,947	7,779	23,982
At 31 March 2014:	於二零一四年三月三十一日：					
Cost	成本	25,878	3,561	7,399	21,010	57,848
Accumulated depreciation	累計折舊	(13,486)	(1,697)	(5,452)	(13,231)	(33,866)
Net carrying amount	賬面淨值	12,392	1,864	1,947	7,779	23,982

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財務報表附註



31 March 2014 二零一四年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT (continued)

14. 物業、廠房及設備(續)

		Group 本集團				
		Leasehold improvements	Furniture and fixtures	Office equipment	Motor vehicles	Total
		租賃物業裝修	傢俬及 固定裝置	辦公室設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
31 March 2013	二零一三年三月三十一日					
At 1 April 2012:	於二零一二年四月一日:					
Cost	成本	7,741	7,549	5,758	17,203	38,251
Accumulated depreciation	累計折舊	(5,482)	(6,726)	(3,351)	(9,780)	(25,339)
Net carrying amount	賬面淨值	2,259	823	2,407	7,423	12,912
At 1 April 2012, net of accumulated depreciation	於二零一二年四月一日， 扣除累計折舊	2,259	823	2,407	7,423	12,912
Additions	添置	18,355	1,763	2,016	1,841	23,975
Depreciation provided during the year	年內折舊撥備	(3,922)	(433)	(1,281)	(2,383)	(8,019)
Disposal during the year	年內出售	(461)	(16)	(1)	-	(478)
Exchange realignment	滙兌調整	15	-	7	11	33
At 31 March 2013, net of accumulated depreciation	於二零一三年三月三十一日， 扣除累計折舊	16,246	2,137	3,148	6,892	28,423
At 31 March 2013:	於二零一三年三月三十一日:					
Cost	成本	24,937	3,155	7,787	17,389	53,268
Accumulated depreciation	累計折舊	(8,691)	(1,018)	(4,639)	(10,497)	(24,845)
Net carrying amount	賬面淨值	16,246	2,137	3,148	6,892	28,423



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

15. INVESTMENT PROPERTY

15. 投資物業

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Carrying amount at beginning of the year	於年初的賬面值	7,129	7,339
Depreciation provided during the year	年內折舊撥備	(209)	(210)
Carrying amount at end of the year	於年末的賬面值	6,920	7,129
Fair value at 31 March	於三月三十一日的公平價值	17,070	17,500

The Group's investment property is held under a long term lease and situated in Hong Kong.

本集團的投資物業位於香港，並根據長期租賃持有。

The directors of the Company have determined that the Group's investment property is a residential property, based on the nature, characteristics and risks of the property. The Group's investment property was revalued on 31 March 2014 based on the valuation performed by Vigers Appraisal & Consulting Limited, an independent professional qualified valuer, at HK\$17,070,000 (2013: HK\$17,500,000). Each year, the directors of the Company decide to appoint which external valuer to be responsible for the external valuations of the Group's property. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The directors of the Company have discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

本公司董事已根據物業之性質、特點及風險而釐定本集團之投資物業為住宅物業。本集團的投資物業於二零一四年三月三十一日根據獨立專業合資格估值師威格斯資產評估顧問有限公司進行之估值而重估的價值為17,070,000港元(二零一三年：17,500,000港元)。本公司董事決定每年委聘外部估值師負責本集團物業之外部估值。篩選標準包括市場知識、聲譽、獨立性及是否保持專業水平。本公司董事已於估值時每年兩次與估值師討論估值假設及估值結果，以便呈列中期及年度財務報告。

Notes to Financial Statements

財務報表附註



31 March 2014 二零一四年三月三十一日

15. INVESTMENT PROPERTY (continued)

The investment property is leased to a third party under an operating lease, further summary details of which are included in note 32(a) to the financial statements.

At 31 March 2013, the Group's investment property with a carrying value of HK\$7,129,000 was pledged to secure a bank loan granted to the Group (note 24). During the year ended 31 March 2014, the pledge was released when the Group repaid the related bank loan.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment property:

15. 投資物業(續)

該項投資物業已根據營運租賃出租予一名第三方，其進一步詳情概要載於本財務報表附註32(a)。

於二零一三年三月三十一日，本集團賬面值7,129,000港元的投資物業已作為抵押，以獲取授予本集團的一筆銀行貸款(附註24)。於截至二零一四年三月三十一日止年度，該項質押已於本集團償還相關銀行貸款時解除。

公平價值層級

本集團投資物業之公平價值計量層級載於下表：

Fair value measurement as at 31 March 2014 using

運用以下方式得出於二零一四年三月三十一日
之公平價值計量

		Fair value measurement			Total
		Quoted prices in active markets of Level 1	Significant observable inputs of Level 2	Significant unobservable inputs of Level 3	
		(Level 1)	(Level 2)	(Level 3)	Total
		(第一層)	(第二層)	(第三層)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Recurring fair value measurement for:	經常性公平價值計量：				
Residential property	住宅物業	-	-	17,070	17,070



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

15. INVESTMENT PROPERTY (continued)

Fair value hierarchy (continued)

Below is a summary of the valuation technique used and the key inputs to the valuation of the Group's investment property:

15. 投資物業(續)

公平價值層級(續)

下文概述本集團投資物業估值所採用之估值方法及主要參數：

		Valuation technique 估值方法	Significant inputs 重要參數
Residential property	住宅物業	Comparison approach 比較法	Market transaction price per gross floor area 每總樓面面積之 市場交易價格

Notes to Financial Statements

財務報表附註



31 March 2014 二零一四年三月三十一日

16. INTANGIBLE ASSET

16. 無形資產

		Group 本集團 Club membership 會所債券 HK\$'000 千港元
At 1 April 2012:	於二零一二年四月一日：	
Cost	成本	8,300
Accumulated impairment	累計減值	(900)
Net carrying amount	賬面淨值	7,400
Cost at 1 April 2012, net of accumulated impairment	於二零一二年四月一日的成本， 扣除累計減值	7,400
Reversal of impairment during the year	年內撥回減值	900
At 31 March 2013, 1 April 2013 and 31 March 2014	於二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	8,300
At 31 March 2013, 1 April 2013 and 31 March 2014:	於二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日：	
Cost and net carrying amount	成本及賬面淨值	8,300



Notes to Financial Statements

財務報表附註

31 March 2014 二零一四年三月三十一日

17. INVESTMENTS IN SUBSIDIARIES

17. 於附屬公司的投資

		Company	
		本公司	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本值	229,588	229,588
Amounts due from subsidiaries	應收附屬公司款項	646,816	646,762
Amount due to a subsidiary	應付附屬公司款項	(42,262)	(178,456)
		834,142	697,894
Impairment #	減值#	(330,325)	(252,040)
		503,817	445,854

Movements in the provision for impairment are as follows:

減值撥備變動如下：

		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	252,040	–
Provision for impairment recognised	已確認減值撥備	78,285	252,040
At end of the year	於年末	330,325	252,040

As at 31 March 2014, impairment in aggregate of HK\$330,325,000 (2013: HK\$252,040,000) was recognised for the Company's amounts due from subsidiaries with gross carrying amount in aggregate of HK\$646,816,000 (2013: HK\$646,502,000) (before deducting the impairment loss) because the recoverable amounts of these amounts due from subsidiaries were lower than their carrying amounts.

於二零一四年三月三十一日，已就總賬面值合共為646,816,000港元(二零一三年：646,502,000港元)(未扣除減值虧損)之本公司應收附屬公司款項確認合共330,325,000港元(二零一三年：252,040,000港元)之減值，原因為此應收附屬公司款項之可收回金額低於其賬面值。

Notes to Financial Statements

財務報表附註



31 March 2014 二零一四年三月三十一日

17. INVESTMENTS IN SUBSIDIARIES (continued)

Balances with subsidiaries are unsecured, interest-free and not expected to be settled within the next twelve months from the end of the reporting period.

The table below lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of the subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Particulars of the principal subsidiaries are as follows:

17. 於附屬公司的投資(續)

與附屬公司的往來結餘為無抵押、免息及預期不會於報告期末起計的未來十二個月內結清。

下表所列的本公司附屬公司是董事認為主要影響到年度業績或構成本集團資產淨值的重要部份者。董事認為，提供附屬公司的詳情將會令到篇幅過於冗長。

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行普通股/ 已註冊繳足 資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司應佔 股權百分比 直接	Indirect 本公司應佔 股權百分比 間接	
Fast Boom Holdings Limited* 迅榮控股有限公司*	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	-	100	Investment holding 投資控股
Richmind International Limited* 富思國際有限公司*	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	100	-	Investment holding 投資控股



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財務報表附註

31 March 2014 二零一四年三月三十一日

17. INVESTMENTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows:
(continued)

17. 於附屬公司的投資(續)

主要附屬公司詳情如下:(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行普通股/ 已註冊繳足 資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司應佔 股權百分比 直接	Indirect 間接	
Silver Base Investment Development Limited 銀基投資發展有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Trading of red wine 紅酒貿易
Silver Base International Development Co. Limited 銀基國際發展有限公司	Hong Kong 香港	HK\$2 2港元	-	100	International distribution of liquor and cigarette products 國際經銷煙酒產品
Silver Base Trading and Development (Shenzhen) Co. Limited ("SBTS")* (i) 銀基貿易發展(深圳)有限公司 (「銀基貿易發展(深圳)」)*(i)	PRC/Mainland China 中國/中國內地	US\$62,100,000 62,100,000美元	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷酒產品
Silver Base Wine & Spirit Limited 銀基洋酒有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Distribution of Dimple Scotch Whisky 經銷添寶蘇格蘭威士忌

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財務報表附註



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17. INVESTMENTS IN SUBSIDIARIES (continued)

17. 於附屬公司的投資(續)

Particulars of the principal subsidiaries are as follows:
(continued)

主要附屬公司詳情如下:(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行普通股/ 已註冊繳足 資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司應佔 股權百分比 直接	Indirect 本公司應佔 股權百分比 間接	
Silver Base Wine & Spirit (Shenzhen) Co. Ltd.* (i) 銀基洋酒(深圳)有限公司*(i)	PRC/Mainland China 中國/中國內地	HK\$113,600,000 113,600,000港元	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷酒產品
Shenzhen Silver Base Wine Kingdom Sales Management Co. Ltd.* (ii) 深圳銀基品滙壹號 銷售管理有限公司*(ii)	PRC/Mainland China 中國/中國內地	Renminbi ("RMB") 3,000,000 人民幣3,000,000元	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷酒產品

* The statutory financial statements of these subsidiaries are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

* 該等附屬公司之法定財務報表並非由香港安永會計師事務所或安永國際網絡其他成員公司審核。

Notes:

附註:

- (i) Registered as wholly-foreign-owned enterprises under PRC law.
- (ii) Registered as a private company with limited liability under PRC law.

