



**CHINA INVESTMENT  
DEVELOPMENT LIMITED**  
**中國投資開發有限公司**

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(於開曼群島註冊成立並於百慕達續存之有限公司)  
(Stock code 股份代號 : 204)

**ANNUAL REPORT**  
**年報 2014**

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Director:

Mr. Chan Cheong Yee

#### Non-executive Director:

Mr. Chen Yin (*Chairman*)

#### Independent Non-executive Directors:

Mr. Fong Wo, Felix

Mr. Leung Wing Kin

Mr. Leung Chi Kong

### CHIEF EXECUTIVE OFFICER

Mr. Zhang Xuming

### COMPANY SECRETARY

Mr. Liu Jiazhen

### AUTHORISED REPRESENTATIVES

Mr. Chan Cheong Yee

Mr. Liu Jiazhen

### INVESTMENT MANAGER

China Everbright Securities (HK) Limited

### CUSTODIAN

China Everbright Securities (HK) Limited

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

China Citic Bank International Limited

### AUDITOR

BDO Limited

*Certified Public Accountants*

### LEGAL ADVISERS

*Hong Kong Law:*

Michael Li & Co

*Bermuda Law:*

Conyers Dill & Pearman

### 董事會

#### 執行董事：

陳昌義先生

#### 非執行董事：

陳胤先生 (*主席*)

#### 獨立非執行董事：

方和先生

梁榮健先生

梁志剛先生

### 行政總裁

張旭明先生

### 公司秘書

劉嘉臻先生

### 授權代表

陳昌義先生

劉嘉臻先生

### 投資經理

中國光大證券(香港)有限公司

### 託管人

中國光大證券(香港)有限公司

### 主要往來銀行

香港上海滙豐銀行有限公司

中信銀行(國際)有限公司

### 核數師

香港立信德豪會計師事務所有限公司

*執業會計師*

### 法律顧問

*香港法律：*

李智聰律師事務所

*百慕達法律：*

Conyers Dill & Pearman

# CORPORATE INFORMATION

## 公司資料

### PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

MUFG Fund Service (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

(with effect from 30 July 2014)

MUFG Fund Service (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited  
18/F  
Fook Lee Commercial Centre  
Town Place, 33 Lockhart Road  
Wanchai  
Hong Kong

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS

Suites 2706–2707, 27/F.  
Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

### WEBSITE

[www.cidl.com.hk](http://www.cidl.com.hk)

### STOCK CODE

204

### 主要股份過戶登記代理

MUFG Fund Service (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

(由2014年7月30日起生效)

MUFG Fund Service (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### 股份過戶登記分處

聯合證券登記有限公司  
香港  
灣仔  
駱克道33號中央廣場  
福利商業中心  
18樓

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 主要營業地點

香港  
灣仔  
告士打道108號  
大新金融中心  
27樓2706–2707室

### 網址

[www.cidl.com.hk](http://www.cidl.com.hk)

### 股份代號

204

**FINANCIAL HIGHLIGHTS****財務摘要**

For the year ended 31 March 2014 截至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
<b>Proceeds from disposals of financial assets at fair value through profit or loss</b>	出售按公平值計入在損益處理之財務資產之所得款項	<b>96,364</b>	4,482
<b>Revenue</b>	收入	<b>257</b>	764
<b>Loss for the year attributable to owners of the Company</b>	本公司擁有人應佔本年度虧損	<b>(89,215)</b>	(8,972)
		2014 二零一四年	2013 二零一三年
<b>Net asset value per share</b>	每股資產淨值	<b>HK\$0.18 港元</b>	HK\$0.05 港元

# REPORT OF THE DIRECTORS

## 董事報告

The directors present their annual report and the audited consolidated financial statements of China Investment Development Limited (the "Company") and its subsidiaries (together referred to as the "Group") for the year ended 31 March 2014.

### PRINCIPAL ACTIVITIES

The Company and its subsidiaries are engaged in investment holding for medium to long-term capital appreciation purposes, and investment in listed and unlisted securities. There have been no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 37 of the annual report. The directors do not recommend the payment of a dividend for the year.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year are set out in note 15 to the consolidated financial statements.

### SHARE CAPITAL

Details of the authorised and issued share capital of the Company are set out in note 24 to the consolidated financial statements.

### RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 42 and in note 25 to the consolidated financial statements respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2014, in the opinion of the Directors, the Company had no reserves available for distribution to shareholders (2013: HK\$Nil).

董事提呈中國投資開發有限公司(「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之年報及經審核綜合財務報表。

### 主要業務

本公司及其附屬公司之業務乃持有投資以獲得中期至長期資本增值，以及投資上市及非上市證券。年內，本集團之主要業務性質並無重大變動。

### 業績及分派

本集團截至二零一四年三月三十一日止年度之業績載於本年報第37頁之綜合損益及其他全面收益表中。董事不建議就本年度派付股息。

### 物業、廠房及設備

有關物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註15。

### 股本

本公司之法定及已發行股本詳情載於綜合財務報表附註24。

### 儲備

本集團及本公司於本年度之儲備變動詳情分別載於第42頁之綜合權益變動表及綜合財務報表附註25。

### 可分派儲備

於二零一四年三月三十一日，董事認為，本公司並無可分派予股東之儲備(二零一三年：零港元)。

# REPORT OF THE DIRECTORS

## 董事報告

### MAJOR CUSTOMERS AND SUPPLIERS

As the Group is engaged in investment holding for medium to long-term capital appreciation purposes, and investment in listed and unlisted securities, there are no major customers and suppliers during the year.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 128. This summary does not form part of the audited consolidated financial statements.

### DIRECTORS

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

#### Executive Directors:

Mr. Chan Cheong Yee  
Mr. Wong Chak Keung (Resigned on 25 April 2014)

#### Non-executive Directors:

Mr. Lin Song (Retired on 28 August 2013)  
Mr. Chen Yin (Appointed on 10 October 2013)

#### Independent non-executive Directors:

Mr. Fong Wo, Felix  
Mr. Leung Wing Kin  
Mr. Tang Ping Sum (Resigned on 1 February 2014)  
Mr. Leung Chi Kong (Appointed on 1 February 2014)

In accordance with Bye-law 120 of the Company's bye-laws ("Bye-laws") Mr. Chen Yin and Mr. Leung Chi Kong shall retire at the forthcoming annual general meeting ("AGM"), and being eligible, offer themselves for re-election; and in accordance with Bye-law 153, Mr. Chan Cheong Yee will retire at the AGM and, being eligible, offer themselves for re-election thereat.

Each of the non-executive directors' term of office is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Bye-laws.

### 主要客戶及供應商

由於本集團之業務為持有投資以獲得中期至長期資本增值，以及投資於上市及非上市證券，因此於本年度並無主要客戶及供應商。

### 財務概要

本集團於過去五個財政年度之業績以及資產與負債概要載於第128頁。此概要並不構成經審核綜合財務報表其中部分。

### 董事

於本年度內及直至本報告日期之本公司董事如下：

#### 執行董事：

陳昌義先生  
黃澤強先生 (於二零一四年四月二十五日辭任)

#### 非執行董事：

林松先生 (於二零一三年八月二十八日退任)  
陳胤先生 (於二零一三年十月十日獲委任)

#### 獨立非執行董事：

方和先生  
梁榮建先生  
鄧炳森先生 (於二零一四年二月一日辭任)  
梁志剛先生 (於二零一四年二月一日獲委任)

根據本公司之公司細則(「公司細則」)第120條，陳胤先生及梁志剛先生將於應屆股東週年大會(「股東週年大會」)退任，惟彼等合資格並願意於股東週年大會重選連任；而根據公司細則第153條，陳昌義先生將於股東週年大會退任，惟彼等符合資格並願意於會上重選連任。

各非執行董事須根據公司細則於股東週年大會輪值退任並接受重選。

# REPORT OF THE DIRECTORS

## 董事報告

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 31 to 34 of the annual report.

### 董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷載於年報第31至34頁。

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

As at 31 March 2014, the interests and short positions held by the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, the "SFO") as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

### 董事及主要行政人員於股份、相關股份及債權證之權益

於二零一四年三月三十一日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中擁有已記入本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據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10所載上市發行人董事進行證券交易的標準守則（「標準守則」）已另行知會本公司及聯交所之權益及淡倉如下：

### Long position in shares and underlying shares of the Company

### 本公司股份及相關股份之好倉

Name of Directors/ chief executive 董事/ 主要行政人員姓名	Capacity in which interests are held 持有權益之身分	Number of shares/underlying shares held 所持股份／相關股份數目			Approximate percentage of shareholding 佔股權 概約百分比 (Note 1) (附註1)
		Number of shares held 所持股份數目	Number of share options held 所持 購股權數目 (Note 2) (附註2)	Total interests 總權益	
Mr. Chen Yin (Note 3) 陳胤先生(附註3)	Interest of controlled corporation 受控制公司之權益	106,228,000		106,228,000	13.75%
	Beneficial owner 實益擁有人		2,600,000	2,600,000	0.34%



# REPORT OF THE DIRECTORS

## 董事報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### Long position in shares and underlying shares of the Company (continued)

董事及主要行政人員於股份、相關股份及  
債權證之權益(續)

本公司股份及相關股份之好倉(續)

Name of Directors/ chief executive 董事/ 主要行政人員姓名	Capacity in which interests are held 持有權益之身分	Number of shares/underlying shares held 所持股份/相關股份數目		Total interests 總權益	Approximate percentage of shareholding 佔股權 概約百分比 (Note 1) (附註1)
		Number of shares held 所持股份數目	Number of share options held 所持 購股權數目 (Note 2) (附註2)		
Mr. Fong Wo, Felix 方和先生	Beneficial owner 實益擁有人	—	2,000,000	2,000,000	0.26%
Mr. Chan Cheong Yee 陳昌義先生	Beneficial owner 實益擁有人	—	6,000,000	6,000,000	0.78%
Mr. Wong Chak Keung 黃澤強先生	Beneficial owner 實益擁有人	—	6,800,000	6,800,000	0.88%
Mr. Zhang Xuming (Note 4) 張旭明先生(附註4)	Interest of controlled corporation 受控制公司之權益	72,264,000	—	72,264,000	9.36%
	Beneficial owner 實益擁有人	—	6,000,000	6,000,000	0.78%

# REPORT OF THE DIRECTORS

## 董事報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### Long position in shares and underlying shares of the Company (continued)

Notes:

1. The percentage of shareholding is calculated on the basis of the Company's issued share capital of 772,450,760 shares as at 31 March 2014.
2. The relevant interests are share options granted pursuant to the Company's share option scheme adopted on 9 April 2009 (the "Scheme"). Upon exercise of the share options in accordance with the Scheme, ordinary shares of HK\$0.01 each in the share capital of the Company are issuable. The share options are personal to the respective Directors and the holders thereof are entitled to subscribe for shares of the Company.
3. Mr. Chen Yin is deemed to have interest in 106,228,000 shares in the Company held by Micah Holdings Limited, a private company wholly-owned by Ms. Ji Jie, the spouse of Mr. Chen.
4. The 72,264,000 shares are held by Salus Investments Limited, a company wholly and beneficially owned by Mr. Zhang Xuming, the chief executive officer of the Company.

Save as disclosed above, as at 31 March 2014, none of the Directors or chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEME

The detailed disclosures relating to the Company's share option scheme and valuation of options are set out in note 26 to the consolidated financial statements.

### 董事及主要行政人員於股份、相關股份及債權證之權益(續)

#### 本公司股份及相關股份之好倉(續)

附註：

1. 股權百分比乃按本公司於二零一四年三月三十一日之已發行股本772,450,760股股份計算得出。
2. 有關權益乃根據本公司於二零零九年四月九日採納之購股權計劃(「計劃」)授出之購股權。行使根據計劃授出之購股權時，須發行本公司股本中每股面值0.01港元之普通股。購股權只限有關董事個人持有，持有人有權認購本公司股份。
3. 陳胤先生被視作於Micah Holdings Limited(一家由陳先生之配偶季潔女士全資實益擁有之私人有限公司)持有之106,228,000股本公司股份中擁有權益。
4. 72,264,000股股份由本公司行政總裁張旭明先生全資實益擁有之公司Salus Investments Limited持有。

除上文披露者外，於二零一四年三月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有已記入本公司根據證券及期貨條例第352條須存置之登記冊或根據標準守則已另行知會本公司及聯交所之權益或淡倉。

### 購股權計劃

有關本公司購股權計劃及購股權估值之詳細披露資料載於綜合財務報表附註26。

# REPORT OF THE DIRECTORS

## 董事報告

### SUBSTANTIAL SHAREHOLDERS

As at 31 March 2014, the following persons, other than a Director or chief executive of the Company, were interested or had short positions in more than 5% of the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

### 主要股東

於二零一四年三月三十一日，除本公司董事或主要行政人員外，按根據證券及期貨條例第336條須存置之登記冊所記錄，持有本公司股份及相關股份5%或以上權益或淡倉之人士如下：

Name of Shareholders 股東姓名／名稱	Capacity in which Interests are held 持有權益之身分	Number of Shares held 所持股份數目	Approximate percentage of shareholding 佔股權概約百分比 (Note 1) (附註1)
Micah Holdings Limited (Note 2) Micah Holdings Limited (附註2)	Beneficial owner 實益擁有人	106,228,000	13.75%
Ms Ji Jie (Note 2) 季潔女士(附註2)	Interest of controlled corporation 受控制公司之權益	106,228,000	13.75%
Salus Investments Limited (note 3) Salus Investments Limited (附註3)	Beneficial owner 實益擁有人	72,264,000	9.36%

#### Notes:

- The percentage of shareholding is calculated on the basis of the Company's issued share capital of 772,450,760 shares as at 31 March 2014.
- Micah Holdings Limited, a private limited company incorporated in the British Virgin Islands, and wholly and beneficially owned by Ms. Ji Jie.
- Salus Investments Limited, a private limited company incorporated in the British Virgin Islands, and wholly and beneficially owned by Mr. Zhang Xuming, the chief executive officer of the Company.

#### 附註：

- 股權百分比乃按本公司於二零一四年三月三十一日之已發行股本772,450,760股股份計算得出。
- Micah Holdings Limited 為於英屬維京群島註冊成立之私人有限公司，由季潔女士全資實益擁有。
- Salus Investments Limited 為於英屬維京群島註冊成立之私人有限公司，由本公司行政總裁張旭明先生全資實益擁有。

Save as disclosed above, as at 31 March 2014, the Company was not notified of any persons, other than the Directors or chief executive of the Company, having any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文披露者外，於二零一四年三月三十一日，除本公司董事或主要行政人員外，本公司概無獲悉任何人士於本公司股份或相關股份中，擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

# REPORT OF THE DIRECTORS

## 董事報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Directors' and chief executive's interests in shares, underlying shares and debentures" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

### DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE AND CONNECTED PARTY TRANSACTIONS

No Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company was a party during or at the end of the year.

### DIRECTORS' SERVICE CONTRACTS

No Director proposed for 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.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this report, none of the Directors and their respective associates had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the year, the Company had not purchased, sold or redeemed any of its listed securities.

### 董事收購股份或債權證之權利

除上文「董事及主要行政人員於股份、相關股份及債權證之權益」一節披露者外，於本年度內任何時間，本公司並無授予任何董事、彼等各自之配偶或未滿十八歲之子女可藉購入本公司或任何其他法人團體之股份或債權證而獲益之權利，彼等亦無行使有關權利；本公司或其任何附屬公司亦無參與任何安排，致使董事、彼等各自之配偶或未滿十八歲之子女於本公司或任何其他法人團體獲得有關權利。

### 董事於重大合約及關連人士交易之權益

概無董事於本公司在年內或年底訂立與本集團業務有重大關係之任何合約中，直接或間接擁有重大實益權益。

### 董事之服務合約

擬於應屆股東週年大會重選之董事並無與本公司訂立本公司不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

### 董事於競爭業務之權益

於本報告日期，概無董事及彼等各自之聯繫人士於對本集團業務構成或可能構成重大競爭之業務中擁有權益，該等人士亦無與本集團有或可能有任何其他利益衝突。

### 購買、出售或贖回本公司上市股份

於年內，本公司概無購買、出售或贖回其任何上市證券。

# REPORT OF THE DIRECTORS

## 董事報告

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

There was no material acquisition or disposal of subsidiaries during the year ended 31 March 2014.

### EMOLUMENT POLICY

The Group's employees are selected, remunerated and promoted based on their merit, qualifications and competence.

The Company adopted the model set out in Code Provision B.1.2(c) (ii) of Appendix 14 to the Listing Rules as its remuneration model for determining the emoluments of the Directors. This model stipulates that the remuneration committee (the "Remuneration Committee") shall make recommendations to the board of the Company (the "Board") on the remuneration packages of individual executive directors and senior management. The Remuneration Committee of the Company would take into consideration, among other things, the duties and responsibilities of the Directors and senior management and prevailing market conditions when determining their remuneration.

The Company has adopted a share option scheme to provide incentives to eligible persons, including directors, employees, consultants, suppliers and customers of the Group. Details of the scheme are set out in note 26 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

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

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during the year and up to the date of this report.

### 重大收購及出售附屬公司

於截至二零一四年三月三十一日止年度，並無重大收購或出售附屬公司。

### 薪酬政策

本集團僱員乃根據其優點、資歷及能力加以甄選、發薪及擢升。

本公司採納列於上市規則附錄14守則條文B.1.2(c)(ii)所載模式，作為釐定董事薪酬的酬報模式。此模式規定薪酬委員會（「薪酬委員會」）應向本公司董事會（「董事會」）建議個別執行董事及高級管理層之薪酬待遇。本公司薪酬委員會釐定執行董事及高級管理層之薪酬時，將考慮（其中包括）董事及高級管理層之職務及職責以及目前市況。

本公司已採納購股權計劃，旨在獎勵合資格人士，包括本集團董事、僱員、顧問、供應商及客戶。該計劃之詳情載於綜合財務報表附註26。

### 優先購買權

公司細則或百慕達法律並無有關優先購買權之條文，致使本公司有責任須按比例向現有股東提呈發售新股份。

### 公眾持股量

根據本公司可取得公開資料及據董事所知，於本年度內及直至本報告日期，本公司一直維持上市規則所規定足夠公眾持股量。

# REPORT OF THE DIRECTORS

## 董事報告

### AUDIT COMMITTEE

The Company has an audit committee (the "Audit Committee") with written terms of reference in compliance with the Listing Rules. The principal duties of the Audit Committee are to review and supervise the financial reporting process and internal control of the Group. The Audit Committee comprises three independent non-executive directors of the Company, namely Mr. Fong Wo, Felix, Mr. Leung Wing Kin and Mr. Leung Chi Kong. The audited financial statements of the Group for the year ended 31 March 2014 have been reviewed by the Audit Committee.

### AUDITOR

The financial statements of the Company for the year ended 31 March 2012 were audited by HLM & Co. During the year ended 31 March 2013, HLM & Co. resigned as auditors of the Company and BDO Limited ("BDO") was appointed as the Company's auditor to fill the casual vacancy. For the year ended 31 March 2014, the consolidated financial statements of the Company have been audited by BDO. A resolution will be proposed to the shareholders of the Company for approval at the forthcoming AGM to re-appoint BDO as auditor of the Company.

On behalf of the Board

**Chen Yin**  
Chairman

Hong Kong, 27 June 2014

### 審核委員會

本公司已成立審核委員會(「審核委員會」)，並根據上市規則制定書面職權範圍。審核委員會之主要職務為審閱及監管本集團之財務申報程序及內部監控。審核委員會由本公司三名獨立非執行董事組成，分別為方和先生、梁榮健先生及梁志剛先生。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經審核財務報表。

### 核數師

本公司截至二零一二年三月三十一日止年度之財務報表由恒健會計師行審核。於截至二零一三年三月三十一日止年度，恒健會計師行已辭去本公司核數師職務，而香港立信德豪會計師事務所有限公司(「立信德豪」)已獲委任為本公司核數師以填補該臨時空缺。於截至二零一四年三月三十一日止年度，本公司綜合財務報表已由立信德豪審核。本公司將就續聘立信德豪為本公司核數師於應屆股東週年大會向本公司股東提呈一項決議案以待批准。

代表董事會

主席  
陳胤

香港，二零一四年六月二十七日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL RESULTS

The Group's revenue for the year ended 31 March 2014 was approximately HK\$257,000, which represented a decrease of approximately 66.36% when compared with that of last year. The Group incurred a loss for the year attributable to owners of the Company amounting to approximately HK\$89,215,000, which was increased by approximately HK\$80,243,000 or 894.37% when compared with the loss of approximately HK\$8,972,000 incurred in last year. The Group's revenue represents interest income from convertible bonds. The increase in the loss for the year was mainly attributable to the equity-settled share-based payment expense for the share options granted by the Company, loss on forward purchase contract and the increase in operating expense during the year under review. The net asset value per share of the Group as at 31 March 2014 amounted to HK\$0.18 (2013: HK\$0.05). The Board has decided not to declare a dividend for the year.

### INVESTMENT PORTFOLIO

As at 31 March 2014, the details of all investments of the Group were summarised as below:

#### Interest in an associate — unlisted equity securities

Name of investee company	Place of incorporation/ operation 註冊成立/ 營運地點	Percentage of effective interest held 所持實際 權益百分比	Proportion of voting power 投票權 比例	Cost 成本 HK\$'000 千港元	Carrying value 賬面值 HK\$'000 千港元
Bonicast Construction Material (Beijing) Co., Ltd 會鑄偉業建築材料(北京)有限公司	PRC 中國	49%	20%	6,080	6,170

### 財務業績

截至二零一四年三月三十一日止年度，本集團收益約為257,000港元，較去年減少約66.36%。本集團產生本公司擁有人應佔本年度虧損約89,215,000港元，較去年所產生虧損約8,972,000港元增加約80,243,000港元或894.37%。本集團收益指可換股債券之利息收入。本年度虧損增加，主要由於回顧年度內就本公司所授出購股權之權益結算以股份付款開支、遠期購買合約虧損及經營開支增加。於二零一四年三月三十一日，本集團每股資產淨值為0.18港元(二零一三年：0.05港元)。董事會議決不會就本年度宣派股息。

### 投資組合

於二零一四年三月三十一日，本集團所有投資詳情概述如下：

#### 於一家聯營公司之權益 — 非上市股本證券

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Financial assets at fair value through profit or loss

按公平值計入在損益處理之財務資產

#### (i) Investment in convertible bonds

#### (i) 投資於可換股債券

Name of investee company 接受投資公司名稱	Place of incorporation 註冊成立地點	Cost	Carrying Value
		成本 HK\$'000 千港元	賬面值 HK\$'000 千港元
Venture Champion Limited	British Virgin Islands 英屬維京群島	6,600	7,513

#### (ii) Investments in Hong Kong listed equity securities

#### (ii) 投資於香港上市股本證券

Name 名稱	Number of shares held 所持股份數目	Percentage of interest held 所持權益百分比	Cost	Market value
			成本 HK\$'000 千港元	市值 HK\$'000 千港元
China Investment and Finance Group Limited 中國投融資集團有限公司	1,228,000	0.2111%	864	651
China Everbright International Limited 中國光大國際有限公司	100,000	0.0022%	1,060	1,062
Beijing Jingneng Clean Energy Co., Limited 北京京能清潔能源電力股份有限公司	40,000	0.0006%	148	142
GuangZhou Baiyunshan Pharmaceutical Holdings Company Limited 廣州白雲山醫藥集團股份有限公司	6,000	0.0005%	157	158
Lenovo Group Limited 聯想集團有限公司	20,000	0.0002%	172	171
Kingworld Medicines Group Limited 金活醫藥集團有限公司	20,000	0.0032%	58	44
Ford Glory Group Holdings Limited 福源集團控股有限公司	16,000	0.0036%	50	-
Perfect Optronics Limited 圓美光電有限公司	30,000	0.0023%	34	35
Larry Jewelry International Company Limited 俊文寶石國際有限公司	125,700,000	4.9411%	15,270	17,598
Econtext Asia Limited 環亞智富有限公司	60,000	0.0116%	392	244
China Fiber Optic Network System Group Limited 中國光纖網絡系統集團有限公司	88,000	0.0060%	198	177



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Available-for-sale Financial Assets

### 可出售財務資產

Name of investee companies	Place of incorporation	Percentage of effective interest held	Cost	Carrying Value
接受投資公司名稱	註冊成立地點	所持實際權益百分比	成本 HK\$'000 千港元	賬面值 HK\$'000 千港元
Tianjin Bao Xin Ying Precious Metals Management Limited 天津寶鑫盈貴金屬經營有限公司	PRC 中國	12.00%	6,590	7,100
GuangZhou Shi Da Jian Credit Guarantee Limited 廣州市達鍵信用擔保有限公司	PRC 中國	11.59%	9,800	7,800

Further details of all investments of the Group are included in notes 17, 18 and 19 to the consolidated financial statements.

有關本集團所有投資之進一步詳情載於綜合財務報表附註17、18及19。

### FUND RAISING ACTIVITIES

On 29 August 2013, a placing agreement was entered into between the Company and the placing agent, pursuant to which the placing agent agreed to place, on a best effort basis, to one or more independent placee(s) for up to 40,000,000 new ordinary shares of the Company at a price of HK\$0.50 per placing share. All the placing shares were issued and allotted on 10 September 2013 with net proceeds of approximately HK\$19,800,000 received by the Company.

### 集資活動

於二零一三年八月二十九日，本公司與配售代理訂立配售協議，據此，配售代理同意按竭誠盡力基準，以每股配售股份0.50港元之價格向一名或以上獨立承配人配售最多40,000,000股本公司新普通股。所有配售股份已於二零一三年九月十日發行及配發，本公司已收取所得款項淨額約19,800,000港元。

On 2 January 2014, a placing agreement was entered into between the Company and the placing agent, pursuant to which the placing agent agreed to place, on a best effort basis, to not less than six independent placee(s) for up to 70,000,000 new ordinary shares of the Company at a price of HK\$1.42 per placing share. All the placing shares were issued and allotted on 14 January 2014 with net proceeds of approximately HK\$98,790,000 received by the Company.

