

**NATIONAL ELECTRONICS HOLDINGS LIMITED**

Stock Code: 213

**ANNUAL REPORT 2015**

# C O N T E N T S

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## CORPORATE INFORMATION

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### Executive Directors

Jimmy Lee Yuen Ching  
Chairman  
Loewe Lee Bon Chi  
Managing Director  
James Lee Yuen Kui  
Managing Director  
Edward Lee Yuen Cheor  
Ricky Wai Kwong Yuen

### Non-executive Director

Dorathy Lee Yuen Yu

### Independent Non-executive Directors

Dr. Samson Sun, M.B.E., J.P.  
William Chan Chak Cheung  
Chan Kwok Wai

### Auditors

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*

### Solicitors

Baker & McKenzie  
Mayer Brown JSM

### Company Secretary

Andy Wong Kam Kee

### Principal Bankers

The Hongkong and Shanghai Banking  
Corporation Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China  
(Asia) Limited  
Bank of China (Hong Kong) Limited  
Chiyu Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
DBS Bank (Hong Kong) Limited  
Chong Hing Bank Limited  
Fubon Bank (Hong Kong) Limited

### Registered Office

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

### Principal Office

Suite 3201, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

### Registrar

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

### Branch Registrar and Transfer Office

Tricor Standard Limited  
Level 22 Hopewell Centre  
183 Queen's Road East  
Hong Kong

On behalf of the Board (the "Board") of Directors (the "Directors") of National Electronics Holdings Limited (the "Company"), I am pleased to report the results of the Company and its subsidiaries (together, the "Group") for the year ended 31 March 2015.

### RESULTS

The audited consolidated profit attributable to shareholders of the Group for the year ended 31 March 2015 was HK\$133,074,103 (Year ended 2014: HK\$228,475,853). The basic and diluted earnings per share of the Company for the year ended 31 March 2015 were 14.2 HK cents per share and 14.1 HK cents per share respectively (Year ended 2014: 23.8 HK cents per basic share and 23.6 HK cents per diluted share respectively).

### FINAL DIVIDEND AND BONUS ISSUE OF SHARES

The Board recommends the payment of a final dividend of 3.0 HK cents per share for the year ended 31 March 2015 (Year ended 31 March 2014: A final dividend of 3.5 HK cents per share and a special cash dividend of 1.0 HK cent per share).

In appreciation of the continuous support from our shareholders, the Board also recommends a bonus issue of shares on the basis of one new share for every ten shares held by the shareholders of the Company. Details are set out in a circular despatched to the shareholders.

### BUSINESS REVIEW

#### WATCHES MANUFACTURING AND WATCH COMPONENTS

During the period under review, despite extended economic stagnancy in the U.S. and Europe coupled with sign of slowdown in economic growth in China, the Group maintained the turnover and profit margin of its watch manufacturing and watch component trading division through diligent cost and inventory controls.



The Smart Wristband is an all-in-one health monitoring and tracking device, able to track sleep quality as well as exercise progress, while measuring your heart rate. The built-in Bluetooth LE 4.0 keeps the wristband in sync with the smart phone, displaying calls, messages, emails and other notifications.

## CHAIRMAN'S STATEMENT

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### HOTEL OPERATION

During the year under review, the Group's hotel operation business continued to achieve an increase in turnover and profit. This was attributable to high occupancy rate maintained by the Group's four wholly owned boutique hotels, namely The Putman, 99 Bonham, The Jervois and the newly opened One96 which launched in the fourth quarter of 2014.

### PROPERTY DEVELOPMENT AND INVESTMENT

The superstructure work at the Group's wholly owned luxury residential development at 45 Tai Tam Road has begun and the project is expected to be completed in the third quarter of 2016.

Due to a slower hotel market in Hong Kong, only mild capital gains in value for the hotels was recorded during the year under review, as compared with a significant increase in value in the previous financial year.

The site formation work for the Group's boutique office building at 7 St Thomas, Toronto, Canada was completed and the foundation work has commenced.

The conceptual design for the first phase of the Group's residential/commercial mixed use project at 88 Queen Street East, Toronto, Canada was completed and the interior layout of the suites is being planned.



The dual face smart watch combines the classic feel of an analog watch on one face with the digital functionality of a digital LCD display on the other. With built-in motion sensors and Bluetooth LE 4.0 connectivity, users can track their activity while keeping up with notifications from calls, messages, emails, etc.



### PROSPECTS

#### WATCHES MANUFACTURING AND WATCH COMPONENTS

The Group expects that while the U.S. economy continues to recover, the European economic environment remains weak and the decrease of GDP growth in China will have a negative impact on the Hong Kong watch industry as a whole. The Group will focus on marketing its innovative wearables and other outdoor electronics products.

#### HOTEL OPERATION

The recent reduction of number of tourist from China has had a negative impact on the Hong Kong hotel industry. However, the Group's four boutique hotels cater more to business and professional clients as well as international travellers, and with the improvement of the Hong Kong financial markets, the Group maintains its overall outlook for the coming year being positive.

#### PROPERTY DEVELOPMENT AND INVESTMENT

The Group is expediting the construction work for the luxury residential development at 45 Tai Tam Road, Hong Kong and the project is targeted to launch by the end of 2016.

The boutique office building at 7 St Thomas, Toronto, Canada will be completed by the end of 2016 and the marketing campaign has been progressing satisfactorily.

The Group is starting work on the detailed architectural design of the phase one residential building of our 88 Queen Street East project in Toronto, Canada. Presale of the phase one residential units are anticipated to begin in the first quarter of 2016. The Group is also preparing to apply for an up-zoning of density for the remaining phases of the subject project.

Finally, on behalf of the Board, I would like to thank all the staff of the Group for their loyalty and dedication during the previous year.

**Lee Yuen Ching, Jimmy**  
Chairman

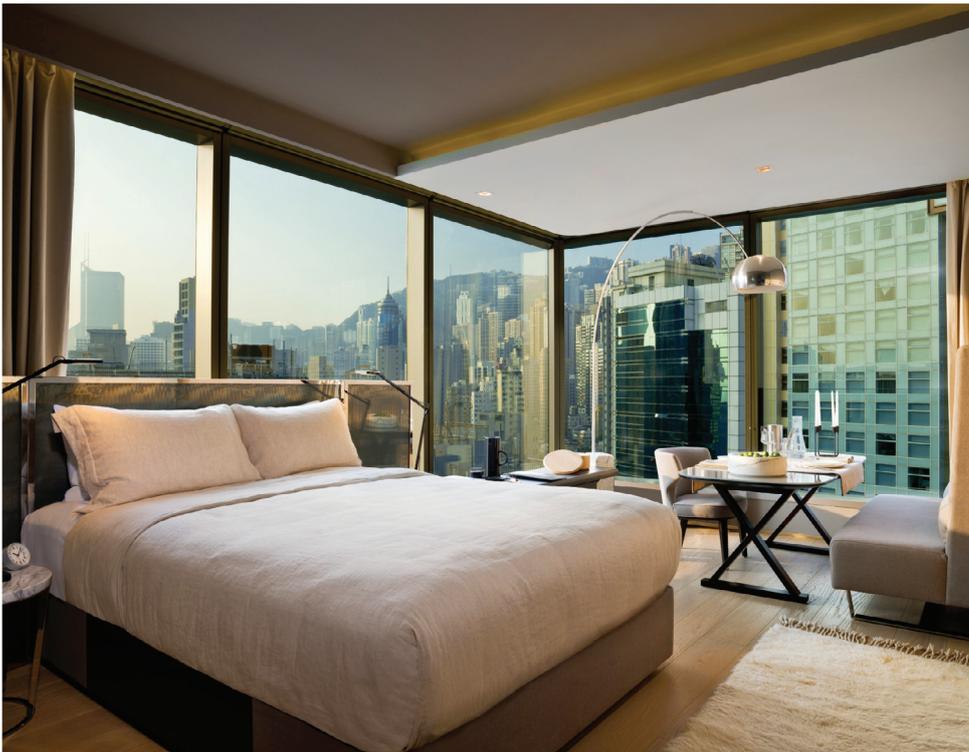
Hong Kong, 26 June 2015

# Exclusive lifestyles, conveniently located

A selection of distinctive boutique hotel apartments meticulously appointed for elegant urban living.

## The Putman

Sumptuously appointed interiors  
by the grande dame  
Andréé Putman.

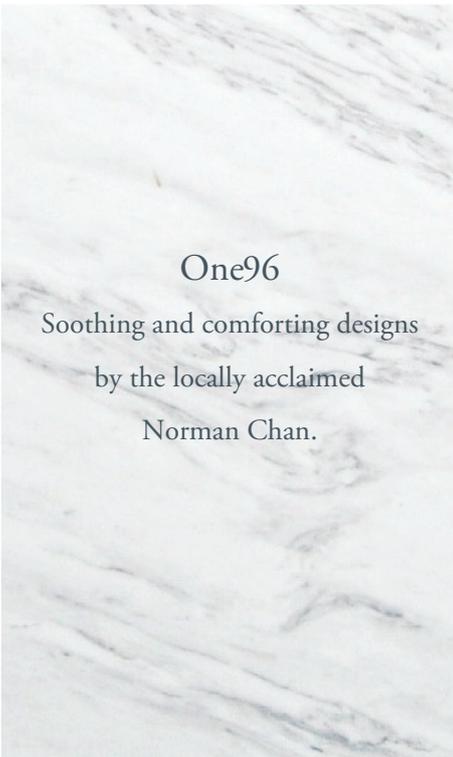


## 99 Bonham

Chic and stylish accommodations  
by the internationally-renowned  
Antonio Citterio Patricia Viel and  
Partners.



The Jervois  
 The embodiment of simplicity and  
 elegance by the pre-eminent  
 designer Christian Liaigre.



One96  
 Soothing and comforting designs  
 by the locally acclaimed  
 Norman Chan.



NATIONAL HOTELS  
 A NATIONAL PROPERTIES COMPANY

THE PUTMAN  
 by andrée putman

99  
 BONHAM

THE  
 JERVOIS

ONE 96

## MANAGEMENT DISCUSSION AND ANALYSIS

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### CORPORATE STRATEGY

The Group's long-term objective and strategy is to maximize shareholder value through the stable growth in our core businesses and operations while exploring new opportunities for investment in sustainable long-term growth.

The Group's watch manufacturing and watch component trading division looks to continue building upon its strength and leadership in the high-function watch and watch-related products space while using our expertise in research and development to develop new technologies and applications for future growth.

The Group's property development and investment division remains committed to building the highest quality developments with a focus on design excellence. Through long-term planning and diligent market research, the Group will look at expanding our offering and transferring our expertise into different markets, both in terms of product as well as geography.

The Group's hotel operation division aims at providing first class hotel management services to our target customers with the highest quality.

### BUSINESS REVIEW

#### WATCHES AND WATCH COMPONENTS

During the year under review, the sales revenue of the Group's watch manufacturing and watch component trading division remained stable with HK\$1,173 million while the segment profit increased slightly by 12% to HK\$31.6 million due to tight cost and inventory controls.

#### PROPERTY DEVELOPMENT AND INVESTMENT

During the year, property for development division sold a development site in Canada for a consideration of around C\$26.9 million, resulted in a gain of approximately C\$3.8 million.

The sales revenue of the Group's property investment division represented the rental income generated by the Group's investment properties.

The decrease in segment profit of the property investment division for the year under review was due to decrease in gains in fair value of hotels of the Group as a result of slower hotel market in Hong Kong during the year under review.

#### HOTEL OPERATION

The sales revenue of the Group's hotel operation division increased by 195% to HK\$63.9 million attributed to the rental income generated by four wholly-owned boutique hotel apartments in 2015, as compared with only one wholly-owned boutique hotel apartment in 2014.

### ASSOCIATES

The Group shared a profit of approximately HK\$1 million (2014: HK\$111 million) from its associates.

### FINANCIAL REVIEW

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2015, the Group's total borrowings were approximately HK\$3,126 million (2014: HK\$1,879 million), representing an increase of approximately HK\$1,247 million from last year. The maturity profile spreads over a period of 30 years, with approximately HK\$628 million repayable within one year, approximately HK\$1,833 million within two to five years and HK\$665 million beyond five years.