- (i) 根據中國法律註冊的外商獨資企業。
- (ii) 根據中國法律註冊的一間私人有限公司。



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財務報表附註

31 March 2014 二零一四年三月三十一日

17. INVESTMENTS IN SUBSIDIARIES (continued)

During the year ended 31 March 2012, the Group formed 17 limited liability partnerships established in the PRC (the "Partnerships") with certain of its employees (the "Employees") via a trust arrangement. On 1 November 2011, the Company, SBTS and Mr. Liang Guosheng, a brother of Mr. Liang, an executive director and a substantial shareholder of the Company, and also the director of two subsidiaries of the Company, entered into a trust agreement (the "Trust Agreement") regarding the investments in the Partnerships. Pursuant to the Trust Agreement, Mr. Liang Guosheng held the 2% contributions and all of his rights to and interests in each of the Partnerships as a trustee of the Group, and solely followed the instruction of the Company to exercise all powers and authorities as the sole general and executive partner of each of the Partnerships.

The principal terms of each of the 17 partnership agreements (the "Partnership Agreements") entered into amongst Mr. Liang Guosheng and the Employees are:

- (1) Each of the Partnerships is contributed by Mr. Liang Guosheng as to 2% and the Employees as to 98%;
- (2) Mr. Liang Guosheng would act as the sole general and executive partner of the Partnerships, while the Employees would act as the limited partners thereof;

17. 於附屬公司的投資(續)

於截至二零一二年三月三十一日止年度，本集團透過信託安排與其若干僱員（「該等僱員」）於中國成立17間有限責任合伙企業（「合伙企業」）。於二零一一年十一月一日，本公司、銀基貿易發展（深圳）及梁國勝先生（彼為本公司執行董事兼主要股東梁先生的胞弟，並且擔任本公司兩間附屬公司的董事）就投資於合伙企業而訂立信託協議（「信託協議」）。根據信託協議，梁國勝先生以本集團受託人的身份持有對各合伙企業的2%出資以及彼於各合伙企業的所有權利及權益，而梁國勝先生只會依照本公司的指示以各合伙企業的唯一普通及執行合伙人的身份行使所有權力及授權。

由（其中包括）梁國勝先生與該等僱員所訂立的各17份合伙企業協議（「合伙企業協議」）的主要條款為：

- (1) 各合伙企業的出資比例為梁國勝先生佔2%而該等僱員佔98%；
- (2) 梁國勝先生將擔任合伙企業的唯一普通及執行合伙人，該等僱員則擔任合伙企業的有限合伙人；



31 March 2014 二零一四年三月三十一日

17. INVESTMENTS IN SUBSIDIARIES (continued)

The principal terms of each of the 17 partnership agreements (the "Partnership Agreements") entered into amongst Mr. Liang Guosheng and the Employees are: (continued)

- (3) As the sole general and executive partner of each of the Partnerships, the decision-making power and financial and operating policies of each of the Partnerships are controlled by Mr. Liang Guosheng, who has the sole and absolute control over the management and operation of the Partnerships; and
- (4) The residual assets and liabilities of each of the Partnerships are entitled by the Employees in proportion to their contributions in each of the Partnerships, and are limited to the amount of their investment contributions. The remaining residual assets and liabilities of each of the Partnerships are entitled by Mr. Liang Guosheng.

As a result of the effects of the Trust Agreement and the Partnership Agreements, the Partnerships are accounted for as subsidiaries of the Company for accounting purposes. The Company's directors confirmed that, based on the advice from the Company's PRC legal adviser, the Trust Agreement and the Partnership Agreements are legally valid and enforceable under PRC law.

17. 於附屬公司的投資(續)

由(其中包括)梁國勝先生與該等僱員所訂立的各17份合伙企業協議(「合伙企業協議」)的主要條款為:(續)

- (3) 作為各合伙企業的唯一普通及執行合夥人,各合伙企業的決策權以及財務及經營政策由梁國勝先生控制,而梁國勝先生將擁有管理及經營合伙企業的唯一及絕對控制權;及
- (4) 各合伙企業的剩餘資產及負債由該等僱員按各自於各合伙企業的出資而享有,並以彼等的投資出資額為限。各合伙企業的餘下剩餘資產及負債由梁國勝先生享有。

由於信託協議及合伙企業協議的影響,就會計目的而言,合伙企業以本公司附屬公司的方式入賬。本公司董事確認,根據本公司中國法律顧問之意見,信託協議及合伙企業協議為合法有效以及可根據中國法律執行。



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18. INVENTORIES

18. 存貨

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Merchandise	貨品	796,145	1,226,440
Packaging materials	包裝材料	119	148
		796,264	1,226,588

19. TRADE AND BILLS RECEIVABLES

19. 應收貿易款項及應收票據

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables	應收貿易款項	611,881	968,673
Impairment allowance	減值撥備	(579,824)	(542,617)
		32,057	426,056
Bills receivable	應收票據	30,766	101,669
Impairment allowance	減值撥備	(12,609)	(5,448)
		18,157	96,221
		50,214	522,277

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19. TRADE AND BILLS RECEIVABLES (continued)

The Group normally allows a credit period of not more than 3 months to its customers except for certain identified major customers where longer credit terms may be granted upon approval by the management. The credit terms of bills receivable are generally 2 to 6 months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Over 61% (2013: 81%) of the trade and bills receivables balance represented receivables from five customers. The Group does not hold any collateral or other credit enhancement over its trade and bills receivables balances. Trade and bills receivables are non-interest-bearing.

An aged analysis of the trade and bills receivables at the end of the reporting period, based on the invoice date and net of provision, is as follows:

19. 應收貿易款項及應收票據 (續)

本集團一般向客戶提供不多於三個月的信貸期，惟經管理層批准後，若干已識別的主要客戶可獲授較長的信貸期。應收票據之信貸期一般為二至六個月。本集團致力對未償還的應收款項保持嚴格控制。高級管理層會定期審閱過期結餘。應收貿易款項及應收票據中，超過61% (二零一三年：81%) 的結餘是應收五名客戶的款項。本集團對其應收貿易款項及應收票據結餘並未持有任何抵押品或其他信貸改善措施。應收貿易款項及應收票據不帶利息。

於報告期末的應收貿易款項及應收票據按發票日期及扣除撥備的賬齡分析如下：

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Within 2 months	兩個月內	22,517	93,029
2 to 6 months	二至六個月	3,048	8,233
6 months to 1 year	六個月至一年	-	30,199
Over 1 year	一年以上	24,649	390,816
		50,214	522,277



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19. TRADE AND BILLS RECEIVABLES (continued)

Included in the above trade and bills receivables as at 31 March 2014, amounts totalling HK\$20,805,000 (2013: HK\$94,967,000) were discounted to banks in exchange for cash and included as "Bank advance for discounted bills" on the face of the consolidated statement of financial position.

The movements in impairment allowance of trade and bills receivables are as follows:

19. 應收貿易款項及應收票據 (續)

上列於二零一四年三月三十一日之應收貿易款項及應收票據中，合共20,805,000港元（二零一三年：94,967,000港元）已向銀行貼現以換取現金，並於合併財務狀況表中列入「銀行貼現票據墊款」。

應收貿易款項及應收票據的減值撥備變動如下：

		Group 本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	548,065	35,032
Impairment allowance recognised (note 7)	已確認減值撥備 (附註7)	444,572	513,033
Impairment losses reversed (note 7)*	已撥回減值虧損 (附註7)*	(250,748)	-
Written off as uncollectible	因無法收回而撇銷	(149,456)	-
At end of the year	於年末	592,433	548,065

* In January and March 2014, the Group has bought back inventories from certain distributors and the purchase consideration of HK\$193 million was offset with the Group's trade receivables due from these distributors which were previously impaired. Besides, in 2014 and up to the date of approval of these financial statements, settlements of HK\$58 million were received by the Group from a few distributors for the previously impaired trade receivables of the same amount. As such, the related impairment allowance on these trade receivables of approximately HK\$251 million in aggregate was reversed during the year ended 31 March 2014.