於二零一四年一月二日，本公司與配售代理訂立配售協議，據此，配售代理同意按竭誠盡力基準，以每股配售股份1.42港元之價格向不少於六名獨立承配人配售最多70,000,000股本公司新普通股。所有配售股份已於二零一四年一月十四日發行及配發，本公司已收取所得款項淨額約98,790,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL RESOURCES AND LIQUIDITY

As at 31 March 2014, the Group had cash and cash equivalents of approximately HK\$73,083,000 (2013: approximately HK\$6,630,000). The Group had the net current assets and the net assets of approximately HK\$120,251,000 (2013: HK\$27,289,000) and approximately HK\$141,829,000 (2013: HK\$34,091,000) respectively as at 31 March 2014. Save as disclosed above, the Group had no bank and other borrowing as at 31 March 2014.

The current ratio, calculated on the basis of total current assets over total current liabilities, was approximately 38.6 (2013: 7.0) at 31 March 2014.

### CAPITAL STRUCTURE

Details in the changes of the capital structure of the Company during the year ended 31 March 2014 are set out in note 24 to the consolidated financial statements. The capital of the Company comprises only ordinary shares as at 31 March 2014.

### FOREIGN EXCHANGE EXPOSURE

Most of the business transactions of the Group are denominated in Hong Kong dollars and Renminbi. The management of the Group will closely monitor the fluctuation in these currencies and take appropriate actions when needed. As at 31 March 2014, the Group did not engage in currency hedging nor did it adopt any formal hedging activities. The Group had not entered into any financial derivatives in currencies other than Hong Kong dollars during the year.

### PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

As at 31 March 2014, there were no charges on the Group's assets and the Group did not have any contingent liabilities.

### 財政資源及流動資金

於二零一四年三月三十一日，本集團有現金及現金等值物約73,083,000港元(二零一三年：約6,630,000港元)。於二零一四年三月三十一日，本集團之流動資產淨值及資產淨值分別約120,251,000港元(二零一三年：27,289,000港元)及約141,829,000港元(二零一三年：34,091,000港元)。除上文披露者外，於二零一四年三月三十一日，本集團並無銀行及其他借貸。

於二零一四年三月三十一日，流動比率(按流動資產總值除以流動負債總額計算)約為38.6(二零一三年：7.0)。

### 資本架構

有關本公司於截至二零一四年三月三十一日止年度之資本架構變動詳情載於綜合財務報表附註24。於二零一四年三月三十一日，本公司股本僅包括普通股。

### 外匯風險

本集團大多數業務交易乃以港元及人民幣列值。本集團管理層將密切監察該等貨幣之波動情況，並於有需要時採取適當行動。於二零一四年三月三十一日，本集團並無對沖貨幣，亦無進行任何正式對沖活動。本集團於年內並無訂立任何以港元以外貨幣計值之財務衍生工具。

### 資產抵押及或然負債

於二零一四年三月三十一日，本集團並無抵押資產，亦無任何或然負債。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### STAFF COST

The Group's total staff costs (including directors' remuneration) amounted to approximately HK\$17,751,000 (2013: HK\$2,485,000), including equity-settled share-based payments to certain directors and employee in the amount of approximately HK\$13,275,000 (2013: nil) for the year ended 31 March 2014. The employees were remunerated based on their responsibilities and performance.

### PURCHASE, SALE OF REDEMPTION OF LISTED SECURITIES OF THE COMPANY

There was no purchase, sale or redemption of listed securities of the Company by the Company or any of its subsidiaries during the year.

### PROSPECT

During the year 2013, the Euro area had finally come out of a protracted recession. The world economy has experienced subdued growth over the year. However, the global recovery is still fragile despite improved prospects, and significant downside risks are expected to remain in year 2014–2015.

Against this backdrop, our investment policy and strategy will remain conservative, the Directors will pay attention to safely monitor the portfolio of investment in the changing market landscape. At the same time, we will actively spot investment opportunities that will offer balanced risk and return, under the recovery economic cycle.

The group will further identify fund raising opportunities, after relaxing some corporate financing limitations in May 2014. It is expected that the financial position will be strengthened with improved fund raising environment, and so as the Group's investment and operating results in the years to come.

### 員工成本

截至二零一四年三月三十一日止年度，本集團之員工成本總額（包括董事酬金）約為17,751,000港元（二零一三年：2,485,000港元），包括向若干董事及僱員支付之權益結算以股份付款約13,275,000港元（二零一三年：零）。本公司乃按僱員之職責及表現釐定彼等之酬金。

### 購買、出售或贖回本公司上市證券

於本年度，本公司或其任何附屬公司並無購買、出售或贖回本公司上市證券。

### 前景

於二零一三年，歐元區終於脫離漫長的經濟衰退。全球經濟於年內出現微弱增長。然而，儘管前景好轉，全球經濟復甦仍然脆弱，預期二零一四年至二零一五年度仍然存在重大下滑風險。

在經濟倒退環境下，本集團將維持保守投資政策及策略，董事將著重於不斷轉變的市場環境中安全監控投資組合。同時，本集團將積極物色於經濟復甦週期內提供均衡風險與回報之投資機會。

於二零一四年五月放寬部分企業融資限制後，本集團將進一步物色集資機會。預期改善集資環境後，本集團財務狀況將得以加強，帶動未來數年之投資及經營業績。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICE

The Board recognises the importance of corporate governance practice of a listed company and is committed to adopting the standards of corporate governance. It is in the interest of the shareholders and stakeholders for a listed company to operate in a transparent manner with the adoptions of various self-regulatory policies, procedures and monitoring mechanisms with a clear definition of accountability of directors and management. The Company and the Directors confirm, to the best of their knowledge, that the Company has complied with the Code of Corporate Governance practices (the "CG Code") as set out in Appendix 14 to the Listing Rules during the year ended 31 March 2014, except the deviation disclosed below:

#### CODE PROVISION A.6.7

The code provision A.6.7 of the CG Code states that independent non-executive directors and non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders. Three independent non-executive directors and one non-executive director were eligible but unable to attend the annual general meeting of the Company held on 28 August 2013 (the "2013 AGM") due to other important engagement.

#### CODE PROVISION E.1.2

The code provision E.1.2 of the CG code states that the chairman of the Board should attend the annual general meeting of the Company. As Mr. Deng Li, the former chairman of the Board, was resign on 8 March 2013, and no replacement for the chairman position was found before the date of 2013 AGM, thus no chairman was able to attend the 2013 AGM. However, arrangements including the attendance of another member of the Board had been in place to ensure the annual general meeting was in order.

### 企業管治常規

董事會深明上市公司企業管治常規之重要，亦一直致力採納企業管治標準。上市公司之營運具透明度，採納各項自行規管政策、程序以及監控機制，並清楚界定董事與管理層權責，符合股東及權益持有人之利益。本公司及董事確認，就彼等所深知，除下文所披露偏離情況外，本公司於截至二零一四年三月三十一日止年度內一直遵守上市規則附錄14所載企業管治常規守則（「企業管治守則」）：

#### 守則條文第A.6.7條

企業管治守則之守則條文第A.6.7條規定，獨立非執行董事及非執行董事亦須出席股東大會，以便對股東之觀點作出中肯理解。三名獨立非執行董事及一名非執行董事符合資格但因其他重要公務而未能出席本公司於二零一三年八月二十八日舉行之股東週年大會（「二零一三年股東週年大會」）。

#### 守則條文第E.1.2條

企業管治守則之守則條文第E.1.2條規定，董事會主席須出席本公司之股東週年大會。由於前任董事會主席鄧力先生於二零一三年三月八日辭任，而於二零一三年股東週年大會日期前尚未覓得主席替任人選，故並無主席可出席二零一三年股東週年大會。然而，本公司已作出安排（包括由董事會另一名成員出席），確保股東週年大會如常舉行。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition

The Board comprises executive Directors, non-executive Directors and independent non-executive Directors during the year and up to the date of this report as follows:

#### Executive Directors:

Mr. Chan Cheong Yee  
Mr. Wong Chak Keung (Resigned on 25 April 2014)

#### Non-executive Directors:

Mr. Deng Li (Resigned on 8 March 2013)  
Mr. Lin Song (Retired on 28 August 2013)  
Mr. Chen Yin (Appointed on 10 October 2013)

#### Independent non-executive Directors:

Mr. Fong Wo, Felix  
Mr. Leung Wing Kin  
Mr. Tang Ping Sum (Resigned on 1 February 2014)  
Mr. Leung Chi Kong (Appointed on 1 February 2014)

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, investment and strategic decisions and performance. The executive Board, investment manager and senior management have been delegated with the authority and responsibility by the Board for the day-to-day operations of the Group while reserving certain key matters for the approval by the Board. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these Board committees are set out in this Corporate Governance Report.

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced board composition is formed to ensure strong independence exists across the Board and has met recommended practice under the Code for the Board to have at least one-third of its members comprising independent non-executive Directors. The biographical information of the existing Directors is set out on pages 31 to 34 under the section headed "Biographical Details of Directors and Senior Management".

### 董事會

#### 成員

於本年度內及直至本報告日期，董事會包括下列執行董事、非執行董事及獨立非執行董事：

#### 執行董事：

陳昌義先生  
黃澤強先生 (於二零一四年四月二十五日辭任)

#### 非執行董事：

鄧力先生 (於二零一三年三月八日辭任)  
林松先生 (於二零一三年八月二十八日退任)  
陳胤先生 (於二零一三年十月十日獲委任)

#### 獨立非執行董事：

方和先生  
梁榮健先生  
鄧炳森先生 (於二零一四年二月一日辭任)  
梁志剛先生 (於二零一四年二月一日獲委任)

董事會負責領導及控制本公司，監督本集團之業務、投資及策略性決策及表現。執行董事會、投資經理及高級管理層獲董事會授權及委派負責處理本集團之日常業務，惟若干主要事項則須獲董事會審批。此外，董事會亦委派多項責任予董事委員會。該等董事委員會之進一步詳情載於本企業管治報告。

董事會各成員之間並無財務、業務、親屬或其他重大／相關方面之關係。董事會之平衡架構可確保董事會穩健獨立，並符合守則有關董事會須有最少三分之一成員為獨立非執行董事之建議常規。現任董事履歷資料載於第31至34頁「董事及高級管理層簡歷」一節。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Chairman

The role of the chairman of the Company takes the lead in formulating overall strategies and policies of the Group; ensures the effective performance by the Board of its functions, including compliance with good corporate governance practices and encourages and facilitates active contribution of directors in Board activities. The Chairman also ensures that all Directors are properly briefed on issues arising at Board meetings and have received adequate, complete and reliable information in a timely manner with the assistance of the company secretary. The Chairman is Mr. Chen Yin, who was appointed as the Chairman and non-executive Director on 10 October 2013, a few months after the Ex-Chairman Mr. Deng Li resigned as Chairman and non-executive Director on 8 March 2013.

### Executive Directors

The executive Directors are responsible for running the Group and executing the strategies adopted by the Board. They lead the Group's management team in accordance with the directions set by the Board and are responsible for ensuring that proper internal control system is in place and the Group's business conforms to applicable laws and regulations.

### Non-executive Directors and Independent non-executive Directors

The non-executive Directors and the independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Their participations provide adequate checks and balances to safeguard the interests of the Group and its shareholders. The Board consists of three independent non-executive Directors and each of them has appropriate professional qualifications or accounting or related financial management expertise. All independent non-executive Directors are financially independent from the Company. The Company confirmed with all independent non-executive Directors as to their independence with reference to the factors as set out in Rule 3.13 of the Listing Rules.

### 主席

本公司主席帶領制訂本集團之整體策略及政策；確保董事會有效發揮其職能，包括遵守良好企業管治常規，以及鼓勵及促進董事積極參與董事會活動。主席在公司秘書協助下，亦確保所有董事均適當知悉董事會會議上提呈之事項，且已適時收到足夠、完備及可靠資料。陳胤先生出任主席職務，彼於前任主席鄧力先生於二零一三年三月八日辭任主席及非執行董事職務數個月後，於二零一三年十月十日獲委任為主席兼非執行董事。

### 執行董事

執行董事負責本集團業務營運及實行董事會所採納政策。彼等按照董事會所制訂方針領導本集團管理隊伍，並負責確保設有適當之內部監控制度及本集團業務符合適用法例及規例。

### 非執行董事及獨立非執行董事

非執行董事及獨立非執行董事之重要職責是確保及監察企業管治架構成效。彼等之參與提供足夠制衡以保障本集團及其股東之利益。董事會包括三名獨立非執行董事，彼等均擁有合適之專業資格或會計或與財務管理有關之專業知識。全體獨立非執行董事在財政上均獨立於本公司。本公司經參照上市規則第3.13條所載因素，確認全體獨立非執行董事之獨立身分。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Meetings

The attendance of each Director at Board meetings during the year ended 31 March 2014 was as follows:

### 董事會會議

截至二零一四年三月三十一日止年度，各董事於董事會會議之出席記錄如下：

Name of Directors		Number of meetings attended/held
董事姓名		出席／舉行會議數目
<b>Executive Directors</b>		
Mr. Chan Cheong Yee	執行董事 陳昌義先生	35/36
Mr. Wong Chak Keung (Resigned on 25 April 2014)	黃澤強先生(於二零一四年四月二十五日辭任)	36/36
<b>Non-executive Directors</b>		
Mr. Chen Yin (Appointed on 10 October 2013)	非執行董事 陳胤先生(於二零一三年十月十日獲委任)	23/23
Mr. Lin Song (Retired on 28 August 2013)	林松先生(於二零一三年八月二十八日退任)	0/5
<b>Independent non-executive Directors</b>		
Mr. Fong Wo, Felix	獨立非執行董事 方和先生	0/36
Mr. Leung Wing Kin	梁榮健先生	11/36
Mr. Leung Chi Kong (Appointed on 1 February 2014)	梁志剛先生(於二零一四年二月一日獲委任)	0/8
Mr. Tang Ping Sum (Resigned on 1 February 2014)	鄧炳森先生(於二零一四年二月一日辭任)	0/28

### DIRECTORS' TRAINING

As part of an ongoing process of directors' training, the company secretary continuously updates all Directors on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors. All Directors are encouraged to attend external forum or training courses on relevant topics which may count towards continuous professional development training.

Pursuant to Code A.6.5 of the "Corporate Governance Code", Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. For the period from 1 April 2013 to 31 March 2014, all Directors had participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business or to the Directors' duties and responsibilities.

### 董事培訓

作為董事持續培訓其中一環，公司秘書持續向全體董事提供上市規則及其他適用監管規例最新發展之最新資料，以確保全體董事遵守規定。全體董事獲鼓勵出席可計入持續專業發展培訓相關主題之外界論壇或培訓課程。

根據於「企業管治守則」守則第A.6.5條，董事應參與持續專業發展以增進及重溫彼等之知識及技術。此舉確保維持彼等對董事會持續作出知情及恰當之貢獻。於二零一三年四月一日至二零一四年三月三十一日期間，全體董事已參與合適持續專業發展活動，出席有關本公司業務或董事職務及職責之培訓課程或閱讀相關資料。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARY

The company secretary Mr. Liu Jiazhen is a full time employee of the Company. He fulfills the requirement under rules 3.28 and 3.29 of the Listing Rules. The company secretary reports to the Chairman and supports the Board, ensures good information flow within the Board and Board policy and procedures are followed; advises the Board on governance matters, facilitates induction and, monitors the training and continuous professional development of Directors. He has attained not less than 15 hours of relevant professional training during the review period.

### INSURANCE

The Company has arranged appropriate liability insurance, with coverage being reviewed annually, to indemnify the directors and officers from their risk exposure arising from corporate activities.

### SUPPLY OF AND ACCESS TO INFORMATION

In respect of regular board meetings, an agenda and accompanying board papers of the meeting are sent in full to all directors in advance before the intended date of a meeting. The management has the obligation to supply the Board and the various Board committees with adequate information in a timely manner to enable the members to make informed decisions. Each Director has separate and independent access to the Group's senior management to acquire more information than is volunteered by management and to make further enquiries if necessary.

### AUDIT COMMITTEE

The Audit Committee comprises all three independent non-executive Directors and is chaired by Mr. Leung Chi Kong. The Audit Committee meets at least twice a year. The Audit Committee is mainly responsible for overseeing the Company's financial reporting system and internal control procedures; making recommendations to the Board in the appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors; and any questions of resignation or dismissal of such auditors; and reviewing the interim and annual reports and the financial statements of the Group. The terms of reference are available on the Company's website.

### 公司秘書

本公司之公司秘書劉嘉臻先生為本公司全職僱員，符合上市規則第3.28及3.29條規定。公司秘書向主席匯報，並支援董事會，確保董事會內資料得到良好交流，以及董事會政策及程序得到遵從；並就管治事項向董事會提供建議、協助就職事宜，以及監管董事之培訓及持續專業發展。彼於回顧期間已接受不少於十五小時之相關專業培訓。

### 保險

本公司已為董事及行政人員安排適當責任保險，並每年檢討投保範圍，以保障彼等因公司事務而承受之風險。

### 提供及取得資料

就定期董事會會議而言，會議議程及相關董事會文件於擬定會議日期前送呈全體董事。管理層有責任向董事會及各董事委員會適時提供充足資料，以便各成員作出知情決定。各董事可個別及獨立地接觸本集團高級管理層，以取得管理層主動提供以外之資料，並於有需要時作進一步查詢。

### 審核委員會

審核委員會由全體三名獨立非執行董事組成，由梁志剛先生擔任主席。審核委員會將每年最少舉行兩次會議。審核委員會主要負責監督本公司之財務申報系統及內部監控程序；就委任及罷免外聘核數師向董事會提供建議以及批准外聘核數師之薪酬及委聘條款；及就有關核數師之辭任或免職提出疑問；及審閱本集團中期及年度報告以及財務報表。職權範圍於本公司網站可供查閱。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The attendance of each member at Audit Committee meetings during the year ended 31 March 2014 was as follows:

截至二零一四年三月三十一日止年度，各審核委員會成員出席審核委員會會議記錄如下：

Name 姓名	Number of meetings attended/held 出席／舉行會議數目
<b>Independent Non-executive Directors</b> <b>獨立非執行董事</b>	
Mr. Fong Wo, Felix 方和先生	2/2
Mr. Leung Wing Kin 梁榮健先生	1/2
Mr. Leung Chi Kong 梁志剛先生	-
Mr. Tang Ping Sum 鄧炳森先生	2/2

### REMUNERATION COMMITTEE

The Company's Remuneration Committee consists of all three independent non-executive Directors and the non-executive Director Mr. Chen Yin, and is chaired by Mr. Fong Wo, Felix, an independent non-executive Director. The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's remuneration policy for Directors and senior management, and overseeing the remuneration packages of the executive Directors and senior management. The terms of reference are available on the Company's website.

The Remuneration Committee has considered and approved the Group's policy for the remuneration of directors and senior management. The Remuneration Committee has assessed the performance of the executive directors and considered the remuneration package of executive directors by reference to the prevailing packages with companies listed on the Main Board of the Stock Exchange. Details of the directors' remuneration are disclosed on an individual basis in note 14 to the consolidated financial statements. The Group adopts a competitive remuneration package for its employees. Promotion and salary increments are assessed based on a performance related basis.

### 薪酬委員會

本公司薪酬委員會由全體三名獨立非執行董事及非執行董事陳胤先生組成，由獨立非執行董事方和先生擔任主席。薪酬委員會主要負責就本公司董事及高級管理層之薪酬政策向董事會提供建議，並監察執行董事及高級管理層之薪酬待遇。其職權範圍於本公司網站可供查閱。

薪酬委員會已考慮及審批本集團董事及高級管理層薪酬政策。薪酬委員會已評估執行董事之表現，並經參考聯交所主板上市公司之現行待遇，考慮執行董事之薪酬待遇。個別董事之薪酬詳情於綜合財務報表附註14披露。本集團為其僱員採納具競爭力之薪酬待遇。升職及加薪幅度以相關表現為基準進行評估。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The attendance of each member at Remuneration Committee meeting during the year ended 31 March 2014 was as follows:

截至二零一四年三月三十一日止年度，各薪酬委員會成員出席薪酬委員會會議記錄如下：

Name 姓名		Number of meetings attended/held 出席／舉行會議數目
<b>Non-executive Director</b>		
Mr. Chen Yin	非執行董事 陳胤先生	0/1
<b>Independent Non-executive Directors</b>		
Mr. Fong Wo, Felix	獨立非執行董事 方和先生	2/2
Mr. Leung Wing Kin	梁榮健先生	2/2
Mr. Leung Chi Kong	梁志剛先生	-
Mr. Tang Ping Sum	鄧炳森先生	2/2

### NOMINATION COMMITTEE

The Company's nomination committee (the "Nomination Committee") consists of all three independent non-executive Directors and the non-executive Director Mr. Chen Yin, and is chaired by Mr. Fong Wo, Felix, an independent non-executive Director. The primary function of the Nomination Committee is to review the structure, size and composition of the Board annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy. The terms of reference are available on the Company's website.

### 提名委員會

本公司提名委員會(「提名委員會」)由全體三名獨立非執行董事及非執行董事陳胤先生組成，由獨立非執行董事方和先生擔任主席。提名委員會主要職能為每年檢討董事會結構、人數及組成，並就董事會之建議改動提供意見，以配合本集團企業策略。其職權範圍於本公司網站可供查閱。

### BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. Accordingly, selection of candidates to the Board is based on a range of measurable objectives, including but not limited to age, gender, cultural and educational background, ethnicity, skills and professional experience, having due regard to the Company's own business model and specific needs from time to time. Given the business and professional background of the existing Board members, the Company considers that the Board possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the Company's business.

### 董事會多元化政策

董事會已採納一項載有達致董事會多元化之方法之董事會多元化政策。據此，挑選董事會候選人乃經審慎考慮本公司本身不時之業務模式及特定需要後，按多項可計量目標為基準，包括但不限於年齡、性別、文化及教育背景、種族、技術以及專業經驗。就現任董事會成員之商業及專業背景而言，本公司認為，董事會就本公司業務所需在技術、經驗、專業知識及觀點多元化方面取得合適平衡。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The attendance of each member at Nomination Committee meetings during the year ended 31 March 2014 was as follows:

截至二零一四年三月三十一日止年度，各提名委員會成員出席提名委員會會議記錄如下：

Name 姓名		Number of meetings attended/held 出席／舉行會議數目
<b>Executive Director</b>		
Mr. Wong Chak Keung	執行董事 黃澤強先生	2/2
<b>Non-executive Director</b>		
Mr. Chen Yin	非執行董事 陳胤先生	0/1
<b>Independent Non-executive Directors</b>		
Mr. Fong Wo, Felix	獨立非執行董事 方和先生	2/2
Mr. Leung Wing Kin	梁榮健先生	2/2
Mr. Leung Chi Kong	梁志剛先生	-
Mr. Tang Ping Sum	鄧炳森先生	2/2

### CORPORATE GOVERNANCE FUNCTION

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions, which includes developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements etc. During the year under review, the Board has reviewed the Company's policies and practices on corporate governance.

### 企業管治職能

企業管治委員會並未成立，董事會負責執行企業管治職能，包括制訂及審視本公司之政策、企業管治常規、董事及高級管理層之培訓及持續專業發展、本公司有關遵守法律及監管要求之政策及常規等。於回顧年度，董事會已審視本公司之企業管治政策及常規。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's consolidated financial statements for each financial period and to ensure that the consolidated financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the consolidated financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern. The statements of the auditor of the Group regarding their responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 35 to 36 of this annual report.

### INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective internal control system of the Group. The Board has delegated to the management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures. The Audit Committee composite member of the management was established for conducting a review of the internal control of the Group which cover the material controls including financial, operational and compliance controls and risk management functions. Procedures have been set up, inter alia, for safeguarding assets against unauthorised use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. The management throughout the Group maintains and monitors the internal control system on an ongoing basis.

### AUDITORS' REMUNERATION

During the year, the remuneration paid and payable to the Company's auditor, BDO Limited for audit service of year ended 31 March 2014 is HK\$350,000 and for non-audit service provided is HK\$54,000 which is solely for the examining the arithmetical accuracy of the calculation on business valuation for potential investment.

### 董事於財務報表之責任

董事會確認其有責任編製本集團各財務期間之綜合財務報表，並確保綜合財務報表符合法定要求及適用會計準則。董事會亦確保綜合財務報表適時刊發。董事於作出適當查詢後確認，彼等並不知悉任何可能會對本集團持續經營能力造成重大疑慮之事件或情況之重大不確定因素。有關本集團核數師對綜合財務報表之責任聲明，載於本年報第35至36頁之獨立核數師報告書內。

### 內部監控

董事會負責維持本集團良好及有效之內部監控系統。董事會已委派管理層實施有關內部監控系統，並檢討有關財務、營運及合規監控以及風險管理程序。由管理層成員組成之審核委員會已成立，以審視本集團涵蓋財務、營運及合規監控以及風險管理職能等各項重大監控方面之內部監控。已制訂程序(其中包括)以保護資產免遭未經授權使用或處置、控制資本開支、存置恰當會計記錄以及確保用作業務及刊發用途之財務資料屬可靠。本集團管理層一直維持及監察內部監控系統。

### 核數師酬金

於本年度，本公司就截至二零一四年三月三十一日止年度之核數服務及非核數服務已付及應付本公司核數師香港立信德豪會計師事務所有限公司之酬金分別為350,000港元及54,000港元。非核數服務僅為就潛在投資所作業務估值之計算準確性而進行。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the directors. Having made specific enquiry of all Directors, the Company confirmed that all the Directors have complied with the required standard set out in the Model Code throughout the year.

### SHAREHOLDERS' RIGHT

#### Procedures for shareholders to propose a person for election as a director

Subject to the Bye-laws and applicable laws, rules and regulations, the Company may in a general meeting by ordinary resolution elect any person to be a director of the Company either to fill a casual vacancy on the Board, or as an addition to the existing Board.