At the year end date, the Group's gearing ratio was 1.43 (2014: 0.83) which is calculated based on the Group's long-term borrowings of approximately HK\$2,498 million (2014: HK\$1,428 million) and shareholders' funds of approximately HK\$1,744 million (2014: HK\$1,728 million).

As at 31 March 2015, the Group's total bank balances and cash was approximately HK\$440 million (2014: HK\$646 million). Similar to the past years, the Group has maintained a reasonable level of cash resources and stand-by credit facilities to provide adequate liquid funds to finance its commitments and working capital requirements.

#### TREASURY POLICIES

As at 31 March 2015, 82% of the Group's borrowings were in HKD, 12% in CAD, 4% in USD, and 2% in JPY. As at 31 March 2015, 59% of the Group's bank balances and cash was in HKD, 21% in USD, 14% in CNY, 5% in JPY, and 1% in CAD. All the Group's borrowings are variable-rate borrowings. The Group will carefully monitor its foreign exchange and interest rates exposure and utilise financial instruments such as forward contracts and interest rate swaps as necessary.

#### FUTURE PLANS FOR MATERIAL INVESTMENTS

The Group currently has no other plans for material investments. Any acquisition will be funded by internal resources of the Group and bank borrowings.

#### CHARGES ON ASSETS

As at 31 March 2015, certain properties of the Group of approximately HK\$4,232 million (2014: HK\$2,548 million) were pledged to secure banking facilities for the Group.

#### EMPLOYEES

As at 31 March 2015, the Group employed approximately 1,000 employees in Hong Kong, the PRC and other overseas countries. The staff costs for the year including directors' emoluments amounted to approximately HK\$125 million (2014: HK\$145 million). Remuneration is determined by reference to market terms as well as the qualifications and experiences of the staff concerned. Salaries are reviewed annually and discretionary bonuses may be paid depending on individual performance and the profitability of the Group.

## **DIRECTORS AND SENIOR MANAGEMENT**

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### **DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY**

#### **EXECUTIVE DIRECTORS**

Mr. Jimmy Lee Yuen Ching, aged 68, is the Chairman of the Group. He received his university education in the United States and Canada. His initial experience in the watch industry was gained in his family's watch business and he subsequently became a co-founder of the Group. He was responsible for the founding of the Group's property division twenty-three years ago and has been responsible for the management of the property division since that time.

Mr. Loewe Lee Bon Chi, aged 35, is Managing Director of the Group. He graduated from Harvard University and obtained a bachelor of arts degree with honours in economics. He joined the Group in July 2005 and is responsible for overseeing the overall operations of the watch components trading division as well as the property development and investment divisions. He is also an Honorary Permanent Director of The Federation of Hong Kong Watch Trades & Industries Limited. Prior to joining the Group, he was an investment banker at JP Morgan in New York.

Mr. James Lee Yuen Kui, aged 61, is Managing Director of the Group. He joined the Group in 1976 and is currently responsible for administration, trading of watch components and material procurement from foreign suppliers.

Mr. Edward Lee Yuen Cheor, aged 57, is Executive Director of the Group. He joined the Group in 1981 and is currently responsible for the supervision of the properties development in Hong Kong.

Mr. Ricky Wai Kwong Yuen, M.Sc. ("Mr. Wai"), aged 68, is the President and Executive Director of National Electronics and Watch Company Limited. Mr. Wai joined the Group in 1976 and is responsible for its watch manufacturing business and other electronic products.

#### **NON-EXECUTIVE DIRECTOR**

Ms. Dorathy Lee Yuen Yu ("Ms. Lee"), aged 55, has not previously held any positions with the Company or its subsidiaries before joining the Group in September 2004. Ms. Lee is sister of Mr. James Lee Yuen Kui and Mr. Edward Lee Yuen Cheor, who are Managing Director and Executive Director of the Company respectively. She is also cousin of Mr. Jimmy Lee Yuen Ching, the Chairman of the Company and aunt of Mr. Loewe Lee Bon Chi, Managing Director of the Company.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

Dr. Samson Sun, M.B.E., J.P. ("Dr. Sun"), aged 90, is the Chairman of the Sun International Group of companies. He was the Deputy Chairman of Gilman & Co., Limited and later of Inchape Hong Kong in each case from 1967 to 1985. Dr. Sun is the Honorary Permanent President of The Federation of Hong Kong Watch Trades & Industries Limited. He has over 59 years' experience in the manufacturing, marketing and distribution of watches and 31 years' experience in the marketing and distribution of consumer and electronic products. Dr. Sun has chaired many voluntary community services and charitable organizations and is the former Vice-Chairman of Business and Professionals Federation of Hong Kong (BPF), and a member of Basic Law Consultative Committee in 80's.

Mr. William Chan Chak Cheung ("Mr. William Chan"), aged 67, has been an Independent Non-executive Director of the Company since 2004. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mr. William Chan is a retired partner of PricewaterhouseCoopers with a career spanning 33 years in Canada, Hong Kong and Mainland China. Mr. William Chan is an Independent Non-executive Director of The Link Management Limited, Manager of the The Link REIT, and was also an Independent Non-executive Director of King Fook Holdings Limited, both of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. William Chan brings senior management skills and experience in solving complex business issues in many different industries including the real estate industry, and also brings experience in matters on corporate governance.

## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Chan Kwok Wai (“Mr. Chan”), aged 56, has been an Independent Non-executive Director of the Company since April 2005. Mr. Chan is a member of the Hong Kong Securities Institute and a member of CPA Australia. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an Independent Non-executive Director of China Investments Holdings Limited, Tern Properties Company Limited, Chinese Estates Holdings Limited and Far East Consortium International Limited, the shares of all of which are listed on The Stock Exchange of Hong Kong Limited. Mr. Chan was an Independent Non-executive Director of Junefield Department Store Group Limited, company listed on the Main Board of The Stock Exchange of Hong Kong Limited, during the period from 31 December 2002 to 29 May 2013.

### SENIOR MANAGEMENT

Mr. Andrew Lo Kwong Yiu (“Mr. Lo”), B.Sc. (Econ.), B.Sc. (Building Surveying), ARICS, AHKIS, aged 61, is an Executive Director of National Properties Holdings Limited. Mr. Lo joined the Group in 1992 and is responsible for property development projects.

## **REPORT OF THE DIRECTORS**

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The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2015.

### **PRINCIPAL ACTIVITIES**

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacture, assembly and sale of electronic watches and watch parts, trading of watch movements and watch parts, property development and investment and hotel operation.

### **RESULTS AND APPROPRIATIONS**

The results of the Group for the year ended 31 March 2015 are set out in the consolidated statement of profit or loss on page 28.

An interim dividend of 0.5 HK cents per share amounting to HK\$4,682,909 in aggregate was paid to the shareholders during the year. The directors now recommend the payment of a final dividend of 3.0 HK cents per share to the shareholders of the Company whose names appear on the register of members on Tuesday, 1 September 2015, amounting to approximately HK\$28,067,000 in aggregate.

### **ISSUE OF BONUS SHARES**

The Board proposes to make a bonus issue of one new share for every ten shares held to shareholders whose names appear on the Register of Members on Tuesday, 1 September 2015 (the "Proposed Bonus Shares"). The Proposed Bonus Shares is subject to the conditions and trading arrangements set out in the circular to be despatched to the shareholders in due course.

### **FIVE YEAR FINANCIAL SUMMARY**

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 123 of the annual report.

### **INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT**

Details of movements during the year in the investment properties and property, plant and equipment of the Group are set out in notes 15 and 16 respectively to the consolidated financial statements.

### **MAJOR PROPERTIES**

Details of the major properties of the Group as at 31 March 2015 are set out on page 122.

### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

Details of the Company's subsidiaries, associates and joint venture as at 31 March 2015 are set out in notes 50, 20 and 21 to the consolidated financial statements, respectively.

### **SHARE CAPITAL**

Details of movements during the year in the share capital of the Company are set out in note 35 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

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

### RESERVES

Details of movements in reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 33 and in note 36 to the consolidated financial statements, respectively.

### PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company repurchased certain of its own shares on The Stock Exchange of Hong Kong Limited, details of which are set out in note 35 to the consolidated financial statements.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

### DIRECTORS

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

Mr. Jimmy Lee Yuen Ching  
Mr. Loewe Lee Bon Chi  
Mr. James Lee Yuen Kui  
Mr. Edward Lee Yuen Cheor  
Mr. Ricky Wai Kwong Yuen  
Ms. Dorathy Lee Yuen Yu\*\*  
Dr. Samson Sun, M.B.E., J.P.\*  
Mr. William Chan Chak Cheung\*  
Mr. Chan Kwok Wai\*

\* Independent non-executive directors

\*\* Non-executive director

In accordance with the Bye-law 99 of the Company, Mr. Ricky Wai Kwong Yuen and Dr. Samson Sun, M.B.E., J.P., shall retire by rotation and, being eligible, offer themselves for re-election.

Each director, except the Chairman and Managing Directors, was appointed for a term of period up to his retirement and re-election by rotation under the Bye-law of the Company.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited. The Company considers all of the Independent Non-executive Directors are independent.

## REPORT OF THE DIRECTORS

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### SERVICE CONTRACTS

Save as disclosed above, none of the directors has entered into any service agreement with any member of the Group nor are there any other service agreements proposed which will not expire or be determinable by the Company within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed under the heading "Directors' interests in shares and share options", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS

As at 31 March 2015, the interests of the Directors and their associates in the shares and share options of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers, were as follows:

#### (a) Ordinary shares of HK\$0.10 each

Name of Director	Capacity	Personal interests	Corporate interests	Other interests	Total interests	Percentage of the issued share capital of the Company
Mr. Jimmy Lee Yuen Ching	Chairman	—	—	250,637,835 <i>(note a)</i>	250,637,835	26.79%
Mr. Loewe Lee Bon Chi	Managing Director	30,000,000	—	250,637,835 <i>(note a)</i>	280,637,835	30.00%
Mr. James Lee Yuen Kui	Managing Director	5,940	—	237,102,979 <i>(note b)</i>	237,108,919	25.34%
Mr. Edward Lee Yuen Cheor	Director	—	—	237,102,979 <i>(note b)</i>	237,102,979	25.34%
Mr. Ricky Wai Kwong Yuen	Director	—	37,267,767 <i>(note c)</i>	—	37,267,767	3.98%
Dr. Samson Sun, M.B.E., J.P.	Director	—	5,288,968 <i>(note d)</i>	—	5,288,968	0.57%
Mr. William Chan Chak Cheung	Director	300,000	—	—	300,000	0.03%

**(b) Share options**

Name of Director	Capacity	Number of options held	Number of underlying shares
Mr. Loewe Lee Bon Chi	Managing Director (Beneficial owner)	15,200,000	15,200,000
Mr. Chan Kwok Wai	Independent Non-executive Director (Beneficial owner)	300,000	300,000

Notes:

- (a) The 250,637,835 shares are part of the property of a discretionary trust of which Mr. Jimmy Lee Yuen Ching and his family members including Mr. Loewe Lee Bon Chi are named beneficiaries.
- (b) The 237,102,979 shares are part of the property of a discretionary trust of which each of Messrs. James Lee Yuen Kui and Edward Lee Yuen Cheor is named beneficiary.
- (c) The 37,267,767 shares are held by two companies controlled by Mr. Ricky Wai Kwong Yuen.
- (d) The 5,288,968 shares are held by a company controlled by Dr. Samson Sun, M.B.E., J.P.

Saved as disclosed above, at 31 March 2015, none of the directors or chief executive or any of their associates had any interests, or short positions in any shares, underlying shares or debentures of the Company or its associated corporations as defined in the SFO.

**SHARE OPTIONS**

Particulars of the Company's share option scheme are set out in note 45 to the consolidated financial statements.

The following table disclosed movements in the Company's share options during the year:

Name of Director	Date of grant	Exercise period	Exercise price per share	Balance at 1.4.2014	Granted during the year	Exercised during the year	Forfeited during the year	Expired during the year	Balance at 31.3.2015
Mr. Loewe Lee Bon Chi	18.3.2010	18.3.2010–17.3.2018	HK\$0.542	9,200,000	–	–	–	–	9,200,000
	23.3.2011	23.3.2011–22.3.2018	HK\$0.760	6,000,000	–	–	–	–	6,000,000
Mr. William Chan Chak Cheung	23.3.2011	23.3.2011–22.3.2018	HK\$0.760	300,000	–	(300,000)	–	–	–
Mr. Chan Kwok Wai	23.3.2011	23.3.2011–22.3.2018	HK\$0.760	300,000	–	–	–	–	300,000

The closing price of the Company's share immediately before 18 March 2010 and 23 March 2011, the dates of grant of the options, were HK\$0.542 and HK\$0.760 respectively.