* 於二零一四年一月及三月，本集團向若干經銷商回購存貨，購貨代價為193百萬港元及以本集團應收此等經銷商款項抵銷，而此款項先前已作了減值。此外，於二零一四年及直至本財務報表獲批准當日，本集團已收到數名經銷商就結清先前已減值之相同金額之應收貿易款項58百萬港元。因此，此等應收貿易款項之相關減值撥備合共約251百萬港元已於截至二零一四年三月三十一日止年度內撥回。

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19. TRADE AND BILLS RECEIVABLES (continued)

Included in the above impairment allowance of trade and bills receivables is a provision for impaired trade and bills receivables in aggregate of HK\$592,433,000 (2013: HK\$548,065,000) with a carrying amount before provision in aggregate of HK\$615,635,000 (2013: HK\$938,544,000). The impairment allowance was recognised based on the Group's best estimate of amounts that are potentially uncollectible. This determination requires significant judgement. In making such judgement, the Group evaluates, among certain economic factors specific to each customer and other factors, the historical and current year payment pattern and creditworthiness of each customer, the default rates of current and prior years, aging of receivables balances, and the latest communication with individual customers. The Group has launched a series of plans to communicate with individual customers and manage the credit risk of the customers. Management will closely monitor and continue to pursue collection of those receivables.

19. 應收貿易款項及應收票據 (續)

上列應收貿易款項及應收票據的減值撥備中，包括就減值應收貿易款項及應收票據（其未作撥備的賬面值合共為615,635,000港元（二零一三年：938,544,000港元））作出合共592,433,000港元（二零一三年：548,065,000港元）的撥備。減值撥備是根據本集團對於可能無法收回金額的最佳估計而確認。這一決定的形成需要重大判斷。在作出有關判斷的過程中，本集團評估每一個客戶的具體經濟因素及其他因素，其中包括：各客戶的過去及本年度還款模式和信譽、本年度及過去年度的違約比率、應收款項結餘的賬齡和最近與個別客戶溝通的情況。本集團已實行一系列與個別客戶溝通及管理客戶信貸風險的計劃。管理層將緊密關注並跟進該等應收款項的回收。



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財務報表附註

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19. TRADE AND BILLS RECEIVABLES (continued)

The aged analysis of the trade and bills receivables that are not individually nor collectively considered to be impaired is as follows:

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Neither past due nor impaired	未過期及未減值	18,157	103,647
Less than 2 months past due	已過期少於兩個月	-	-
Over 2 months past due	已過期超過兩個月	8,855	28,151
		27,012	131,798

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances and the balances are still considered recoverable.

19. 應收貿易款項及應收票據 (續)

並未視為已個別或集體減值的應收貿易款項及應收票據的賬齡分析如下：

未過期及未減值的應收款項與一些無近期拖欠記錄的大量客戶有關。

已過期但並未減值的應收款項與一些於本集團有良好往績記錄的獨立客戶有關。根據過往的經驗，本公司董事認為毋須就有關結餘作出減值撥備，以及仍然認為可收回該等結餘。

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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收款項

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deposits paid to suppliers	向供應商支付之按金	343,813	452,797	-	-
Prepayments	預付款項	13,705	7,712	-	-
Other deposits and receivables	其他按金及應收款項	36,905	74,392	5	10
Impairment allowance of prepayments and other receivables	預付款項及其他應收款項之減值撥備	(27,112)	(8,134)	-	-
		367,311	526,767	5	10
Portion classified as non-current deposits	分類為非即期按金之部份	(7,107)	(7,901)	-	-
Current portion	即期部份	360,204	518,866	5	10

The movements in impairment allowance of prepayments and other receivables are as follows:

預付款項及其他應收款項的減值撥備變動如下：

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
At beginning of the year	於年初	8,134	-
Impairment allowance recognised (note 7)	已確認減值撥備 (附註7)	53,720	8,134
Impairment losses reversed (note 7)	已撥回減值虧損 (附註7)	(13,503)	-
Written off as uncollectible	因無法收回而撇銷	(21,239)	-
At end of the year	於年末	27,112	8,134



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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Included in the above impairment allowance of prepayments and other receivables is a provision for impaired prepayments and other receivables of HK\$27,112,000 (2013: HK\$8,134,000) with a carrying amount before provision of HK\$27,112,000 (2013: HK\$30,385,000). The impairment allowance was recognised based on the Group's best estimate of amounts that are potentially uncollectible.

Except for the aforementioned prepayments and other receivables, none of the remaining balance is either past due or impaired. The financial assets included in the above not impaired balances relate to receivables for which there was no recent history of default.

Included in the Group's "Other deposits and receivables" is a rental deposit of HK\$1,066,000 (2013: HK\$1,066,000), placed with Silver Base (Holdings) Limited ("SBH"), a company controlled by Mr. Liang, an executive director and a substantial shareholder of the Company (note 34(d)). The balance is unsecured, interest-free and is repayable at the end of the lease terms.

20. 預付款項、按金及其他應收款項(續)

上列預付款項及其他應收款項的減值撥備中，包括就減值預付款項及其他應收款項（其未作撥備的賬面值為27,112,000港元（二零一三年：30,385,000港元））作出27,112,000港元（二零一三年：8,134,000港元）的撥備。減值撥備是根據本集團對可能無法收回金額的最佳估計而確認。

除上述預付款項及其他應收款項外，餘下結餘概無逾期或減值。以上並無減值結餘所包括的金融資產與近期並無拖欠記錄的應收款項有關。

本集團之「其他按金及應收款項」包括存放於銀基（集團）有限公司（「銀基（集團）」，一家由本公司執行董事兼主要股東梁先生控制的公司）的租賃按金1,066,000港元（二零一三年：1,066,000港元）（附註34(d)）。該結餘為無抵押、免息以及須於租約期限屆滿時償還。

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21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

21. 現金及現金等值物以及已抵押存款

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	91,166	569,499	171	141,331
Less: Pledged deposits for a bank loan	減：就銀行貸款而抵押之存款	(8,826)	(97,199)	-	-
Less: Pledged deposits for trust receipt loans	減：就信託收據貸款而抵押之存款	-	(154,943)	-	-
Cash and cash equivalents	現金及現金等值物	82,340	317,357	171	141,331

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$24,195,000 (2013: approximately HK\$388,328,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣列值的現金及銀行結餘約為24,195,000港元（二零一三年：約388,328,000港元）。人民幣不可自由兌換為其他貨幣。然而，根據中國的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權銀行將人民幣兌換為外幣以進行外匯業務。

銀行現金按每日銀行儲蓄利率的浮息基準賺取利息。銀行結餘及已抵押存款是存於並無近期違約記錄而信譽昭著的銀行。



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22. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	一個月內	-	98,588
1 month to 3 months	一至三個月	-	-
Over 3 months	三個月以上	3,675	105,267
		3,675	203,855

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

22. 應付貿易款項

於報告期末按發票日期的應付貿易款項的賬齡分析如下：

應付貿易款項為免息及一般以90日為限結算。

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23. DEPOSITS RECEIVED, OTHER PAYABLES AND ACCRUALS

23. 已收訂金、其他應付款項及應計負債

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Deposits from customers	向客戶收取的按金	72,645	43,069	-	-
Value-added tax payables	應付增值稅	88,801	134,680	-	-
Other payables	其他應付款項	12,295	12,479	-	-
Accruals	應計負債	33,250	17,488	7	84
		206,991	207,716	7	84

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項為免息及平均為期三個月。



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24. INTEREST-BEARING BANK BORROWINGS

24. 計息銀行借貸

Group 本集團	2014 二零一四年			2013 二零一三年		
	Contractual interest rate 合約利率 (%)	Maturity 到期日	HK\$'000 千港元	Contractual interest rate 合約利率 (%)	Maturity 到期日	HK\$'000 千港元
Current 即期						
Trust receipt loans – secured (note (a)) 信託收據貸款—已抵押(附註(a))	-	-	-	LIBOR +2.25% to 8% 倫敦銀行同業 拆息加2.25% 至8%	2013	146,671
Bank loan – secured (note (b)) 銀行貸款—已抵押(附註(b))	LIBOR+3.5% 倫敦銀行同業 拆息加3.5%	2014	7,800	LIBOR +3% 倫敦銀行同業 拆息加3%	2013	94,335
Bank loans – unsecured (note (c)) 銀行貸款—無抵押(附註(c))	110% of PBOC to 120% of PBOC 中國人民銀行 利率之110%至 中國人民銀行 利率之120%	2014	346,748	PBOC to 115% of PBOC 中國人民銀行 利率至 中國人民銀行 利率之115%	2013 to 至2014	581,954
			354,548			822,960



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24. INTEREST-BEARING BANK BORROWINGS (continued)

Notes:

- (a) As at 31 March 2013, the Group's trust receipt loans denominated in United States dollars bore interest at rates ranging from LIBOR + 2.25% to 8% per annum. The Group's trust receipt loans as at 31 March 2013 were secured by the Group's pledged bank deposits of HK\$154,943,000 (note 21), and were supported by a corporate guarantee executed by the Company and guarantees provided by a director and banks in Mainland China.
- (b) The Group's bank loan denominated in United States dollars bore interest at a rate of LIBOR + 3.5% (2013: LIBOR + 3%) per annum and would be repayable in April 2014 (2013: in December 2013). As at 31 March 2014, the Group's bank loan of HK\$7,800,000 was secured by the Group's pledged bank deposit of HK\$8,826,000 (note 21), and was supported by a guarantee provided by a bank in Mainland China. As at 31 March 2013, the Group's bank loan of HK\$94,335,000 was secured by the Group's investment property with a carrying value of HK\$7,129,000 as at 31 March 2013 (note 15) and the Group's pledged bank deposits of HK\$97,199,000 (note 21), and was supported by a corporate guarantee executed by the Company and a guarantee provided by a bank in Mainland China.
- (c) The Group's bank loans denominated in RMB were unsecured, bore interest at rates ranging from 110% of PBOC to 120% of PBOC (2013: ranging from PBOC to 115% of PBOC) per annum and would be repayable between April 2014 and November 2014 (2013: repayable between April 2013 and March 2014). As at 31 March 2014, the Group's bank loans were supported by corporate guarantees executed by the Company, a subsidiary of the Company, a related company of the Group, which is beneficially owned by Mr. Liang, and an independent private company established in the PRC. As at 31 March 2013, the Group's bank loans were supported by corporate guarantees executed by the Company and a subsidiary of the Company.