A shareholder who is entitled to attend and vote at the meeting may propose a person (the "Candidate") other than a director of the Company for election as a director at a general meeting by lodging the following documents at the Company's principal place of business in Hong Kong (Suites 2706-2707, 27/F., Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong) for the attention of the company secretary:

1. A written notice signed by the shareholder concerned which is given of his/her intention to propose the Candidate for election;
2. A written notice signed by the Candidate indicating his/her willingness to be elected, together with the Candidate's biographical details as required by Rule 13.51(2) of the Listing Rules; and
3. The Candidate's written consent to the publication of his/her personal data.

The period for lodgment of the above documents shall have given to the company secretary of the Company during a period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such meeting.

### 證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之操守守則。本公司向全體董事進行具體查詢後確認，全體董事於年內一直遵守標準守則所載規定標準。

### 股東權利

#### 股東提名人士參選董事之程序

受限於公司細則及適用法例、規則及規例，本公司可於股東大會透過普通決議案選舉任何人士為本公司董事，以填補董事會臨時空缺或現時董事會之新增席位。

有權出席大會並於會上表決之股東可於股東大會提名一名本公司董事以外人士(「候選人」)參選董事，以下文件須送呈本公司之香港主要營業地點，香港灣仔告士打道108號大新金融中心27樓2706-2707室，交公司秘書：

1. 有關股東所簽署表明其有意提名候選人參選之書面通告；
2. 候選人所簽署表明其有意參選之書面通告，連同上市規則第13.51(2)條規定之候選人履歷資料；及
3. 候選人同意刊發其個人資料之同意書。

呈交上述文件期間，須於由不早於就該選舉召開之股東大會通告寄發日期後一天至不遲於該大會日期前七天之期間，送交本公司之公司秘書。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Procedures for shareholders to convene a special general meeting

Special general meetings shall be convened on the written requisition of any two or more registered members of the Company deposited at the registered office in Bermuda specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

### COMMUNICATION WITH SHAREHOLDERS

The annual general meeting provides a useful forum for shareholders to exchange views with the Board. The chairman of the Company as well as the chairman and members of various Board committees are pleased to answer shareholders' questions. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. Details of poll voting procedures and the rights of shareholders to demand a poll are included in the circular to shareholders despatched together with the annual report. The circular also includes relevant details of proposed resolutions, including biographies of each candidates standing for re-election. The results of the poll are published on the Company's website, and on the website of The Stock Exchange of Hong Kong Limited, (<http://www.hkex.com.hk>).

### 股東召開股東特別大會之程序

股東特別大會可應本公司兩名或以上登記股東的書面要求召開，有關要求須送達本公司於百慕達的註冊辦事處，當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司不少於附帶於本公司股東大會表決權之實繳股本十分之一。股東大會亦可應本公司任何一名股東（為認可結算所或其代名人）的書面要求召開，有關要求須送達本公司香港主要辦事處或倘本公司不再設置上述主要辦事處，則註冊辦事處，當中列明大會的主要商議事項，並由請求人簽署，惟該等請求人於送達要求之日須持有本公司不少於附帶於本公司股東大會表決權之繳足股本十分之一。倘董事會於送達要求之日起計21日內，並無按既定程序籌備召開大會，則請求人自身或彼等當中代表所持全部投票權過半數的任何請求人，可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會，不得於送達有關要求之日起計三個月屆滿後舉行，且本公司須向請求人償付其因董事會未有召開大會而導致請求人產生的所有合理開支。

### 與股東交流

股東週年大會提供實用場所供股東與董事會交流意見。本公司主席及各董事委員會之主席及成員均樂意回答股東提問。重大個別事項（包括選任個別董事）均以獨立決議案在股東大會提呈。投票表決程序及股東要求投票表決權利之詳情，載於與本年報一併寄發股東之通函內。該通函亦載列擬提呈決議案之有關詳情，包括重選連任之各候選人履歷。投票表決結果刊登於本公司網站及香港聯合交易所有限公司之網站 (<http://www.hkex.com.hk>)。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INVESTOR RELATIONS

During the year under review, the Group has proactively enhanced its corporate transparency and communications with its shareholders and the investment community through the announcement of its mandatory interim and final reports. Through the timely distribution of other announcements, the Group has also kept the public abreast of its latest developments.

### 投資者關係

於回顧年度，本集團透過發佈強制性中期報告及末期報告，積極提升其企業透明度以及增加與其股東及投資界溝通。本集團亦已透過適時刊發其他公佈，使公眾掌握其最新發展。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層簡歷

### EXECUTIVE DIRECTOR

**Mr. Chan Cheong Yee**, aged 50, has been appointed as an executive Director of the Company since May 2012. Mr. Chan holds a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. Mr. Chan is currently a licensed person to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading) and type 9 (asset management) regulated activities under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). He is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

In June 2003, Mr. Chan joined China Innovation Investment Limited (stock code: 1217) ("CII"), an investment company listed on the Stock Exchange, as an executive director. He was appointed as an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), a company listed on the Growth Enterprise Market of the Stock Exchange, in August 2007, and was redesignated as an executive director of Bingo Group Holdings Limited in April 2009. Mr. Chan was appointed as an independent non-executive director of Agritrade Resources Limited (stock code: 1131) in June 2010, an executive director of China Investment and Finance Group Limited (stock code: 1226) ("CIFG") in March 2011, an executive director of Capital VC Limited (stock code: 2324) ("CVC") in November 2012 and an executive director of China New Economy Fund Limited (stock code: 80) ("CNEF") in June 2013. All of CII, CIFG, CVC and CNEF are investment companies listed on the Stock Exchange.

### 執行董事

**陳昌義先生**，50歲，於二零一二年五月獲委任為本公司執行董事。陳先生持有美國南佛羅里達州大學工商管理學院頒發之理學士學位。陳先生目前為可進行香港法例第571章證券及期貨條例項下第1類(證券交易)、第2類(期貨合約交易)、第3類(槓桿式外匯交易)及第9類(提供資產管理)受規管活動之持牌人士。彼於證券交易、基金管理、企業管理、企業融資以及管理聯交所證券上市規則第21章項下上市投資公司方面擁有豐富經驗。

於二零零三年六月，陳先生加盟聯交所上市投資公司中國創新投資有限公司(股份代號：1217)（「中國創投」），出任執行董事。彼於二零零七年八月獲委任為聯交所創業板上市公司比高集團控股有限公司(股份代號：8220)之獨立非執行董事，後於二零零九年四月調任比高集團控股有限公司之執行董事。陳先生於二零一零年六月獲委任為鴻寶資源有限公司(股份代號：1131)之獨立非執行董事，於二零一一年三月獲委任為中國投融資集團有限公司(股份代號：1226)（「中國投融資集團」）之執行董事，於二零一二年十一月獲委任為首都創投有限公司(股份代號：2324)（「首都創投」）之執行董事，並於二零一三年六月獲委任為中國新經濟投資有限公司(股份代號：80)（「中國新經濟投資」）之執行董事。中國創投、中國投融資集團、首都創投及中國新經濟投資均為聯交所上市投資公司。



# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層簡歷

### NON-EXECUTIVE DIRECTOR

**Mr. Chen Yin**, aged 41, has been appointed as a Non-executive Director and the Chairman of the Board of the Company since October 2013. Mr. Chen received his bachelor's degree in electronic engineering from Tianjin Institute of Technology (currently known as Tianjin University of Technology in The People's Republic of China (the "PRC") in 1994. Mr. Chen held various positions in financial institutions including Tianjin Trust Investment Company (currently known as Tianjin Trust Co., Ltd.), Bohai Securities Co., Ltd, Xiamen Securities Co., Ltd., and several fund management companies in the PRC. Mr. Chen has over 18 years of extensive experience in investment management, corporate finance, securities dealing and private equity business areas. Mr. Chen was also appointed as a distinguished visiting researcher by the Economics Research Institute of Nankai University since 2010.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Fong Wo, Felix**, BBS, JP, aged 63, has been appointed as an independent non-executive Director of the Company since 2011. Mr. Fong was the founding partner of Arculli Fong & Ng (now renamed as King & Wood Mallesons) and is a consultant of King & Wood Mallesons. Mr. Fong received his engineering degree in Canada in 1974 and his Juris Doctor degree from Osgoode Hall Law School in Toronto in 1978.

Mr. Fong is a member of the law societies of Hong Kong and England, and had been honorary legal counsels of a number of nonprofit organisations in Hong Kong such as The Chinese Manufacturers' Association of Hong Kong.

Mr. Fong is currently one of the China-appointed Attesting Officers in Hong Kong appointed by the Ministry of Justice of China. Mr. Fong undertook a number of community and social roles, such as the former Chairman of the Chinese Canadian Association of Hong Kong, the Chairman of the Advisory Council on Food and Environmental Hygiene and a member of the Hong Kong Film Development Council. He is also a director of the Hong Kong Basic Law Institute Limited, a member of Guangdong Provincial Committee of Chinese People's Political Consultative Conference and a director of China Overseas Friendship Association. In the area of education, Mr. Fong is a founding member and the first director of the Canadian International School of Hong Kong, and an advisor to the Faculty of Business of University of Victoria in Canada.

### 非執行董事

**陳胤先生**，41歲，於二零一三年十月獲委任為本公司非執行董事兼董事會主席。陳先生於一九九四年於天津理工學院(現稱中華人民共和國(「中國」)天津理工大學)電子工程系無線電技術專業大學本科畢業。陳先生過去曾在天津信託投資公司(現稱天津信託有限責任公司)、渤海證券有限責任公司(現稱渤海證券股份有限公司)、廈門證券有限公司以及中國多家基金管理公司擔任多個職務。陳先生於投資管理、企業融資、證券交易及私人權益業務方面擁有逾18年豐富經驗。陳先生亦於二零一零年獲委任為中國南開大學經濟研究所特聘研究員。

### 獨立非執行董事

**方和先生**，銅紫荊星章，太平紳士，63歲，於二零一一年獲委任為本公司獨立非執行董事。方先生乃夏佳理方和吳正和律師事務所(現已易名為金杜律師事務所)的創立合夥人，現為金杜律師事務所之顧問律師。方先生於一九七四年在加拿大取得工程學位，並於一九七八年在多倫多Osgoode Hall Law School取得法律博士學位。

方先生為香港及英格蘭之律師會的會員，亦曾為香港中華廠商聯合會等多個香港非牟利機構的名譽法律顧問。

方先生現為中國司法部委任之香港中國委託公證人之一。方先生擔任多個社區及社會職務，例如香港加拿大華人協會前任主席、香港食物及環境衛生諮詢委員會主席以及香港電影發展局成員。彼亦為香港基本法研究中心有限公司理事、中國人民政治協商會議廣東省委員會委員及中華海外聯誼會理事。在教育方面，方先生為香港加拿大國際學校的創辦人兼首任校董及加拿大維多利亞大學(University of Victoria)商學院顧問。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

Currently, Mr. Fong is an independent non-executive director of a number of listed companies, namely Kingway Brewery Holdings Limited, SPG Land (Holdings) Limited, Evergreen International Holdings Limited and Sheen Tai Holdings Group Company Limited, whose stocks are listed on the Stock Exchange, and also China Oilfield Services Limited, whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange. Mr. Fong is a Justice of Peace and was awarded a Bronze Bauhinia Star by the Government of Hong Kong in recognition of his public service.

**Mr. Leung Wing Kin**, aged 56, has been appointed as an independent non-executive Director of the Company since June 2012. Mr. Leung has over 20 years of management experience in the leisure and tourism business. He is the vice chief of the Audit Committee of Project Ganquan of the Chinese Association of Poverty Alleviation and Development managed by The State Council Leading Group Office of Poverty Alleviation and Development.

**Mr. Leung Chi Kong**, aged 44, has been appointed as an Independent Non-executive Director of the Company since February 2014. Mr. Leung was awarded the degrees of Bachelor of Arts in Economic and Social Studies in 1994 and Master of Business Administration (with Merit) in 2007 respectively. He is holding the professional designations of Certified Public Accountant and Chartered Financial Analyst. Mr. Leung has been engaged in the securities and finance industry for more than 16 year. He is currently the director of compliance and risk management of a multi-national securities group and he is fully in charge of supervising the compliance and risk management functions. Prior to this post, he was a responsible officer for the regulated activities of dealing in securities, advising on securities and corporate finance of a Japanese listed securities organization in Hong Kong for more than 5 years. He was an independent non-executive director of Sage International Group Limited (stock code: 8082) during the period from 27 July 2001 to 31 August 2011, which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

方先生現為多家上市公司的獨立非執行董事，包括股份在聯交所上市的金威啤酒集團有限公司、盛高置地(控股)有限公司、長興國際(集團)控股有限公司及順泰控股集團有限公司以及股份於聯交所及上海證券交易所上市的中海油田服務股份有限公司。方先生為太平紳士，獲香港政府頒授銅紫荊星章，以表揚彼の公職貢獻。

**梁榮健先生**，56歲，自二零一二年六月起獲委任為本公司獨立非執行董事。梁先生在文化娛樂及旅遊業務擁有逾20年管理經驗。彼為國務院扶貧辦之中國扶貧開發協會甘泉工程監督委員會副主委。

**梁志剛先生**，44歲，自二零一四年二月起獲委任為本公司獨立非執行董事。梁先生分別於一九九四年及二零零七年先後獲授經濟學及社會科學文學士學位及工商管理榮譽碩士學位。彼持有註冊會計師及特許財經分析師專業資格。梁先生從事證券及金融業超過16年。彼目前為一家跨國證券集團之合規及風險管理部董事，全面負責監督合規及風險管理職能。出任上述職務前，彼亦曾為一家於香港營運業務的日本上市證券機構負責人員超過五年，負責於證券交易、就證券提供意見及企業融資等受規管活動。彼於二零零一年七月二十七日至二零一一年八月三十一日期間為仁智國際集團有限公司(股份代號：8082)之獨立非執行董事，該公司於香港聯合交易所有限公司創業板上市。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層簡歷

### SENIOR MANAGEMENT

**Mr. Zhang Xuming**, aged 44, was appointed as the chief executive officer of the Company in March 2013. He obtained his Bachelor of Economics degree from Huazhong University of Science and Technology in The People's Republic of China (the "PRC") in 1992 and obtained his PRC financial economics qualification certificate of specialty and technology in 1996.

In 2008, Mr. Zhang served as the vice president of China Resources and Transportation Group Limited, whose shares are listed on the Stock Exchange of Hong Kong (stock code: 269) and was responsible for supervising project investment, sales and marketing and overseas businesses. Prior to joining China Resources and Transportation Group Limited, Mr. Zhang held various senior positions in several well known trust investment companies and land and property development companies in the PRC.

**Mr. Liu Jiazhen**, aged 27, has been appointed as the company secretary and one of the authorised representatives of the Company with effect from 25 April 2014. Mr. Liu is currently the financial controller of the Company. Mr. Liu is also a member of the Hong Kong Institute of Certified Public Accountants.

### 高級管理層

張旭明先生，44歲，於二零一三年三月獲委任為本公司行政總裁。張先生於一九九二年於中華人民共和國（「中國」）華中科技大學取得經濟學學士學位，並於一九九六年獲得中國金融經濟學的專業和技術資格證書。

於二零零八年，張先生擔任股份於香港聯合交易所上市之中國資源交通集團有限公司（股份代號：269）之副總裁，負責監督投資項目、銷售及市場營銷以及海外業務。加入中國資源交通集團有限公司前，張先生曾於中國多家知名信託投資公司及房地產發展公司擔任多個高級職位。

劉嘉臻先生，27歲，自二零一四年四月二十五日起獲委任為本公司之公司秘書及其中一名授權代表。劉先生現時為本公司之財務總監。劉先生亦為香港會計師公會會員。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書



### TO THE SHAREHOLDERS OF CHINA INVESTMENT DEVELOPMENT LIMITED

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

We have audited the consolidated financial statements of China Investment Development Limited, (the "Company") and its subsidiaries (together the "Group") set out on pages 37 to 127, which comprise the consolidated and company statements of financial position as at 31 March 2014, and consolidated statement of profit or loss and other 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 controls as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

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

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

### 致中國投資開發有限公司股東

*(於開曼群島註冊成立並於百慕達續存之有限公司)*

本核數師(以下簡稱「吾等」)已審核中國投資開發有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載列於第37至127頁之綜合財務報表,包括於二零一四年三月三十一日之綜合及公司財務狀況表以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明資料。

### 董事就綜合財務報表須承擔之責任

貴公司董事負責遵照香港會計師公會所頒佈之香港財務報告準則及香港公司條例之披露規定,編製綜合財務報表以真實與公平地反映狀況,並實施董事認為必要之內部監控,以確保編製綜合財務報表並無存在重大錯誤陳述(不論是否因欺詐或錯誤引起)。

### 核數師之責任

吾等之責任是根據吾等之審核工作,對該等綜合財務報表作出意見,並根據委任之協定條款僅向閣下呈報,除此之外,本報告別無其他目的。吾等不會就本報告內容向任何其他人士承擔任何責任。

吾等乃按照香港會計師公會所頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守操守規定,以及計劃及進行審核,以合理確定綜合財務報表是否不存在重大錯誤陳述。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### 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.

#### **BDO Limited**

*Certified Public Accountants*

#### **Chan Wing Fai**

Practising Certificate no. P05443

Hong Kong, 27 June 2014

審核包括執程序以取得與綜合財務報表所載金額及披露事項有關之審核憑證。選取之該等程序須視乎核數師之判斷，包括評估綜合財務報表存有重大錯誤陳述（不論是否因欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師考慮與公司編製真實與公平地反映狀況之綜合財務報表有關之內部監控，以因應情況而設計適當之審核程序，但並非為對公司內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策是否適當及所作會計估算是否合理，以及評估綜合財務報表之整體呈列方式。

吾等相信，吾等所取得之審核憑證為吾等之審核意見提供充分恰當之基礎。

### 意見

吾等認為，綜合財務報表已根據香港財務報告準則真實及公平反映 貴公司及 貴集團於二零一四年三月三十一日之事務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定而妥善編撰。

#### 香港立信德豪會計師事務所有限公司

執業會計師

#### 陳永輝

執業證書號碼 P05443

香港，二零一四年六月二十七日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 March 2014 截至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
Revenue	收益	7	257	764
Other income	其他收入	7	104	1,690
Change in fair value of financial assets at fair value through profit or loss	按公平值計入在損益處理之 財務資產公平值變動		3,204	1,086
Loss on forward purchase contract	遠期購買合約虧損	18	(18,100)	-
Net realised gain on disposals of financial assets at fair value through profit or loss	出售按公平值計入在損益 處理之財務資產之 已變現收益淨額		505	-
Gain on disposal of a subsidiary	出售一家附屬公司之收益	29	-	3,681
Administrative and other expenses	行政及其他開支		(75,153)	(16,117)
Finance costs	融資成本	8	(39)	(40)
Share of results of an associate	分佔一家聯營公司之業績	17	7	(36)
Loss before income tax expense	除所得稅開支前虧損	10	(89,215)	(8,972)
Income tax expense	所得稅開支	9	-	-
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度 虧損		(89,215)	(8,972)
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益之項目：			
Change in fair value of available-for-sale financial assets	可出售財務資產之 公平值變動		(1,490)	-
Release of investment revaluation reserve upon disposal of available-for-sale financial assets	出售可出售財務資產時解除 投資重估儲備		-	(1,278)
Release of exchange reserve upon disposal of a subsidiary	出售一家附屬公司時 解除匯兌儲備		-	(5,049)
Exchange difference arising from an associate during the year	本年度一家聯營公司 產生之匯兌差額		59	66
Other comprehensive income for the year, net of tax	本年度其他全面收益， 扣除稅項		(1,431)	(6,261)
Total comprehensive expenses for the year	本年度全面開支總額		(90,646)	(15,233)
<b>Loss per share</b>	<b>每股虧損</b>	13		
— Basic (HK cents per share)	— 基本 (每股港仙)		13.02	1.42
— Diluted (HK cents per share)	— 攤薄 (每股港仙)		13.02	1.42
Proceeds from disposals of financial assets at fair value through profit or loss	出售按公平值計入在損益 處理之財務資產之所得款項		96,364	4,482

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2014 於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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	508	698
Interest in an associate	於一家聯營公司之權益	17	6,170	6,104
Available-for-sale financial assets	可出售財務資產	18	14,900	–
			<b>21,578</b>	6,802
<b>Current assets</b>	<b>流動資產</b>			
Financial assets at fair value through profit or loss	按公平值計入在損益處理之財務資產	19	27,795	21,594
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	22,570	3,584
Bank and cash balances	銀行及現金結存	21	73,083	6,630
			<b>123,448</b>	31,808
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accrued charges	其他應付款項及應計費用		1,589	1,471
Other borrowing	其他借貸	22	–	2,899
Amounts due to directors	應付董事款項	23	1,608	149
			<b>3,197</b>	4,519
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>120,251</b>	27,289
<b>Net assets</b>	<b>資產淨值</b>		<b>141,829</b>	34,091

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2014 於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
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	24	<b>7,725</b>	6,449
Reserves	儲備		<b>134,104</b>	27,642
<b>Total equity</b>	<b>權益總額</b>		<b>141,829</b>	34,091
Net asset value per share	每股資產淨值	27	<b>HK\$0.18 港元</b>	HK\$0.05 港元

On behalf of the Board

代表董事會

**Chen Yin**

陳胤

Director

董事

**Chan Cheong Yee**

陳昌義

Director

董事



# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

As at 31 March 2014 於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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	48	695
Investments in subsidiaries	於附屬公司之投資	16	782	2
			<b>830</b>	697
<b>Current assets</b>	<b>流動資產</b>			
Financial assets at fair value through profit or loss	按公平值計入在損益處理之財務資產	19	27,795	21,594
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	22,521	3,543
Amounts due from subsidiaries	應收附屬公司款項	23	34,338	–
Bank and cash balances	銀行及現金結存	21	73,074	6,499
			<b>157,728</b>	31,636
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accrued charges	其他應付款項及應計費用		1,571	1,462
Other Borrowing	其他借貸	22	–	2,899
Amounts due to directors	應付董事款項	23	1,608	149
			<b>3,179</b>	4,510
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>154,549</b>	27,126
<b>Net assets</b>	<b>資產淨值</b>		<b>155,379</b>	27,823

# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

As at 31 March 2014 於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
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	24	<b>7,725</b>	6,449
Reserves	儲備	25	<b>147,654</b>	21,374
<b>Total equity</b>	<b>權益總額</b>		<b>155,379</b>	27,823

On behalf of the Board

代表董事會

**Chen Yin**

陳胤

Director

董事

**Chan Cheong Yee**

陳昌義

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

		Share capital	Share premium	Investment revaluation reserve	Share option reserve	Exchange reserve	Accumulated losses	Total
		股本	股份溢價	投資重估儲備	購股權儲備	匯兌儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 April 2012</b>	於二零一二年四月一日	6,303	53,948	1,278	4,730	5,049	(29,211)	42,097
Loss for the year	本年度虧損	-	-	-	-	-	(8,972)	(8,972)
Other comprehensive income	其他全面收益							
Release of investment revaluation reserve upon disposal of available-for-sale financial assets	出售可供出售財務資產時解除投資重估儲備	-	-	(1,278)	-	-	-	(1,278)
Release of exchange reserve upon disposal of a subsidiary (note 29)	出售一家附屬公司時解除匯兌儲備(附註29)	-	-	-	-	(5,049)	-	(5,049)
Exchange difference arising from an associate during the year	年內一家聯營公司產生之匯兌差額	-	-	-	-	66	-	66
		-	-	(1,278)	-	(4,983)	-	(6,261)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	(4,983)	(8,972)	(15,233)
Issue of shares	發行股份	146	7,154	-	-	-	-	7,300
Share issue expenses	股份發行開支	-	(73)	-	-	-	-	(73)
<b>At 31 March 2013 and 1 April 2013</b>	於二零一三年三月三十一日及二零一三年四月一日	6,449	61,029	-	4,730	66	(38,183)	34,091

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

		Share capital	Share premium	Investment revaluation reserve	Share option reserve	Exchange reserve	Accumulated losses	Total
		股本	股份溢價	投資重估儲備	購股權儲備	匯兌儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
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	6,449	61,029	-	4,730	66	(38,183)	34,091
Loss for the year	本年度虧損	-	-	-	-	-	(89,215)	(89,215)
Other comprehensive income	其他全面收益							
Change in fair value of available-for-sale financial assets	可供出售財務資產之公平值變動	-	-	(1,490)	-	-	-	(1,490)
Exchange difference arising from an associate during the year	年內一家聯營公司產生之匯兌差額	-	-	-	-	59	-	59
		-	-	(1,490)	-	59	-	(1,431)
Total comprehensive income for the year	年內全面收益總額	-	-	(1,490)	-	59	(89,215)	(90,646)
Issue of shares	發行股份	1,100	118,300	-	-	-	-	119,400
Shares issued in acquisition of investment	收購投資時發行股份	150	27,750	-	-	-	-	27,900
Shares issued under share option scheme	根據購股權計劃發行股份	26	930	-	(291)	-	-	665
Forfeiture of share option expenses	沒收購股權開支	-	-	-	(872)	-	872	-
Recognition of share options	確認購股權	-	-	-	51,216	-	-	51,216
Share issue expenses	股份發行開支	-	(797)	-	-	-	-	(797)
At 31 March 2014	於二零一四年三月三十一日	7,725	207,212	(1,490)	54,783	125	(126,526)	141,829