## **REPORT OF THE DIRECTORS**

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### **SUBSTANTIAL SHAREHOLDERS**

Other than the interests of certain directors disclosed under the heading “Directors’ interests in shares and share options” above, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no other person as having a notifiable interest or short position in the issued share capital of the Company as at 31 March 2015.

### **MAJOR SUPPLIERS AND CUSTOMERS**

For the year ended 31 March 2015, the Group’s five largest suppliers accounted for approximately 94.39% of the Group’s purchases of which 92.85% was attributable to the largest supplier. The Group’s five largest customers accounted for approximately 64.18% of the Group’s turnover of which 28.73% was attributable to the largest customer.

None of the Directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company’s share capital) has any interest in the Group’s five largest suppliers or customers during the year.

### **CORPORATE GOVERNANCE**

During the year ended 31 March 2015, in the opinion of the Board, the Company has complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for the deviation shown under the section “Corporate Governance Report” in this Annual Report.

### **EMOLUMENT POLICY**

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company’s operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 45 to the consolidated financial statements.

### **PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Company, there is sufficient public float of not less than 25% of the Company’s issued shares as required under the Listing Rules throughout the year ended 31 March 2015.

### **DONATIONS**

During the year, the Group made charitable donations amounting to HK\$12,000.

### **EVENT AFTER THE REPORTING PERIOD**

Details of significant event occurring after the reporting period are set out in note 49 to the consolidated financial statements.

**AUDITORS**

The consolidated financial statements for the year were audited by HLB Hodgson Impey Cheng Limited who will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

**LEE YUEN CHING JIMMY**

*Chairman*

Hong Kong, 26 June 2015

## **CORPORATE GOVERNANCE REPORT**

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The Company is committed to maintaining and upholding high standards of corporate governance. During the year ended 31 March 2015 (the “Year”), in the opinion of the Board, the Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for the deviation as expressly set forth under the relevant paragraph in this report.

### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding the Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”). Employees who are likely to possess unpublished inside information of the Company are also subject to compliance with the same terms as the Model Code. Having made specific enquiries by the Company, it is confirmed that all Directors have complied with the required standard as set out in the Model Code throughout the year ended 31 March 2015.

### **THE BOARD**

The Board is responsible for leadership and control of the Group. The Board reviews and approves the objectives, strategies, directions and policies of the Group. The Board also reviews the Group’s performance and monitors the activities of the Group. Three board committees, Audit Committee, Nomination Committee and Remuneration Committee, with well defined terms of reference have been established to assist the Board in discharging its responsibilities, while the responsibility of the day-to-day operations of the Group is delegated to the management of the Group. Appropriate insurance cover in respect of legal actions arising out of corporate activities against the Company’s Directors and officers have been arranged.

### **COMPOSITION OF THE BOARD**

The Board consists of 9 Directors including 5 Executive Directors, 1 Non-executive Director and 3 Independent Non-executive Directors (the “INEDs”). The biographical details of the Directors are shown under the section “Directors and Senior Management” in this Annual Report.

### **CHAIRMAN AND MANAGING DIRECTORS**

The Chairman of the Board is Mr. Jimmy Lee Yuen Ching and the Managing Directors of the Group are Mr. Loewe Lee Bon Chi and Mr. James Lee Yuen Kui. The roles of the Chairman and the Managing Directors were segregated. The Chairman is primarily responsible for the management and effective performance of the Board as well as the high-level strategies determination. The Managing Directors are primarily responsible for the day-to-day management of the business of the Group.

Executive Directors, Mr. James Lee Yuen Kui and Mr. Edward Lee Yuen Cheor, and Non-executive Director, Ms. Dorathy Lee Yuen Yu, are brothers and sister and they are cousins of Mr. Jimmy Lee Yuen Ching, who is father of the Executive Director, Mr. Loewe Lee Bon Chi.

**BOARD ATTENDANCE**

During the year, 4 board meetings and 1 general meeting were held. Attendance of each Director at the board meetings and the general meeting held in the Year is set out below:

	<b>Board Meetings Attended/Held</b>	<b>General Meetings Attended/Held</b>
<b>Executive Directors:</b>		
Mr. Jimmy Lee Yuen Ching ( <i>Chairman</i> )	4/4	1/1
Mr. Loewe Lee Bon Chi ( <i>Managing Director</i> )	4/4	1/1
Mr. James Lee Yuen Kui ( <i>Managing Director</i> )	4/4	1/1
Mr. Edward Lee Yuen Cheor	4/4	1/1
Mr. Ricky Wai Kwong Yuen	4/4	1/1
<b>Non-Executive Director:</b>		
Ms. Dorathy Lee Yuen Yu	4/4	0/1
<b>Independent Non-executive Directors:</b>		
Dr. Samson Sun, M.B.E., J.P.	4/4	1/1
Mr. William Chan Chak Cheung	4/4	1/1
Mr. Chan Kwok Wai	4/4	1/1

**AUDIT COMMITTEE**

The principal roles and functions of the Audit Committee (the “AC”) are as follows:

- (a) to make recommendation to the Board on the appointment, reappointment and removal of the Company’s auditors and to review and monitor their independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (b) to oversee the Group’s relation with the Company’s auditors;
- (c) to review the financial information of the Group including monitoring the integrity of the Group’s financial statements, annual reports and accounts, and interim reports and reviewing significant accounting policies; and
- (d) to oversee the Group’s financial reporting system and internal control procedures.

The AC comprises 3 members and all of them are INEDs. Attendance of each member at the AC meetings held in the Year is set out below:

<b>Members</b>	<b>Meetings Attended/Held</b>
Dr. Samson Sun, M.B.E., J.P. - <i>Committee Chairman (Independent)</i>	4/4
Mr. William Chan Chak Cheung ( <i>Independent</i> )	4/4
Mr. Chan Kwok Wai ( <i>Independent</i> )	4/4

## CORPORATE GOVERNANCE REPORT

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The following is a summary of the work performed by the AC during the Year:

- Reviewed the audited annual results of the Group for the year ended 31 March 2014;
- Reviewed the interim results of the Group for the six months ended 30 September 2014;
- Reviewed the internal audit reports covering the evaluation of internal controls of the Group;
- Reviewed the auditors' remuneration and their performance and confirmed their independence;
- Reviewed the Corporate Governance Report of the Group for the year ended 31 March 2014; and
- Evaluated and assessed the effectiveness of the Audit Committee and the adequacy of the Audit Committee Charter and consider any changes are required.

### NOMINATION COMMITTEE

The nomination committee (the "NC") is responsible for developing criteria to identify, assess the qualifications of and evaluate candidates for the Board. They identify individuals suitably qualified in terms of skill, knowledge and experience to become members of the Board in accordance with the board diversity policy adopted, taking into account of the existing composition of the Board in terms of skill, knowledge and experience and make recommendation to the Board for approval.

The NC comprises 5 members. Attendance of each member at the NC meetings held in the year is set out below:

<b>Members</b>	<b>Meetings Attended/Held</b>
Mr. William Chan Chak Cheung - <i>Committee Chairman (Independent)</i>	1/1
Dr. Samson Sun, M.B.E., J.P. ( <i>Independent</i> )	1/1
Mr. Chan Kwok Wai ( <i>Independent</i> )	1/1
Mr. Jimmy Lee Yuen Ching	1/1
Mr. James Lee Yuen Kui	1/1

The following is a summary of the work performed by the NC during the Year:

- Reviewed the board diversity policy which sets out the principles to be followed to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives;
- Reviewed the policy on nomination and appointment of Directors;
- Reviewed the current structure, size and composition (including skill, knowledge and experience) of the Board; and
- Assessed the independence of the INEDs.

**REMUNERATION COMMITTEE**

The Board has established a remuneration committee (the “RC”) and its principal roles and functions are:

- (a) to make recommendations to the Board on the Company’s policy and structure of remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to recommend the remuneration packages of the Directors and senior management; and
- (c) to review and approve performance based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The RC comprises 5 members. Attendance of each member at the RC meetings held in the Year is set out below:

<b>Members</b>	<b>Meetings Attended/Held</b>
Dr. Samson Sun, M.B.E., J.P. - <i>Committee Chairman (Independent)</i>	2/2
Mr. William Chan Chak Cheung ( <i>Independent</i> )	2/2
Mr. Chan Kwok Wai ( <i>Independent</i> )	2/2
Mr. Jimmy Lee Yuen Ching	2/2
Mr. James Lee Yuen Kui	2/2

During the Year, the RC assessed the performance of executive and reviewed the remuneration policy of the Group and the remuneration packages of the Directors and the senior management.

The RC has adopted the model of making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

**APPOINTMENT AND RE-ELECTION OF DIRECTORS**

Pursuant to Bye-law 99 of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director, at each Annual General Meeting (“AGM”). The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

Despite CG Code A.4.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years, in the opinion of the Board, the Chairman and Managing Director play a pivotal role in charting of corporate strategies and direction of the Group and should not be subject to retirement by rotation in consideration of the stability and continuity development of the Group. As such, the Board has exempted the Chairman and Managing Directors from retiring from office by rotation at AGM in accordance with the Bye-law 99 of the Company.

## **CORPORATE GOVERNANCE REPORT**

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### **NON-EXECUTIVE DIRECTORS**

Each Non-executive and Independent Non-executive Director was appointed for a term of period up to his retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-law 99. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code A.4.1 which stipulates that Non-executive Directors should be appointed for a specific term, subject to re-election.

### **INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received annual confirmations of independence from each of the INEDs and considers all INEDs are independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

### **CONTINUOUS PROFESSIONAL DEVELOPMENT**

During the year, all Directors are provided with regular updates on the Group's performance as well as changes in the relevant laws and regulations applicable to the Group and the Directors. Trainings have been arranged for all Directors by the Company covering requirements of Environmental, Social and Governance Reporting, amendments to the Listing Rules relating to connected transactions and corporate governance code. All Directors have provided a record of the training they received to the Company.

### **CORPORATE GOVERNANCE FUNCTIONS**

The Board is responsible for performing the corporate governance duties of the Company. Terms of Reference of corporate governance functions are stipulated as follows:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the companies policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to employees and Directors;
- (e) to review the company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### **BOARD DIVERSITY POLICY**

The Company has recognised the importance of board diversity to corporate governance and the board effectiveness in terms of examination and evaluation of corporate issues from different perspectives. As such, the Company adopted a board diversity policy (the "Diversity Policy") which sets out the objectives and principle regarding board diversity in 2014.

Pursuant to the Diversity Policy, the Company considers board diversity from a number of aspects, including but not limited to gender, race, language, cultural and educational background, industry and professional experience. The ultimate decision would be based on merit and contribution the selected candidates would bring to the Board as well as the Company's business needs.

Having reviewed the Diversity Policy and the Board's composition, the Nomination Committee considers that the requirements set out in the Diversity Policy had been met.

**ACCOUNTABILITY AND AUDIT**

The Directors acknowledge their responsibility for preparing the financial statements of the Group for each financial year which gives a true and fair view of the state of affairs of the Group. The reporting responsibilities of the Company’s external auditors are set out in this annual report on page 26.

**EXTERNAL AUDITORS**

The consolidated financial statements for the year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming AGM. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be nominated for appointment as the auditors of the Company at the forthcoming AGM.

During the year, the remunerations payable to the Company’s external auditors for audit and non-audit services performed by HLB Hodgson Impey Cheng Limited are set out below:

<b>Type of services rendered</b>	<b>Fees payable HK\$’000</b>
Audit services	1,550
Non-audit services	838
	2,388
Total	2,388

The non-audit services are relating to professional services rendered in connection with the issue of two major transaction circulars of the Company in accordance with the Listing Rules and review services.

The remuneration payable to other auditors of the Group in respect of audit services for the year ended 31 March 2015 amounted to approximately HK\$846,000.