24. 計息銀行借貸(續)

附註：

- (a) 於二零一三年三月三十一日，本集團以美元列值的信託收據貸款按倫敦銀行同業拆息加2.25%至8%之年利率計息。本集團於二零一三年三月三十一日的信託收據貸款由本集團154,943,000港元的已抵押銀行存款(附註21)作抵押以及本公司所簽立的公司擔保及一名董事及中國大陸的銀行提供的擔保作支持。
- (b) 本集團以美元計值的銀行貸款按倫敦銀行同業拆息加3.5% (二零一三年：倫敦銀行同業拆息加3%) 之年利率計息以及須於二零一四年四月(二零一三年：於二零一三年十二月)償還。於二零一四年三月三十一日，本集團7,800,000港元的銀行貸款由本集團8,826,000港元的已抵押銀行存款(附註21)作抵押以及中國大陸的銀行提供的擔保作支持。於二零一三年三月三十一日，本集團94,335,000港元的銀行貸款由本集團於二零一三年三月三十一日賬面值為7,129,000港元的投資物業(附註15)及本集團97,199,000港元的已抵押銀行存款(附註21)作抵押以及由本公司所簽立的公司擔保及中國大陸的銀行提供的擔保作支持。
- (c) 本集團以人民幣計值的銀行貸款為無抵押、按中國人民銀行利率之110%至中國人民銀行利率之120%(二零一三年：中國人民銀行利率至中國人民銀行利率之115%)之年利率計息以及須於二零一四年四月至二零一四年十一月償還(二零一三年：須於二零一三年四月至二零一四年三月償還)。於二零一四年三月三十一日，本集團的銀行貸款由本公司、本公司一間附屬公司、本集團一間關聯公司(其由梁先生實益擁有)以及一間於中國成立的獨立私營公司所簽立的公司擔保作支持。於二零一三年三月三十一日，本集團的銀行貸款由本公司及本公司一間附屬公司所簽立的公司擔保作支持。



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25. DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

25. 遞延稅項

遞延稅項負債於年內之變動如下：

		Group 本集團		
		Depreciation allowance in excess of related depreciation 折舊免稅額 超過相關折舊	Losses available for offsetting against future taxable profits 可用作抵銷未來 應課稅利潤之虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日	281	-	281
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	年內於損益表扣除/(計入)之遞延稅項(附註10)	135	(416)	(281)
At 31 March 2013 and 1 April 2013	於二零一三年三月三十一日及二零一三年四月一日	416	(416)	-
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	年內於損益表扣除/(計入)之遞延稅項(附註10)	(378)	378	-
At 31 March 2014	於二零一四年三月三十一日	38	(38)	-



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25. DEFERRED TAX (continued)

The Group has estimated tax losses arising in Hong Kong of HK\$204,852,000 (2013: HK\$90,671,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Mainland China of HK\$461,978,000 (2013: HK\$154,904,000) that will expire in one to five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of tax losses arising in Hong Kong of approximately HK\$204,622,000 (2013: approximately HK\$88,152,000) and Mainland China of approximately HK\$461,978,000 (2013: approximately HK\$154,904,000) have not been recognised as they have arisen in certain subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

25. 遞延稅項(續)

本集團在香港產生之估計稅項虧損204,852,000港元(二零一三年: 90,671,000港元)可無限期用作抵銷產生虧損之公司之未來應課稅利潤。本集團亦有在中國內地產生之估計稅項虧損461,978,000港元(二零一三年: 154,904,000港元)將於一至五年內到期,該等稅項虧損在到期前可用作抵免產生有關虧損之公司的未來應課稅利潤。由於該等虧損乃來自呈虧已有一段時間之若干附屬公司,且不認為有可能將應課稅利潤用於抵銷稅項虧損,故並未就在香港產生之稅項虧損約204,622,000港元(二零一三年: 約88,152,000港元)及在中國大陸產生之稅項虧損約461,978,000港元(二零一三年: 約154,904,000港元)確認遞延稅項資產。

根據中國企業所得稅法,於中國內地成立之外資企業向境外投資者宣佈之股息須徵收10%之預扣稅。是項規定自二零零八年一月一日起生效,適用於二零零七年十二月三十一日以後產生之盈利。倘中國內地與有關境外投資者所屬司法權區之間訂有稅務協定,則或可按較低預扣稅率繳稅。就本集團而言,適用稅率為5%或10%。因此,本集團須就於中國內地成立之附屬公司於二零零八年一月一以後產生之盈利所分派之股息繳納預扣稅。



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25. DEFERRED TAX (continued)

At 31 March 2014, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future after their assessment based on the factors which included the dividend policy and the level of capital and working capital required for the Group's operation. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China totalled approximately HK\$380,745,000 (2013: HK\$518,611,000) at 31 March 2014, for which the related deferred tax liabilities of approximately HK\$38,074,000 (2013: HK\$51,861,000) have not been recognised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

25. 遞延稅項 (續)

於二零一四年三月三十一日，並無就本集團於中國內地成立之附屬公司須繳納預扣稅之未匯出盈利之應課預扣稅確認遞延稅項。董事根據包括股息政策以及本集團營運所需的資金及營運資金水平等因素而進行評估後，認為上述附屬公司在可預見未來不太可能分派有關盈利。於二零一四年三月三十一日，有關於中國內地附屬公司之投資之暫時性差異總額合共約為380,745,000港元(二零一三年：518,611,000港元)，當中約38,074,000港元(二零一三年：51,861,000港元)的相關遞延稅項負債是並未確認的。

本公司向其股東派發股息，並無附有任何所得稅之後果。

26. SHARE CAPITAL

26. 股本

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Authorised:	法定：		
100,000,000,000 (2013: 100,000,000,000)	100,000,000,000股 (二零一三年：100,000,000,000股)		
ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	10,000,000	10,000,000
Issued and fully paid:	已發行及繳足：		
1,354,749,997 (2013: 1,354,749,997)	1,354,749,997股 (二零一三年：1,354,749,997股)		
ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	135,475	135,475

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26. SHARE CAPITAL (continued)

A summary of the movements in the Company's issued share capital is as follows:

26. 股本(續)

本公司已發行股本的變動概要如下：

			Number of shares in issue 已發行 股份數目	Issued capital 已發行 股本	Share premium account 股份 溢價賬	Total 總計
	Notes 附註			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2012		於二零一二年四月一日	1,190,000,000	119,000	237,878	356,878
Issue of bonus shares	(a)	發行紅股	29,749,997	2,975	(2,975)	-
Placement of new shares	(b)	配售新股份	135,000,000	13,500	317,250	330,750
			164,749,997	16,475	314,275	330,750
Share issue expenses		股份發行費用	-	-	(7,505)	(7,505)
Final 2012 dividend		二零一二年末期股息	-	-	(59,500)	(59,500)
At 31 March 2013, 1 April 2013 and 31 March 2014		於二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	1,354,749,997	135,475	485,148	620,623



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26. SHARE CAPITAL (continued)

Notes:

(a) On 26 June 2012, the board of directors of the Company proposed to make to the shareholders of the Company whose names appear on the register of members of the Company on the record date of 27 August 2012 (the "Record Date") on the basis of one bonus share for every forty existing ordinary shares held by the Company's shareholders (the "Bonus Issue") by capitalising the share premium of the Company. The Bonus Issue was approved by the Company's shareholders on 20 August 2012. Based on a total of 1,190,000,000 shares in issue and on the basis of one bonus share for every forty existing ordinary shares held by the Company's shareholders on the Record Date, 29,749,997 bonus shares were issued by the Company on 31 August 2012.

(b) On 19 January 2013, Yinji Investments Limited ("Yinji"), a shareholder of the Company, entered into a placing and subscription agreement with the Company and a placing agent, pursuant to which Yinji has agreed to place 135,000,000 existing shares of the Company of HK\$0.1 each through the placing agent to certain independent third parties and Yinji has agreed to subscribe for 135,000,000 new shares of the Company of HK\$0.1 each, at the subscription price of HK\$2.45 per share.

On 23 January 2013, 135,000,000 shares of HK\$0.1 each were issued for cash at a subscription price of HK\$2.45 per share pursuant to the placing and subscription agreement dated 19 January 2013 for a total cash consideration, before related expenses, of HK\$330,750,000.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 27 to the financial statements.