**CONSOLIDATED STATEMENT OF CASH FLOWS****綜合現金流量表**

For the year ended 31 March 2014 截至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			
<b>Cash flows from operating activities</b>		<b>來自經營業務之現金流量</b>		
Loss before income tax expense		除所得稅開支前虧損	(89,215)	(8,972)
Adjustments for:		就下列事項作出調整：		
Depreciation	15	折舊	993	1,399
Equity-settled share-based payment	10	權益結算以股份付款	51,216	-
Impairment loss on property, plant and equipment	15	物業、廠房及設備之減值虧損	-	730
Gain on disposal of a subsidiary	29	出售一家附屬公司之收益	-	(3,681)
Net realised gain on disposals of fair value of financial assets at fair value through profit or loss		出售按公平值計入在損益處理之財務資產公平值之已變現收益淨額	(505)	-
Interest income	7	利息收入	(257)	(764)
Bank interest income	7	銀行利息收入	(59)	-
Interest expense		利息開支	39	40
Change in fair value of financial assets at fair value through profit or loss		按公平值計入在損益處理之財務資產之公平值變動	(3,204)	(1,086)
Loss on forward purchase contract	18	遠期購買合約之虧損	18,100	-
Waive of other payables		豁免其他應付款項	-	(1,650)
Over-provision of expenses		開支超額撥備	(45)	(40)
Share of results of an associate	17	分佔一家聯營公司之業績	(7)	36
Written off of other receivables	10	撇銷其他應收款項	5,200	-
Written off of property, plant and equipment	15	撇銷物業、廠房及設備	8	13
<b>Operating loss before working capital changes</b>		<b>營運資金變動前之經營虧損</b>	<b>(17,736)</b>	<b>(13,975)</b>
Purchase of financial assets at fair value through profit or loss		購買按公平值計入在損益處理之財務資產	(98,855)	(21,400)
Proceeds from disposal of financial assets at fair value through profit or loss		出售按公平值計入在損益處理之財務資產之所得款項	96,364	4,482
Decrease in amount due from a shareholder		應收一名股東款項減少	-	3,884
Increase in other receivables, deposits and prepayments		其他應收款項、按金及預付款項增加	(23,930)	(479)
Increase in other payables and accrued charges		其他應付款項及應計費用增加	186	1,898
Increase in amounts due to directors		應付董事款項增加	1,459	149
<b>Cash used in operations</b>		<b>經營所耗現金</b>	<b>(42,512)</b>	<b>(25,441)</b>
Interest received		已收利息	59	976
Interest paid		已付利息	(62)	-
<b>Net cash used in operating activities</b>		<b>經營業務所耗現金淨額</b>	<b>(42,515)</b>	<b>(24,465)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2014 截至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
<b>Cash flows from investing activities</b> 來自投資業務之現金流量				
Net cash inflow from disposal of a subsidiary	出售一家附屬公司之現金流入淨額	29	-	993
Proceeds from disposal of available-for-sale financial assets	出售可出售財務資產之所得款項		-	14,018
Purchase of available-for-sale financial assets	購買可出售財務資產		(6,590)	-
Purchase of property, plant and equipment	購置物業、廠房及設備	15	(811)	(3)
<b>Net cash (used in)/generated from investing activities</b>	<b>投資業務(所耗)/所得現金淨額</b>		<b>(7,401)</b>	<b>15,008</b>
<b>Cash flows from financing activities</b> 來自融資活動之現金流量				
Proceeds from borrowing	借貸所得款項		1,080	3,699
Repayment of borrowing	償還借貸		(3,979)	(800)
Proceeds from issuing of shares	發行股份所得款項		119,400	7,300
Proceeds from share issued under share option scheme	根據購股權計劃發行股份所得款項		665	-
Share issuing expenses paid	已付股份發行開支		(797)	(73)
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>		<b>116,369</b>	<b>10,126</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等值物增加淨額</b>		<b>66,453</b>	<b>669</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>年初現金及現金等值物</b>		<b>6,630</b>	<b>5,961</b>
<b>Cash and cash equivalents at end of year</b>	<b>年末現金及現金等值物</b>		<b>73,083</b>	<b>6,630</b>
Bank balances	銀行結存		28,058	6,630
Fixed deposits	定期存款		45,025	-
<b>Bank and cash balances</b>	<b>銀行及現金結存</b>		<b>73,083</b>	<b>6,630</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 1. GENERAL INFORMATION

China Investment Development Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability on 25 March 1998 and was de-registered on 11 March 2011 and was registered by way of continuation as an exempted company in Bermuda on 2 March 2011. The Company's shares have been listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 12 December 2000. Its registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal office in Hong Kong is located at Suites 2706–2707, 27/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

The Company is principally engaged in investment holding for medium to long-term capital appreciation purposes, and investment in listed and unlisted securities.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

#### (a) Adoption of new/revised HKFRSs — first effective on 1 January 2013

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

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

### 1. 一般資料

中國投資開發有限公司(「本公司」)為於一九九八年三月二十五日在開曼群島註冊成立之獲豁免有限公司，其後於二零一一年三月十一日撤銷註冊，且於二零一一年三月二日以續存之形式於百慕達註冊為獲豁免公司。本公司股份由二零零零年十二月十二日起在香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而其香港總辦事處位於香港灣仔告士打道108號大新金融中心27樓2706–2707室。

本公司之主要業務乃持有投資以獲得中期至長期資本增值，以及投資於上市及非上市證券。

### 2. 採納香港財務報告準則(「香港財務報告準則」)

#### (a) 採納新訂／經修訂香港財務報告準則 — 於二零一三年一月一日首次生效

香港財務報告準則(修訂本)	二零零九年至二零一一年週期之年度改進
香港會計準則第1號之修訂(經修訂)	呈列其他全面收益項目
香港財務報告準則第7號之修訂	抵銷財務資產及財務負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	於其他實體之權益披露
香港財務報告準則第13號	公平值計量
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
香港會計準則第19號(二零一一年)	僱員福利
香港(國際財務報告詮釋委員會)–詮釋第20號	露天礦場生產階段之剝採成本
香港財務報告準則第1號之修訂	政府貸款

採納此等修訂對本集團財務報表概無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

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

(continued)

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

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

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to HKAS 36	Impairment of assets — recoverable amount disclosures of non-financial assets <sup>1</sup>
HKFRS 9	Financial Instruments
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment entities <sup>1</sup>
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014

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

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

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採納以下已頒佈但尚未生效且可能與本集團財務報表有關之新訂／經修訂香港財務報告準則。

香港會計準則第32號之修訂	抵銷財務資產及財務負債 <sup>1</sup>
香港會計準則第36號之修訂	資產減值 — 披露非財務資產之可收回金額 <sup>1</sup>
香港財務報告準則第9號	財務工具
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂	投資實體 <sup>1</sup>
香港會計準則第19號(二零一一年)之修訂	界定福利計劃：僱員供款 <sup>2</sup>

<sup>1</sup> 於二零一四年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一四年七月一日或之後開始之年度期間生效

#### 香港會計準則第32號之修訂 — 抵銷財務資產及財務負債

該等修訂透過對香港會計準則第32號加設應用指引而澄清抵銷規定，該指引對實體「目前擁有法律上可強制執行權利以抵銷」之時間及總額結算機制被視為等同於淨額結算之時間作出澄清。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)***(continued)***(b) New/revised HKFRSs that have been issued but are not yet effective** *(continued)***Amendments to HKAS 36 — Impairment of assets — recoverable amount disclosure of non-financial assets**

The amendments to HKAS 36 result in the following key changes to the disclosures relating to the impairment of non-financial assets.

- To require the disclosure of the recoverable amount of an asset (or cash generating unit (“CGU”)) only in periods in which impairment has been recorded or reversed in respect of that asset (or CGU).
- To expand and clarify the disclosure requirements when an assets (or CGUs) recoverable amount has been determined on the basis of fair value less disposal.
- To require disclosure of the discount rate when an asset (or CGU) has been impaired (or impairment reversed) where the recoverable amount has been determined based on fair value less costs of disposal using a present value technique.

The amendments also align the disclosures required for the recoverable amount of an asset (or CGU) when this has been determined on the basis of fair value less costs of disposal with those required where the recoverable amount has been determined on the basis of value in use.

**2. 採納香港財務報告準則(「香港財務報告準則」)(續)****(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)****香港會計準則第36號之修訂 — 資產減值 — 披露非財務資產之可收回金額**

香港會計準則第36號之修訂對有關非財務資產減值之披露構成以下主要變動。

- 規定僅於就資產(或現金產生單位(「現金產生單位」))錄得或撥回減值之期間須披露有關資產(或現金產生單位)之可收回金額。
- 擴大及澄清資產(或現金產生單位)之可收回金額根據公平值減出售之基準釐定時之披露規定。
- 規定資產(或現金產生單位)出現減值(或減值撥回)而可收回金額乃按現值技術根據公平值減出售成本釐定時,須披露貼現率。

該等修訂亦使資產(或現金產生單位)之可收回金額按公平值減出售成本之基準釐定時披露與可收回金額根據使用價值基準釐定時所作披露貫徹一致。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)***(continued)***(b) New/revised HKFRSs that have been issued but are not yet effective (continued)****HKFRS 9 — Financial Instruments**

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

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

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

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

**2. 採納香港財務報告準則(「香港財務報告準則」)(續)****(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)****香港財務報告準則第9號 — 財務工具**

根據香港財務報告準則第9號，財務資產分類為按公平值或按攤銷成本計量之財務資產，取決於實體管理財務資產之業務模式及財務資產之合約現金流量特徵。公平值收益或虧損將於損益確認，惟就該等非貿易股本投資而言，實體可選擇於其他全面收益確認收益及虧損。香港財務報告準則第9號貫徹香港會計準則第39號有關財務負債確認、分類及計量規定，惟指定為按公平值計入在損益處理之財務負債除外，該負債信貸風險變動應佔之公平值變動金額於其他全面收益確認，除非會產生或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認財務資產及財務負債之規定。

**香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂 — 投資實體**

該等修訂適用於符合投資實體資格之特定類別業務。投資實體之業務目的僅為投資資金以獲取資本增值之回報、投資收入或兩者兼得。投資實體乃按公平值基準評估其投資表現。投資實體可包括私募股權機構、創業基金機構、退休基金及投資基金。

該等修訂為香港財務報告準則第10號綜合財務報表提供綜合入賬規定之例外情況，並規定投資實體按公平值計入在損益計量特定附屬公司，而非將其綜合入賬。該等修訂亦載列投資實體之披露規定。該等修訂獲追溯應用，惟須受若干過渡條文所限。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)***(continued)***(b) New/revised HKFRSs that have been issued but are not yet effective** *(continued)***Amendments to HKAS 19 (2011) — Defined Benefit Plans: Employee Contributions**

The amendments permit contributions that are independent of the number of years of service to be recognised as a reduction in the service cost in the period in which the service is rendered instead of allocating the contributions to periods of service.

**3. BASIS OF PREPARATION****(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

**(b) Basis of measurement**

The consolidated financial statements have been prepared under the historical cost basis except for available-for-sale financial assets and financial assets at fair value through profit or loss, which are measured at fair values.

**(c) Functional and presentation currency**

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”). Each entity in the Group maintains its books and record in its own functional currency. The functional currency of the Company is HK\$.

**2. 採納香港財務報告準則(「香港財務報告準則」)(續)****(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)****香港會計準則第19號(二零一一年)之修訂 — 界定福利計劃：僱員供款**

該等修訂允許於獲提供服務之期間確認與服務年數無關之供款為削減服務成本，而並非將供款分配至服務年期。

**3. 編製基準****(a) 合規聲明**

綜合財務報表乃按照所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋以及香港公司條例之披露規定編製。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)規定之適用披露。

**(b) 計量基準**

綜合財務報表乃根據歷史成本法編製，惟按公平值計量之可出售財務資產及按公平值計入在損益處理之財務資產除外。

**(c) 功能及呈列貨幣**

綜合財務報表以港元(「港元」)呈列。本集團各實體以其本身之功能貨幣列賬及記錄。本公司之功能貨幣為港元。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****(a) Business combination and basis of consolidation**

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

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

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

**4. 重大會計政策概要****(a) 業務合併及綜合基準**

綜合財務報表包括本公司及其附屬公司（「本集團」）之財務報表。集團內公司間交易及結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦會對銷，除非有關交易顯示已轉讓資產出現減值，在此情況下，虧損於損益中確認。

於年內收購或出售之附屬公司之業績，乃由收購生效日期起或截至出售生效日期止（視適用情況而定）計入綜合全面收益表。如有必要，則調整附屬公司之財務報表以使其會計政策與本集團其他成員公司之會計政策一致。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股本權益於收購當日之公平值總額計量。所收購可識別資產及所承擔負債主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇以公平值或應佔被收購方之可識別資產淨值比例計算非控股權益（即現時於附屬公司之擁有權權益）。除非香港財務報告準則規定使用其他計量基準，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本均予支銷，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃自權益中扣除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (a) Business combination and basis of consolidation (continued)

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

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

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

### 4. 重大會計政策概要(續)

#### (a) 業務合併及綜合基準(續)

收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起計十二個月)內所取得有關於收購日期之公平值之新資料時,方以商譽確認。所有其他分類為資產或負債之或然代價之其後調整均於損益中確認。

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日期)前之業務合併所產生之或然代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂作為對該等業務合併成本之調整處理,並被確認為商譽之一部分。

本集團於附屬公司之權益變動如並無導致失去控制權,則入賬列為權益交易。本集團權益及非控股權益之賬面值均予調整,以反映其各自於附屬公司之相關權益變動。非控股權益之調整金額與所付或所收代價公平值之任何差額,乃直接於權益中確認,並歸屬於本公司擁有人。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (a) Business combination and basis of consolidation (continued)

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

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

#### (b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

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

### 4. 重大會計政策概要(續)

#### (a) 業務合併及綜合基準(續)

倘本集團失去附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i)所收取代價之公平值與任何保留權益之公平值之總額；及(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。過往就該附屬公司於其他全面收益確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後，非控股權益(代表現時於附屬公司擁有權益)之賬面值為該等權益於初步確認時之金額加非控股權益應佔權益其後變動之部分。即使會導致該等非控股權益出現虧絀結餘，全面收益總額仍歸屬於非控股權益。

#### (b) 附屬公司

附屬公司為本集團可行使控制權之投資對象。符合以下全部三項要素時則本公司對投資對象擁有控制權：(1)對投資對象有權力；(2)對投資對象之可變回報承擔風險或享有權利；及(3)可使用其權力影響該等可變回報。倘有事實或情況顯示該等控制權要素出現變動，則重新評估控制權。

於本公司財務狀況表內，於附屬公司之投資按成本減減值虧損列賬(如有)。附屬公司之業績由本公司按已收及應收股息基準計入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (c) Associates

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

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

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

In the Group's consolidated statement of financial position, investment in an associate is carried at cost less impairment losses, if any. The results of associate is accounted for by the Group on the basis of dividends received and receivable during the year.

#### 4. 重大會計政策概要(續)

##### (c) 聯營公司

聯營公司為本集團對其有重大影響力之實體，而並非附屬公司或合營企業。重大影響力指有權參與決定投資對象財務及營運政策，惟並無控制或共同控制該等政策。聯營公司乃使用權益法入賬，據此，其初步按成本確認，其後會就本集團應佔聯營公司資產淨值收購後變動調整其賬面值，惟超過本集團於聯營公司之權益之虧損不會確認，除非有責任清償該等虧損。

本集團與聯營公司交易所產生溢利及虧損僅就於聯營公司之無關連投資者之權益而確認。投資者於聯營公司所佔來自該等交易之溢利及虧損以聯營公司之賬面值抵銷。

已付聯營公司任何溢價超出本集團應佔所收購可識別資產、負債及或然負債之公平值之金額會撥充資本，並計入聯營公司之賬面值，而投資之全部賬面值通過比較其賬面值與其可收回金額(使用價值及公平值減出售成本之較高者)進行減值測試。

於本集團之綜合財務狀況表內，於一家聯營公司之投資按成本減減值虧損列賬(如有)。聯營公司之業績由本集團按年內已收及應收股息基準計入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Property, plant and equipment

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvement	Over the shorter of the lease term or 4 years
Furniture and fixture	5 years
Office equipment	5 years
Computer equipment	5 years
Motor vehicle	5 years

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

### 4. 重大會計政策概要(續)

#### (d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備成本包括購買價及購買該等項目的直接應佔成本。

其後成本僅在該項目相關之未來經濟利益可能流入本集團，且該項目之成本能可靠計量時，方計入資產之賬面值或確認為獨立資產(視適用情況而定)。所有維修及保養等其他成本，於其產生之財務期間於損益確認為開支。

物業、廠房及設備之折舊，於其估計可使用年期以直線法計提，以撇銷其成本扣除剩餘價值。於各報告期末，已審閱可使用年期、剩餘價值及折舊法並作出調整(如適用)。可使用年期如下：

租賃物業裝修	租賃期限或四年(兩者中之較短者)
傢俬及裝置	五年
辦公室設備	五年
電腦設備	五年
汽車	五年

倘資產賬面值高於資產估計可收回金額，則資產即時撇減至其可收回金額。

出售物業、廠房及設備之收益或虧損為出售所得款項淨額與其資產賬面值之差額，並於出售時於損益確認。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****(e) Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

**The Group as lessee**

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the term of the relevant lease. Lease incentives received are recognised as an integrated part of the total rental expenses over the terms of the lease.

**(f) Financial instruments****(i) Financial assets**

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

*Financial assets at fair value through profit or loss*

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

**4. 重大會計政策概要(續)****(e) 租賃**

凡租約條款將所有權之絕大部分風險及回報轉移至承租人之租賃，均列為融資租約。所有其他租約均列為經營租約。

**本集團作為承租人**

經營租約項下之應付租金總額於相關租賃期限內以直線法於損益確認。所收租賃優惠會作為總租金開支之整體部分在租賃期限確認。

**(f) 財務工具****(i) 財務資產**

本集團於初步確認時根據購買資產之目的將財務資產分類。按公平值計入在損益處理之財務資產初步按公平值計量，而所有其他財務資產則初步按公平值加購買該等財務資產之直接應佔交易成本計量。所有循正常途徑購買或出售之財務資產，按交易日基準確認及終止確認。循正常途徑購買或出售財務資產是指根據條款有關按照市場規定或慣例一般規定期限內交付資產之合約進行之財務資產買賣。

*按公平值計入在損益處理之財務資產*

該等資產包括持作買賣財務資產及於初步確認時指定為按公平值計入在損益處理之財務資產。財務資產如以短期內出售為目的而購買，則分類為持作買賣資產。衍生工具，包括獨立嵌入式衍生工具亦分類作持作買賣財務資產，除非其被指定為有效對沖工具或財務擔保合約。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Financial instruments (continued)

##### (i) Financial assets (continued)

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

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

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

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

##### *Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

### 4. 重大會計政策概要(續)

#### (f) 財務工具(續)

##### (i) 財務資產(續)

*按公平值計入在損益處理之財務資產(續)*

倘一份合約包含一項或以上嵌入式衍生工具，整份混合合約可能被指定為按公平值計入在損益處理之財務資產，除非嵌入式衍生工具並無重大修改現金流量或嵌入式衍生工具獨立列賬遭明確禁止。

倘財務資產符合以下條件，則可於初步確認時指定為按公平值計入在損益處理：(i)有關指定消除或大幅減少按不同基準計量資產或確認其收益或虧損所導致的不一致入賬方法；(ii)該資產為既定管理策略按公平值基準管理及評估表現的一組財務資產的一部分；或(iii)財務資產包括須獨立列賬的嵌入式衍生工具。

於初步確認後，按公平值計入在損益處理之財務資產按公平值計量，公平值變動於產生期間於損益內確認。

##### *貸款及應收款項*

該等資產為固定或可釐定款額而並無活躍市場報價之非衍生財務資產。其與其他種類之合約貨幣資產合併。於初步確認後，貸款及應收款項按攤銷成本以實際利率法減去任何已識別減值虧損入賬。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****(f) Financial instruments (continued)****(i) Financial assets (continued)***Available-for-sale financial assets*

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

**(ii) Impairment loss on financial assets**

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- a significant or prolonged decline in the fair value of an investment in equity instruments below its cost; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

**4. 重大會計政策概要(續)****(f) 財務工具(續)****(i) 財務資產(續)***可出售財務資產*

該等資產為並無固定或包括於其他財務資產分類之非衍生資產。於初步確認後，該等資產按公平值確認而公平值變動則於其他全面收益入賬，於損益確認之貨幣工具之減值虧損及匯兌收益及虧損則除外。

**(ii) 財務資產減值虧損**

本集團於各報告期末評估是否存在財務資產已減值之客觀證據。倘於初步確認資產後發生之一項或多項事件導致存在減值之客觀證據，而有關事件對財務資產之估計未來現金流量的影響能可靠計量，則財務資產為已減值。減值證據可能包括：

- 債務人出現重大財務困難；
- 違反合約，例如拖欠或欠付利息或本金付款；
- 由於債務人出現財務困難而向其授出寬免；
- 股本工具投資之公平值大幅或長期下跌至低於其成本；及
- 債務人有可能面臨破產或其他債務重組。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Financial instruments (continued)

##### (ii) Impairment loss on financial assets (continued)

###### *For Loans and receivables*

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

###### *For Available-for-sale financial assets*

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

### 4. 重大會計政策概要(續)

#### (f) 財務工具(續)

##### (ii) 財務資產減值虧損(續)

###### *貸款及應收款項*

當有客觀證據證明資產已減值，則減值虧損於損益確認，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值差額計量。財務資產賬面值會透過撥備賬作出扣減。倘財務資產任何部分被認為無法收回，則將於相關財務資產之撥備賬撤銷。

###### *可出售財務資產*

倘公平值減少構成客觀減值證據，則有關虧損數額將自權益剔除並於損益確認。

倘投資之公平值增加客觀上與確認減值虧損後發生之事件有關，則任何可出售債務投資之減值虧損於其後撥回至損益。

就可出售股本投資而言，任何減值虧損以後的公平值增加於其他全面收益表確認。

就按成本列賬之可出售股本投資而言，減值虧損金額按資產賬面值與按相似財務資產之現時市場回報率貼現之估計未來現金流量現值之差額計量。有關減值虧損不會撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (f) Financial instruments (continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortisation costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at amortised cost*

Financial liabilities at amortised cost including other payables and accrued charge, other borrowing and amount due to directors and subsidiaries are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### 4. 重大會計政策概要(續)

##### (f) 財務工具(續)

##### (iii) 財務負債

本集團根據負債產生之目的，將其財務負債分類。按攤銷成本計量之財務負債初步按公平值扣除所產生直接應佔成本計量。

##### *按攤銷成本計量之財務負債*

按攤銷成本計量之財務負債，包括其他應付款項及應計費用、其他借貸以及應付董事及附屬公司款項，其後採用實際利率法按攤銷成本計量。有關利息開支在損益中確認。

於終止確認負債時及在攤銷過程中，收益或虧損在損益中確認。

##### (iv) 實際利率法

實際利率法乃計算財務資產或財務負債之攤銷成本及分配相關期間利息收入或利息開支之方法。實際利率乃按財務資產或負債之預計年期或適用之較短期間，準確貼現估計未來現金收款或付款之利率。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Financial instruments (continued)

##### (v) Equity instruments

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

##### (vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

### 4. 重大會計政策概要(續)

#### (f) 財務工具(續)

##### (v) 股本工具

本公司所發行股本工具乃按已收所得款項扣除直接發行成本記錄。

##### (vi) 終止確認

倘就財務資產收取未來現金流量之合約權利到期或財務資產被轉移且轉移符合香港會計準則第39號終止確認之條件，則本集團會終止確認財務資產。

當於財務負債相關合約之特定責任被解除、取消或屆滿時，將終止確認財務負債。

當本集團因重新商討財務負債條款而向債權人發行其本身股本工具以清償全部或部分負債，則已發行股本工具為已付代價，並按其於財務負債或其中部分抵銷當日之公平值初步確認及計量。倘已發行股本工具之公平值無法可靠地計量，則計量股本工具以反映已抵銷財務負債之公平值。已抵銷財務負債賬面值或其中部分與已付代價之差額將於年內損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (g) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

#### 4. 重大會計政策概要(續)

##### (g) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃基於按就所得稅而言毋須課稅或不可扣稅之項目作出調整之日常業務所產生利潤或虧損，採用於報告期末已實施或實際上已實施的稅率計算。

遞延稅項乃就用於財務報告目的之資產及負債賬面值與用於稅務目的之相應金額兩者之間之暫時差額確認。除商譽及不會影響會計及應課稅利潤之已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅利潤抵銷可抵扣應課稅暫時差額時確認。遞延稅項乃按適用於預期資產或負債賬面值變現或結清之方式，且於報告期末已實施或實際上已實施之稅率計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (g) Income taxes (continued)

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

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

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

#### 4. 重大會計政策概要(續)

##### (g) 所得稅(續)

倘投資物業根據香港會計準則第40號「投資物業」按公平值列賬，則可豁免釐定用於計量遞延稅項金額之適用稅率之一般規定。除非推定遭駁回，否則該等投資物業之遞延稅項金額於報告日期按售按其賬面值計值之該等投資物業所應用稅率計量。倘投資物業可予折舊，且持有物業之業務模式目的為隨時間而非透過銷售獲取該物業絕大部分經濟收益，則有關假設遭駁回。

於附屬公司、聯營公司及共同控制實體之投資所產生應課稅暫時差額會確認遞延稅項負債，惟倘本集團可控制暫時差額撥回，且暫時差額可能不會於可見將來撥回時則除外。

所得稅於損益中確認，惟倘所得稅與已於其他全面收益確認之項目有關則除外，於此情況下，有關稅項亦於其他全面收益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (h) Share-based payments

Where share options are awarded to employees and others providing similar services that are vested at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss with a corresponding increase in the share option reserve within equity.

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

##### (i) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- Property, plant and equipment; and
- Investment in subsidiaries and associate.

#### 4. 重大會計政策概要(續)

##### (h) 以股份支付交易

當向僱員及提供類似服務之其他人士頒授於授出日期歸屬之購股權，所授出購股權之公平值將即時於損益支銷，而權益中之購股權儲備則相應增加。

購股權獲行使時，過往於購股權儲備中確認之數額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使，則過往於購股權儲備中確認之數額將轉撥至累計溢利或虧損。

##### (i) 其他資產減值

於各報告期末，本集團審閱以下資產之賬面值以確定是否存在該等資產蒙受減值虧損或過往確認之減值虧損不再存在或可能已減少之跡象：

- 物業、廠房及設備；及
- 於附屬公司及聯營公司之投資。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Impairment of other assets (continued)

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### (j) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (k) Provisions

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

### 4. 重大會計政策概要(續)

#### (i) 其他資產減值(續)

倘估計一項資產之可收回金額(即公平值減出售成本及使用價值)少於其賬面值,則該資產之賬面值削減至其可收回金額。減值虧損即時確認為一項開支。

倘減值虧損其後撥回,該項資產之賬面值會增至其可收回金額之經調整估計水平,惟所增加賬面值不得超過倘於過往年度並無就該資產確認減值虧損而原應釐定之賬面值。減值虧損撥回將即時確認為收入。

#### (j) 借貸成本

收購、建造或生產合資格資產(須耗用較長時間方可作擬定用途或銷售之資產)直接產生之借貸成本均作為該等資產成本之一部分撥充資本。將有待用於該等資產之特定借貸作短期投資所賺取之收入,會於資本化借貸成本中扣除。所有其他借貸成本乃於產生期間內於損益確認。

#### (k) 撥備

倘本集團因過去事件產生法定或推定責任而可能導致可合理估計之經濟利益流出,則本集團將就不確定時間或金額之負債確認撥備。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****(I) Related party**

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

**4. 重大會計政策概要(續)****(I) 關連人士**

- (a) 倘一名人士符合以下條件，則該名人士或其近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本公司母公司之主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體之聯營公司或合營企業，或另一實體為集團旗下成員公司之聯營公司或合營企業之成員公司。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - (v) 實體為本集團或與本集團有關連之實體就僱員福利設立之離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體或該實體之母公司主要管理層成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### (I) Related party (continued)

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

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

#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other sources of estimation uncertainty at the end of 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.