**INTERNAL CONTROL**

The Board has conducted a review of the effectiveness of the Company’s internal control system to ensure that the Company maintains sound and effective controls to safeguard shareholders’ investment and the Company’s assets. The review covered financial, operational and compliance controls and risk management functions.

The Board also considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group’s accounting and financial reporting function.

In view of the size, nature and complexity of the business of the Group, the Board has appointed external independent professionals to perform internal audit functions. As approved by the Audit Committee, the external independent professionals made assessment on various business and operation risks of the Group. The Audit Committee reviewed the findings from the external independent professionals annually and discussed the recommended actions needed to be taken to develop and improve the effectiveness of the Group’s internal control system. The Board will continue to improve the Group’s internal control system through periodic reviews and recommendations from the external auditors and external independent professionals during their audit.

## **CORPORATE GOVERNANCE REPORT**

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### **COMMUNICATION WITH SHAREHOLDERS**

The Board is responsible for maintaining on-going communication with its shareholders so as to comply fully with the disclosure requirements under the Listing Rules and other applicable laws and regulation. All shareholders should have the equal rights of access to the information of the Company to enable them to make informed decisions.

AGM is an important channel for communicating with the shareholders. Separate resolutions are proposed by the Chairman at the AGM for each substantially separate issue such as the nomination of persons as directors. The Chairman of the Board, as well as the chairmen of the audit, remuneration and nomination committees, have attended the AGM to communicate directly with the shareholders. The external auditor has also attended the AGM to answer relevant enquiries from the shareholders.

All shareholders can access the information of the Company through the Company's website at <http://www.irasia.com/listco/hk/national/index.htm>. The website provides the updated information of the Group, including annual and interim reports, announcements and circulars. Shareholders are welcome to put to the Board any enquiries by contacting the Company Secretary, contact details of which are published on IR Contact page of the Company's website.

### **SHAREHOLDERS RIGHTS**

#### **PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING ("SGM")**

Pursuant to Section 74 of the Bermuda Companies Act 1981, shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the Company shall have the right to request the Board to convene a SGM of the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and addressed to Company Secretary at the Company's Head Office at Suite 3201, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

Such requisition will be verified with the Company's Share Registrars and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all shareholders.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them may convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. A SGM convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in any SGM to be convened by the Board.

### PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

Pursuant to Sections 79 and 80 of the Bermuda Companies Act 1981, the number of shareholders necessary for a requisition for putting forward a proposal at an AGM, or SGM, shall be any number of shareholders representing not less than 5% of the total voting rights at the date of the requisition; or not less than one hundred shareholders.

The requisition duly signed by all the requisitionists with the requisitionists' name and address stated clearly in an eligible manner, shall be deposited at the Company's Head Office at Suite 3201, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in case of any other requisition.

Such requisition will be verified with the Company's Share Registrars and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

### PROCEDURES FOR MAKING ENQUIRY TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the IR contacts of the Company so published on the Company's website. Shareholders may also make enquiries to the Board at the general meetings of the Company. If shareholders have any enquiries about their shareholdings and entitlements to dividend, they should direct their enquiries to Tricor Standard Limited, the Company's Branch Registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

### CONSTITUTIONAL DOCUMENTS

There was no change to the Company's Bye-laws during the year ended 31 March 2015.

# INDEPENDENT AUDITORS' REPORT

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國衛會計師事務所有限公司  
**Hodgson Impey Cheng Limited**

31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

## TO THE SHAREHOLDERS OF NATIONAL ELECTRONICS HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of National Electronics Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 28 to 121, which comprise the consolidated and company statements of financial position as at 31 March 2015, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Directors’ Responsibility for the Consolidated Financial Statements**

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

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

**Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2015, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**HLB Hodgson Impey Cheng Limited**  
*Certified Public Accountants*

**Hui Chun Keung, David**  
Practising Certificate Number: P05447

Hong Kong, 26 June 2015

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2015 (in HK Dollars)

	Notes	2015	2014
Revenue	7	<b>1,432,142,078</b>	1,171,313,881
Cost of sales		<b>(1,194,810,280)</b>	(1,009,384,023)
Gross profit		<b>237,331,798</b>	161,929,858
Other income and gains	8	<b>58,890,913</b>	6,271,487
Increase in fair value of investment properties	15	<b>56,369,049</b>	194,935,910
Distribution costs		<b>(10,451,524)</b>	(10,041,615)
Administrative expenses		<b>(151,395,027)</b>	(211,687,418)
Finance costs	9	<b>(59,530,679)</b>	(29,084,270)
Share of results of associates		<b>1,497,554</b>	111,312,276
Profit before taxation	10	<b>132,712,084</b>	223,636,228
Income tax credit	12	<b>362,019</b>	4,839,625
<b>Profit for the year</b>		<b>133,074,103</b>	228,475,853
<b>Earnings per share</b>	14		
<b>Basic</b>		<b>14.2 HK cents</b>	23.8 HK cents
<b>Diluted</b>		<b>14.1 HK cents</b>	23.6 HK cents

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2015 (in HK Dollars)

	<b>2015</b>	2014
<b>Profit for the year</b>	<b>133,074,103</b>	228,475,853
<b>Other comprehensive (expense)/income</b>		
<i>Items that will not be reclassified to profit or loss:</i>		
Remeasurement of defined benefit obligation	<b>(249,169)</b>	857,936
	<b>(249,169)</b>	857,936
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translating foreign operations	<b>(62,264,913)</b>	3,368,780
Reclassification adjustment for the cumulative gain included in profit or loss upon disposal of foreign operations	<b>(3,637,308)</b>	—
Reclassification adjustment for gain on hedging instruments included in profit or loss	—	(2,635,745)
Fair value loss on hedging instruments in cash flow hedges	—	(527)
Fair value (loss)/gain on available-for-sale investments	<b>(450,000)</b>	1,020,000
	<b>(66,352,221)</b>	1,752,508
Other comprehensive (expense)/income for the year	<b>(66,601,390)</b>	2,610,444
<b>Total comprehensive income for the year</b>	<b>66,472,713</b>	231,086,297

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2015 (in HK Dollars)

	Notes	2015	2014
<b>Non-current assets</b>			
Investment properties	15	2,657,047,825	887,577,000
Property, plant and equipment	16	568,770,561	567,995,746
Prepaid lease payments	17	2,777,215	14,031,651
Goodwill	18	1,269,932	678,126
Interests in associates	20	7,826,267	284,408,118
Interest in a joint venture	21	—	—
Available-for-sale investments	22	60,582,500	22,250,000
Held-to-maturity investments	23	3,032,820	—
Deferred tax assets	38	7,737,829	7,115,238
		<b>3,309,044,949</b>	1,784,055,879
<b>Current assets</b>			
Inventories	24	131,875,949	129,415,492
Prepaid lease payments	17	67,964	326,332
Held-to-maturity investments	23	7,528,919	—
Investment held for trading	25	8,224,291	4,299,525
Inventory of unsold properties		6,215,477	6,937,366
Properties under development for sale	26	1,179,531,543	1,256,445,748
Bills receivables	28	542,796	1,288,962
Trade receivables, deposits and prepayments	29	169,632,944	155,149,054
Amounts due from associates	20	—	18,148,911
Amount due from a joint venture	21	21,599,822	21,349,823
Tax recoverable		112,295	946,258
Bank balances and cash	30	439,995,012	646,093,742
		<b>1,965,327,012</b>	2,240,401,213
<b>Current liabilities</b>			
Trade payables, customers' deposits and accrued expenses	31	156,005,372	147,235,173
Bills payables	31	81,779,980	95,025,220
Amount due to an associate	20	46,815,748	46,815,748
Tax payable		4,960,294	4,691,530
Derivative financial instruments	32	—	1,179,294
Obligations under finance leases	33	4,825,192	6,041,458
Bank loans	34	627,949,257	450,939,302
		<b>922,335,843</b>	751,927,725
<b>Net current assets</b>		<b>1,042,991,169</b>	1,488,473,488
<b>Total assets less current liabilities</b>		<b>4,352,036,118</b>	3,272,529,367

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2015 (in HK Dollars)

	Notes	2015	2014
<b>Capital and reserves</b>			
Share capital	35	<b>93,556,651</b>	94,040,651
Reserves		<b>1,650,050,713</b>	1,634,403,676
Total equity		<b>1,743,607,364</b>	1,728,444,327
<b>Non-current liabilities</b>			
Provision for long service payments	37	<b>6,071,575</b>	5,869,637
Obligations under finance leases	33	<b>28,470,829</b>	33,296,021
Bank loans	34	<b>2,497,813,108</b>	1,428,315,840
Deferred tax liabilities	38	<b>76,073,242</b>	76,603,542
		<b>2,608,428,754</b>	1,544,085,040
		<b>4,352,036,118</b>	3,272,529,367

The consolidated financial statements on pages 28 to 121 were approved and authorised for issue by the Board of Directors on 26 June 2015 and are signed on its behalf by:

**JIMMY LEE YUEN CHING**  
Director

**JAMES LEE YUEN KUI**  
Director

## STATEMENT OF FINANCIAL POSITION

At 31 March 2015 (in HK Dollars)

	Notes	2015	2014
<b>Non-current assets</b>			
Interests in subsidiaries	19	<b>544,105,899</b>	523,978,432
Available-for-sale investments	22	<b>2,000,000</b>	2,000,000
		<b>546,105,899</b>	525,978,432
<b>Current assets</b>			
Amount due from a subsidiary	27	<b>153,114,275</b>	150,852,502
Bank balances		<b>4,897,697</b>	4,544,571
		<b>158,011,972</b>	155,397,073
<b>Current liabilities</b>			
Accrued expenses		<b>5,542,211</b>	4,970,079
Financial guarantee contracts	39	<b>59,324,184</b>	92,453,412
Amount due to a subsidiary	27	<b>294,466,880</b>	239,821,601
		<b>359,333,275</b>	337,245,092
<b>Net current liabilities</b>		<b>(201,321,303)</b>	(181,848,019)
<b>Net assets</b>		<b>344,784,596</b>	344,130,413
<b>Capital and reserves</b>			
Share capital	35	<b>93,556,651</b>	94,040,651
Reserves	36	<b>251,227,945</b>	250,089,762
<b>Total equity</b>		<b>344,784,596</b>	344,130,413

The financial statements on pages 28 to 121 were approved and authorised for issue by the Board of Directors on 26 June 2015 and are signed on its behalf by:

**JIMMY LEE YUEN CHING**  
Director

**JAMES LEE YUEN KUI**  
Director

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2015 (in HK Dollars)

	Share capital	Share premium	Exchange reserve	Hedging reserve	Revaluation reserve	Share options reserve	Contributed surplus	Capital redemption reserve	Retained profits	Total
At 1 April 2013	97,656,251	33,178,173	(8,312,436)	2,636,272	46,657,011	2,833,260	66,141,751	33,175,240	1,315,798,094	1,589,763,616
Profit for the year	—	—	—	—	—	—	—	—	228,475,853	228,475,853
Other comprehensive income/ (expense) for the year	—	—	3,368,780	(2,636,272)	1,020,000	—	—	—	857,936	2,610,444
Total comprehensive income/ (expense) for the year	—	—	3,368,780	(2,636,272)	1,020,000	—	—	—	229,333,789	231,086,297
Dividends paid	—	—	—	—	—	—	—	—	(57,603,204)	(57,603,204)
Repurchase of own shares	(3,615,600)	—	—	—	—	—	—	3,615,600	(34,802,382)	(34,802,382)
At 31 March 2014	94,040,651	33,178,173	(4,943,656)	—	47,677,011	2,833,260	66,141,751	36,790,840	1,452,726,297	1,728,444,327
Profit for the year	—	—	—	—	—	—	—	—	133,074,103	133,074,103
Other comprehensive expense for the year	—	—	(65,902,221)	—	(450,000)	—	—	—	(249,169)	(66,601,390)
Total comprehensive income/ (expense) for the year	—	—	(65,902,221)	—	(450,000)	—	—	—	132,824,934	66,472,713
Dividends paid	—	—	—	—	—	—	—	—	(46,857,929)	(46,857,929)
Issue of shares upon exercise of share options	30,000	264,740	—	—	—	(66,740)	—	—	—	228,000
Repurchase of own shares	(514,000)	—	—	—	—	—	—	514,000	(4,679,747)	(4,679,747)
At 31 March 2015	93,556,651	33,442,913	(70,845,877)	—	47,227,011	2,766,520	66,141,751	37,304,840	1,534,013,555	1,743,607,364

The contributed surplus represents the difference between the nominal amount of the shares issued by the Company and the shareholders' funds of the subsidiaries acquired pursuant to the Group reorganisation undertaken prior to the listing of the Company's shares.