26. 股本(續)

附註:

(a) 於二零一二年六月二十六日，本公司董事會建議藉著將本公司之股份溢價撥充資本，按本公司股東每持有四十股現有普通股獲發一股紅股之基準，向於二零一二年八月二十七日此記錄日期（「記錄日期」）名列本公司股東名冊之本公司股東發行紅股（「發行紅股」）。發行紅股已於二零一二年八月二十日獲本公司股東批准。根據合共1,190,000,000股已發行股份以及按照本公司股東於記錄日期每持有四十股現有普通股獲發一股紅股之基準，本公司於二零一二年八月三十一日發行29,749,997股紅股。

(b) 於二零一三年一月十九日，Yinji Investments Limited（「Yinji」，為本公司股東）與本公司及配售代理訂立配售及認購協議，據此，Yinji同意透過配售代理向若干獨立第三方配售135,000,000股每股面值0.1港元之本公司現有股份，而Yinji亦同意按認購價每股2.45港元認購135,000,000股每股面值0.1港元之本公司新股份。

於二零一三年一月二十三日，135,000,000股每股面值0.1港元之股份已根據二零一三年一月十九日之配售及認購協議按每股2.45港元之認購價發行以收取現金，涉及之總現金代價（未計相關費用）為330,750,000港元。

購股權

本公司之購股權計劃及根據該計劃發行之購股權的詳情載於財務報表附註27。



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27. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including executive directors, non-executive directors, independent non-executive directors, a substantial shareholder of the Company and other employees of the Group. The Scheme became effective on 20 February 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

27. 購股權計劃

本公司設有購股權計劃(「該計劃」)以獎勵及酬謝對本集團營運之成就作出貢獻的合資格參與者。該計劃的合資格參與者包括本公司董事(包括執行董事、非執行董事、獨立非執行董事)、本公司主要股東及本集團其他僱員。該計劃於二零零九年二月二十日起生效,除非因其他原因被註銷或修訂,否則該計劃自該日起計十年內有效。

根據該計劃,現時獲准授出的未行使購股權於獲行使時最多相等於本公司不時已發行股份的10%。該計劃的每名合資格參與者在任何十二個月期間內因購股權可獲發行的股份,不得超過本公司於任何時間的已發行股份的1%。若進一步授出超過此限額的購股權,須於股東大會上獲股東批准。

凡向本公司董事、最高行政人員或主要股東或彼等的任何聯繫人士授予購股權,必須事先獲得獨立非執行董事的批准。此外,倘於任何十二個月期間內向本公司的主要股東或獨立非執行董事或彼等的任何聯繫人士授予的購股權,涉及本公司於任何時間的已發行股份超過0.1%及按本公司股份於授出當日的價格計算的總值超逾5百萬港元,則須於股東大會上事先獲股東批准。



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27. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 5 business days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the nominal value of the Company's shares; (ii) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (iii) the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

27. 購股權計劃(續)

授出購股權的要約可於提出該要約當日起五個營業日內予以接納，而承授人須支付總額1港元作為象徵式代價。授出的購股權的行使期由董事釐定，並於若干歸屬期過後開始至授出購股權日期後不超過十年或至該計劃的到期日(以較早者為準)結束。

購股權的行使價由董事釐定，惟不可低於(i)本公司股份的面值；(ii)本公司股份於購股權的要約日期在聯交所的收市價；及(iii)本公司股份於緊接要約日期前五個營業日在聯交所的平均收市價(以最高者為準)。

購股權並不賦予其持有人獲派股息或於股東大會上投票的權利。

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27. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year:

27. 購股權計劃(續)

年內，根據該計劃尚未行使的購股權如下：

		2014 二零一四年		2013 二零一三年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價	購股權 數目	加權平均 行使價	購股權 數目
		HK\$ per share	'000 千股	HK\$ per share	'000 千股
At beginning of the year	於年初	3.102	116,379	–	–
Granted during the year	年內授出	–	–	3.180	113,540
Adjusted during the year	年內調整	–	–	(0.017)	2,839
Lapsed during the year	年內失效	3.102	(40,795)	–	–
At end of the year	於年末	3.102	75,584	3.102	116,379

During the year ended 31 March 2013, the number of share options and its exercise price are adjusted from 113,540,000 share options at HK\$3.18 per share to 116,378,500 share options at HK\$3.102 per share, as a result of the Bonus Issue as further explained in note 26(a).

於截至二零一三年三月三十一日止年度，由於附註26(a)所進一步說明之發行紅股，購股權數目及其行使價已由113,540,000股購股權（行使價為每股3.18港元）調整至116,378,500股購股權（行使價為每股3.102港元）。



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27. SHARE OPTION SCHEME (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2014

二零一四年

Number of options 購股權數目	Exercise price 行使價	Exercise period 行使期
'000 千股	HK\$ per share 每股港元	
15,117	3.102	3 Aug 2013 – 2 Aug 2022 二零一三年八月三日至 二零二二年八月二日
22,675	3.102	3 Aug 2014 – 2 Aug 2022 二零一四年八月三日至 二零二二年八月二日
37,792	3.102	3 Aug 2015 – 2 Aug 2022 二零一五年八月三日至 二零二二年八月二日
75,584		

2013

二零一三年

Number of options 購股權數目	Exercise price 行使價	Exercise period 行使期
'000 千股	HK\$ per share 每股港元	
23,276	3.102	3 Aug 2013 – 2 Aug 2022 二零一三年八月三日至 二零二二年八月二日
34,914	3.102	3 Aug 2014 – 2 Aug 2022 二零一四年八月三日至 二零二二年八月二日
58,189	3.102	3 Aug 2015 – 2 Aug 2022 二零一五年八月三日至 二零二二年八月二日
116,379		

27. 購股權計劃(續)

於報告期末尚未行使購股權的行使價及行使期如下：



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27. SHARE OPTION SCHEME (continued)

The fair value of the share options granted during the year ended 31 March 2013 was HK\$186,357,000 (HK\$1.601 each), of which the Group recognised a share option expense of HK\$33,051,000 (2013: HK\$63,319,000) during the year ended 31 March 2014.

The 75,583,500 share options outstanding as at 31 March 2014 under the Scheme, represented approximately 5.6% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 75,583,500 additional ordinary shares of the Company and additional share capital of HK\$7,558,000 and share premium of HK\$226,902,000 (before related issuance expenses).

Subsequent to the end of the reporting period, 1,025,000 share options were lapsed and upon receiving the consent from the relevant grantees of the Company's share options, 49,548,500 share options were cancelled by the Company with the related share option expense of approximately HK\$16.7 million recognised immediately to the Group's profit or loss upon cancellation.

At the date of approval of these financial statements, the Company had 25,010,000 share options outstanding under the Scheme, which represented approximately 1.8% of the Company's shares in issue as at that date.

27. 購股權計劃(續)

於截至二零一三年三月三十一日止年度授出之購股權的公平價值為186,357,000港元(每股1.601港元)，而本集團已於截至二零一四年三月三十一日止年度內確認購股權費用33,051,000港元(二零一三年：63,319,000港元)。

於二零一四年三月三十一日根據該計劃尚未行使的75,583,500股購股權相當於本公司於該日的已發行股份約5.6%。根據本公司目前的股本架構，倘尚未行使的購股權獲悉數行使，將因而發行75,583,500股本公司額外普通股及產生額外股本7,558,000港元以及股份溢價226,902,000港元(未扣除相關發行費用)。

於報告期結束後，1,025,000股購股權已失效，而於取得本公司購股權之相關承授人的同意後，本公司已註銷49,548,500股購股權而相關購股權費用約16.7百萬港元已於註銷後隨即在本集團之損益確認。

於此等財務報表獲批准的日期，本公司根據該計劃有25,010,000股尚未行使的購股權，相當於本公司於該日的已發行股份約1.8%。



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財務報表附註

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28. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

- (i) The Group's capital reserve represents the differences between the nominal value of the shares issued by the Company and the aggregate of the share capital of the subsidiaries acquired upon the group reorganisation prior to the listing of the Company's shares.
- (ii) In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of registered capital after such usages.

28. 儲備

(a) 本集團

本集團本年度及過往年度的儲備金額及其變動情況載於合併權益變動表。

- (i) 本集團的資本儲備指本公司已發行股份面值與於本公司股份上市前的集團重組後所收購的附屬公司的股本總值的差額。
- (ii) 根據中國公司法，本公司於中國註冊的附屬公司必須將10%年度法定除稅後利潤（經抵銷過往年度的任何虧損後）轉撥至法定盈餘公積金。當儲備金結餘達到實體的註冊資本的50%時，本公司可選擇作出任何額外撥付。法定盈餘公積金可用作抵銷過往年度的虧損或增加資本。然而，法定盈餘公積金用作上述用途後，結餘必須保持為不少於註冊資本的25%。

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28. RESERVES (continued)

(b) Company

28. 儲備(續)

(b) 本公司

		Share premium account	Capital reserve	Capital redemption reserve	Share option reserve	Accumulated losses	Total
		股份溢價賬	資本儲備	贖回儲備	購股權 儲備	累計虧損	總額
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2012	於二零一二年四月一日	237,878	229,208	1,000	-	(7,263)	460,823
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面 虧損總額	-	-	-	-	(319,776)	(319,776)
Equity-settled share option arrangements	以權益結算之購股權 安排	27	-	-	63,319	-	63,319
Final 2012 dividend	二零一二年末期股息	12	(59,500)	-	-	-	(59,500)
Issue of shares	發行股份	26	314,275	-	-	-	314,275
Share issue expenses	股份發行費用	26	(7,505)	-	-	-	(7,505)
At 31 March 2013 and at 1 April 2013	於二零一三年三月三十一日 及二零一三年四月一日	485,148	229,208	1,000	63,319	(327,039)	451,636
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面 虧損總額	-	-	-	-	(116,176)	(116,176)
Equity-settled share option arrangements	以權益結算之購股權 安排	27	-	-	33,051	-	33,051
Share options lapsed	購股權失效	-	-	-	(8,672)	8,672	-
At 31 March 2014	於二零一四年三月三十一日	485,148	229,208	1,000	87,698	(434,543)	368,511



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財務報表附註

31 March 2014 二零一四年三月三十一日

28. RESERVES (continued)

(b) Company (continued)

The loss of HK\$116,176,000 (2013: HK\$319,776,000) for the year ended 31 March 2014 included impairment loss on investments in subsidiaries of the Company of HK\$78,285,000 (2013: HK\$252,040,000).