##### Depreciation and amortisation

The Group depreciates the property, plant and equipment over their estimated useful lives and after taking into account their estimated residual values, using the straight line method. The estimated useful lives reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

#### 4. 重大會計政策概要(續)

##### (I) 關連人士(續)

某一人士之近親指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家族成員，包括：

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

#### 5. 關鍵會計判斷及估計之不肯定因素主要來源

於報告期末時，具有重大風險可導致資產及負債賬面值在下一個財政年度出現大幅調整之估計不肯定因素主要來源討論如下。

##### 折舊及攤銷

本集團按物業、廠房及設備之估計可使用年期及經計入其估值剩餘價值以直線法折舊。估計使用年期反映董事對本集團擬自使用本集團之物業、廠房及設備以取得未來經濟利益之估計。倘有關資產已陳舊並預期其處於使用年期結束時之狀況，則扣除估計出售成本後之剩餘價值反映董事對本集團現時出售有關資產後可獲得之估計數額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Allowance for bad and doubtful debts

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

#### Impairment of available-for-sale financial assets

For available-for-sale financial assets, a significant or prolonged decline in fair value below carrying value is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant or prolonged. In making this judgement, the management of the Group takes into account factors such as industry and sector performance and financial information regarding the investees.

#### Impairment of non-financial assets

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

### 5. 關鍵會計判斷及估計之不肯定因素主要來源 (續)

#### 呆壞賬撥備

本集團對呆壞賬之撥備政策，乃以對能否收回賬款之評估及賬齡分析以及管理層判斷為基準。評估應收賬款之最終變現值時須作出若干判斷，包括個別客戶之現時信用狀況及過往收款記錄。倘本集團客戶之財務狀況惡化，導致其還款能力有所下降，則須作出額外撥備。

#### 可出售財務資產減值

就可出售財務資產而言，公平值顯著或長期持續減少至低於賬面值被視為客觀減值證據。釐定公平值是否屬顯著或長期持續減少時須作出判斷。作出該判斷時，本集團管理層考慮行業及界別表現以及有關投資對象之財務資料等因素。

#### 非財務資產減值

本集團於各報告日期評估可能導致資產減值之本集團獨有狀況，以評估減值。倘出現導致減值之誘因，則會釐定資產之可收回金額。評估可收回金額時計算使用價值計及對未來事件所作出多項主要估計及假設，有關估計及假設可能受不肯定因素影響而與實際結果有重大差別。於作出有關主要估計及判斷時，董事考慮主要基於報告日期當前市況所作假設，定期與實際市場數據及本集團實際進行之交易作比較。

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. For the years ended 31 March 2014 and 2013, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, do not contain profit or loss information of each business line or geographical area and the executive directors reviewed the financial result of the Group as a whole reported under HKFRSs. Therefore, the executive directors have determined that the Group has only one single business component/reportable segment as the Group is only engaged in investment holding. The executive directors allocate resources and assess performance on an aggregated basis. Accordingly, no operating segment is presented.

The following table provides an analysis of the Group's revenue and non-current assets including property, plant and equipment, interest in an associate and available-for-sales financial assets (i.e. "specified non-current assets") by geographical locations, determined based on physical location of the assets or location of operations in case of interest in an associate and available-for-sales financial assets, are as follows:

### 6. 分類資料

經營分類為本集團可賺取收入及產生開支之業務活動之組成部分，乃根據本集團主要營運決策者獲提供及定期審閱以便分配分類資源及評估表現之內部管理呈報資料識別。截至二零一四年及二零一三年三月三十一日止年度，向執行董事（即就資源分配及表現評估而言為主要營運決策者）報告之資料不包括各業務系列或地區之溢利或虧損資料，而執行董事已審閱本集團根據香港財務報告準則呈報之整體財務業績。因此，執行董事已釐定本集團僅有一個單一業務組成部分／可報告分類，原因為本集團僅從事投資控股。執行董事按合計基準分配資源及評估表現。因此，概無呈列經營分類。

下表提供按資產實際位置或業務營運所在地（如屬於一家聯營公司之權益及可出售財務資產）所釐定，按地理位置劃分之本集團收益及非流動資產（包括物業、廠房及設備、於一家聯營公司之權益及可出售財務資產（即「特定非流動資產」））之分析如下：

	Revenue from external customers 來自外界客戶之收益		Specified non-current assets 特定非流動資產	
	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Hong Kong (place of domicile) 香港(註冊地點)	257	764	508	698
Other regions of the People's Republic of China (the "PRC") (「中國」)其他地區	-	-	21,070	6,104
	257	764	21,578	6,802

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 7. REVENUE AND OTHER INCOME

### 7. 收益及其他收入

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest income from financial assets at fair value through profit or loss	按公平值計入在損益處理之財務資產之利息收入	257	–
Interest income from available-for-sale financial assets	可出售財務資產之利息收入	–	764
Revenue	收益	257	764
Other income:	其他收入：		
Bank interest income	銀行利息收入	59	–
Overprovision of expenses	開支超額撥備	45	40
Written off of other payables and accruals	撇銷其他應付款項及應計費用	–	1,650
		104	1,690
Total revenue and other income	收益及其他收入總額	361	2,454

The Group's revenue represents interest income from convertible bonds and available-for-sale financial assets. No other source of income contributed to the Group's revenue for 2014 and 2013.

本集團之收益指可換股債券及可出售財務資產之利息收入。於二零一四年及二零一三年，並無其他收入來源為本集團帶來收益。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**8. FINANCE COSTS****8. 融資成本**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest on other borrowings fully repaid:	已悉數償還之其他借貸利息：		
Interest expense	利息開支	39	40
		<b>39</b>	<b>40</b>

**9. INCOME TAX EXPENSE**

Hong Kong profits tax is calculated at 16.5% (2013: 16.5%) on the estimated assessable profits for the year. Overseas tax is calculated at the rates applicable in the respective jurisdictions. No provision for income tax expense is required since the Group has no assessable profits either arising from Hong Kong or other jurisdictions during the year (2013: Nil).

**9. 所得稅開支**

香港利得稅乃就本年度估計應課稅溢利按 16.5% (二零一三年：16.5%) 計算。海外稅項按有關司法權區適用稅率計算。由於本集團於本年度並無源自香港或其他司法權區之應課稅溢利，故毋須作出所得稅開支撥備 (二零一三年：無)。



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## 綜合財務報表附註

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### 9. INCOME TAX EXPENSE (continued)

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

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before income tax expense	除所得稅開支前虧損	(89,215)	(8,972)
Tax calculated at the domestic income tax rate of 16.5% (2013: 16.5%)	按本地所得稅稅率 16.5% (二零一三年：16.5%) 計算之稅項	(14,720)	(1,480)
Tax effect of share of results of an associate	分佔一家聯營公司業績之稅務影響	(2)	6
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	11,445	14
Tax effect of revenue not taxable for tax purpose	毋須課稅收入之稅務影響	(538)	(787)
Tax effect on temporary differences not recognised	未確認暫時差額之稅務影響	103	324
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	3,712	1,923
Income tax expense	所得稅開支	-	-

No deferred tax liability has been recorded on temporary differences of approximately HK\$3,435,000 (2013: approximately HK\$3,119,000) has been made in the financial statements as the tax effect of the temporary difference is immaterial to the Group.

At the end of reporting period, the Group had unused tax losses of approximately HK\$55,048,000 (2013: approximately HK\$43,477,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the unused tax losses due to unpredictability of future profit streams.

### 9. 所得稅開支(續)

本年度所得稅開支與綜合損益及其他全面收益表內除所得稅開支前虧損之對賬如下：

由於暫時差額之稅務影響對本集團而言並不重大，故並無於財務報表內就暫時差額約 3,435,000 港元(二零一三年：約 3,119,000 港元) 錄得遞延稅項負債。

於報告期末，本集團有未動用稅項虧損約 55,048,000 港元(二零一三年：約 43,477,000 港元)，可供抵銷未來溢利，且可無限期結轉。由於不可預計未來溢利流量，故並無就未動用稅項虧損確認遞延稅項資產。

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**10. LOSS BEFORE INCOME TAX EXPENSE**

Loss before income tax expense is stated after charging the following:

**10. 除所得稅開支前虧損**

除所得稅開支前虧損經扣除下列各項：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Staff costs	員工成本		
Salaries	薪金	2,458	301
Provident fund contributions	公積金供款	39	13
Equity-settled share-based payment	權益結算以股份付款	5,246	-
<b>Total staff costs excluding directors' remunerations</b>	<b>員工成本總額(不包括董事酬金)</b>	<b>7,743</b>	314
Auditor's remuneration	核數師酬金	350	260
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	-	730
Depreciation	折舊	993	1,399
Directors' remuneration	董事酬金	10,008	2,171
Loss on forward purchase contract	遠期購買合約虧損	18,100	-
Written off of other receivables	撇銷其他應收款項	5,200	-
Equity-settled share-based payment	權益結算以股份付款		
Director	董事	8,029	-
Employee	僱員	5,246	-
Consultants	顧問	37,941	-
<b>Total Equity-settled share based payment</b>	<b>權益結算以股份付款總額</b>	<b>51,216</b>	-
Investment manager's fee	投資經理費用	720	701
Rent and rates	租金及差餉	4,984	7,953
Written off of property, plant and equipment	撇銷物業、廠房及設備	8	13

**11. DIVIDENDS**

The directors do not recommend the payment of any dividend for the year ended 31 March 2014 (2013: Nil).

**11. 股息**

董事不建議就截至二零一四年三月三十一日止年度派付任何股息(二零一三年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 12. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Loss attributable to shareholders includes an amount of approximately HK\$70,828,000 (2013: HK\$15,020,000) which has been dealt with in the financial statements of the Company.

### 13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

### 12. 本公司擁有人應佔本年度虧損

股東應佔虧損包括已於本公司財務報表內處理為數約70,828,000港元(二零一三年: 15,020,000港元)之款項。

### 13. 每股虧損

本公司普通權益持有人應佔每股基本及攤薄虧損乃按以下數據計算:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	用於計算每股基本及攤薄虧損之本公司擁有人應佔本年度虧損	(89,215)	(8,972)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	685,197,061	630,410,760

No diluted loss per share has been presented as the potential ordinary share in respect of outstanding share options is anti-dilutive for both years.

由於尚未行使之購股權所涉及潛在普通股於該等年度產生反攤薄效應，故並無呈列每股攤薄虧損。

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

#### (a) Directors

The aggregate amount of emoluments payable by the Group during the year is as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Fees	袍金		
Executive directors	執行董事	480	522
Non-executive directors	非執行董事	114	231
Independent non-executive directors	獨立非執行董事	720	686
		<b>1,314</b>	1,439
Basic salaries and other benefits	基本薪金及其他福利	650	717
Contributions to retirement benefit scheme	退休福利計劃供款	15	15
Equity-settled share-based payment	權益結算以股份付款	8,029	-
		<b>10,008</b>	2,171

No directors had waived any emoluments and no emoluments were paid to the directors as inducement to join or upon joining the Group or as compensation for loss of office during the year (2013: Nil).

### 14. 董事及五名最高薪人士之酬金

#### (a) 董事

本集團於本年度應付酬金總額如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Fees	袍金		
Executive directors	執行董事	480	522
Non-executive directors	非執行董事	114	231
Independent non-executive directors	獨立非執行董事	720	686
		<b>1,314</b>	1,439
Basic salaries and other benefits	基本薪金及其他福利	650	717
Contributions to retirement benefit scheme	退休福利計劃供款	15	15
Equity-settled share-based payment	權益結算以股份付款	8,029	-
		<b>10,008</b>	2,171

於本年度，概無董事放棄任何酬金，亦無向董事支付任何酬金，作為鼓勵其加入本集團或於加入本集團時之獎勵，或作為離職補償（二零一三年：無）。

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

#### (a) Directors (continued)

The emoluments paid or payable to each of the eight (2013: ten) directors are as follows:

		2014 二零一四年				
		Salaries and other Fees	Contribution to retirement scheme	Share-based payment	Total	
		薪金及 袍金	退休金計劃 供款	以股份付款	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
<b>Executive directors</b>	<b>執行董事</b>					
Chan Cheong Yee	陳昌義	240	-	4,769	5,009	
Wong Chak Keung (note (i))	黃澤強(附註(i))	240	650	398	1,303	
<b>Non-executive directors</b>	<b>非執行董事</b>					
Chen Yin (note (ii))	陳胤(附註(ii))	114	-	2,067	2,181	
Lin Song (note (iii))	林松(附註(iii))	-	-	-	-	
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Fong Wo, Felix	方和	240	-	795	1,035	
Leung Chi Kong (note (iv))	梁志剛(附註(iv))	40	-	-	40	
Leung Wing Kin	梁榮健	240	-	-	240	
Tang Ping Sum (note (v))	鄧炳森(附註(v))	200	-	-	200	
		<b>1,314</b>	<b>650</b>	<b>8,029</b>	<b>10,008</b>	

Notes:

- (i) Resigned on 25 April 2014
- (ii) Appointed on 10 October 2013
- (iii) Retired on 28 August 2013
- (iv) Appointed on 1 February 2014
- (v) Resigned on 1 February 2014

附註：

- (i) 於二零一四年四月二十五日辭任
- (ii) 於二零一三年十月十日獲委任
- (iii) 於二零一三年八月二十八日退任
- (iv) 於二零一四年二月一日獲委任
- (v) 於二零一四年二月一日辭任

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

#### (a) Directors (continued)

		2013 二零一三年				
		Salaries and other Fees	Contribution to retirement scheme	Share-based payment	Total	
		薪金及 袍金	退休金計劃 供款	以股份付款	總計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Executive directors</b>	<b>執行董事</b>					
Chan Cheong Yee (note (i))	陳昌義 (附註(i))	202	–	–	202	
Liu Hui (note (ii))	劉輝 (附註(ii))	80	–	–	80	
Wong Chak Keung	黃澤強	240	717	15	972	
<b>Non-executive directors</b>	<b>非執行董事</b>					
Chen Yibiao (note (iii))	陳奕標 (附註(iii))	11	–	–	11	
Deng Li (note (iv))	鄧力 (附註(iv))	220	–	–	220	
Lin Song (note (v))	林松 (附註(v))	–	–	–	–	
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Fong Wo, Felix	方和	240	–	–	240	
Leung Wing Kin (note (vi))	梁榮健 (附註(vi))	186	–	–	186	
Lung Chee Ming, George (note (vii))	龍子明 (附註(vii))	20	–	–	20	
Tang Ping Sum	鄧炳森	240	–	–	240	
		1,439	717	15	2,171	

Notes:

- (i) Appointed on 29 May 2012
- (ii) Resigned on 1 August 2012
- (iii) Removed on 18 April 2012
- (iv) Resigned on 8 March 2013
- (v) Appointed on 12 September 2012
- (vi) Appointed on 22 June 2012
- (vii) Resigned on 1 May 2012

附註：

- (i) 於二零一二年五月二十九日獲委任
- (ii) 於二零一二年八月一日辭任
- (iii) 於二零一二年四月十八日罷免
- (iv) 於二零一三年三月八日辭任
- (v) 於二零一二年九月十二日獲委任
- (vi) 於二零一二年六月二十二日獲委任
- (vii) 於二零一二年五月一日辭任

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

#### (a) Directors (continued)

The number of directors whose remuneration fell within the following band is follow:

	2014 二零一四年	2013 二零一三年
HK\$nil to HK\$1,000,000 零港元至 1,000,000 港元	4	10
HK\$1,000,001 to HK\$3,000,000 1,000,001 港元至 3,000,000 港元	3	–
HK\$3,000,001 to HK\$6,000,000 3,000,001 港元至 6,000,000 港元	1	–

#### (b) Five highest paid individuals' emoluments

The emoluments of the five highest paid individuals (2013: five) (which include 1 directors (2013: 5)) 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
Basic salaries and other benefits 基本薪金及其他福利	1,600	1,859
Contributions to retirement benefit scheme 退休福利計劃供款	–	15
Equity-settled share-based payment 權益結算以股份付款	23,227	–
	<b>24,827</b>	1,874

### 14. 董事及五名最高薪人士之酬金(續)

#### (a) 董事(續)

酬金介乎以下範圍之董事人數如下：

#### (b) 五名最高薪人士之酬金

五名(二零一三年：五名)最高薪人士(其中包括一名(二零一三年：五名)董事)之酬金如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

#### (b) Five highest paid individuals' emoluments (continued)

The number of the five highest paid individuals whose remuneration fell within the following band is as follow:

		2014 二零一四年	2013 二零一三年
HK\$nil to HK\$1,000,000	零港元至 1,000,000 港元	–	5
HK\$1,000,001 to HK\$3,000,000	1,000,001 港元至 3,000,000 港元	–	–
HK\$3,000,001 to HK\$6,000,000	3,000,001 港元至 6,000,000 港元	4	–
HK\$6,000,001 to HK\$9,000,000	6,000,001 港元至 9,000,000 港元	1	–

There was no arrangement under which any of the 5 (2013: five) highest paid employees had waived or agreed to waive any remuneration during the year.

During the year, no emoluments were paid by the Group to any of the directors or the highest paid employees as an inducement to join or upon joining the Group, or as compensation for loss of office.

### 14. 董事及五名最高薪人士之酬金(續)

#### (b) 五名最高薪人士之酬金(續)

酬金介乎以下範圍之五名最高薪人士數目如下：

於本年度，概無就五名(二零一三年：五名)最高薪僱員當中任何人士放棄或同意放棄任何酬金訂立任何安排。

於本年度，本集團並無向任何董事或最高薪僱員支付任何酬金，作為鼓勵其加入本集團或於加入本集團時之獎勵，或作為離職補償。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

## 15. PROPERTY, PLANT AND EQUIPMENT

## 15. 物業、廠房及設備

		GROUP 本集團				Total 總計 HK\$'000 千港元
		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Motor Vehicle 汽車 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	
<b>At 31 March 2012 and 1 April 2012</b>	<b>於二零一二年三月三十一日及二零一二年四月一日</b>					
Cost	成本	3,466	52	–	20	3,538
Accumulated depreciation	累計折舊	(693)	(6)	–	(2)	(701)
Net carrying amount	賬面淨值	2,773	46	–	18	2,837
<b>Year ended 31 March 2013</b>	<b>截至二零一三年三月三十一日止年度</b>					
Opening net carrying amount	期初賬面淨值	2,773	46	–	18	2,837
Additions	添置	–	3	–	–	3
Written off	撇銷	–	(4)	–	(9)	(13)
Impairment	減值	(730)	–	–	–	(730)
Depreciation	折舊	(1,386)	(10)	–	(3)	(1,399)
Closing net carrying amount	期末賬面淨值	657	35	–	6	698
<b>At 31 March 2013</b>	<b>於二零一三年三月三十一日</b>					
Cost	成本	3,466	50	–	9	3,525
Accumulated depreciation	累計折舊	(2,809)	(15)	–	(3)	(2,827)
Net carrying amount	賬面淨值	657	35	–	6	698
<b>Year ended 31 March 2014</b>	<b>截至二零一四年三月三十一日止年度</b>					
Opening net carrying amount	期初賬面淨值	657	35	–	6	698
Additions	添置	306	–	476	29	811
Written off	撇銷	–	(8)	–	–	(8)
Depreciation	折舊	(963)	(10)	(16)	(4)	(993)
Closing net carrying amount	期末賬面淨值	–	17	460	31	508
<b>At 31 March 2014</b>	<b>於二零一四年三月三十一日</b>					
Cost	成本	3,772	36	476	38	4,322
Accumulated depreciation	累計折舊	(3,772)	(19)	(16)	(7)	(3,814)
Net carrying amount	賬面淨值	–	17	460	31	508

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT (continued)

### 15. 物業、廠房及設備(續)

		COMPANY 本公司			Total 總計 HK\$'000 千港元
		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	
<b>At 31 March 2012 and 1 April 2012</b>	<b>於二零一二年三月三十一日及 二零一二年四月一日</b>				
Cost	成本	3,466	52	20	3,538
Accumulated depreciation	累計折舊	(693)	(6)	(2)	(701)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>2,773</b>	<b>46</b>	<b>18</b>	<b>2,837</b>
<b>Year ended 31 March 2013</b>	<b>截至二零一三年三月三十一日 止年度</b>				
Opening net carrying amount	期初賬面淨值	2,773	46	18	2,837
Written off	撇銷	-	(4)	(9)	(13)
Impairment	減值	(730)	-	-	(730)
Depreciation	折舊	(1,386)	(10)	(3)	(1,399)
<b>Closing net carrying amount</b>	<b>期末賬面淨值</b>	<b>657</b>	<b>32</b>	<b>6</b>	<b>695</b>
<b>At 31 March 2013</b>	<b>於二零一三年三月三十一日</b>				
Cost	成本	3,466	47	9	3,522
Accumulated depreciation	累計折舊	(2,809)	(15)	(3)	(2,827)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>657</b>	<b>32</b>	<b>6</b>	<b>695</b>
<b>Year ended 31 March 2014</b>	<b>截至二零一四年三月三十一日 止年度</b>				
Opening net carrying amount	期初賬面淨值	657	32	6	695
Additions	添置	306	-	29	335
Written off	撇銷	-	(6)	-	(6)
Depreciation	折舊	(963)	(9)	(4)	(976)
<b>Closing net carrying amount</b>	<b>期末賬面淨值</b>	<b>-</b>	<b>17</b>	<b>31</b>	<b>48</b>
<b>At 31 March 2014</b>	<b>於二零一四年三月三十一日</b>				
Cost	成本	3,772	36	38	3,846
Accumulated depreciation	累計折舊	(3,772)	(19)	(7)	(3,798)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>-</b>	<b>17</b>	<b>31</b>	<b>48</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

## 16. INVESTMENTS IN SUBSIDIARIES

## 16. 於附屬公司之投資

		Company 本公司	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	782	2

The particulars of the Company's subsidiaries as at 31 March 2014 are as follows:

本公司之附屬公司於二零一四年三月三十一日之詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interests held by the Company 本公司 所持應佔股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Equity Assets Holdings Limited 中國股權資產集團有限公司	Hong Kong 香港	HK\$1 1港元	100%	–	Investment holding 投資控股
Master Smooth Investment Development Limited 萬通投資發展有限公司	Hong Kong 香港	HK\$1 1港元	–	100%	Investment holding 投資控股
Eternal Fame Industrial Limited 永名實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Investment holding 投資控股
Able Surplus Corporation Limited 寶盈興業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

## 16. INVESTMENTS IN SUBSIDIARIES (continued)

## 16. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interests held by the Company 本公司 所持應佔股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Perfect Worth Investment Limited	British Virgin Islands	US\$100	100%	–	Investment holding
	("BVI")/Hong Kong 英屬維京群島 ("英屬維京群島")/ 香港	100 美元	100%	–	投資控股
Smart Access Capital Limited	BVI/Hong Kong	US\$100	100%	–	Investment holding
	英屬維京群島/香港	100 美元	100%	–	投資控股
Urban Thrive Limited	BVI/Hong Kong	US\$50,000	100%	–	Investment holding
	英屬維京群島/香港	50,000 美元	100%	–	投資控股
Moonglory International Properties Limited	BVI/Hong Kong	US\$50,000	100%	–	Investment holding
	英屬維京群島/香港	50,000 美元	100%	–	投資控股

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

該等附屬公司於年末或年內任何時間概無任何未償還債務證券。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 17. INTEREST IN AN ASSOCIATE

### 17. 於一家聯營公司之權益

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Share of net assets of an associate	分佔一家聯營公司之資產淨值	<b>6,170</b>	6,104

(a) Details of the Group's associate at 31 March 2014 is as follows:

(a) 本集團之聯營公司於二零一四年三月三十一日之詳情如下：

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued and fully paid registered capital 已發行及 繳足註冊資本	Percentage of equity held by the Group 本集團所持 權益百分比	Proportion of voting power 投票權比例	Principal activities 主要業務
Bonicast Construction Material (Beijing) Co., Ltd ("Bonicast")	PRC	Registered RMB10,000,000	49%	20% (note)	Trading of construction materials
會鑄偉業建築材料 (北京)有限公司 (「會鑄偉業」)	中國	註冊 人民幣 10,000,000 元	49%	20% (附註)	建材貿易

Note: The Group is able to exercise significant influence over Bonicast because it has the power to appoint one out of five directors of that company under the articles of association of that company.