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2015 (in HK Dollars)

	2015	2014
<b>Operating activities</b>		
Profit before taxation	<b>132,712,084</b>	223,636,228
Adjustments for:		
Finance costs	<b>59,530,679</b>	29,084,270
Share of results of associates	<b>(1,497,554)</b>	(111,312,276)
Impairment loss recognised in respect of trade and other receivables	<b>3,729,351</b>	2,933,748
Write-down/(Reversal of write-down) of inventories	<b>4,485,647</b>	(2,919,055)
Provision for long service payments	<b>73,365</b>	27,842
Amortisation of prepaid lease payments	<b>222,249</b>	328,350
Depreciation of property, plant and equipment	<b>34,128,743</b>	39,026,869
Interest income	<b>(4,238,113)</b>	(4,753,083)
Bargain purchase gain arising on acquisition of subsidiaries	<b>(4,713,023)</b>	—
Fair value loss arising from remeasurement of the previously held interests in associates	<b>8,276,493</b>	—
Increase in fair value of investment properties	<b>(56,369,049)</b>	(194,935,910)
Impairment loss recognised in respect of property, plant and equipment	—	25,400,000
Loss/(Gain) on disposal of property, plant and equipment	<b>723,196</b>	(483,602)
Gain on disposal of an investment property	<b>(6,357,664)</b>	—
Gain on disposal of an associate	<b>(990,705)</b>	—
Gain on disposal of a subsidiary	<b>(20,012,396)</b>	—
Loss on deregistration of a subsidiary	—	169,221
(Gains)/Loss on fair value changes of investments held for trading	<b>(614,253)</b>	25,543
Gain on fair value changes of derivative financial instruments	<b>(964,572)</b>	(62,655)
<b>Operating cash flows before movements in working capital</b>	<b>148,124,478</b>	6,165,490
(Increase)/Decrease in inventories	<b>(6,946,104)</b>	6,932,801
Decrease/(Increase) in properties under development for sale	<b>48,386,171</b>	(74,688,447)
Decrease in bills receivables	<b>746,166</b>	273,284
Increase in trade receivables, deposits and prepayments	<b>(16,341,659)</b>	(22,076,759)
Increase/(Decrease) in trade payables, customers' deposits and accrued expenses	<b>3,400,548</b>	(12,947,934)
Increase in held for trading investments	<b>(3,636,666)</b>	(410,800)
Decrease in derivative financial instruments	<b>(214,722)</b>	(4,534,217)
(Decrease)/Increase in bills payables	<b>(13,245,240)</b>	6,950,606
Utilisation of provision for long service payments	<b>(120,596)</b>	(31,514)
Cash generated from/(used in) operations	<b>160,152,376</b>	(94,367,490)
Hong Kong Profits Tax refunded/(paid)	<b>916,302</b>	(4,836,707)
Overseas income tax paid	<b>(23,048)</b>	(13,513)
<b>Net cash generated from/(used in) operating activities</b>	<b>161,045,630</b>	(99,217,710)

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2015 (in HK Dollars)

	Note	2015	2014
<b>Investing activities</b>			
Additions to investment properties		(672,621,614)	(42,678,793)
Acquisition of subsidiaries		(435,659,629)	—
Purchase of property, plant and equipment		(39,606,286)	(40,778,599)
Repayment from associates		14,061,412	53,158,436
Proceed from disposal of an associate		85,723,460	—
Advance to a joint venture		(249,999)	(5,350,000)
Redemption of held-to-maturity investments		—	11,768,269
Purchase of held-to-maturity investments		(10,419,816)	—
Purchase of available-for-sale investments		(38,782,500)	—
Proceeds from disposal of property, plant and equipment		340,000	493,054
Proceed from disposal of an investment property		46,457,664	—
Proceed from disposal of a subsidiary	48	36,930,549	—
Interest received		4,096,190	4,942,307
<b>Net cash used in investing activities</b>		<b>(1,009,730,569)</b>	<b>(18,445,326)</b>
<b>Financing activities</b>			
New bank loans raised		1,262,249,885	656,844,217
Interest paid		(88,086,311)	(47,356,838)
Dividends paid		(46,857,929)	(57,603,204)
Repayment of bank loans		(473,643,655)	(361,481,701)
Repayment of obligations under finance leases		(6,041,458)	(7,136,224)
Issue of shares		228,000	—
Repurchase of own shares		(4,679,747)	(34,802,382)
<b>Net cash generated from financing activities</b>		<b>643,168,785</b>	<b>148,463,868</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(205,516,154)</b>	<b>30,800,832</b>
<b>Cash and cash equivalents at 1 April</b>		<b>646,093,742</b>	<b>615,705,106</b>
<b>Effect of foreign exchange rate changes</b>		<b>(582,576)</b>	<b>(412,196)</b>
<b>Cash and cash equivalents at 31 March</b>		<b>439,995,012</b>	<b>646,093,742</b>
<b>Analysis of the balances of cash and cash equivalents:</b>			
Bank balances and cash		439,995,012	646,093,742

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information to the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the manufacture, assembly and sale of electronic watches and watch parts, trading of watch movements and watch parts, property development and investment and hotel operation.

The consolidated financial statements are presented in Hong Kong dollars (“HKD”), which is also the functional currency of the Company.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) - Int 21	Levies

The application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>5</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception <sup>5</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>5</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle <sup>6</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle <sup>4</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle <sup>5</sup>
Amendments to HKAS 1	Disclosure Initiative <sup>5</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>5</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants <sup>5</sup>
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions <sup>4</sup>
Amendments to HKAS 27	Equity Method in Separate Financial Statements <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>2</sup> Effective for first annual HKFRS financial statements beginning on or after 1 January 2016

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>6</sup> Effective for annual periods beginning on or after 1 July 2014, with limited exceptions

The directors of the Company anticipate that the adoption of the new and revised HKFRSs will have no material impact on the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### *Changes in the Group's ownership interests in existing subsidiaries*

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and 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 interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

#### Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Investments in associates and joint ventures (Cont'd)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue arising from the sale of completed properties is recognised upon the execution of the sale and purchase agreement.

When a development property is sold in advance of completion, revenue is only recognised upon the completion of the sale and purchase agreement. Deposits and installments received from purchasers prior to this stage are included in the liabilities.

Service income is recognised when services are provided.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Leasing

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

#### *The Group as lessor*

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Leasing (Cont'd)

#### *Leasehold land and building*

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HKD) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The Group presents the first two components of defined benefit costs in profit or loss. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Share-based payment arrangements

##### *Equity-settled share-based payment transactions*

##### *Share options granted to employees*

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When 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 retained profits.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint arrangements, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Taxation (Cont'd)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### Property, plant and equipment

Property, plant and equipment including buildings, leasehold land (classified as finance leases) and freehold land held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

#### Impairment on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so 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 (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### **Properties under development for sale**

Properties under development for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

The cost of properties under development for sale includes land cost, construction cost, borrowing costs capitalised and other direct development expenditure.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### **Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### ***Financial assets***

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss (“FVTPL”), held-to-maturity investments, available-for-sale (“AFS”) financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

##### *Financial assets at FVTPL*

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the other gains and losses.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intention and ability to hold to maturity other than:

- those that the entity upon initial recognition designates as at fair value through profit or loss;
- those that the entity designates as available for sale; and
- those that meet the definition of loans and receivables.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment losses on financial assets below).

##### *AFS financial assets*

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

##### *Impairment of financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Financial instruments (Cont'd)

#### *Financial assets (Cont'd)*

##### *Impairment of financial assets (Cont'd)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of revaluation reserve. In respect of AFS debt investments, impairment losses are subsequently reversed through 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.

#### *Financial liabilities and equity instruments*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Financial liabilities and equity instruments (Cont'd)*

##### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest paid on the financial liabilities and is included in the other gains and losses.

##### *Other financial liabilities*

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis other than those financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Derivative financial instruments*

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### *Hedge accounting*

At the inception of the hedging relationship the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

##### *Cash flow hedges*

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and accumulated under the heading of hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity (hedging reserve) are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated statement of profit or loss as the recognised hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### *Financial guarantee contracts*

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

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

##### *Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

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

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### **Critical judgement in applying accounting policies**

The following is the critical judgement, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### ***Deferred taxation on investment properties***

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties situated in Hong Kong as the Group is not expected to have tax consequence on disposal of those investment properties.

#### **Key sources of estimation uncertainty**

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

#### ***Estimated impairment of trade receivables***

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. At 31 March 2015, the carrying amount of trade receivables is HK\$38,616,135 (2014: HK\$76,878,935) (net of allowance for doubtful debts of HK\$9,794,248 (2014: HK\$6,065,530)).

#### ***Estimated allowances for inventories***

The Group makes allowances for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories. If conditions which have an impact on the net realisable value of inventories deteriorate/improve; additional allowances/reversal of allowances may be required. The carrying amount of inventories as at 31 March 2015 amounting to HK\$131,875,949 (2014: HK\$129,415,492).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

#### Key sources of estimation uncertainty (Cont'd)

##### *Properties under development for sale*

An assessment of the net realisable value is made in each reporting period. The Group takes into consideration the current market environment and the estimated market value of leasehold land. Such assessment was made based on certain assumptions, which are subject to uncertainty and might materially differ from actual results. In making the assessment, the directors have made estimates concerning estimated prices to be generated by the completed properties and made deductions for the estimated development costs and required estimated development profits from the properties. The assumptions used are intended to reflect conditions existing at the end of the reporting period. Impairment is made if the estimated net realisable value is less than the carrying amount. If the actual net realisable value on properties under development is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, a material provision for impairment loss may result. The carrying amount of the properties under development for sale is HK\$1,179,531,543 (2014: HK\$1,256,445,748).

##### *Impairment loss on property, plant and equipment*

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount which is the higher of fair value less costs to sell or value in use. An impairment loss is measured as the difference between the asset's carrying amount and the recoverable amount. Where the recoverable amount is less than expected, a material impairment loss may arise.

##### *Income taxes*

At 31 March 2015, a deferred tax asset of HK\$34,373,969 (2014: HK\$18,227,553) in relation to unused tax losses has been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of approximately HK\$376,613,000 (2014: HK\$403,035,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

##### *Fair value measurements and valuation processes*

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Board of Directors is responsible for the determination of the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Board of Directors works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of the investment properties. Notes 6(c) and 15 provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt (which includes bank loans) and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The Group's management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

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

	<b>2015</b>	2014
Debt (i)	<b>2,497,813,108</b>	1,428,315,840
Equity (ii)	<b>1,743,607,364</b>	1,728,444,327
Gearing ratio	<b>143%</b>	83%

(i) Debt is defined as non-current bank loans as detailed in note 34.

(ii) Equity includes all capital and reserves of the Group.