The Company's capital reserve represents the excess of the net book values of the subsidiaries acquired pursuant to the group reorganisation over the nominal value of the Company's shares issued in exchange therefor.

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

- (a) During the year ended 31 March 2014, the Group has bought back inventories from certain distributors at the purchase consideration in aggregate of HK\$209,722,000, including the value-added tax receivable of HK\$49,951,000. The purchase consideration of the inventories bought back by the Group resulted in no cash outflow during the year ended 31 March 2014 as all of this purchase consideration was offset with the Group's trade receivables of HK\$193,025,000 and other receivable of HK\$16,697,000.

28. 儲備(續)

(b) 本公司(續)

截至二零一四年三月三十一日止年度之116,176,000港元(二零一三年: 319,776,000港元)虧損包括於本公司附屬公司之投資的減值虧損78,285,000港元(二零一三年: 252,040,000港元)。

本公司的資本儲備指根據集團重組所收購的附屬公司賬面淨值超出所換取本公司已發行股份面值的部份。

29. 合併現金流量表附註

主要非現金交易

- (a) 於截至二零一四年三月三十一日止年度，本集團向部份經銷商回購存貨，購貨代價合共為209,722,000港元，包括增值稅應收款項49,951,000港元。本集團購回存貨之購貨代價並無引致截至二零一四年三月三十一日止年度內之現金流出，因為全部購貨代價已經與本集團的應收貿易款項193,025,000港元及其他應收款項16,697,000港元所抵銷。



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29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Major non-cash transactions (continued)

- (b) During the year ended 31 March 2013, the Group has bought back inventories from certain distributors at the purchase consideration in aggregate of HK\$281,426,000, including the value-added tax receivable of HK\$62,524,000. The purchase consideration of the inventories bought back by the Group resulted in no cash outflow during the year ended 31 March 2013 as part of this purchase consideration was offset with the Group's trade receivables of HK\$178,656,000 and other receivable of HK\$4,208,000, while the remaining balance of the purchase consideration of HK\$98,562,000 was included in trade payables as at 31 March 2013.
- (c) During the year ended 31 March 2013, bank interest income of HK\$1,709,000 on the Group's pledged deposits was not yet received, and the related interest receivable was included in prepayments, deposits and other receivables as at 31 March 2013. The interest receivable was fully settled during the year ended 31 March 2014.
- (d) During the year ended 31 March 2013, interest expense of HK\$828,000 on the Group's interest-bearing bank borrowings remained unpaid, and the related interest payable was included in deposits received, other payables and accruals as at 31 March 2013. The interest payable was fully settled during the year ended 31 March 2014.

29. 合併現金流量表附註(續)

主要非現金交易(續)

- (b) 於截至二零一三年三月三十一日止年度，本集團向部份經銷商回購存貨，購貨代價合共為281,426,000港元，包括增值稅應收款項62,524,000港元。本集團購回存貨之購貨代價並無引致截至二零一三年三月三十一日止年度內之現金流出，因為部份購貨代價已經與本集團的應收貿易款項178,656,000港元及其他應收款項4,208,000港元所抵銷，而購貨代價的餘額98,562,000港元已計入於二零一三年三月三十一日之應付貿易款項。
- (c) 於截至二零一三年三月三十一日止年度，尚未就本集團之已抵押存款收到1,709,000港元之銀行利息收入，而相關應收利息已計入於二零一三年三月三十一日之預付款項、按金及其他應收款項。應收利息已於截至二零一四年三月三十一日止年度悉數結清。
- (d) 於截至二零一三年三月三十一日止年度，本集團計息銀行借貸之利息開支828,000港元為仍未支付，而相關應付利息已計入於二零一三年三月三十一日之已收訂金、其他應付款項及應計負債。應付利息已於截至二零一四年三月三十一日止年度悉數結清。



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財務報表附註

31 March 2014 二零一四年三月三十一日

30. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

30. 或然負債

於報告期末，並無於財務報表中撥備之或然負債如下：

		Company	
		本公司	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Guarantees given to banks in connection with facilities granted to subsidiaries of the Company	就本公司的附屬公司獲授之融資而向銀行提供擔保	441,315	1,181,811
Guarantee given in lieu of property rental payment of a subsidiary of the Company	提供擔保以代替本公司的附屬公司之物業租金付款	19,856	35,229
		461,171	1,217,040

As at 31 March 2014, the banking facilities in respect of loans granted to certain subsidiaries subject to the guarantee given to banks by the Company were utilised to the extent of approximately HK\$346,748,000 (2013: approximately HK\$729,360,000).

於二零一四年三月三十一日，受到本公司向銀行提供擔保所限制而就貸款授予若干附屬公司之銀行融資中，所動用之金額約為346,748,000港元（二零一三年：約729,360,000港元）。



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31. PLEDGE OF ASSETS

Details of the Group's assets pledged for securing bank borrowings and banking facilities during the year are included in notes 15, 21 and 24 to the financial statements.

32. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment property (note 15 to the financial statements) under an operating lease arrangement, with a lease negotiated for a term of one year. The terms of the lease generally also require the tenant to pay security deposits.

As at 31 March 2014, the Group had total future minimum lease receivables under the non-cancellable operating lease with its tenant falling due within one year of HK\$48,000 (2013: HK\$2,000).

(b) As lessee

The Group leases certain of its office premises, warehouses, retail stores and staff quarters under operating lease arrangements. Leases for properties are negotiated for terms ranging from 3 months to 3 years and 7 months.

31. 資產抵押

本集團於本年度就獲得銀行借貸及銀行融資所抵押資產的詳情載於本財務報表附註15、21及24。

32. 營運租賃安排

(a) 作為出租人

本集團根據營運租賃安排租賃其投資物業(財務報表附註15)，經磋商後租賃期限為一年。租賃期限一般亦要求承租人支付抵押按金。

於二零一四年三月三十一日，本集團根據與其承租人所訂立的不可註銷營運租賃於一年內到期時應收的未來最低租賃款項總額為48,000港元(二零一三年：2,000港元)。

(b) 作為承租人

本集團根據營運租賃安排出租若干辦公室場所、倉庫、零售店及員工宿舍。有關物業之租賃按介乎3個月至3年7個月之租期進行磋商。



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31 March 2014 二零一四年三月三十一日

32. OPERATING LEASE ARRANGEMENTS (continued)

(b) As lessee (continued)

At 31 March 2014, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$' 000	HK\$' 000
		千港元	千港元
Within one year	一年內	39,966	42,674
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	20,959	53,913
		60,925	96,587

The Company had no significant operating lease commitments at the end of the reporting period (2013: Nil).

32. 營運租賃安排 (續)

(b) 作為承租人 (續)

於二零一四年三月三十一日，本集團根據不可註銷營運租賃於到期時應付的未來最低租賃款項總額的詳情如下：

本公司於報告期末並無重大營運租賃承擔(二零一三年：無)。

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財務報表附註



31 March 2014 二零一四年三月三十一日

33. COMMITMENTS

In addition to the operating lease commitments detailed in note 32(b) above, the Group had the following capital commitments and inventory purchase commitments at the end of the reporting period:

Capital commitments 資本承擔		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Contracted, but not provided for Capital contribution payable to a PRC entity	應付予一間中國實體之 已訂約但未撥備出資	2,365	-

Inventory purchase commitments 購買存貨承擔		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	11,928,906	8,077,648
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	13,979,851	19,591,893
Over five years	五年以上	7,810,308	8,922,591
		33,719,065	36,592,132

The Company had no significant commitments at the end of the reporting period (2013: Nil).

本公司於報告期末並無重大承擔(二零一三年：無)。



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財務報表附註

31 March 2014 二零一四年三月三十一日

34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		Notes 附註	Notes 附註
		HK\$' 000 千港元	HK\$' 000 千港元
Mr. Liang:	梁先生:		
Rental expenses	租賃費用	(i) -	1,263
SBH:	銀基(集團):		
Rental expenses	租賃費用	(ii) 6,394	7,985

Notes:

- (i) The Group entered into three tenancy agreements with Mr. Liang for the rental of several office premises at fixed monthly amounts of RMB94,000, RMB57,300 and RMB19,000, respectively, based on mutually agreed terms. In the opinion of the directors of the Company, the rental expenses were determined by reference to the prevailing market rental of comparable premises. During the year ended 31 March 2013, the Group entered into the termination agreements with Mr. Liang to terminate these three tenancy agreements with effect from 1 October 2012. The transactions constitute continuing connected transactions under the Listing Rules.
- (ii) The rental expenses of an office premise and two car parking spaces, and a staff quarter were charged by SBH based on mutually agreed terms at fixed monthly amounts of Nil (2013: HK\$265,000) and HK\$533,000 (2013: HK\$533,000), respectively. In the opinion of the directors, the rental expenses were determined by reference to the prevailing market rental of comparable premises. During the year ended 31 March 2013, the Group entered into the termination agreement with SBH to terminate the tenancy agreement for the office premise and two car parking spaces with effect from 1 October 2012. The transactions constitute continuing connected transactions under the Listing Rules.