附註：本集團能夠對會鑄偉業行使重大影響力，原因為本集團有權根據該公司組織章程細則委任該公司五名董事其中一名。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**17. INTEREST IN AN ASSOCIATE (continued)**

- (b) Summarised financial information in respect of Bonicast, which is a material associate to the Group is set out below:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>As at 31 March</b>	<b>於三月三十一日</b>		
Current assets	流動資產	13,757	35,014
Non-current assets	非流動資產	-	8
Current liabilities	流動負債	(1,165)	(22,566)
<b>Net assets</b>	<b>資產淨值</b>	<b>12,592</b>	<b>12,456</b>
<i>Included in the above amounts are:</i>	<i>計入以上金額：</i>		
Cash and cash equivalents	現金及現金等值物	46	65
Current financial liabilities (excluding trade and other payables)	流動財務負債(不包括貿易應付款項及其他應付款項)	-	22,483
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Year ended 31 March</b>	<b>截至三月三十一日止年度</b>		
Revenue	收益	30,111	44,005
Profit/(loss) from operation	來自經營業務之溢利/(虧損)	17	(74)
Total comprehensive income	全面收益總額	136	61
Group's share of result of an associate	本集團分佔一家聯營公司之業績	7	(36)
<i>Included in the above amounts are:</i>	<i>計入以上金額：</i>		
Depreciation and amortisation	折舊及攤銷	(25)	(48)
Interest income	利息收入	-	2
Income tax expense	所得稅開支	(3)	-

**17. 於一家聯營公司之權益(續)**

- (b) 本集團主要聯營公司會鑄偉業之財務資料概要載列如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

## 18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

## 18. 可出售財務資產

		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted equity securities in PRC, at cost	中國非上市股本證券，按成本	16,390	-
Fair value adjustment	公平值調整	(1,490)	-
		<b>14,900</b>	-

Particulars of investments in unlisted equity securities held by the Group as at 31 March 2014 and 2013 disclosed pursuant to Chapter 21 of Listing Rules are as follows:

根據上市規則第21章披露之本集團於二零一四年及二零一三年三月三十一日所持非上市股本證券投資詳情如下：

Name of investee companies	Place of incorporation	Percentage of effective interest held 所持實際權益百分比	At cost		Fair value adjustment		Carrying value	
			31/3/2014	31/3/2013	31/3/2014	31/3/2013	31/3/2014	31/3/2013
接受投資公司名稱	註冊成立地點		按成本		公平值調整		賬面值	
			二零一四年 三月三十一日	二零一三年 三月三十一日	二零一四年 三月三十一日	二零一三年 三月三十一日	二零一四年 三月三十一日	二零一三年 三月三十一日
			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
Tianjin Bao Xin Ying Precious Metals Management Limited ("Bao Xin") (note (ii)) 天津寶鑫盈貴金屬經營有限公司 (「寶鑫盈」)(附註(ii))	PRC	12.00%	6,590	-	510	-	7,100	-
GuangZhou Shi Da Jian Credit Guarantee Limited (廣州市達鍵信用擔保有限公司) ("Da Jian") (note (iii)) 廣州市達鍵信用擔保有限公司 (「達鍵」)(附註(iii))	PRC	11.59%	9,800	-	(2,000)	-	7,800	-
			<b>16,390</b>	-	<b>(1,490)</b>	-	<b>14,900</b>	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

Notes:

- (i) The unlisted equity securities are measured at fair value and classified as Level 3 fair value measurement. The fair values of unlisted equity securities are determined by reference to the valuation carried out by an external independent valuer by using Guideline Publicly Traded Company method with reference to similar listed companies and adjusted to reflect the specific circumstance of the investments. The significant unobservable inputs are as follows:

	Bao Xin 寶鑫盈	Da Jian 達鍵
Lack of marketability discount rate 缺乏市場流通性貼現率	50%	20%

Da Jian was valued by a price-to-book ratio multiple of comparable listed companies and Bao Xin applied a weighted approach of price to EBITDA ratio, price to EBIT ratio, price to net income rate and price to book ratio of comparable listed companies. A discount was applied to reflect the lack of marketability of the unlisted investments.

If the lack of marketability discount rate was 5% higher/lower while all other variables were held constant, the carrying amount of the investments in Bao Xin and Da Jian would decrease/increase by approximately HK\$400,000 and HK\$100,000 respectively.

- (ii) On 29 May 2013, the Company entered into a sale and purchase agreement with vendors pursuant to which the Company has agreed to acquire from the vendors the entire sale shares and the sale loan of Moonglory International Properties Limited, a company incorporated in the BVI for a total consideration of HK\$6,590,000, which effectively held 12% equity interest in Bao Xin. This company is a PRC established company and principally engaged in the trading of precious metals and gold products and investment advisory in Tianjin, the PRC.

### 18. 可出售財務資產(續)

附註：

- (i) 非上市股本證券以公平值計量，並分類為第3級公平值計量。非上市股本證券之公平值乃經參考外聘獨立估值師使用上市公司指引法作出之估值，有關估值乃經參考類似上市公司及就反映特定投資狀況作出調整。重大不可觀察輸入數據如下：

	Bao Xin 寶鑫盈	Da Jian 達鍵
Lack of marketability discount rate 缺乏市場流通性貼現率	50%	20%

達鍵乃按可資比較上市公司之市賬率倍數估值，而寶鑫盈則採用加權法，按可資比較上市公司的價格對扣除利息、稅項、折舊及攤銷前盈利比率、價格對扣除利息及稅項前盈利比率、價格對淨收入比率以及市賬率估值。已就反映該等非上市投資缺乏市場流通性而加以貼現。

倘缺乏市場流通性貼現率上升/下跌5%，而所有其他變項維持不變，則於寶鑫盈及達鍵之投資賬面值將分別減少/增加約400,000港元及100,000港元。

- (ii) 於二零一三年五月二十九日，本公司與賣方訂立買賣協議，據此，本公司同意向賣方收購於英屬維京群島註冊成立之Moonglory International Properties Limited全部待售股份及待售貸款，總代價為6,590,000港元。Moonglory International Properties Limited實際持有寶鑫盈之12%股權。寶鑫盈為於中國成立之公司，主要於中國天津從事貴金屬及黃金製品買賣以及投資諮詢服務。



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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

Notes: (continued)

(iii) On 13 May 2013, the Company entered into a sale and purchase agreement with vendors pursuant to which the Company has conditionally agreed to acquire from the vendors the entire sale shares and the sale loan of Urban Thrive Limited, a company incorporated in the BVI for a consideration of HK\$7,500,000 by issuing 15,000,000 shares ("Consideration Shares") at an issue price of HK\$0.5 per share, effectively held 11.59% equity interest in Da Jian. This company is a PRC established company and principally engaged in providing credit guarantee service in the PRC. The acquisition was completed on 21 January 2014.

As at the completion date, the Group issued the Consideration Shares at market price of HK\$1.86 per share to the vendor, and the total cost of the Consideration Shares was HK\$27,900,000. However, the fair value of Da Jian was HK\$9,800,000, which is the initial cost of investment in Da Jian, and a loss on forward purchase contract of HK\$18,100,000 is recognised in the profit or loss of the year.

The following is the analysis of fair value change of available-for-sale financial assets that are measured at fair value for the years ended 31 March 2014 and 2013:

### 18. 可出售財務資產(續)

附註：(續)

(iii) 於二零一三年五月十三日，本公司與賣方訂立買賣協議，據此，本公司有條件同意向賣方收購於英屬維京群島註冊成立之Urban Thrive Limited全部待售股份及待售貸款，透過以發行價每股0.5港元發行15,000,000股股份(「代價股份」)支付代價7,500,000港元。Urban Thrive Limited實際持有達鍵之11.59%股權。達鍵為於中國成立之公司，主要於中國從事提供信貸擔保服務。此項收購已於二零一四年一月二十一日完成。

於完成日期，本集團按市價每股1.86港元向賣方發行代價股份，代價股份之總成本為27,900,000港元。然而，達鍵之公平值為9,800,000港元(乃於達鍵投資之初步成本)，而遠期購買合約之虧損18,100,000港元乃於年內損益中確認。

以下為可出售財務資產於截至二零一四年及二零一三年三月三十一日止年度按公平值計量之公平值變動分析：

		Change in fair value during the year ended 31 March 截至三月三十一日止年度之 公平值變動	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted equity securities issued by:	由以下公司發行之非上市股本 證券：		
— Bao Xin	— 寶鑫盈	510	—
— Da Jian	— 達鍵	(2,000)	—
		(1,490)	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Hong Kong listed equity securities, at market value (note a)	香港上市股本證券， 按市值(附註a)	20,282	454
Investments in convertible bonds, at fair value (note b)	投資於可換股債券， 按公平值(附註b)	7,513	21,140
		<b>27,795</b>	<b>21,594</b>

(a) Particulars of investments of listed equity securities held by the Group as at 31 March 2014 and 2013 disclosed pursuant to Chapter 21 of Listing Rules are as follows:

(a) 根據上市規則第21章披露之本集團於二零一四年及二零一三年三月三十一日所持上市股本證券投資詳情如下：

Name	Note	Number of shares held	Percentage of interest held	Cost	Market value		Accumulated unrealised gain/(loss) arising on revaluation 重估產生之 累計未變現 收益/(虧損)	Change in fair value	
					2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
China Investment and Finance Group Limited ("China Investment") 中國投資集團有限公司 (「中國投資集團」)	(i)	1,228,000 ordinary shares 1,228,000股普通股	0.2111%	864	651	454	213	197	(160)
China Everbright International Limited ("China Everbright") 中國光大國際有限公司(「中國光大」)	(ii)	100,000 ordinary share 100,000股普通股	0.0022%	1,060	1,062	-	2	2	-
Beijing Jingneng Clean Energy Co., Limited ("Beijing Jinageng") 北京京能清潔能源電力股份 有限公司(「北京京能」)	(iii)	40,000 ordinary share 40,000股普通股	0.0006%	148	142	-	(6)	(6)	-

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(a) (continued)

### 19. 按公平值計入在損益處理之財務資產 (續)

(a) (續)

Name	Note	Number of shares held	Percentage of interest held	Cost	Market value		Accumulated unrealised gain/(loss) arising on revaluation	Change in fair value	
					2014	2013		2014	2013
名稱	附註	所持股份數目	所持權益百分比	成本	2014 二零一四年	2013 二零一三年	重估產生之 累計未變現 收益/(虧損)	公平值變動	
				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
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited ("Guangzhou Baiyunshan") 廣州白雲山醫藥集團股份有限公司 (「廣州白雲山」)	(iv)	6,000 ordinary share 6,000 股普通股	0.0005%	157	158	-	1	1	-
Lenovo Group Limited ("Lenovo") 聯想集團有限公司 (「聯想」)	(v)	20,000 ordinary share 20,000 股普通股	0.0002%	172	171	-	(1)	(1)	-
Kingworld Medicines Group Limited ("Kingworld Medicines") 金活醫藥集團有限公司 (「金活醫藥」)	(vi)	20,000 ordinary share 20,000 股普通股	0.0032%	58	44	-	(14)	(14)	-
Ford Glory Group Holdings Limited ("Ford Glory") 福源集團控股有限公司 (「福源」)	(vii)	16,000 ordinary share 16,000 股普通股	0.0036%	50	-	-	(50)	(50)	-
Perfect Optronics Limited ("Perfect Optronics") 圓美光電有限公司 (「圓美光電」)	(viii)	30,000 ordinary share 30,000 股普通股	0.0023%	34	35	-	1	1	-
Larry Jewelry International Company Limited ("Larry Jewelry") 俊文寶石國際有限公司 (「俊文寶石」)	(ix)	125,700,000 ordinary share 125,700,000 股普通股	4.9411%	15,270	17,598	-	2,328	2,328	-
Econtext Asia Limited ("Econtext Asia") 環亞智富有限公司 (「環亞智富」)	(x)	60,000 ordinary share 60,000 股普通股	0.0116%	392	244	-	(148)	(148)	-

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(a) (continued)

### 19. 按公平值計入在損益處理之財務資產 (續)

(a) (續)

Name	Note	Number of shares held	Percentage of interest held	Cost	Market value		Accumulated unrealised gain/(loss) arising on revaluation	Change in fair value	
					2014	2013		2014	2013
名稱	附註	所持股份數目	所持權益百分比	成本	二零一四年	二零一三年	重估產生之累計未變現收益/(虧損)	二零一四年	二零一三年
				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
China Fiber Optic Network System Group Limited ("China Fiber")	(xi)	88,000	0.0060%	198	177	-	(20)	(20)	-
中國光纖網絡系統集團有限公司 (「中國光纖」)		88,000 股普通股							

Notes:

(i) China Investment was incorporated in Cayman Islands and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code:1226). China Investment was engaged investment in listed and unlisted companies in Hong Kong and overseas market. For the financial year ended 31 March 2014, the audited consolidated loss attributable to equity holders of China Investment was approximately HK\$93,562,000 (2013: HK\$14,764,000) with basic and diluted loss per share of HK\$0.1609 (2013: basic and diluted loss per share of HK\$0.0254). As at 31 March 2014, its audited consolidated net assets attributable to the Company was approximately HK\$947,000 (2013: HK\$1,153,000). No dividend was received during the year ended 31 March 2014 and 2013.

附註:

(i) 中國投融資集團於開曼群島註冊成立，其股份於香港聯交所主板上市(股份代號：1226)。中國投融資集團從事投資於香港及海外市場之上市及非上市公司。截至二零一四年三月三十一日止財政年度，中國投融資集團權益持有人應佔經審核綜合虧損約為93,562,000港元(二零一三年：14,764,000港元)，每股基本及攤薄虧損為0.1609港元(二零一三年：每股基本及攤薄虧損0.0254港元)。於二零一四年三月三十一日，本公司應佔該公司之經審核綜合資產淨值約為947,000港元(二零一三年：1,153,000港元)。概無就截至二零一四年及二零一三年三月三十一日止年度收取任何股息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(a) (continued)

Notes: (continued)

(ii) China Everbright was incorporated in Hong Kong and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 257). China Everbright was engaged in integrated project investment, construction engineering, operation management, technology development and equipment manufacturing focusing on environmental protection and alternative energy businesses. For the financial year ended 31 December 2013, the audited consolidated profit from continuing and discontinuing operations attributable to equity holders of China Everbright was approximately HK\$1,324,667,000 with basic and diluted profit per share of HK\$0.3260 and HK\$0.3257 respectively. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately HK\$307,000. No dividend was received during the year ended 31 March 2014.

(iii) Beijing Jingeng was incorporated in Hong Kong and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 579). Beijing Jingeng was engaged in wind power generation, gas-fired power and heat energy generation, hydropower generation and other business. For the financial year ended 31 December 2013, the audited consolidated profit from operations attributable to equity holders of Beijing Jingeng was approximately RMB1,145,534,000 with basic and diluted profit per share of RMB0.1844. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately RMB68,000. No dividend was received during the year ended 31 March 2014.

### 19. 按公平值計入在損益處理之財務資產 (續)

(a) (續)

附註：(續)

(ii) 中國光大於香港註冊成立，其股份於香港聯交所主板上市(股份代號：257)。中國光大從事集項目投資、工程建設、運營管理、科技研發及設備製造為一體之業務，並以綠色環保及新能源為主業。截至二零一三年十二月三十一日止財政年度，中國光大權益持有人應佔經審核綜合持續經營及終止經營業務溢利約為1,324,667,000港元，每股基本及攤薄溢利分別為0.3260港元及0.3257港元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為307,000港元。概無就截至二零一四年三月三十一日止年度收取任何股息。

(iii) 北京京能於香港註冊成立，其股份於香港聯交所主板上市(股份代號：579)。北京京能從事風力發電，燃氣發電及供熱、水電及其他業務。截至二零一三年十二月三十一日止財政年度，北京京能權益持有人應佔經審核綜合經營溢利約為人民幣1,145,534,000元，每股基本及攤薄溢利為人民幣0.1844元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為人民幣68,000元。概無就截至二零一四年三月三十一日止年度收取任何股息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(a) (continued)

Notes: (continued)

- (iv) Guangzhou Baiyunshan was incorporated in PRC and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 874). Guangzhou Baiyunshan was engaged in manufacture of Western and Chinese patent drug, wholesale, retail, import and export of western pharmaceutical products and sales of Health products. For the financial year ended 31 December 2013, the audited consolidated profit from operations attributable to equity holders of Guangzhou Baiyunshan was approximately RMB980,045,000 with basic and diluted profit per share of RMB0.768. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately RMB33,000. No dividend was received during the year ended 31 March 2014.
- (v) Lenovo was incorporated in Hong Kong and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 992). Lenovo was engaged in develop, manufacturing and market reliable, high-quality, secure and easy-to-use technology products and services. For the financial year ended 31 March 2014, the audited consolidated profit from operations attributable to equity holders of Lenovo was approximately US\$817,228,000 with basic and diluted profit per share of US\$0.0788 and US\$0.0778 respectively. As at 31 March 2014, its audited consolidated net assets attributable to the Company was approximately US\$6,000. No dividend was received during the year ended 31 March 2014.
- (vi) Kingworld Medicines was incorporated in the Cayman Islands and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 1110). Kingworld Medicines was engaged in distribution sale of branded imported pharmaceutical and healthcare products in the PRC. For the financial year ended 31 December 2013, the audited consolidated profit from operations attributable to equity holders of Kingworld Medicines was approximately RMB47,177,000 with basic and diluted profit per share of RMB0.0758. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately RMB15,000. No dividend was received during the year ended 31 March 2014.

### 19. 按公平值計入在損益處理之財務資產 (續)

(a) (續)

附註：(續)

- (iv) 廣州白雲山於中國註冊成立，其股份於香港聯交所主板上市(股份代號：874)。廣州白雲山從事製造中西成藥、批發、零售及進出口西方醫藥產品以及銷售健康產品。截至二零一三年十二月三十一日止財政年度，廣州白雲山權益持有人應佔經審核綜合經營溢利約為人民幣980,045,000元，每股基本及攤薄溢利為人民幣0.768元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為人民幣33,000元。概無就截至二零一四年三月三十一日止年度收取任何股息。
- (v) 聯想於香港註冊成立，其股份於香港聯交所主板上市(股份代號：992)。聯想從事開發、製造以及銷售可靠、優質、安全易用之科技產品及優質專業之服務。截至二零一四年三月三十一日止財政年度，聯想權益持有人應佔經審核綜合經營溢利約為817,228,000美元，每股基本及攤薄溢利分別為0.0788美元及0.0778美元。於二零一四年三月三十一日，本公司應佔該公司之經審核綜合資產淨值約為6,000美元。概無就截至二零一四年三月三十一日止年度收取任何股息。
- (vi) 金活醫藥於開曼群島註冊成立，其股份於香港聯交所主板上市(股份代號：1110)。金活醫藥於中國從事品牌進口醫藥及保健產品之分銷。截至二零一三年十二月三十一日止財政年度，金活醫藥權益持有人應佔經審核綜合經營溢利約為人民幣47,177,000元，每股基本及攤薄溢利為人民幣0.0758元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為人民幣15,000元。概無就截至二零一四年三月三十一日止年度收取任何股息。

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For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)**

(a) (continued)

Notes: (continued)

(vii) Ford Glory was incorporated in Bermuda and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 1682). Ford Glory was engaged in trading and manufacturing of garment products and provision of quality inspection services. For the financial year ended 31 March 2014, the audited consolidated profit from operations attributable to equity holders of Ford Glory was approximately HK\$18,961,000 with basic and diluted profit per share of HK\$0.043 and HK\$0.039 respectively. As at 31 March 2014, its audited consolidated net assets attributable to the Company was approximately HK\$13,000. No dividend was received during the year ended 31 March 2014.

(viii) Perfect Optronics was incorporated in the Cayman Islands and the share of which are listed on Growth Enterprise Market ("GEM") of the Hong Kong Stock Exchange (stock code: 8311). Perfect Optronics was engaged in trading of display panel and related electronic components. For the financial year ended 31 December 2013, the audited consolidated profit from operations attributable to equity holders of Perfect Optronics was approximately HK\$71,133,000 with basic and diluted profit per share of HK\$0.0719. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately HK\$3,000. No dividend was received during the year ended 31 March 2014.

(ix) Larry Jewelry was incorporated in Bermuda and the share of which are listed on GEM of the Hong Kong Stock Exchange (stock code: 8351). Larry Jewelry was engaged in design and sale of jewelry products. For the financial year ended 31 December 2013, the audited consolidated loss from operations attributable to equity holders of Larry Jewelry was approximately HK\$103,267,000 with basic and diluted loss per share of HK\$0.0678. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately HK\$11,249,000. No dividend was received during the year ended 31 March 2014.

**19. 按公平值計入在損益處理之財務資產 (續)**

(a) (續)

附註：(續)

(vii) 福源於百慕達註冊成立，其股份於香港聯交所主板上市(股份代號：1682)。福源從事服裝產品貿易及製造，以及提供品質檢定服務。截至二零一四年三月三十一日止財政年度，福源權益持有人應佔經審核綜合經營溢利約為18,961,000港元，每股基本及攤薄溢利分別為0.043港元及0.039港元。於二零一四年三月三十一日，本公司應佔該公司之經審核綜合資產淨值約為13,000港元。概無就截至二零一四年三月三十一日止年度收取任何股息。

(viii) 圓美光電於開曼群島註冊成立，其股份於香港聯交所創業板(「創業板」)上市(股份代號：8311)。圓美光電從事銷售顯示面板及相關電子部件。截至二零一三年十二月三十一日止財政年度，圓美光電權益持有人應佔經審核綜合經營溢利約為71,133,000港元，每股基本及攤薄溢利為0.0719港元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為3,000港元。概無就截至二零一四年三月三十一日止年度收取任何股息。

(ix) 俊文寶石於百慕達註冊成立，其股份於香港聯交所創業板上市(股份代號：8351)。俊文寶石從事設計及銷售珠寶產品。截至二零一三年十二月三十一日止財政年度，俊文寶石權益持有人應佔經審核綜合經營虧損約為103,267,000港元，每股基本及攤薄虧損為0.0678港元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為11,249,000港元。概無就截至二零一四年三月三十一日止年度收取任何股息。

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(a) (continued)

Notes: (continued)

- (x) Econtext Asia was incorporated in Hong Kong and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 1390). Econtext Asia was engaged in provision of online payment services and e-commerce solutions. For the six months ended 31 December 2013, the unaudited consolidated profit from operations attributable to equity holders of Econtext Asia was approximately HK\$20,433,000 with basic and diluted profit per share of HK\$0.05. As at 31 December 2013, its unaudited consolidated net assets attributable to the Company was approximately HK\$190,000. No dividend was received during the year ended 31 March 2014.
- (xi) China Fiber was incorporated in the Cayman Islands and the share of which are listed on Main Board of the Hong Kong Stock Exchange (stock code: 3777). China Fiber was engaged in the business of the production and sale of fiber optic patch and other accessories. For the financial year ended 31 December 2013, the audited consolidated profit from operations attributable to equity holders of China Fiber was approximately RMB332,533,000 with basic and diluted profit per share of RMB0.260. As at 31 December 2013, its audited consolidated net assets attributable to the Company was approximately RMB122,000. No dividend was received during the year ended 31 March 2014.

The fair values of the Group's investment in listed equity securities are based on quoted market price.

### 19. 按公平值計入在損益處理之財務資產 (續)

(a) (續)

附註：(續)

- (x) 環亞智富於香港註冊成立，其股份於香港聯交所主板上市(股份代號：1390)。環亞智富從事提供線上支付服務及電子商務解決方案。截至二零一三年十二月三十一日止六個月，環亞智富權益持有人應佔未經審核綜合經營溢利約為20,433,000港元，每股基本及攤薄溢利為0.05港元。於二零一三年十二月三十一日，本公司應佔該公司之未經審核綜合資產淨值約為190,000港元。概無就截至二零一四年三月三十一日止年度收取任何股息。
- (xi) 中國光纖於開曼群島註冊成立，其股份於香港聯交所主板上市(股份代號：3777)。中國光纖從事光纖活動連接器及其他輔助產品的生產及銷售。截至二零一三年十二月三十一日止財政年度，中國光纖權益持有人應佔經審核綜合經營溢利約為人民幣332,533,000元，每股基本及攤薄溢利為人民幣0.260元。於二零一三年十二月三十一日，本公司應佔該公司之經審核綜合資產淨值約為人民幣122,000元。概無就截至二零一四年三月三十一日止年度收取任何股息。

本集團於上市股本證券之投資公平值以所報市價為基準。



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### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(b) Particulars of investments in convertible bonds held by the Group as at 31 March 2014 and 2013 disclosed pursuant to Chapter 21 of Listing Rules are as follows:

### 19. 按公平值計入在損益處理之財務資產 (續)

(b) 根據上市規則第21章披露之本集團於二零一四年及二零一三年三月三十一日所持投資於可換股債券詳情如下：

Name of investee companies 接受投資公司名稱	Place of incorporation 註冊成立地點	Convertible bonds, at cost 可換股債券，按成本值		Fair value adjustment 公平值調整		Carrying value 賬面值	
		31/3/2014 二零一四年 三月 三十一日 HK\$'000 千港元	31/3/2013 二零一三年 三月 三十一日 HK\$'000 千港元	31/3/2014 二零一四年 三月 三十一日 HK\$'000 千港元	31/3/2013 二零一三年 三月 三十一日 HK\$'000 千港元	31/3/2014 二零一四年 三月 三十一日 HK\$'000 千港元	31/3/2013 二零一三年 三月 三十一日 HK\$'000 千港元
Miracle Fortune Group Limited 奧富集團有限公司	BVI 英屬維京群島	-	7,000	-	(27)	-	6,973
Treasure Billions Wisdom Limited 智富寶有限公司	BVI 英屬維京群島	-	7,800	-	(232)	-	7,568
Venture Champion Limited	BVI 英屬維京群島	6,600	6,600	914	(1)	7,513	6,599
		6,600	21,400	914	(260)	7,513	21,140

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For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)**

(b) (continued)

- (i) On 11 June 2012, the Company invested in the 3% unsecured convertible bonds issued by Miracle Fortune Group Limited ("Miracle") at a face value of HK\$7,000,000, bearing coupon interest rate of 3% per annum. Miracle is an investment holding company and its business is principally engaged in provision of branding, products design, distribution network development and e-business services related to apparel and accessories business in the PRC. The convertible bonds due on June 2016 are convertible into fully paid ordinary shares of Miracle with a par value of USD1.00 each at a conversion price of HK\$200,000 per share. The Company can exercise the conversion at anytime until the maturity date. As at 20 June 2013, the convertible bonds in the principal amount of HK\$7,000,000 with accrued interest up to 20 June 2013 amounting to approximately HK\$31,000 was fully redeemed by the issuer.
- (ii) On 14 June 2012, the Company invested in the 3% unsecured convertible bonds issued by Treasure Billions Wisdom Limited. ("Treasure") at a face value of HK\$7,800,000, bearing coupon interest rate of 3% per annum. Treasure is an investment holding company and its business is principally engaged in provision of multi-media and outdoor advertising business in the PRC. As at the time of investment in Treasure, the investment in Treasure did not exceed 20% of the Company's net asset value at that time. The convertible bonds due on June 2016 are convertible into fully paid ordinary shares of Treasure with a par value of USD1.00 each at a conversion price of HK\$200,000 per share. The Company can exercise the conversion at anytime until the maturity date. As at 16 May 2013, the convertible bonds in the principal amount of HK\$7,800,000 with accrued interest up to 16 May 2013 amounting to approximately HK\$111,000 was fully redeemed by the issuer.