### 6. FINANCIAL INSTRUMENTS

#### a. Categories of financial instruments

<b>The Group</b>	<b>2015</b>	2014
<i>Financial assets</i>		
Available-for-sale financial assets	<b>60,582,500</b>	22,250,000
Held-to-maturity investments	<b>10,561,739</b>	—
Financial assets at fair value through profit or loss		
– Investment held for trading	<b>8,224,291</b>	4,299,525
Loans and receivables		
– Bills receivables	<b>542,796</b>	1,288,962
– Trade receivables, deposits and other receivables	<b>130,352,508</b>	126,016,482
– Amounts due from associates	—	18,148,911
– Amount due from a joint venture	<b>21,599,822</b>	21,349,823
– Bank balances and cash	<b>439,995,012</b>	646,093,742
	<b>592,490,138</b>	812,897,920

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### a. Categories of financial instruments (Cont'd)

<b>The Group</b>	<b>2015</b>	<b>2014</b>
<i>Financial liabilities</i>		
Derivative financial instruments	—	1,179,294
Financial liabilities at amortised cost		
– Trade payables and accrued expenses	<b>99,150,582</b>	109,920,776
– Bills payables	<b>81,779,980</b>	95,025,220
– Amount due to an associate	<b>46,815,748</b>	46,815,748
– Obligations under finance leases	<b>33,296,021</b>	39,337,479
– Bank loans	<b>3,125,762,365</b>	1,879,255,142
	<b>3,386,804,696</b>	2,170,354,365
<b>The Company</b>	<b>2015</b>	<b>2014</b>
<i>Financial assets</i>		
Available-for-sale financial assets	<b>2,000,000</b>	2,000,000
Loans and receivables		
– Amount due from a subsidiary	<b>153,114,275</b>	150,852,502
– Bank balances	<b>4,897,697</b>	4,544,571
	<b>158,011,972</b>	155,397,073
<i>Financial liabilities</i>		
Financial guarantee contracts	<b>59,324,184</b>	92,453,412
Financial liabilities at amortised cost		
– Accrued expenses	<b>5,542,211</b>	4,970,079
– Amount due to a subsidiary	<b>294,466,880</b>	239,821,601
	<b>300,009,091</b>	244,791,680

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### b. Financial risk management objectives and policies

The Group's management monitors and manages the financial risks relating to the operations of the Group through internal analysis which analyse exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group seeks to minimise the effects of these risks by using derivative financial instruments to mitigate these risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors in relation to the use of financial derivatives and non-derivative financial instruments and the investment of excess liquidity.

#### Market risk

##### (i) Foreign currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 32% (2014: 37%) of the Group's sales are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 3% (2014: 5%) of costs are denominated in the group entity's respective functional currencies.

The carrying amounts of the Group's foreign currencies denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Liabilities		Assets	
	2015	2014	2015	2014
Canadian Dollar ("CAD")	<b>408,670,808</b>	136,080,407	<b>61,530,660</b>	63,694,352
Japanese Yen ("JPY")	<b>103,198,662</b>	138,050,972	<b>41,485,776</b>	34,466,355
United States Dollars ("USD")	<b>174,308,921</b>	223,176,678	<b>116,548,027</b>	84,436,597
Renminbi ("RMB")	<b>14,138,254</b>	10,190,548	<b>82,923,040</b>	66,176,997
Others	<b>640,559</b>	590,816	<b>1,646,284</b>	2,604,640

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### b. Financial risk management objectives and policies (Cont'd)

##### Market risk (Cont'd)

##### (i) Foreign currency risk (Cont'd)

###### *Sensitivity analysis*

The Group is mainly exposed to the effects of fluctuation in JPY and CAD.

The following table details the Group's sensitivity to a 5% (2014: 5%) increase and decrease in HKD against the relevant foreign currencies. 5% (2014: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts its translation at the end of the reporting period for a 5% (2014: 5%) change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower. A positive number below indicates an increase in profit where HKD strengthen 5% (2014: 5%) against the relevant currencies. For a 5% (2014: 5%) weakening of HKD against the relevant currencies, there would be an equal and opposite impact on the profit and the balances below would be negative.

	Impact of JPY (i)		Impact of CAD (ii)	
	2015	2014	2015	2014
Profit or loss	<b>5,159,000</b>	6,900,000	<b>2,681,000</b>	8,978,000

(i) This is mainly attributable to the exposure outstanding on bills payables and import loans denominated in JPY.

(ii) This is mainly attributable to the exposure outstanding on loans to foreign operation within the Group denominated in CAD.

##### (ii) Interest rate risk

The Group's fair value interest rate risk relates primarily to fixed-rate short term bank deposits, fixed-rate debt securities and obligations under finance leases, while the Group's cash flow interest rate risk relates primarily to variable-rate borrowings (see note 34 for details of these borrowings).

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, LIBOR or prime rate arising from the Group's bank loans denominated in HKD, USD, JPY and CAD.

6. FINANCIAL INSTRUMENTS (Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Interest rate risk (Cont'd)

*Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank loans at the end of the reporting period. For variable-rate bank loans, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. 50 basis points (2014: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2014: 50 basis points) higher/lower and all other variables were held constant, the Group's profit for the year would decrease/increase by approximately HK\$10,829,000 (2014: HK\$5,063,000).

(iii) Other price risk

The Group is exposed to price risk through its available-for-sale investments and investment held for trading. The management will monitor the price risk and take appropriate actions should the need arise.

*Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to price risk at the reporting date.

If prices had been 5% (2014: 5%) higher/lower, the Group's profit for the year would increase/decrease by approximately HK\$411,000 (2014: HK\$215,000). This is mainly due to the changes in fair value of investment held for trading.

If prices had been 5% (2014: 5%) higher/lower, revaluation reserves would increase/decrease by approximately HK\$3,029,000 (2014: HK\$1,113,000) as a result of the changes in fair value of available-for-sale investments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### b. Financial risk management objectives and policies (Cont'd)

##### Credit risk

At 31 March 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

The table below shows the balance of two major counterparties (including liquid funds) at the end of the reporting date using the Moody's credit rating symbols.

Counterparty	Location	Rating	Carrying amount at 31/03/2015	Carrying amount at 31/03/2014
Hang Seng Bank Limited	Hong Kong	Aa2	72,832,752	232,166,077
Chiyu Banking Corporation Limited	Hong Kong	Aa3	110,094,662	124,091,678

##### Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

In addition, the following tables detail the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### b. Financial risk management objectives and policies (Cont'd)

##### Liquidity risk (Cont'd)

Liquidity tables

	On demand or less than 1 year	Over 1 year to 2 years	Over 2 years to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31/03/2015
<b>2015</b>						
<b>The Group</b>						
<b>Non-derivative financial liabilities</b>						
Trade payables and accrued expenses	99,150,582	—	—	—	99,150,582	99,150,582
Bills payables	81,779,980	—	—	—	81,779,980	81,779,980
Amount due to an associate	46,815,748	—	—	—	46,815,748	46,815,748
Obligations under finance leases	6,110,531	5,113,699	14,963,244	12,736,854	38,924,328	33,296,021
Bank loans	726,080,539	1,088,660,520	928,552,105	702,488,001	3,445,781,165	3,125,762,365
<b>The Company</b>						
<b>Non-derivative financial liabilities</b>						
Accrued expenses	5,542,211	—	—	—	5,542,211	5,542,211
Financial guarantee contracts	1,680,799,519	—	—	—	1,680,799,519	59,324,184
Amount due to a subsidiary	294,466,880	—	—	—	294,466,880	294,466,880
	On demand or less than 1 year	Over 1 year to 2 years	Over 2 years to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31/03/2014
<b>2014</b>						
<b>The Group</b>						
<b>Non-derivative financial liabilities</b>						
Trade payables and accrued expenses	109,920,776	—	—	—	109,920,776	109,920,776
Bills payables	95,025,220	—	—	—	95,025,220	95,025,220
Amount due to an associate	46,815,748	—	—	—	46,815,748	46,815,748
Obligations under finance leases	7,533,491	6,110,531	15,132,475	17,681,322	46,457,819	39,337,479
Bank loans	479,193,943	709,739,399	577,646,034	299,237,628	2,065,817,004	1,879,255,142
<b>Derivative financial liabilities</b>						
Foreign currency forward contracts	1,179,294	—	—	—	1,179,294	1,179,294
<b>The Company</b>						
<b>Non-derivative financial liabilities</b>						
Accrued expenses	4,970,079	—	—	—	4,970,079	4,970,079
Financial guarantee contracts	1,206,962,732	—	—	—	1,206,962,732	92,453,412
Amount due to a subsidiary	239,821,601	—	—	—	239,821,601	239,821,601

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### c. Fair value measurements of financial instruments

- (i) *Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	31/03/2015	31/03/2014		
Listed equity securities classified as investment held for trading	<b>HK\$8,224,291</b>	HK\$408,460	Level 1	Quoted bid prices in an active market
Listed debt securities classified as investment held for trading	<b>N/A</b>	HK\$3,891,065	Level 1	Quoted bid prices in an active market
Club debentures classified as available-for-sale investment	<b>HK\$21,800,000</b>	HK\$22,250,000	Level 2	Market prices in secondary markets
Unlisted fund investment classified as available-for-sale investment	<b>HK\$38,782,500</b>	N/A	Level 2	Net asset value
Foreign currency forward contract	<b>N/A</b>	Liabilities - HK\$1,179,294	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.

There were no transfers between Level 1, 2 and 3 during the year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 6. FINANCIAL INSTRUMENTS (Cont'd)

#### c. Fair value measurements of financial instruments (Cont'd)

##### (ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors estimate the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flow analysis.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 7. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

During the year, the Group changed the presentation for its segment information from four reportable operating segments which comprised (i) manufacture of watches and trading of watch movements; (ii) property development; (iii) property investment; and (iv) hotel operation to three reportable operating segments which comprised (i) manufacture of watches and trading of watch movements; (ii) property development and investment; and (iii) hotel operation because the directors revisited the reporting operating segments and considered the presentation of new reportable segments better reflects the Group's allocation of resources and assessment of performance. Accordingly, comparative segment information was revised in order to conform with the revised presentation for the current year.

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 7. SEGMENT INFORMATION (Cont'd)

#### Segment revenues and results (Cont'd)

For the year ended 31 March 2015

	Manufacture of watches and trading of watch movements	Property development and investment	Hotel operation	Consolidated
<b>REVENUE</b>				
External sales	1,173,721,457	194,551,187	63,869,434	1,432,142,078
<b>RESULT</b>				
Segment result	31,585,969	90,344,082	38,601,824	160,531,875
Bank interest income				3,887,713
Unallocated other income				9,923,100
Unallocated other expenses				(9,313,603)
Finance costs				(59,530,679)
Bargain purchase gain arising on acquisition of subsidiaries				4,713,023
Gain on disposal of a subsidiary				20,012,396
Gain on disposal of an associate				990,705
Share of results of associates				1,497,554
Profit before taxation				132,712,084
Income tax credit				362,019
Profit for the year				133,074,103

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 7. SEGMENT INFORMATION (Cont'd)

#### Segment revenues and results (Cont'd)

For the year ended 31 March 2014 (Restated)

	Manufacture of watches and trading of watch movements	Property development and investment	Hotel operation	Consolidated
<b>REVENUE</b>				
External sales	1,148,580,425	1,104,000	21,629,456	1,171,313,881
<b>RESULT</b>				
Segment result	28,300,905	154,252,752	17,093,636	199,647,293
Bank interest income				4,208,391
Unallocated other income				75,649
Unallocated other expenses				(62,523,111)
Finance costs				(29,084,270)
Share of results of associates				111,312,276
Profit before taxation				223,636,228
Income tax credit				4,839,625
Profit for the year				228,475,853

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit earned by each segment without allocation of central administration costs, share of results of associates, gain on disposal of a subsidiary, loss on deregistration of a subsidiary, gain on disposal of an associate, bargain purchase gain arising on acquisition of subsidiaries, fair value loss arising from the remeasurement of the previously held interests in associates, other income and finance costs. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 7. SEGMENT INFORMATION (Cont'd)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

#### Segment assets

	2015	2014
		(Restated)
Manufacture of watches and trading of watch movements	<b>289,013,952</b>	309,691,263
Property development and investment	<b>1,917,114,283</b>	1,741,235,716
Hotel operation	<b>1,970,723,123</b>	440,979,483
Total segment assets	<b>4,176,851,358</b>	2,491,906,462
Interests in associates	<b>7,826,267</b>	284,408,118
Interest in a joint venture	—	—
Amounts due from associates	—	18,148,911
Amount due from a joint venture	<b>21,599,822</b>	21,349,823
Unallocated	<b>1,068,094,514</b>	1,208,643,778
Consolidated assets	<b>5,274,371,961</b>	4,024,457,092

#### Segment liabilities

	2015	2014
		(Restated)
Manufacture of watches and trading of watch movements	<b>134,467,883</b>	141,909,479
Property development and investment	<b>78,017,036</b>	93,594,021
Hotel operation	<b>13,488,792</b>	3,849,143
Total segment liabilities	<b>225,973,711</b>	239,352,643
Amount due to an associate	<b>46,815,748</b>	46,815,748
Unallocated	<b>3,257,975,138</b>	2,009,844,374
Consolidated liabilities	<b>3,530,764,597</b>	2,296,012,765