34. 關聯方交易

- (a) 除本財務報表其他部分所詳述的交易外，本集團於本年度與關聯方曾進行以下重大交易：

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		Notes 附註	Notes 附註
		HK\$' 000 千港元	HK\$' 000 千港元
Mr. Liang:	梁先生:		
Rental expenses	租賃費用	(i) -	1,263
SBH:	銀基(集團):		
Rental expenses	租賃費用	(ii) 6,394	7,985

附註：

- (i) 本集團與梁先生根據相互同意的條款訂立三份租賃協議，以按每月固定金額分別為人民幣94,000元、人民幣57,300元及人民幣19,000元租賃若干辦公室物業。本公司董事認為，租賃開支乃參考可比較物業的當前市場租金而釐定。於截至二零一三年三月三十一日止年度，本集團與梁先生訂立終止協議以終止上述三份租賃協議，由二零一二年十月一日起生效。有關交易構成上市規則下的持續關連交易。
- (ii) 一間辦公室物業、兩個停車位及一個員工宿舍的租賃費用乃由銀基(集團)根據相互同意的條款，按每月固定金額分別為無(二零一三年：265,000港元)及533,000港元(二零一三年：533,000港元)收取。董事認為，租賃開支乃參考可比較物業的當前市場租金而釐定。於截至二零一三年三月三十一日止年度，本集團與銀基(集團)訂立終止協議以終止辦公室物業及兩個停車位的租賃協議，由二零一二年十月一日起生效。有關交易構成上市規則下的持續關連交易。

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財務報表附註



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34. RELATED PARTY TRANSACTIONS (continued)

(b) Other transactions with related parties:

- (i) Pursuant to the Trust Agreement, Mr. Liang Guosheng, a key management personnel of the Group, a director of certain PRC subsidiaries of the Group and a brother of Mr. Liang, held 2% equity interest in each of the Partnerships on behalf of SBTS as at 31 March 2013 and 2014, further details of which are set out in note 17.
- (ii) As at 31 March 2014, a related company which is beneficially owned by Mr. Liang, has provided a guarantee in favour of a bank for a bank loan granted to the Group of HK\$44,132,000 (2013: Nil) as at 31 March 2014.

As at 31 March 2013, a director of the Company has provided a guarantee in favour of a bank for a bank loan granted to the Group of HK\$53,071,000 as at 31 March 2013.

Details of which are set out in note 24 to the financial statements.

(c) Commitments with a related party:

As disclosed in note 34(a), the Group has rental commitments with SBH of HK\$12,787,000 (2013: HK\$19,181,000), under non-cancellable operating leases falling due within two years (2013: within three years).

34. 關聯方交易 (續)

(b) 與關聯方的其他交易：

- (i) 根據信託協議，於二零一三年及二零一四年三月三十一日，梁國勝先生（彼為本集團的主要管理人員、本集團若干中國附屬公司的董事以及梁先生的胞弟）代表銀基貿易發展（深圳）持有各合夥企業的2%股本權益，進一步詳情載於附註17。
- (ii) 於二零一四年三月三十一日，一間由梁先生實益擁有之關聯公司向一間銀行提供擔保讓本集團獲授於二零一四年三月三十一日為44,132,000港元（二零一三年：無）之銀行貸款。

於二零一三年三月三十一日，本公司董事向一間銀行提供擔保讓本集團獲授於二零一三年三月三十一日為53,071,000港元之銀行貸款。

詳情載於財務報表附註24。

(c) 與關聯方的承擔：

誠如附註34(a)所披露，本集團根據於兩年內（二零一三年：三年內）到期的不可註銷營運租賃而與銀基（集團）有12,787,000港元（二零一三年：19,181,000港元）的租賃承擔。



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34. RELATED PARTY TRANSACTIONS (continued)

(d) Outstanding balances with related parties:

- (i) The amounts due to directors included in the Group's current liabilities are unsecured, interest-free and have no fixed terms of repayment.
- (ii) The amount due to a related party represented a payable to a key management personnel of HK\$160,000. The balance included in the Group's current liabilities is unsecured, interest-free and has no fixed terms of repayment.
- (iii) Details of the Group's rental deposit placed with SBH as at the end of the reporting period are disclosed in note 20 to the financial statements.

(e) Compensation of key management personnel of the Group:

34. 關聯方交易 (續)

(d) 與關聯方尚未償還的結餘：

- (i) 本集團之流動負債包括應付董事款項，該筆款項為無抵押、免息及無固定還款期。
- (ii) 應付關聯方款項代表應付一名主要管理人員之款項160,000港元。本集團之流動負債包括之相關結餘為無抵押、免息及無固定還款期。
- (iii) 本集團於報告期末存於銀基(集團)的租賃按金的詳情於財務報表附註20披露。

(e) 本集團主要管理人員報酬：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries, allowances and benefits in kind	44,392	63,893
Pension scheme contributions	437	438
Equity-settled share option expense	17,470	23,841
	62,299	88,172

The balance includes emoluments of Ms. Luo Li, the spouse of Mr. Liang, of HK\$3,296,000 (2013: HK\$3,668,000). Further details of directors' emoluments are included in note 8 to the financial statements.

有關結餘包括羅俐女士(彼為梁先生的配偶)的薪酬3,296,000港元(二零一三年: 3,668,000港元)。董事酬金的進一步詳情載於財務報表附註8。



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35. FAIR VALUE OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's and the Company's financial instruments approximate to their fair values.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of trade receivables, bills receivable, current portion of deposits and other receivables, cash and cash equivalents, pledged deposits, trade payables, other payables and accruals, amounts due to directors and a related party, and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the non-current portion of deposits and balances with subsidiaries have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities, which are approximate to their carrying amounts.

35. 金融工具之公平價值

於報告期末，本集團及本公司之金融工具的賬面值與其公平價值相若。

金融資產及負債之公平價值以該工具於自願交易方（而非強迫或清盤銷售）當前交易下之可交易金額入賬。下列方法及假設乃用於估計公平價值：

應收貿易款項、應收票據、按金及其他應收款項之即期部份、現金及現金等值物、已抵押存款、應付貿易款項、其他應付款項及應計負債、應付董事及應付關聯方款項，以及計息銀行借貸的公平價值與其賬面值相若，主要是因為這些工具的到期時間較短。

按金及與附屬公司之結餘之非即期部份的公平價值，是運用條款、信貸風險及餘下到期時間相若的工具之目前適用利率將預期未來現金流量貼現而計算，而有關公平價值與其賬面值相若。



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36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

36. 金融工具的類別

各類別金融工具於報告期末的賬面值如下：

		Group 本集團	
		Loans and receivables 貸款及應收款項	
		2014	2013
		二零一四年	二零一三年
		HK\$' 000	HK\$' 000
		千港元	千港元
Trade receivables	應收貿易款項	32,057	426,056
Bills receivable	應收票據	18,157	96,221
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	32,538	66,258
Pledged deposits	已抵押存款	8,826	252,142
Cash and cash equivalents	現金及現金等值物	82,340	317,357
		173,918	1,158,034
		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	
		2014	2013
		二零一四年	二零一三年
		HK\$' 000	HK\$' 000
		千港元	千港元
Trade payables	應付貿易款項	3,675	203,855
Financial liabilities included in deposits received, other payables and accruals	計入已收訂金、其他應付款項及應計負債的金融負債	45,545	29,967
Bank advance for discounted bills	銀行貼現票據墊款	20,805	94,967
Interest-bearing bank borrowings	計息銀行借貸	354,548	822,960
Due to a related party	應付關聯方款項	160	-
Due to directors	應付董事款項	48,827	124,904
		473,560	1,276,653

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36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

36. 金融工具的類別(續)

各類別金融工具於報告期末的賬面值如下：(續)

		Company	
		本公司	
		Loans and receivables	
		貸款及應收款項	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Due from subsidiaries	應收附屬公司款項	316,491	394,722
Deposits and other receivables	按金及其他應收款項	5	10
Cash and cash equivalents	現金及現金等值物	171	141,331
		316,667	536,063
		Financial liabilities	
		at amortised cost	
		按攤銷成本列賬的金融負債	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Accruals	應計負債	7	84
Due to a subsidiary	應付附屬公司款項	42,262	178,456
		42,269	178,540



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37. TRANSFERS OF FINANCIAL ASSETS

At 31 March 2014, the Group discounted certain bills receivable (the "Discounted Bills") with a carrying amount of HK\$20,805,000 (2013: HK\$94,967,000) to banks in Mainland China for cash. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Discounted Bills, and accordingly, it continued to recognise the full carrying amount of the Discounted Bills and the respective bank advance for discounted bills. Subsequent to the discounting, the Group does not retain any rights on the use of the Discounted Bills, including sale, transfer or pledge of the Discounted Bills to any other third parties. The aggregate carrying amount of bank advance for discounted bills recognised due to the Discounted Bills was HK\$20,805,000 (2013: HK\$94,967,000) as at 31 March 2014.

38. LITIGATION

In December 2013, one distributor of the Group (the "Plaintiff") filed a claim to a District People's Court in the PRC (the "PRC Court") against one of the Group's subsidiaries in the PRC in relation to the Group's obligation to buy back certain inventories from the Plaintiff (the "Claim"). The Plaintiff demanded the purchase consideration and related compensation from the Group of RMB20.1 million (equivalent to HK\$25.3 million) in total.

At the date of approval of these financial statements, the proceeding is at an early stage and the court hearing date has not been fixed. With reference to the advice from the Group's legal counsel, the directors of the Company are in the opinion that the Group has grounds to contest the Claim and because the above legal case was in its preliminary stage of legal process, the outcome of the legal case and the amount of penalties required could not be predicted and measured with sufficient reliability at the moment. Accordingly, no provision regarding liabilities arising therefrom had been made by the Group in these financial statements as at 31 March 2014.