**19. 按公平值計入在損益處理之財務資產 (續)**

(b) (續)

- (i) 於二零一二年六月十一日，本公司投資於奧富集團有限公司(「奧富」)發行之3厘無抵押可換股債券，該等債券面值為7,000,000港元，按息票利率每年3厘計息。奧富為投資控股公司，其主要業務為於中國提供有關服裝及配飾業務之品牌建立、產品設計、分銷網絡拓展及電子商貿服務。於二零一六年六月到期之可換股債券可按換股價每股200,000港元兌換為奧富每股面值1.00美元之繳足股款普通股。本公司可於到期日前隨時行使換股權。截至二零一三年六月二十日，本金額為7,000,000港元之可換股債券連同累計至二零一三年六月二十日之利息約31,000港元已由發行人全數贖回。
- (ii) 於二零一二年六月十四日，本公司投資於智富寶有限公司(「智富寶」)發行之3厘無抵押可換股債券，該等債券面值為7,800,000港元，按息票利率每年3厘計息。智富寶為投資控股公司，其主要業務為於中國提供多媒體及戶外廣告業務。在對智富寶進行投資時，於智富寶之投資佔本公司當時之資產淨值不超過20%。於二零一六年六月到期之可換股債券可按換股價每股200,000港元兌換為智富寶每股面值1.00美元之繳足股款普通股。本公司可於到期日前隨時行使換股權。截至二零一三年五月十六日，本金額為7,800,000港元之可換股債券連同累計至二零一三年五月十六日之利息約111,000港元已由發行人全數贖回。

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### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(b) (continued)

- (iii) On 29 June 2012, the Company invested in the 3% unsecured convertible bonds issued by Venture Champion Limited. ("Venture") at a face value of HK\$6,600,000, bearing coupon interest rate of 3% per annum. Venture is an investment holding company and its business is principally engaged in professional stage performance and provision of training in art and cultural activities in the PRC. The convertible bonds due on June 2016 are convertible into fully paid ordinary shares of Venture with a par value of USD1.00 each at a conversion price of HK\$200,000 per share. The Company can exercise the conversion at anytime until the maturity date.

Investments in convertible bonds represent investments in convertible bonds issued by Venture. The investments in the convertible bonds have debt components and embedded derivatives components. The directors of the Company designated the combined contracts as financial assets at fair value through profit or loss and recognised at fair value. The fair value of the combined contracts as at 31 March 2014 is determined by reference to the valuation carried out by an external independent valuer by using Discounted Cash Flow Method and Binominal Option Pricing Model. The inputs are as follows:

### 19. 按公平值計入在損益處理之財務資產 (續)

(b) (續)

- (iii) 於二零一二年六月二十九日，本公司投資於Venture Champion Limited (「Venture」) 發行之3厘無抵押可換股債券，該等債券面值為6,600,000港元，按息票利率每年3厘計息。Venture為投資控股公司，其主要業務為於中國提供專業藝術表演與藝術及文化活動方面之培訓。於二零一六年六月到期之可換股債券可按換股價每股200,000港元兌換為Venture每股面值1.00美元之繳足股款普通股。本公司可於到期日前隨時行使換股權。

投資於可換股債券指投資於Venture發行之可換股債券。投資於可換股債券包括債務部分及嵌入式衍生工具部分。本公司董事指定合併合約為按公平值計入在損益處理之財務資產，並按公平值確認。合併合約於二零一四年三月三十一日之公平值乃根據一名外部獨立估值師採用貼現現金流量法及二項式期權定價模式所作估值而釐定。有關輸入數據如下：

		Venture
Share price	股價	HK\$176,000 港元
Number of share outstanding	發行在外股份	100
Conversion price per share	每股兌換價	HK\$200,000 港元
Time to maturity	到期時間	2.25 years 年
Interest rate per annum	年利率	3%
Discount rate	貼現率	12.514%
Dividend yield	股息年率	0%
Risk free rate	無風險利率	0.597%
Volatility	波幅	80.798%

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### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(b) (continued)

(iii) (continued)

The significant unobservable inputs used in the fair value measurement are the underlying share price and expected volatility. The fair value measurement is positively correlated to the underlying share price and expected volatility.

As at 31 March 2014, it is estimated that with all other variables held constant, an increase/decrease in the expected volatility by 5% would have increased/decreased the carrying amount of the investment by approximately HK\$84,000/ HK\$86,000.

In addition, it is estimated that with all other variables held constant, an increase/decrease in the underlying share prices by 5% would have increased/decreased the carrying amount of the investment by approximately HK\$138,000.

### 19. 按公平值計入在損益處理之財務資產 (續)

(b) (續)

(iii) (續)

公平值計量中所用重大不可觀察輸入數據乃相關股價及預期波幅。公平值計量與相關股價及預期波幅成正比。

於二零一四年三月三十一日，估計在所有其他變項維持不變情況下，預期波幅增加／減少5%將導致投資賬面值增加／減少約84,000港元及86,000港元。

此外，估計在所有其他變項維持不變情況下，相關股價上升／下跌5%將導致投資賬面值增加／減少約138,000港元。

### 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### 20. 其他應收款項、按金及預付款項

		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
Interest receivable	應收利息	263	151	263	151
Prepayments	預付款項	927	327	887	314
Other receivables and deposits paid	其他應收款項及已付按金	21,380	3,106	21,371	3,078
		<b>22,570</b>	3,584	<b>22,521</b>	3,543

The directors consider that the carrying amount of other receivables, deposits and prepayments approximately their fair value.

董事認為，其他應收款項、按金及預付款項之賬面值與其公平值相若。

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 21. BANK AND CASH BALANCES

### 21. 銀行及現金結存

		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
Bank balances	銀行結存	28,058	6,630	28,049	6,499
Fixed deposits	定期存款	45,025	–	45,025	–
		<b>73,083</b>	6,630	<b>73,074</b>	6,499

The effective interest rate of the deposits range from 0.001% to 0.9% (2013: 0.001% to 0.02%) per annum and all of them have a maturity within three months from initial inception.

存款之實際年利率介乎0.001%至0.9% (二零一三年：0.001%至0.02%)，所有存款均於自初步存款當時起計三個月內到期。

### 22. OTHER BORROWING

### 22. 其他借貸

		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Other borrowing	其他借貸	–	2,899

In 2013, the lender is a related party, whose spouse is shareholder of the Company. The other borrowing is unsecured, bearing interest at Hong Kong Dollar Prime Rate of Bank of China (Hong Kong) per annum and has been fully repaid during the year.

於二零一三年，放款人為關連人士，其配偶為本公司股東。其他借貸為無抵押及按中國銀行(香港)之港元最優惠年利率計息。其他借貸已於年內全數還清。

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**23. AMOUNTS DUE FROM/(TO) SUBSIDIARIES/  
DIRECTORS****23. 應收／(應付)附屬公司／董事款項**

		<b>GROUP AND COMPANY</b>	
		本集團及本公司	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Amounts due to directors	應付董事款項	1,680	149

		<b>COMPANY</b>	
		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
Amounts due from subsidiaries	應收附屬公司款項	40,812	6,474
Less: Impairment losses recognised	減：已確認減值虧損	(6,474)	(6,474)
		34,338	–

The movement in the impairment losses recognised for amounts due from subsidiaries is as follows:

就應收附屬公司款項確認之減值虧損變動如下：

		<b>COMPANY</b>	
		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
Balance at 1 April	於四月一日之結餘	6,474	–
Less: Impairment losses recognised	減：已確認減值虧損	–	6,474
Balance at 31 March	於三月三十一日之結餘	6,474	–

The amounts due are unsecured, interest free and repayable on demand.

有關應付款項乃無抵押、免息及須按要求償還。

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## 綜合財務報表附註

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## 24. SHARE CAPITAL

## 24. 股本

		GROUP AND COMPANY			
		本集團及本公司			
		2014	2014	2013	2013
		二零一四年	二零一四年	二零一三年	二零一三年
		Number	HK\$'000	Number	HK\$'000
		數目	千港元	數目	千港元
<b>Authorised</b>	<b>法定</b>				
Ordinary shares of HK\$1 each	每股面值1港元之普通股	10,000,000,000	100,000	10,000,000,000	100,000
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
At beginning of the year	於年初	644,850,760	6,449	630,250,760	6,303
Issue of shares (note a)	發行股份(附註a)	110,000,000	1,100	14,600,000	146
Shares issued in acquisition of equity investments (note b)	收購股本投資時發行股份(附註b)	15,000,000	150	–	–
Shares issued under share option scheme (note c)	根據購股權計劃發行股份(附註c)	2,600,000	26	–	–
At end of the year	於年終	772,450,760	7,725	644,850,760	6,449

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For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**24. SHARE CAPITAL (continued)**

Notes:

- (a) On 2 January 2014, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent has conditionally agreed to place, to not less than six placees for up to 70,000,000 new shares of the Company at a price of HK\$1.42 per placing share. The placing was completed on 14 January 2014 and the independent third parties did not become a substantial shareholder after the completion of placing. The aggregate nominal value of the placing share issued is HK\$700,000.

On 29 August 2013, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent has conditionally agreed to place, to one or more independent placee(s) for up to 40,000,000 new shares of the Company at a price of HK\$0.50 per placing share. The placing was completed on 10 September 2013 and the independent third party did not become a substantial shareholder after the completion of placing. The aggregate nominal value of the placing share issued is HK\$400,000.

On 20 March 2013, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent agreed to place, on a best effort basis, to one or more independent placee(s) for up to 14,600,000 new shares of the Company at a price of HK\$0.50 per placing share. And on 28 March 2013, the placing was completed. The aggregate nominal value of the placing shares issued under the placing is HK\$146,000.

- (b) On 13 May 2013, the Company entered into the agreement with the vendor pursuant to which the Company has conditionally agreed to acquire and the vendor conditionally agreed to sell the sales shares and sales loan for a total consideration of HK7,500,000 by issuing 15,000,000 consideration shares at an issue price of HK\$0.5 per share. On 21 January 2014, issue of consideration shares has been completed at market quoted price of HK\$1.86 per share and aggregate nominal value is HK\$150,000.
- (c) On 27 January 2014, a total of 2,600,000 share option was exercised at the subscription price of HK\$0.2552, and total of 2,600,000 shares are issued with aggregate nominal value of HK\$26,000.

**24. 股本 (續)**

附註：

- (a) 於二零一四年一月二日，本公司與配售代理訂立配售協議，據此，配售代理有條件同意按每股配售股份1.42港元之價格，向不少於六名承配人配售最多70,000,000股本公司新股份。配售事項已於二零一四年一月十四日完成，而有關獨立第三方並無於配售事項完成後成為主要股東。所發行配售股份之總面值為700,000港元。

於二零一三年八月二十九日，本公司與配售代理訂立配售協議，據此，配售代理有條件同意按每股配售股份0.50港元之價格，向一名或以上獨立承配人配售最多40,000,000股本公司新股份。配售事項已於二零一三年九月十日完成，而有關獨立第三方並無於配售事項完成後成為主要股東。所發行配售股份之總面值為400,000港元。

於二零一三年三月二十日，本公司與配售代理訂立配售協議，據此，配售代理同意按每股配售股份0.50港元之價格，盡力向一名或以上獨立承配人配售最多14,600,000股本公司新股份。配售事項已於二零一三年三月二十八日完成。根據配售事項所發行配售股份之總面值為146,000港元。

- (b) 於二零一三年五月十三日，本公司與賣方訂立協議，據此，本公司有條件同意收購及賣方有條件同意出售待售股份及待售貸款，總代價為7,500,000港元，有關代價透過按發行價每股0.5港元發行15,000,000股代價股份支付。於二零一四年一月二十一日，發行代價股份已按市場報價每股1.86港元完成，總面值為150,000港元。
- (c) 於二零一四年一月二十七日，合共2,600,000份購股權按認購價0.2552港元獲行使，合共發行2,600,000股股份，總面值為26,000港元。



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For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

## 25. RESERVES

## 25. 儲備

		COMPANY 本公司				
		Share premium	Investment revaluation reserve	Share option reserves	Accumulated losses	Total
		股份溢價	投資重估 儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2012	於二零一二年四月一日	53,948	1,278	4,730	(29,365)	30,591
Loss for the year	本年度虧損	-	-	-	(15,020)	(15,020)
Other comprehensive income	其他全面收益					
— Release of investment revaluation reserve upon disposal of an available-for-sale financial assets	— 出售可出售財務 資產時解除投資 重估儲備	-	(1,278)	-	-	(1,278)
Total comprehensive income for the year	本年度全面收益總額	-	(1,278)	-	(15,020)	(16,298)
Issue of shares	發行股份	7,154	-	-	-	7,154
Share issue expenses	股份發行開支	(73)	-	-	-	(73)
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	<b>61,029</b>	-	<b>4,730</b>	<b>(44,385)</b>	<b>21,374</b>
Loss for the year	本年度虧損	-	-	-	<b>(70,828)</b>	<b>(70,828)</b>
Total comprehensive income for the year	本年度全面收益總額	-	-	-	<b>(70,828)</b>	<b>(70,828)</b>
Issue of shares	發行股份	<b>118,300</b>	-	-	-	<b>118,300</b>
Shares issued on acquisition of equity investments	收購股本投資時 發行股份	<b>27,750</b>	-	-	-	<b>27,750</b>
Shares issued under share option scheme	根據購股權計劃 發行股份	<b>930</b>	-	<b>(291)</b>	-	<b>639</b>
Forfeiture of share option expenses	沒收購股權開支	-	-	<b>(872)</b>	<b>872</b>	-
Recognition of share options	確認購股權	-	-	<b>51,216</b>	-	<b>51,216</b>
Share issue expenses	股份發行開支	<b>(797)</b>	-	-	-	<b>(797)</b>
At 31 March 2014	於二零一四年 三月三十一日	<b>207,212</b>	-	<b>54,783</b>	<b>(114,341)</b>	<b>147,654</b>

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 25. RESERVES (continued)

The following describes the nature and purpose of each reserve within owners' equity:

Reserve 儲備	Description and purpose 描述及目的
Share premium 股份溢價	Amount subscribed for share capital in excess of nominal value. 認購股本金額超出面值。
Investment revaluation reserve 投資重估儲備	Gains/losses arising on recognising financial assets classified as available-for-sale at fair value. 因按公平值確認分類為可出售財務資產而產生之收益／虧損。
Exchange reserve 匯兌儲備	Gains/losses arising on retranslating the net assets of foreign operations into presentation currency. 按呈列貨幣重新換算海外業務資產淨值而產生之收益／虧損。
Share option reserve 購股權儲備	Cumulative expenses recognised on the granting of share options to the employees over the vesting period. 就歸屬期間向僱員授出購股權確認累計開支。

### 26. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 9 April 2009 for the primary purpose of providing incentive to directors and eligible employees. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company. Consideration of HK\$1.00 is payable by each grantee upon acceptance of an option.

### 25. 儲備(續)

以下為對擁有人權益內各儲備之性質及目的之描述：

### 26. 購股權計劃

本公司根據於二零零九年四月九日通過之決議案採納購股權計劃(「計劃」)，主要目的為獎勵董事及合資格僱員。根據計劃，本公司董事會可向合資格僱員(包括本公司及其附屬公司董事)授出可認購本公司股份之購股權。各承授人接納購股權時須支付代價1.00港元。

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### 26. SHARE OPTION SCHEME (continued)

On 28 August 2013, the shareholders have approved the refreshment of the 10% scheme mandate limit under the Scheme of the Company in the annual general meeting. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the company in issue at any point in time, without prior approval from the Company's shareholders. Option previously granted under the Schemes including those outstanding, cancelled, lapsed in accordance with the Scheme or exercised options will not be counted for the purpose of calculating the limit as "refreshed". On 24 January 2014, the number of shares in respect of which options had been granted to eligible persons under the Scheme was 64,430,000, representing 8.37% of the shares of the Company in issue at that date. Options granted to independent non-executive directors in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The following table discloses movements of the Company's share options granted under the Scheme during the year ended 31 March 2014:

Category	Date of grant	Exercise period	Exercise price per share	Number of share options					
				At 1 April 2013	Granted during the year	Exercised during the year	Lapsed during the year	Ratify previous lapsed share option	At 31 March 2014
類別	授出日期	行使期	每股行使價	於二零一三年四月一日	年內授出	年內行使	年內失效	失效購股權	於二零一四年三月三十一日
Executive director	30 March 2012	30 March 2012 to 30 March 2017	HK\$0.2552 港元	6,300,000	-	-	-	-	6,300,000
執行董事	二零一二年三月三十日	二零一二年三月三十日至二零一七年三月三十日							
Non-executive director	30 March 2012	30 March 2012 to 30 March 2017	HK\$0.2552 港元	6,300,000	-	-	(6,300,000)	-	-
非執行董事	二零一二年三月三十日	二零一二年三月三十日至二零一七年三月三十日							
Independent non-executive directors	30 March 2012	30 March 2012 to 30 March 2017	HK\$0.2552 港元	2,000,000	-	(1,000,000)	-	-	1,000,000
獨立非執行董事	二零一二年三月三十日	二零一二年三月三十日至二零一七年三月三十日							

### 26. 購股權計劃(續)

於二零一三年八月二十八日，股東已於股東週年大會上批准更新本公司計劃項下之10%計劃授權限額。未經本公司股東事先批准，根據計劃可授出購股權所涉及股份總數不得超過本公司不時之已發行股份10%。過往根據計劃授出之購股權(包括尚未行使、已註銷、根據購股權計劃已失效或已行使之購股權)將不會計入「經更新」限額。於二零一四年一月二十四日，根據計劃已向合資格人士授出之購股權所涉及股份數目為64,430,000股，相當於本公司當日之已發行股份8.37%。如向獨立非執行董事授出之購股權超過本公司股本0.1%及價值超出5,000,000港元，則須獲本公司股東事先批准。

下表披露於截至二零一四年三月三十一日止年度根據計劃授出的本公司購股權之變動：

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## 26. SHARE OPTION SCHEME (continued)

## 26. 購股權計劃(續)

Category	Date of grant	Exercise period	Exercise price per share	Number of share options 購股權數目					
				At 1 April 2013 於二零一三年四月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Ratify previous lapsed share option 認可過往失效購股權	At 31 March 2014 於二零一四年三月三十一日
Employee 僱員	30 March 2012 二零一二年三月三十日	30 March 2012 to 30 March 2017 二零一二年三月三十日至二零一七年三月三十日	HK\$0.2552 港元	1,000,000	-	(600,000)	(400,000)	-	-
Consultants 顧問	30 March 2012 二零一二年三月三十日	30 March 2012 to 30 March 2017 二零一二年三月三十日至二零一七年三月三十日	HK\$0.2552 港元	26,200,000	-	(1,000,000)	(19,900,000)	18,900,000	24,200,000
Executive director 執行董事	24 January 2014 二零一四年一月二十四日	24 January 2014 to 23 January 2019 二零一四年一月二十四日至二零一九年一月二十三日	HK\$1.824 港元	-	6,500,000	-	-	-	6,500,000
Non-executive director 非執行董事	24 January 2014 二零一四年一月二十四日	24 January 2014 to 23 January 2019 二零一四年一月二十四日至二零一九年一月二十三日	HK\$1.824 港元	-	2,600,000	-	-	-	2,600,000
Independent non-executive directors 獨立非執行董事	24 January 2014 二零一四年一月二十四日	24 January 2014 to 23 January 2019 二零一四年一月二十四日至二零一九年一月二十三日	HK\$1.824 港元	-	1,000,000	-	-	-	1,000,000
Employee 僱員	24 January 2014 二零一四年一月二十四日	24 January 2014 to 23 January 2019 二零一四年一月二十四日至二零一九年一月二十三日	HK\$1.824 港元	-	6,600,000	-	-	-	6,600,000
Consultants 顧問	24 January 2014 二零一四年一月二十四日	24 January 2014 to 23 January 2019 二零一四年一月二十四日至二零一九年一月二十三日	HK\$1.824 港元	-	47,730,000	-	-	-	47,730,000
Total 總計				41,800,000	64,430,000	(2,600,000)	(26,600,000)	18,900,000	95,930,000

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### 26. SHARE OPTION SCHEME (continued)

The number and weighted average exercise price of the share options exercisable at the end of the reporting period are 95,930,000 (2013: 41,800,000) and HK\$1.3089 (2013: HK\$0.2552) respectively.

The weighted average remaining contractual life for share options outstanding at the end of the reporting period is 4.2 years (2013: 4.0 years). The weighted average share price at the date of exercise of options exercised during the year was HK\$1.73 (2013: Nil).

The total number of securities available for issue under the share option scheme as at 31 March 2014 was 95,930,000 shares (2013: 41,800,000 shares) which represented 12.42% of the issued share capital of the Company as at 31 March 2014 (2013: 6.48%).

On 24 January 2014, the Company issued equity-settled share-based payments to certain directors and grantees as compensation. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. No vesting condition was imposed and the share options were exercisable immediate on grant date. The fair value of the equity-settled share-based payments determined at the date of grant and expensed when the share options accepted by grantee. The total estimated fair value of the share option was HK\$51,216,000, which had been expensed in profit or loss and credited in the share option reserve during the year (2013: Nil). The following significant assumptions were used to derive the fair value using the Binomial option pricing model:

1. an expected volatility range of 95.07 per cent;
2. expected annual dividend yield range equal to zero;
3. the estimated expected life of the options granted during the year is 5 years; and
4. the quoted risk free rate with expected life of 5 years were 1.35 per cent, which are adopted to calculate the fair value of options granted on 24 January 2014.

### 26. 購股權計劃(續)

於報告期末可行使購股權之數目及加權平均行使價分別為95,930,000份(二零一三年: 41,800,000份)及1.3089港元(二零一三年: 0.2552港元)。

於報告期末未行使購股權之加權平均剩餘合約年期為4.2年(二零一三年: 4.0年)。年內已行使購股權於行使日期之加權平均股價為1.73港元(二零一三年: 無)。

於二零一四年三月三十一日,購股權計劃項下可供發行之證券總數為95,930,000股(二零一三年: 41,800,000股)股份,相當於本公司於二零一四年三月三十一日之已發行股本12.42%(二零一三年: 6.48%)。

於二零一四年一月二十四日,本公司向若干董事及承授人作出權益結算以股份付款作為補償。權益結算以股份付款於授出日期按公平值計量(不包括以非市場為基礎之歸屬條件之影響)。概無附加任何歸屬條件,而購股權可於授出日期即時行使。權益結算以股份付款之公平值於授出日期釐定,並於承授人接納購股權時支銷。年內,購股權之估計公平值總值51,216,000港元已於損益中支銷,並計入購股權儲備(二零一三年: 無)。使用二項式期權定價模式計算公平值時已採用以下重大假設:

1. 預期波幅範圍為95.07%;
2. 預期股息年率範圍相等於零;
3. 年內已授出購股權預計年期為5年;及
4. 就計算於二零一四年一月二十四日所授出購股權之公平值而採納預計年期為5年之無風險利率為1.35%。

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**26. SHARE OPTION SCHEME (continued)**

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last five years.

The Binomial option pricing model requires the input of highly subjective assumptions. As changes in subjective input assumptions can materially affect the fair value estimated, in the Directors' opinion, the existing model does not necessarily provide a reliable single measure of the fair value of the share options.

**27. NET ASSET VALUE PER SHARE**

Net asset value per share is calculated by dividing the net assets included in the consolidated statement of financial position of approximately HK\$141,829,000 (2013: net assets of HK\$34,091,000) and the number of ordinary shares in issue as at 31 March 2014, being 772,450,760 (2013: 644,850,760).

**28. RELATED PARTY TRANSACTIONS**

(a) Compensation of key management personnel, including the directors and other members of key management, during the year is as follows:

**26. 購股權計劃(續)**

按估計股價回報之標準偏差計量之波幅假設乃以過去五年每日股價之統計分析為基準。

二項式期權定價模式要求輸入高度主觀假設，包括股份價格波幅。由於主觀輸入假設有變可能會對公平值估計造成重大影響，故董事認為現有模式未必可提供可靠單一計量購股權公平值之方法。

**27. 每股資產淨值**

每股資產淨值按計入綜合財務狀況表之資產淨值約141,829,000港元(二零一三年：資產淨值34,091,000港元)除以於二零一四年三月三十一日之已發行普通股數目772,450,760股(二零一三年：644,850,760股)計算。

**28. 關連人士交易**

(a) 主要管理人員(包括董事及其他主要管理人員)年內酬金載列如下：

	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 薪金、津貼及實物利益	17,368	2,171

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For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

**28. RELATED PARTY TRANSACTIONS (continued)**

(b) During the year, the Group entered into the following transactions with related parties:

**28. 關連人士交易 (續)**

(b) 年內，本集團曾與關連人士訂立以下交易：

Name of related party 關連人士名稱	Nature of transaction 交易性質	2014	2013
		二零一四年 HK\$'000 千港元	二零一三年 HK\$'000 千港元
United Gain Investment Limited ("United Gain") (note i) 聯威投資有限公司(「聯威」) (附註i)	Investment manager fee 投資經理費用	–	41
China Everbright Securities (HK) Limited ("China Everbright") (note ii) 中國光大證券(香港)有限公司 (「中國光大」)(附註ii)	Investment manager fee 投資經理費用	720	660
China Everbright 中國光大	Placing commission fee 配售佣金費用	182	73
China Everbright 中國光大	Broker commission charge 經紀佣金收費	312	–
China Everbright 中國光大	Interest expenses 利息開支	37	–
Jade Bright Limited/Deng Li (note iii) 翠明有限公司／鄧力(附註iii)	Share of office lease expenses 分佔之辦公室租金開支	4,800	1,600
Mr. Chen Yin (note 22) 陳胤先生(附註22)	Other borrowing 其他借貸	–	2,899
	Interest expense on borrowing 借貸利息開支	2	26

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**28. RELATED PARTY TRANSACTIONS (continued)**

(b) (continued)

Notes:

- (i) In March 2009, the Company and United Gain entered into an investment management agreement for appointing United Gain as investment manager of the Group. The annual investment manager's fee is equivalent to the higher of HK\$100,000 or 1.25% of the Group's net asset value, provided that such annual fee shall not exceed HK\$600,000. On 30 April 2012, the Company and United Gain agreed to terminate the investment management agreement with effect from 1 May 2012.
- (ii) On 30 April 2012, the Company entered into an investment management agreement with China Everbright, the new investment manager of the Company, for a period of three years effective from 1 May 2012. The annual investment manager's fee payable to China Everbright is HK\$720,000 (2013: HK\$720,000).
- (iii) Jade Bright Limited, a shareholder of the Company, and Mr. Deng Li, a director of Jade Bright Limited, had undertaken to share the office rental and building management expenses.