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

- all assets are allocated to operating segments other than interests in associates, interest in a joint venture, amounts due from associates, amount due from a joint venture, available-for-sale investments, held-to-maturity investments, deferred tax assets, investment held for trading, tax recoverable, bank balances and cash, and other unallocated corporate assets; and
- all liabilities are allocated to operating segments other than bank loans, tax payable, amount due to an associate, deferred tax liabilities and other unallocated corporate liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 7. SEGMENT INFORMATION (Cont'd)

#### Other segment information

For the year ended 31 March 2015

	Manufacture of watches and trading of watch movements	Property development and investment	Hotel operation	Unallocated	Consolidated
Capital additions	15,602,564	651,630,578	1,181,442,313	22,783,381	1,871,458,836
Depreciation of property, plant and equipment	(17,343,104)	(646,781)	(286,021)	(15,852,837)	(34,128,743)
Amortisation of prepaid lease payments	(222,249)	—	—	—	(222,249)
Impairment loss recognised in respect of trade and other receivables	(3,729,351)	—	—	—	(3,729,351)
Write-down of inventories	(4,485,647)	—	—	—	(4,485,647)
Increase in fair value of investment properties	—	56,369,049	—	—	56,369,049
Loss on disposal of property, plant and equipment	(605,197)	(116,293)	—	(1,706)	(723,196)

For the year ended 31 March 2014 (Restated)

	Manufacture of watches and trading of watch movements	Property development and investment	Hotel operation	Unallocated	Consolidated
Capital additions	12,824,287	47,418,141	—	67,086,868	127,329,296
Depreciation of property, plant and equipment	(21,842,967)	(802,072)	(1,356)	(16,380,474)	(39,026,869)
Amortisation of prepaid lease payments	(328,350)	—	—	—	(328,350)
Impairment loss recognised in respect of trade and other receivables	(2,933,748)	—	—	—	(2,933,748)
Impairment loss recognised in respect of property, plant and equipment	—	—	—	(25,400,000)	(25,400,000)
Reversal of write-down of inventories	2,919,055	—	—	—	2,919,055
Increase in fair value of investment properties	—	194,935,910	—	—	194,935,910
Gain/(loss) on disposal of property, plant and equipment	493,054	—	—	(9,452)	483,602

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 7. SEGMENT INFORMATION (Cont'd)

#### Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

	2015	2014
Watches and watch movements	<b>1,173,721,457</b>	1,148,580,425
Sale of properties	<b>186,739,372</b>	—
Leasing of properties	<b>7,811,815</b>	1,104,000
Hotel operation	<b>63,869,434</b>	21,629,456
	<b>1,432,142,078</b>	1,171,313,881

#### Geographical information

The Group's main operations are located in Hong Kong and other regions in the People's Republic of China (the "PRC"), North America and Europe.

Information about the Group's revenue from external customers is presented based on the geographical location of the customers. Information about the Group's non-current assets is presented based on the geographical location of assets.

	Revenue from external customers		Non-current assets	
	2015	2014	2015	2014
Hong Kong and the PRC	<b>1,085,471,301</b>	996,358,400	<b>2,641,246,440</b>	1,749,193,084
North America	<b>271,908,416</b>	61,157,531	<b>596,445,360</b>	5,497,557
Europe	<b>44,905,020</b>	77,559,818	—	—
Others	<b>29,857,341</b>	36,238,132	—	—
	<b>1,432,142,078</b>	1,171,313,881	<b>3,237,691,800</b>	1,754,690,641

Note: Non-current assets excluded financial instruments and deferred tax assets.

#### Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2015	2014
Customer A <sup>1</sup>	<b>411,438,166</b>	382,792,908
Customer B <sup>1</sup>	<b>212,627,772</b>	199,236,269
Customer C <sup>2</sup>	<b>186,739,372</b>	N/A <sup>3</sup>

<sup>1</sup> Revenue from manufacture of watches and trading of watch movements.

<sup>2</sup> Revenue from property development and investment.

<sup>3</sup> The corresponding revenue did not contribute over 10% of the total sales of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 8. OTHER INCOME AND GAINS

	<b>2015</b>	2014
Bank interest income	<b>3,887,713</b>	4,208,391
Interest income from held-to-maturity investments	<b>350,400</b>	117,971
Interest income on amounts due from associates	—	426,721
Gain on fair value changes of derivative financial instruments	<b>964,572</b>	62,655
Gain on fair value changes of investment held for trading	<b>614,253</b>	—
Gain on disposal of property, plant and equipment	—	483,602
Gain on disposal of an investment property	<b>6,357,664</b>	—
Gain on disposal of a subsidiary	<b>20,012,396</b>	—
Gain on disposal of an associate	<b>990,705</b>	—
Bargain purchase gain arising on acquisition of subsidiaries	<b>4,713,023</b>	—
Sale of exclusive right	<b>12,617,500</b>	—
Agency fee income	<b>6,308,750</b>	—
Sundry income	<b>2,073,937</b>	972,147
	<b>58,890,913</b>	6,271,487

### 9. FINANCE COSTS

	<b>2015</b>	2014
Interest on:		
Bank loans and overdrafts		
– wholly repayable within five years	<b>56,001,064</b>	35,693,295
– not wholly repayable within five years	<b>33,231,097</b>	10,366,748
Obligations under finance leases	<b>1,491,237</b>	1,296,795
Total borrowing costs	<b>90,723,398</b>	47,356,838
Less: Amounts capitalised to investment properties and properties under development	<b>(31,192,719)</b>	(18,272,568)
	<b>59,530,679</b>	29,084,270

Borrowing costs capitalised during the year are calculated by applying a capitalisation rate of 3.49% (2014: 2.67%) per annum to expenditure on qualifying assets.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 10. PROFIT BEFORE TAXATION

	2015	2014
Profit before taxation has been arrived at after charging/(crediting):		
Staff costs including directors' emoluments	<b>124,987,139</b>	145,351,778
Depreciation of property, plant and equipment	<b>34,128,743</b>	39,026,869
Amortisation of prepaid lease payments	<b>222,249</b>	328,350
Auditors' remuneration	<b>2,395,793</b>	1,997,260
Cost of inventories recognised as an expense	<b>1,112,361,302</b>	846,064,379
Impairment loss recognised in respect of trade and other receivables (included in administrative expenses on consolidated statement of profit or loss)	<b>3,729,351</b>	2,933,748
Impairment loss recognised in respect of property, plant and equipment (included in administrative expenses on consolidated statement of profit or loss)	—	25,400,000
Loss on disposal of property, plant and equipment	<b>723,196</b>	—
Loss on fair value changes of investment held for trading	—	25,543
Loss on deregistration of a subsidiary	—	169,221
Fair value loss arising from the remeasurement of the previously held interests in associates	<b>8,276,493</b>	—
Net foreign exchange losses	<b>1,177,169</b>	9,994,008
Minimum lease payments for operating leases in respect of land and buildings	<b>8,869,498</b>	7,265,308
Write-down/(Reversal of write-down) of inventories	<b>4,485,647</b>	(2,919,055)
Gross rental income from investment properties	<b>(69,730,156)</b>	(19,038,733)
Less: Outgoings	<b>16,219,622</b>	1,408,294
Net rental income from investment properties	<b>(53,510,534)</b>	(17,630,439)

Minimum lease payments for operating leases in respect of staff quarters amounting to HK\$4,601,417 (2014: HK\$5,451,489) are included in staff costs.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 11. DIRECTORS' AND EMPLOYEES' REMUNERATION

#### (a) Directors' remuneration

	Mr. Jimmy Lee Yuen Ching	Mr. Loewe Lee Bon Chi	Mr. James Lee Yuen Kui	Mr. Edward Lee Yuen Cheor	Dr. Samson Sun, M.B.E.,J.P.	Mr. William Chan Chak Cheung	Ms. Dorathy Lee Yuen Yu	Mr. Chan Kwok Wai	Mr. Ricky Wai Kwong Yuen	Total
<b>For the year ended 31 March 2015</b>										
Fees	50,000	50,000	50,000	50,000	528,000	396,000	50,000	396,000	50,000	1,620,000
Other emoluments										
Salaries and other benefits	14,537,400	7,573,300	7,203,800	3,573,500	–	–	–	–	4,372,000	37,260,000
Retirement benefit scheme contributions	17,500	17,500	17,500	17,500	–	–	–	–	17,500	87,500
	<b>14,604,900</b>	<b>7,640,800</b>	<b>7,271,300</b>	<b>3,641,000</b>	<b>528,000</b>	<b>396,000</b>	<b>50,000</b>	<b>396,000</b>	<b>4,439,500</b>	<b>38,967,500</b>
<b>For the year ended 31 March 2014</b>										
Fees	50,000	50,000	50,000	50,000	480,000	360,000	50,000	360,000	50,000	1,500,000
Other emoluments										
Salaries and other benefits	17,929,378	13,702,200	11,556,250	4,895,261	–	–	–	–	3,198,000	51,281,089
Retirement benefit scheme contributions	15,000	15,000	15,000	15,000	–	–	–	–	15,000	75,000
	<b>17,994,378</b>	<b>13,767,200</b>	<b>11,621,250</b>	<b>4,960,261</b>	<b>480,000</b>	<b>360,000</b>	<b>50,000</b>	<b>360,000</b>	<b>3,263,000</b>	<b>52,856,089</b>

Besides above remuneration, four (2014: five) of the Group's properties are provided to the directors as an accommodation. The rateable value of the properties is amounting to HK\$3,617,820 (2014: HK\$3,504,834).

#### (b) Employees' emoluments

The five highest paid individuals in the Group in the years ended 31 March 2015 and 2014 were all directors of the Company and details of their emoluments are included in note (a) above.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 12. INCOME TAX CREDIT

	2015	2014
Hong Kong Profits Tax		
Current year	4,041,408	5,261,000
Overprovision in prior years	(3,882,151)	(4,371,873)
	159,257	889,127
Other jurisdictions		
Current year	54,850	13,513
	214,107	902,640
Deferred tax (note 38)		
Current year	(576,126)	(5,742,265)
	(362,019)	(4,839,625)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The taxation credit for the year can be reconciled to profit before taxation per the consolidated statement profit or loss as follows:

	2015	2014
Profit before taxation	132,712,084	223,636,228
Tax at Hong Kong Profits Tax rate of 16.5%	21,897,494	36,899,978
Tax effect of share of results of associates	(247,097)	(18,366,525)
Tax effect of expenses not deductible for tax purpose	7,868,835	12,080,784
Tax effect of income not taxable for tax purpose	(21,120,667)	(34,628,120)
Tax effect of tax losses not recognised	3,089,102	5,898,940
Tax effect of different tax rates of operations in other jurisdictions	(569,418)	(1,090,954)
Utilisation of tax losses previously not recognised	(3,573,565)	(1,155,645)
Overprovision in prior years	(3,882,151)	(4,371,873)
Tax effect of tax exemption (note)	(1,954,654)	(72,311)
Others	(1,869,898)	(33,899)
Taxation credit for the year	(362,019)	(4,839,625)

Note: The assessable profits of certain subsidiaries are subject to Hong Kong Profits Tax on a 50: 50 apportionment basis.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 13. DIVIDENDS

	2015	2014
Dividends recognised as distribution during the year		
2014 Final – 3.5 HK cents (2013: 3.5 HK cents) per share	<b>32,802,793</b>	33,610,522
2014 Special Cash – 1.0 HK cent (2013: 2.0 HK cents) per share	<b>9,372,227</b>	19,206,013
2015 Interim – 0.5 HK cents (2014: 0.5 HK cents) per share	<b>4,682,909</b>	4,786,669
	<b>46,857,929</b>	57,603,204

Subsequent to the end of the reporting period, a final dividend of 3.0 HK cents per share in respect of the year ended 31 March 2015 (2014: A final dividend of 3.5 HK cents per share and a special cash dividend of 1.0 HK cent per share) have been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 14. EARNINGS PER SHARE

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

	2015	2014
<b>Earnings</b>		
Earnings for the purpose of basic and diluted earnings per share (Profit for the year attributable to owners of the Company)	<b>133,074,103</b>	228,475,853
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>937,080,352</b>	960,814,221
Effect of dilutive potential ordinary shares: Share options	<b>5,626,522</b>	5,589,078
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>942,706,874</b>	966,403,299

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 15. INVESTMENT PROPERTIES

#### The Group

#### FAIR VALUE

At 1 April 2013	645,000,000
Additions	46,774,950
Increase in fair value recognised in profit or loss - unrealised	194,935,910
Exchange realignment	866,140
	<hr/>
At 31 March 2014	887,577,000
Additions	685,983,956
Acquisition of subsidiaries	1,145,000,000
Increase in fair value recognised in profit or loss - unrealised	56,369,049
Disposals	(40,100,000)
Exchange realignment	(77,782,180)
	<hr/>
<b>At 31 March 2015</b>	<b>2,657,047,825</b>

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the Group's investment properties located in Hong Kong at 31 March 2015 and 31 March 2014 have been arrived at on the basis of a valuation carried out on the respective dates by DTZ Debenham Tie Leung Limited, independent qualified professional valuers not connected with the Group.