37. 金融資產轉移

於二零一四年三月三十一日，本集團向中國內地之銀行貼現若干賬面值為20,805,000港元（二零一三年：94,967,000港元）之應收票據（「貼現票據」）以收取現金。董事認為，本集團保留絕大部份風險及回報（包括有關貼現票據之違約風險），因此其繼續確認貼現票據之全部賬面值及相關的銀行貼現票據墊款。於貼現後，本集團並無保留使用貼現票據之任何權利（包括向任何第三方出售、轉讓或質押貼現票據）。於二零一四年三月三十一日，因為貼現票據而確認之銀行貼現票據墊款之總賬面值為20,805,000港元（二零一三年：94,967,000港元）。

38. 訴訟

於二零一三年十二月，本集團一名經銷商（「原告人」）就本集團向原告人回購若干存貨的責任在中國地區人民法院（「中國法院」）對本集團於中國的其中一間附屬公司提出申索（「該申索」）。原告人要求本集團支付合共人民幣20.1百萬元（相當於25.3百萬港元）的購貨代價及相關賠償。

於本財務報表獲批准當日，該訴訟仍處於初期階段，法院聆訊日期尚未確定。經參考本集團法律顧問的意見，本公司董事認為，本集團有理由對該申索提出爭議，而因為上述法律案件尚在司法程序的初步階段，目前無法預測該法律案件的結果及無法充份可靠地計量所需罰款金額。因此，於二零一四年三月三十一日，本集團並無於本財務報表就上述訴訟產生之負債撥備。



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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, and cash and short term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, bills receivable, deposits and other receivables, trade payables, other payables and accruals, bank advance for discounted bills and amounts due to a related party and directors, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates. The contractual interest rates and terms of repayment of the interest-bearing bank borrowings of the Group are set out in note 24 to these financial statements.

A reasonably possible increase in 50 basis points (2013: 50 basis points) in interest rates would have increased loss before tax of the Group by HK\$1,773,000 (2013: HK\$4,115,000) during the year and there would be no material impact on the Group's equity (excluding retained profits).

39. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行借貸以及現金及短期存款。該等金融工具的主要用途是為本集團的營運籌集資金。本集團有各種其他金融資產及負債，如應收貿易款項、應收票據、按金及其他應收款項，應付貿易賬款、其他應付款項及應計負債、銀行貼現票據墊款以及應付關聯方及董事款項，且均直接由其營運業務產生。

由本集團的金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱及協定有關管理該等風險的政策，詳情概述如下：

利率風險

本集團須承擔的市場利率變動風險主要關於本集團附帶浮動利率的計息銀行借貸。本集團計息銀行借貸的合約利率及償還期限載於財務報表附註24。

利率50個基點(二零一三年：50個基點)的合理可能上升將令本集團年內的除稅前虧損增加1,773,000港元(二零一三年：4,115,000港元)，對本集團的權益(不包括保留利潤)並無重大影響。



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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. For Hong Kong operations, all sales and purchases transactions are settled in Hong Kong dollars or United States dollars. Meanwhile, most of the sales and purchase transactions in the PRC operations are settled in RMB. Accordingly, the transactional currency exposures of the Group are not significant. The Group has not entered into any hedging transaction to reduce the Group's exposure to foreign currency risk in this regard.

A reasonably possible appreciation of 5% (2013: 5%) of the exchange rate of the Hong Kong dollar against RMB would have no significant effect on the loss before tax of the Group during the year (2013: no significant effect on the loss before tax of the Group) and there would be no material impact on the Group's equity.

Credit risk

Credit risk arises mainly from the risk of counterparties defaulting on the terms of their agreements. The carrying amounts of cash and cash equivalents, pledged deposits, trade receivables, bills receivable, and deposits and other receivables represent the Group's maximum exposure to credit risk in relation to financial assets.

The Company is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 30 to the financial statements.

39. 財務風險管理目標及政策 (續)

外幣風險

本集團須承擔交易性貨幣風險。該等風險源自營運單位以其功能貨幣以外的貨幣所進行的銷售或購買。就香港業務而言，所有買賣交易均以港元或美元結算。同時，大部分中國業務的買賣交易均以人民幣結算。因此，本集團所承擔的交易性貨幣風險並不重大。本集團並無進行任何對沖交易以減少本集團在這方面所面對的外幣風險。

港元兌人民幣的匯率可能出現5% (二零一三年：5%) 的合理升值，這將對本集團年內的除稅前虧損並無重大影響 (二零一三年：對本集團的除稅前虧損並無重大影響)，且不會對本集團的權益有重大影響。

信貸風險

信貸風險主要由對方違反協議條款的風險引起。現金及現金等值物、已抵押存款、應收貿易款項、應收票據，以及訂金及其他應收款項的賬面值指本集團對於金融資產所承擔的最大信貸風險。

本公司亦因為提供財務擔保而承擔信貸風險，進一步詳情於財務報表附註30披露。



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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

The Group monitors the exposure to credit risk on an ongoing basis, and credit evaluations are performed on customers requiring credit over a certain amount. In addition, receivable balances are monitored on an ongoing basis and the Group has launched a series of plans to manage the credit risk of customers, further details are set out in note 19 to these financial statements. Provision are made for certain balances past due when management considers the loss from non-performance by these counterparties is likely. The credit risk on balances of cash and bank balances is low as those balances are placed with reputable financial institutions.

At the end of the reporting period, the Group had certain concentration of credit risk as over 61% (2013: 81%) of the Group's trade and bills receivables were due from the Group's five customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 19 to the financial statements.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and trade finance facilities. The Group's financing activities are managed centrally by maintaining an adequate level of cash and cash equivalents to finance the Group's operations. The Group also ensures the availability of bank credit facilities to address any short term funding requirements.

39. 財務風險管理目標及政策 (續)

信貸風險(續)

本集團持續監察所面臨的信貸風險，及對要求超過若干金額信貸的客戶進行信用評估。此外，應收款項結餘均受到持續監察，而本集團已實行一連串計劃以管控客戶之信貸風險，進一步詳情載於財務報表附註19。已就管理層認為可能會因為對方不履約而錄得損失之若干已逾期結餘作出撥備。由於現金及銀行結餘之結餘存置於信譽卓著的金融機構，故該等結餘的信貸風險較低。

於報告期末，由於本集團應收貿易款項及應收票據中超過61%（二零一三年：81%）是應收本集團五名客戶的款項，因此本集團面對一定程度的信貸風險集中情況。

本集團因應收貿易款項及應收票據而面對之信貸風險的進一步量化數據，乃於財務報表附註19中披露。

流動資金風險

本集團的目標是透過使用計息銀行借貸及貿易融資信貸保持資金的持續性及彈性之間的平衡。本集團集中管理融資活動及透過保持足夠水平的現金及現金等物為本集團的營運提供資金。本集團亦確保銀行信貸工具的可供性以應付任何短期資金要求。



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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows:

39. 財務風險管理目標及政策 (續)

流動資金風險(續)

本集團及本公司按合約未貼現付款金額計算的金融負債於報告期末的到期情況如下：

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		Less than	Less than
		1 year	1 year
		一年內	一年內
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	應付貿易款項	3,675	203,855
Financial liabilities included in deposits received, other payables and accruals	計入已收訂金、其他應付款項及應計負債的金融負債	45,545	29,967
Bank advance for discounted bills	銀行貼現票據墊款	20,805	94,967
Interest-bearing bank borrowings	計息銀行借貸	369,360	841,202
Due to a related party	應付關聯方款項	160	-
Due to directors	應付董事款項	48,827	124,904
		488,372	1,294,895

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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows: (continued)

39. 財務風險管理目標及政策 (續)

流動資金風險(續)

本集團及本公司按合約未貼現付款金額計算的金融負債於報告期末的到期情況如下：(續)

		Company	
		本公司	
		2014	2013
		二零一四年	二零一三年
		Less than	Less than
		1 year	1 year
		一年內	一年內
		HK\$'000	HK\$'000
		千港元	千港元
Accruals	應計負債	7	84
Due to a subsidiary	應付附屬公司款項	42,262	178,456
Guarantees given to banks in connection with facilities granted to subsidiaries of the Company	就本公司的附屬公司獲授融資而向銀行提供擔保	346,748	729,360
Guarantee given in lieu of property rental payment of a subsidiary of the Company	提供擔保以代替本公司的附屬公司之物業租金付款	19,856	35,229
		408,873	943,129



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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2014 and 31 March 2013.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, deposits received, other payables and accruals, bank advance for discounted bills and amounts due to a related party and directors less cash and cash equivalents. Total capital represents equity attributable to ordinary equity holders of the Company.

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 June 2014.

39. 財務風險管理目標及政策 (續)

資本管理

本集團的資本管理的首要目標，是保障本集團持續經營的能力及保持健康的資本比率，以支援其業務及將股東價值最大化。

本集團管理其資本結構及因應經濟狀況變動及相關資產的風險特點作出調整。為保持或調整資本架構，本集團可調整向股東派付之股息、向股東返還資本或發行新股份。本集團於截至二零一四年三月三十一日及二零一三年三月三十一日止年度並無對管理資本的目標、政策或過程作出變動。

本集團使用槓桿比率監控資本，即債務淨額除以總資本加債務淨額。債務淨額包括計息銀行借貸、應付貿易款項、已收訂金、其他應付款項及應計負債、銀行貼現票據墊款以及應付關聯方及董事款項的總和，減現金及現金等值物計算。總資本指本公司普通權益持有人應佔的權益。

40. 批准財務報表

財務報表已於二零一四年六月二十七日獲本公司董事會批准並授權刊發。



Silver Base