**28. 關連人士交易 (續)**

(b) (續)

附註：

- (i) 於二零零九年三月，本公司與聯威訂立投資管理協議，以委任聯威為本集團投資經理。每年投資經理費用相等於100,000港元或本集團資產淨值之1.25%（以較高者為準），惟有有關年費不得超過600,000港元。於二零一二年四月三十日，本公司與聯威協定終止投資管理協議，自二零一二年五月一日起生效。
- (ii) 於二零一二年四月三十日，本公司與其新投資經理中國光大訂立投資管理協議，自二零一二年五月一日起生效，為期三年。每年應付中國光大之投資經理費用為720,000港元（二零一三年：720,000港元）。
- (iii) 本公司股東翠明有限公司及翠明有限公司董事鄧力先生已承諾分擔辦公室租金及樓宇管理開支。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 29. GAIN ON DISPOSAL OF A SUBSIDIARY

On 21 February 2012, the Group entered into the agreement with an independent third party for the disposal of 100% equity interest in Asia Light Limited and the assignment of the amount due from the disposal group to holding company at a cash consideration of HK\$1 million. The disposal was completed on 20 April 2012. A gain of approximately HK\$3,681,000 was resulted in the disposal.

### 29. 出售一家附屬公司之收益

於二零一二年二月二十一日，本公司與一名獨立第三方訂立協議，以現金代價1,000,000港元出售Asia Light Limited之全部股本權益及轉讓出售集團結欠控股公司之款項。出售事項已於二零一二年四月二十日完成。出售事項帶來收益約3,681,000港元。

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	187
Available for sale financial assets	可出售財務資產	3,429
Other receivables, deposits and prepayment	其他應收款項、按金及預付款項	753
Bank and cash balances	銀行及現金結存	7
Amount due to holding company	應付一家控股公司款項	(4,313)
Other payables and accrued charges	其他應付款項及應計費用	(2,008)
Net liability	負債淨額	(1,945)
Realisation of exchange reserve	變現匯兌儲備	(5,049)
Net liabilities disposed of	售出負債淨額	(6,994)
Assignment of amount due to holding company	轉讓應付控股公司款項	4,313
Gain on disposal	出售收益	3,681
Total Consideration	總代價	1,000
Net cash flow on disposal of a subsidiary	出售一家附屬公司之現金流量淨額	
Consideration settled in cash	現金結算代價	1,000
Bank and cash balances of the subsidiary disposed of	售出附屬公司之銀行及現金結存	(7)
Net cash flow in respect of the disposal	出售事項之現金流量淨額	993

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 30. RETIREMENT BENEFIT SCHEME

The Group has participated in a defined contribution Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all eligible employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustee. Under the scheme, each of the Group (the employer) and its employees makes monthly contributions to the MPF Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund Scheme Ordinance. The contributions from each of the employer and employees are subject to a maximum contribution of HK\$1,250 per month and thereafter contributions are voluntary. No forfeited contribution is available to reduce the contributions payable in the future years.

The total contributions charged to the consolidated income statement amounted to approximately HK\$39,000 (2013: approximately HK\$28,000), representing contributions payable to the MPF Scheme by the Group in respect of the year ended 31 March 2014.

### 31. OPERATING LEASE COMMITMENTS

At the end of reporting period, the minimum lease payments under non-cancellable operating leases for leased premise are payable as follow:

### 30. 退休福利計劃

本集團按照強制性公積金計劃條例為所有合資格香港僱員參與定額供款強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開，由信託人控制之基金持有。根據該計劃，本集團(僱主)及其僱員各自按照僱員之薪資(定義見強制性公積金計劃條例)之5%每月向強積金計劃作出供款。僱主及僱員各自之供款最高為每月1,250港元，此後之供款屬自願。並無沒收供款以減少來年應付之供款。

計入綜合收益表中之供款總額約39,000港元(二零一三年：約28,000港元)，指本集團就截至二零一四年三月三十一日止年度應付強積金計劃之供款。

### 31. 經營租賃承擔

於報告期末，根據不可撤銷經營租賃就租賃物業應付之最低租金款項如下：

		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	1,713	9,036
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	3,160	-
		<b>4,873</b>	9,036

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following tables show the carrying amounts and fair values of financial assets and liabilities of the Group and the Company as defined in note 4(f):

### 32. 按類別劃分之財務資產及財務負債概要

下表列示附註4(f)所界定本集團及本公司財務資產及負債之賬面值及公平值：

		GROUP 本集團			
		2014 二零一四年		2013 二零一三年	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>				
Available-for-sale financial assets	可出售財務資產	14,900	14,900	—	—
Fair value through profit or loss:	按公平值計入在損益處理：				
— Designated at initial recognition	— 初步確認時指定	7,513	7,513	21,140	21,140
— Held for trading	— 持作買賣	20,282	20,282	454	454
Loans and receivables:	貸款及應收款項：				
— Other receivables, deposits and prepayments	— 其他應收款項、按金及預付款項	21,643	21,643	3,257	3,257
— Bank and cash balances	— 銀行及現金結存	73,083	73,083	6,630	6,630
<b>Financial liabilities</b>	<b>財務負債</b>				
Financial liabilities measured at amortised cost	按攤銷成本計量之財務負債	(3,197)	(3,197)	(4,519)	(4,519)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (continued)

### 32. 按類別劃分之財務資產及財務負債概要(續)

		COMPANY 本公司			
		2014 二零一四年		2013 二零一三年	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>				
Fair value through profit or loss:	按公平值計入在 損益處理：				
— Designated at initial recognition	— 初步確認時指定	7,513	7,513	21,140	21,140
— Held for trading	— 持作買賣	20,282	20,282	454	454
Loans and receivables:	貸款及應收款項：				
— Other receivables, deposits and prepayments	— 其他應收款項、按金 及預付款項	21,634	21,634	3,229	3,229
— Amounts due from subsidiaries	— 應收附屬公司款項	34,338	34,338	—	—
— Bank and cash balances	— 銀行及現金結存	73,074	73,074	6,499	6,499
<b>Financial liabilities</b>	<b>財務負債</b>				
Financial liabilities measured at amortised cost	按攤銷成本計量之 財務負債	(3,179)	(3,179)	(4,510)	(4,510)

The following tables provide analysis of financial instruments carried at fair value by level of fair value hierarchy:

下表列示按公平值等級劃分以公平值列值之財務工具分析：

Level 1: 第一級：	Quoted prices (unadjusted) in active markets for identical assets or liabilities; 相同資產或負債之活躍市場報價(未經調整)；
Level 2: 第二級：	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and 直接(即價格)或間接(即來自價格)的資產或負債之可觀察輸入數據，而非第一級所包括報價；及
Level 3: 第三級：	Inputs for the asset or liability that are not based on observable market data (unobservable inputs). 並非基於可觀察市場數據的資產或負債之輸入數據(不可觀察之輸入數據)。

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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (continued)

### 32. 按類別劃分之財務資產及財務負債概要(續)

		GROUP 本集團 2014 二零一四年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Available-for-sale financial assets</b>	<b>可出售財務資產</b>				
— Private equity securities	— 私募股權證券	—	—	14,900	14,900
<b>Financial assets at fair value through profit or loss</b>	<b>按公平值計入在損益處理之財務資產</b>				
— Listed equity securities	— 上市股權證券	20,282	—	—	20,282
— Investments in convertible bonds	— 投資於可換股債券	—	—	7,513	7,513
		<b>20,282</b>	<b>—</b>	<b>22,413</b>	<b>42,695</b>
		COMPANY 本公司 2014 二零一四年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets at fair value through profit or loss</b>	<b>按公平值計入在損益處理之財務資產</b>				
— Listed equity securities	— 上市股權證券	20,282	—	—	20,282
— Investments in convertible bonds	— 投資於可換股債券	—	—	7,513	7,513
		<b>20,282</b>	<b>—</b>	<b>7,513</b>	<b>27,795</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(continued)

### 32. 按類別劃分之財務資產及財務負債概要(續)

		GROUP AND COMPANY 本集團及本公司 2013 二零一三年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets held for trading</b>	<b>持作買賣之財務資產</b>				
— Listed equity securities	— 上市股權證券	454	—	—	454
<b>Financial assets at fair value through profit or loss</b>	<b>按公平值計入在損益處理之財務資產</b>				
— Investments in convertible bonds	— 投資於可換股債券	—	—	21,140	21,140
		454	—	21,140	21,594

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

### 32. 按類別劃分之財務資產及財務負債概要 (續)

根據重大不可觀察輸入數據 (第三級) 以公平值列值的財務資產之對賬:

		GROUP 本集團			
		Financial assets at fair value through profit or loss: Investments in convertible bonds	Available for sale financial assets: Investments in convertible bonds	Available for sale financial assets: Investments in unlisted equity securities	Total
		按公平值計入在損益處理之財務資產：投資於可換股債券 HK\$'000 千港元	可出售財務資產：投資於可換股債券 HK\$'000 千港元	可出售財務資產：投資於非上市股本證券 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2013	於二零一三年四月一日	21,140	-	-	21,140
Redemption	贖回	(14,800)	-	-	(14,800)
Purchases	購買	-	-	16,390	16,390
Total gain/(loss)	總收益/(虧損)				
— in profit or loss (note a)	— 於損益(附註a)	1,173	-	-	1,173
— in other comprehensive income (note b)	— 於其他全面收益(附註b)	-	-	(1,490)	(1,490)
At 31 March 2014	於二零一四年三月三十一日	7,513	-	14,900	22,413
Gain recognised in profit or loss relating to financial instruments held by the Group at the end of reporting date	就本集團於報告日期結束時所持財務工具於損益中確認之收益	1,173	-	-	1,173
At 1 April 2012	於二零一二年四月一日	2,976	15,296	-	18,272
Redemption	贖回	(4,482)	(14,018)	-	(18,500)
Purchases	購買	21,400	-	-	21,400
Total gain/(loss)	總收益/(虧損)				
— in profit or loss (note a)	— 於損益(附註a)	1,246	-	-	1,246
— in other comprehensive income (note b)	— 於其他全面收益(附註b)	-	(1,278)	-	(1,278)
At 31 March 2013	於二零一三年三月三十一日	21,140	-	-	21,140
Gain recognised in profit or loss relating to financial instruments held by the Group at the end of reporting date	就本集團於報告日期結束時所持財務工具於損益中確認之收益	1,246	-	-	1,246

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(continued)

### 32. 按類別劃分之財務資產及財務負債概要(續)

		COMPANY 本公司		
		Financial assets at fair value through profit or loss: Investments in convertible bonds	Available for sale financial assets: Investments in convertible bonds	Total
		按公平值計入在 損益處理之 財務資產：投資 於可換股債券 HK\$'000 千港元	可出售 財務資產：投資 於可換股債券 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2013	於二零一三年四月一日	21,140	–	21,140
Redemption	贖回	(14,800)	–	(14,800)
Total gain	總收益	1,173	–	1,173
— in profit or loss (note a)	— 於損益(附註a)	1,173	–	1,173
At 31 March 2014	於二零一四年三月三十一日	7,513	–	7,513
Gain recognised in profit or loss relating to financial instruments held by the Company at the end of reporting date	就本公司於報告日期結束時所持財務工具於損益中確認之收益	1,173	–	1,173
At 1 April 2012	於二零一二年四月一日	2,976	15,296	18,272
Redemption	贖回	(4,482)	(14,018)	(18,500)
Purchases	購買	21,400	–	21,400
Total gain/(loss)	總收益/(虧損)	1,246	–	1,246
— in profit or loss (note a)	— 於損益(附註a)	1,246	–	1,246
— in other comprehensive income (note b)	— 於其他全面收益(附註b)	–	(1,278)	(1,278)
At 31 March 2013	於二零一三年三月三十一日	21,140	–	21,140
Gain recognised in profit or loss relating to financial instruments held by the Company at the end of reporting date	就本公司於報告日期結束時所持財務工具於損益中確認之收益	1,246	–	1,246

Notes:

- (a) Included in the change in fair value of financial assets at fair value through profit or loss.
- (b) Included in the other comprehensive income related to investment revaluation.

附註：

- (a) 計入按公平值計入在損益處理之財務資產公平值之變動。
- (b) 計入有關投資重估之其他全面收益。



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## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include equity investments, other receivables, other payables, borrowing and amount due to directors. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

#### Interest rate risk

Except for the cash and cash equivalents which carry floating interest rate, the Group has no other significant interest-bearing assets with floating rates. The Group's income and operating cash flows are substantially independent of changes in market interest rates.

#### Sensitivity analysis

Assuming the balance at 31 March 2014 was the amount for the whole year, if the interest rate was 50 basis points higher or lower and all other variables were held constant, the Group's loss for the year ended 31 March 2014 would decrease or increase by HK\$365,415 (2013: decrease or increase by HK\$33,148).

### 33. 財務風險管理目標及政策

本集團主要財務工具包括股本投資、其他應收款項、其他應付款項、借貸及應付董事款項。該等財務工具之詳情於相關附註披露。有關該等財務工具之風險及本集團用以紓解該等風險之政策載列如下。管理層監察該等風險以確保適時及有效實施合適措施。

#### 利率風險

除現金及現金等值物以浮動利率計息外，本集團並無其他以浮動利率計息之重大付息資產。本集團收入及經營現金流量大部分均獨立於市場利率變動。

#### 敏感度分析

假設於二零一四年三月三十一日之結餘乃全年度之款額，倘利率上升或下降50個基點，而所有其他變數維持不變，則本集團截至二零一四年三月三十一日止年度之虧損將減少或增加365,415港元(二零一三年：減少或增加33,148港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

#### Sensitivity analysis

The following table shows the sensitivity analysis of a 5% increase/decrease in RMB against the Hong Kong dollars, the effect in the loss for the year is as follows:

		GROUP 本集團	
		Impact of RMB 人民幣之影響	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Increase/decrease in loss for the year	本年度虧損增加/減少	309	305

#### Equity price risk

The Group is exposed to equity price risk arising from investments in convertible bonds, investments in PRC unlisted equity securities and investments in Hong Kong listed equity securities, which were classified as either available-for-sale financial assets (note 18) or financial assets at fair value through profit or loss (note 19) on the consolidated statement of financial position. To manage its price risk arising from investments in financial assets, the Group diversified its portfolio.

### 33. 財務風險管理目標及政策(續)

#### 外匯風險

本集團業務國際化，承受來自多國貨幣之外匯風險，其中主要風險來自人民幣(「人民幣」)。外匯風險來自海外業務之未來商業交易、已確認資產及負債以及投資淨額。

#### 敏感度分析

下表列示人民幣兌港元升值/貶值5%對本年度虧損影響之敏感度分析：

#### 股本價格風險

本集團承受股本價格風險，乃來自於綜合財務狀況表中分類為可出售財務資產(附註18)或按公平值計入在損益處理之財務資產(附註19)之可換股債券投資、中國非上市股本證券投資及於香港上市股本證券投資。為管理投資財務資產所產生價格風險，本集團分散其投資組合。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Equity price risk (continued)

##### Sensitivity analysis

The following table demonstrates the sensitivity to every 5% (2013: 5%) change in the fair value of the financial assets with all other variables held constant and based on their carrying value amounts at the end of the reporting period. For the available-for-sale investment, the impact is deemed to be on the investment revaluation reserve and no account is given for factors such as impairment, which might have impact on the income statement.

		GROUP 本集團					
		Impact of investments in convertible bonds 可換股債券投資 之影響		Impact of available for sale financial assets 可供出售財務資產 之影響		Impact of investment in Hong Kong listed equity securities 香港上市股本 證券投資之影響	
		2014 二零一四年	2013 二零一三年	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	HK\$'000 千港元	HK\$'000 千港元
Increase/decrease in loss for the year	本年度虧損增加/減少	376	1,057	-	-	1,014	23
Increase/decrease in other equity reserve	其他權益儲備增加/減少	-	-	745	-	-	-

#### Credit risk

The Group has no significant concentrations of credit risk.

### 33. 財務風險管理目標及政策(續)

#### 股本價格風險(續)

##### 敏感度分析

下表說明在所有其他變數維持不變之情況下，根據財務資產於報告期末之賬面值金額計算，公平值每5%變動(二零一三年：5%)之敏感度。就可出售財務資產而言，有關變動被視為將對投資重估儲備構成影響，而並無考慮其他如減值等可能影響損益表之因素。

#### 信貸風險

本集團並無重大集中信貸風險。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. With regard to 2013 and thereafter, the liquidity of the Group is primarily dependent on its ability to maintain adequate cash flow from operations and to raise funds through issue and allotment of new shares to meet its debt obligations as they fall due.

The maturity profiles of the Group's and the Company's financial liabilities at the end of reporting period are as follows:

### 33. 財務風險管理目標及政策(續)

#### 流動資金風險

就管理流動資金風險而言，本集團監控並維持管理層視為充裕之現金及現金等值物水平，以為本集團業務營運提供資金，並減輕現金流量波動之影響。就二零一三年及其後而言，本集團之流動資金主要取決於自其業務維持足夠現金流量以及透過發行及配發新股份籌集資金之能力，以於債務到期時應付其債務承擔。

本集團及本公司於報告期末之財務負債到期情況如下：

		GROUP 本集團				
		Weighted average effective interest rate	Less than 1 year	1 year to 5 years	Total undiscounted cash flows	Carrying amount
		加權平均實際利率	一年內	一年至五年	非貼現現金流量總額	賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
As at 31 March 2014	於二零一四年三月三十一日					
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	1,589	–	1,589	1,589
Amount due to directors	應付董事款項	N/A 不適用	1,608	–	1,608	1,608
			<b>3,197</b>	<b>–</b>	<b>3,197</b>	<b>3,197</b>
As at 31 March 2013	於二零一三年三月三十一日					
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	1,471	–	1,471	1,471
Borrowing	借貸	5.00%	2,899	–	2,899	2,899
Amount due to directors	應付董事款項	N/A 不適用	149	–	149	149
			<b>4,519</b>	<b>–</b>	<b>4,519</b>	<b>4,519</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

### 33. 財務風險管理目標及政策(續)

#### 流動資金風險(續)

		COMPANY 本公司				
		Weighted average effective interest rate	Less than 1 year	1 year to 5 years	Total undiscounted cash flows	Carrying amount
		加權平均實際利率	一年內	一年至五年	非貼現現金流量總額	賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 March 2014	於二零一四年三月三十一日					
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	1,571	-	1,571	1,571
Amount due to directors	應付董事款項	N/A 不適用	1,608	-	1,608	1,608
			<b>3,179</b>	<b>-</b>	<b>3,179</b>	<b>3,179</b>
As at 31 March 2013	於二零一三年三月三十一日					
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	1,462	-	1,462	1,462
Borrowing	借貸	5.00%	2,899	-	2,899	2,899
Amount due to directors	應付董事款項	N/A 不適用	149	-	149	149
			<b>4,510</b>	<b>-</b>	<b>4,510</b>	<b>4,510</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 34. CAPITAL MANAGEMENT POLICY

The Group's objectives of managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as debts divided by total assets. Debts included other payables and accrued charges, borrowing and amount due to directors and total assets included non-current assets and current assets as shown in the consolidated statement of financial position.

The gearing ratio at the end of reporting period was as follows:

### 34. 資金管理政策

本集團之資金管理目標乃保障本集團能持續經營，以為股東帶來回報及為其他權益持有人帶來利益，同時維持最佳資本結構以減低資本成本。為維持或調整資本結構，本集團可調整向股東派付之股息金額、向股東退回資本、發行新股份或出售資產以減輕債務。

本集團與其他同業做法一致，按資產負債比率為基準監察資本。此比率乃以債務除資產總值計算。如綜合財務狀況表所示，債務包括其他應付款項及應計費用、借貸及應付董事款項，而資產總值則包括非流動資產及流動資產。

於報告期末，資產負債比率如下：

		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
Debts	債務	3,197	4,519
Total assets	資產總值	145,026	38,610
Gearing ratio	資產負債比率	2%	12%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 35. EVENTS AFTER REPORTING PERIOD

- (a) On 2 May 2014, the Company entered into agreements with Action Plan Holdings Limited (“Vendor A”), Wellform Holdings Limited (“Vendor B”) and China Petroleum Bio-energy Company Limited (the “Target Company”), which are independent third parties to the Company, pursuant to which (i) Vendor A and Vendor B conditionally agreed to sell and the Company conditionally agreed to acquire 2% of the entire issued capital of the Target Company; and (ii) the Target Company agreed to issue additional shares to the Company, and the additional shares represents 3% of the current entire issued capital of the Target Company. Upon the completion of the acquisition, the Company would have around 4.85% of issued share capital of the Target Company as enlarged by the allotment and issuance of the additional shares. The total consideration is HK\$23,000,000.

The consideration would be satisfied by the Company in the following manner: (a) HK\$9,000,000 deposit paid by the Company to the Target Company within 10 business days from the date of signing the memorandum of understanding (27 March 2014); (b) HK\$4,800,000 payable in cash to the Target Company upon the issuance of additional shares of the Target Company to the Company; (c) HK\$9,200,000 shall be satisfied by the Company issuing 3,755,102 consideration shares at an issue price of HK\$2.45 per share to Vendor A and Vendor B. The acquisition was completed on 9 June 2014.

### 35. 報告期後事項

- (a) 於二零一四年五月二日，本公司與 Action Plan Holdings Limited (「賣方 A」)、Wellform Holdings Limited (「賣方 B」) 及中海油氣生物能源有限公司 (「目標公司」) (上述公司均為獨立於本公司之第三方) 訂立多份協議，據此，(i) 賣方 A 及賣方 B 有條件同意出售而本公司有條件同意收購目標公司全部已發行股本 2%；及(ii) 目標公司同意向本公司發行額外股份，有關額外股份相當於目標公司現時全部已發行股本 3%。收購事項完成後，本公司將持有目標公司經配發及發行額外股份擴大之已發行股本約 4.85%。總代價為 23,000,000 港元。

代價由本公司以下列方式支付：(a) 自簽訂諒解備忘錄當日 (二零一四年三月二十七日) 起計十個營業日內，由本公司向目標公司支付訂金 9,000,000 港元；(b) 於目標公司向本公司發行額外股份時以現金支付 4,800,000 港元予目標公司；(c) 由本公司按發行價每股 2.45 港元向賣方 A 及賣方 B 發行 3,755,102 股代價股份，以支付 9,200,000 港元。收購事項已於二零一四年六月九日完成。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度

### 35. EVENTS AFTER REPORTING PERIOD (continued)

(b) On 12 June 2014, the Company entered into agreements with Vendor A, Vendor B, pursuant to which Vendor A and Vendor B conditionally agreed to sell and the Company conditionally agreed to acquire additional 0.84% of the entire issued capital of the Target Company. Upon the completion of the acquisition, the Company will have around 5.69% of issued share capital of the Target Company as enlarged by the allotment and issuance of the additional shares. The total consideration is HK\$4,000,000.

The consideration will be satisfied by the Company issuing 2,000,000 consideration shares at an issue price of HK\$2 per share to Vendor A and Vendor B. The acquisition has not been completed at the date of this report.

### 36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27 June 2014.

### 35. 報告期後事項(續)

(b) 於二零一四年六月十二日，本公司與賣方A及賣方B訂立多份協議，據此，賣方A及賣方B有條件同意出售而本公司有條件同意額外收購目標公司全部已發行股本0.84%。收購事項完成後，本公司將持有目標公司經配發及發行額外股份擴大之已發行股本約5.69%。總代價為4,000,000港元。

代價將由本公司按發行價每股2港元向賣方A及賣方B發行2,000,000股代價股份償付。於本報告日期，收購事項尚未完成。

### 36. 批准財務報表

董事會已於二零一四年六月二十七日批准及授權刊發財務報表。



# FIVE YEARS FINANCIAL SUMMARY

## 五年財務概要

		Year ended 31 March 截至三月三十一日止年度				
		2014	2013	2012	2011	2010
		二零一四年	二零一三年	二零一二年	二零一一年	二零一零年
		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
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	257	764	2,786	3,480	2,421
Loss before income tax expense	除所得稅開支前虧損	(89,215)	(8,972)	(7,768)	(13,283)	(25,797)
Income tax expense	所得稅開支	-	-	-	-	-
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損	(89,215)	(8,972)	(7,768)	(13,283)	(25,797)
		At 31 March 於三月三十一日				
		2014	2013	2012	2011	2010
		二零一四年	二零一三年	二零一二年	二零一一年	二零一零年
		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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	21,578	6,802	24,207	7,160	8,153
Current assets	流動資產	123,448	31,808	21,122	26,796	23,680
Current liabilities	流動負債	(3,197)	(4,519)	(3,232)	(10,031)	(2,454)
Non-current liabilities	非流動負債	-	-	-	(30,529)	(29,162)
Total equity/(capital deficiencies)	權益總額/(資本虧絀)	141,829	34,091	42,097	(6,604)	217



**CHINA INVESTMENT  
DEVELOPMENT LIMITED**  
中國投資開發有限公司