The fair value of the Group's investment property located in Canada at 31 March 2015 has been arrived at on the basis of a valuation carried out on that date by CBRE Limited, independent qualified professional valuers not connected with the Group.

The fair value of the Group's investment property located in the PRC at 31 March 2015 and 31 March 2014 has been arrived at on the basis of a valuation carried out on the respective dates by Knight Frank Petty Limited, independent qualified professional valuers not connected with the Group.

The fair values of the completed investment properties located in Hong Kong and Canada were determined based on market comparison approach, where the values are assessed by reference to the comparable properties in close proximity and adjusted for differences in key attributes such as property size and location.

The fair value of the investment property under construction located in Hong Kong was determined by using residual approach with the basis that the investment property will be developed and completed in accordance with the latest development proposals and taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development.

The fair value of the investment property under construction located in the PRC was determined by using depreciated replacement cost approach, which is based on an estimate of the market value for the existing use of the land plus the current gross replacement cost of improvements less allowances for physical deterioration and all relevant forms of obsolescence and optimisation.

There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 15. INVESTMENT PROPERTIES (Cont'd)

Details of the Group's investment properties and information about the fair value hierarchy at the end of the reporting period are as follows:

Investment properties	Fair value as at		Fair value hierarchy	Valuation technique	Significant unobservable inputs
	31/03/2015	31/03/2014			
Commercial and residential properties located in Hong Kong	<b>HK\$2,048,000,000</b>	HK\$563,100,000	Level 3	Market comparison approach	Adjusted average price per square foot, ranging from HK\$15,448 to HK\$27,357 (2014: HK\$15,448 to HK\$27,357) (note (i))
Land in Canada for commercial and residential use	<b>HK\$581,821,800</b>	N/A	Level 3	Market comparison approach	Adjusted average price per square foot of HK\$5,408 (2014: Nil) (note (i))
Commercial property under construction located in Hong Kong	<b>N/A</b>	HK\$297,000,000	Level 3	Residual approach	Adjusted average price per square foot of HK\$15,695 (note (i))  Developer's profit and risk rate, taking into account of the progress of the properties of 1.5% (note (ii))
Industrial property under construction located in the PRC	<b>HK\$27,226,025</b>	HK\$27,477,000	Level 3	Depreciated replacement cost approach	Estimated construction cost per square foot of HK\$33 (2014: HK\$34) (note (iii))

Notes:

- (i) The higher the adjusted average price per square foot is, the higher the fair value will be.
- (ii) The higher the developer's profit and risk rate is, the lower the fair value will be.
- (iii) The higher the estimated construction cost is, the higher the fair value will be.

There were no transfers into or out of Level 3 during the year.

The Group's investment properties with an aggregate carrying amount of HK\$2,629,821,800 (2014: HK\$860,100,000) have been pledged to secure banking facilities granted to the Group.

The carrying amounts of investment properties shown above comprise properties situated on:

	2015	2014
Land in Hong Kong:		
Long-term lease	<b>1,965,000,000</b>	737,000,000
Medium-term lease	<b>83,000,000</b>	123,100,000
Land outside Hong Kong:		
Freehold	<b>581,821,800</b>	—
Medium-term lease	<b>27,226,025</b>	27,477,000
	<b>2,657,047,825</b>	887,577,000

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 16. PROPERTY, PLANT AND EQUIPMENT

THE GROUP	Leasehold land in Hong Kong	Buildings in Hong Kong	Freehold land and buildings outside Hong Kong	Buildings outside Hong Kong	Construction in progress	Leasehold improvements	Plant and machinery	Motor vehicles and yacht	Furniture, fixtures and office equipment	Antiques and pictures	Tools and moulds	Total
<b>COST</b>												
At 1 April 2013	456,575,260	40,626,164	5,139,607	57,651,649	1,135,352	31,793,723	71,643,430	49,084,545	90,549,468	16,644,408	101,951,902	922,795,508
Exchange realignment	–	–	(3,972)	3,062	1,182	(54,998)	1,712	7,168	(398,713)	–	–	(444,559)
Additions	–	–	–	–	8,057,762	1,415,763	1,017,079	49,894,657	9,789,333	257,616	10,122,136	80,554,346
Transfer from/(to)	–	–	–	(48,341,828)	48,341,828	–	–	–	–	–	–	–
Disposal	–	–	–	–	–	–	(3,106,870)	(3,555,573)	(10,671,508)	–	–	(17,333,951)
At 31 March 2014	456,575,260	40,626,164	5,135,635	9,312,883	57,536,124	33,154,488	69,555,351	95,430,797	89,268,580	16,902,024	112,074,038	985,571,344
Exchange realignment	–	–	(1,835)	–	–	(81,841)	–	–	(613,789)	–	–	(697,465)
Additions	–	–	–	–	4,243,318	18,100,861	2,320,213	1,496,679	7,541,115	676,450	5,227,650	39,606,286
Acquisition of subsidiaries	–	–	–	–	–	–	–	–	276,788	–	–	276,788
Disposal of a subsidiary	–	–	–	(2,945,062)	(1,136,533)	(1,651,364)	(1,646,962)	(610,325)	(92,009)	–	–	(8,082,255)
Disposals	–	–	–	–	–	(1,217,433)	(17,900)	(2,286,617)	(2,045,491)	(8,950)	–	(5,576,391)
<b>At 31 March 2015</b>	<b>456,575,260</b>	<b>40,626,164</b>	<b>5,133,800</b>	<b>6,367,821</b>	<b>60,642,909</b>	<b>48,304,711</b>	<b>70,210,702</b>	<b>94,030,534</b>	<b>94,335,194</b>	<b>17,569,524</b>	<b>117,301,688</b>	<b>1,011,098,307</b>
<b>DEPRECIATION AND IMPAIRMENT</b>												
At 1 April 2013	56,451,779	8,209,198	2,068,758	2,955,982	–	29,898,536	70,431,646	29,666,870	74,139,926	8,146,574	88,777,252	370,746,521
Exchange realignment	–	–	(1,843)	(1,467)	–	(54,987)	(955)	7,168	(221,211)	–	–	(273,293)
Provided for the year	7,122,923	765,300	172,866	188,499	–	342,592	2,175,711	10,693,203	6,409,562	1,350,025	9,806,188	39,026,869
Impairment loss recognised in profit or loss	–	–	–	–	25,400,000	–	–	–	–	–	–	25,400,000
Eliminated on disposals	–	–	–	–	–	–	(3,106,871)	(3,555,573)	(10,662,055)	–	–	(17,324,499)
At 31 March 2014	63,574,702	8,974,498	2,239,781	3,143,014	25,400,000	30,186,141	69,499,533	36,811,668	69,666,222	9,496,599	98,583,440	417,575,598
Exchange realignment	–	–	(18,418)	–	–	(81,841)	–	–	(323,695)	–	–	(423,954)
Provided for the year	7,122,924	765,301	131,613	151,492	–	692,084	2,046,211	10,125,012	5,916,758	1,383,426	5,793,922	34,128,743
Acquisition of subsidiaries	–	–	–	–	–	–	–	–	78,766	–	–	78,766
Disposal of a subsidiary	–	–	–	(582,237)	–	(1,651,364)	(1,582,277)	(610,325)	(92,009)	–	–	(4,518,212)
Eliminated on disposals	–	–	–	–	–	(1,217,433)	(17,900)	(2,286,617)	(991,127)	(118)	–	(4,513,195)
<b>At 31 March 2015</b>	<b>70,697,626</b>	<b>9,739,799</b>	<b>2,352,976</b>	<b>2,712,269</b>	<b>25,400,000</b>	<b>27,927,587</b>	<b>69,945,567</b>	<b>44,039,738</b>	<b>74,254,915</b>	<b>10,879,907</b>	<b>104,377,362</b>	<b>442,327,746</b>
<b>CARRYING VALUES</b>												
At 31 March 2015	385,877,634	30,886,365	2,780,824	3,655,552	35,242,909	20,377,124	265,135	49,990,796	20,080,279	6,689,617	12,924,326	568,770,561
At 31 March 2014	393,000,558	31,651,666	2,895,854	6,169,869	32,136,124	2,968,347	55,818	58,619,129	19,602,358	7,405,425	13,490,598	567,995,746

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 16. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis after taking into account of their estimated residual values at the following rates per annum:

Category of assets	Estimated useful lives
Freehold land	Indefinite
Leasehold land and buildings	Over the shorter of the terms of leases, or 50 years
Leasehold improvements	14 $\frac{1}{3}$ % - 33 $\frac{1}{3}$ %
Plant and machinery	25%
Motor vehicles and yacht	10% - 25%
Furniture, fixtures and office equipment	14 $\frac{1}{3}$ % - 25%
Antiques and pictures	10%
Tools and moulds	15% - 33 $\frac{1}{3}$ %

The carrying value of leasehold land comprises:

	2015	2014
Leasehold land in Hong Kong:		
Long-term lease	274,850,130	279,576,073
Medium-term lease	111,027,504	113,424,485
	<b>385,877,634</b>	393,000,558

The carrying values of property, plant and equipment held under finance leases are as follows:

	2015	2014
Motor vehicles and yacht	41,074,502	48,256,486
Furniture, fixtures and office equipment	19,924	487,251
	<b>41,094,426</b>	48,743,737

The Group has pledged leasehold land and buildings with a net book value of HK\$416,763,999 (2014: HK\$424,652,224) to secure general banking facilities granted to the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 17. PREPAID LEASE PAYMENTS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Analysed for reporting purposes as:		
Non-current assets	<b>2,777,215</b>	14,031,651
Current assets	<b>67,964</b>	326,332
	<b>2,845,179</b>	14,357,983
The Group's prepaid lease payments comprise:		
Leasehold land in PRC held under:		
Medium-term lease	<b>2,845,179</b>	14,357,983

### 18. GOODWILL

#### The Group

#### COST

At 1 April 2013 and 31 March 2014	678,126
Arising on acquisition of subsidiaries	591,806

At 31 March 2015	1,269,932
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#### IMPAIRMENT

At 1 April 2013, 31 March 2014 and 31 March 2015	—
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#### CARRYING VALUES

At 31 March 2015	<b>1,269,932</b>
------------------	------------------

At 31 March 2014	678,126
------------------	---------

For the purposes of impairment testing, goodwill has been allocated to two individual cash generating units (CGUs) in the hotel operation segment.

	<b>2015</b>	<b>2014</b>
Hotel – Roebuck Investments Limited (Unit A)	<b>678,126</b>	678,126
Hotel – Ally Vantage Limited (Unit B)	<b>591,806</b>	—
	<b>1,269,932</b>	678,126

During the years ended 31 March 2015 and 2014, management of the Group determines that there are no impairments of any of its CGUs containing goodwill.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 18. GOODWILL (Cont'd)

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

#### Unit A and Unit B

The recoverable amount of Units A and B have been determined on the basis of value in use calculations. Their recoverable amounts are based on certain similar key assumptions. Both value in use calculations use cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 15.53% (2014: 17.02%). Both sets of cash flows beyond the 5-year period are extrapolated using a steady 3% (2014: 3%) growth rate. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted revenue and direct costs, such estimation is based on the CGUs' past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of Unit A and Unit B to exceed the aggregate recoverable amount of Unit A and Unit B.

### 19. INTERESTS IN SUBSIDIARIES

<b>The Company</b>	<b>2015</b>	<b>2014</b>
Unlisted, at cost	<b>544,105,899</b>	523,978,432

Particulars of the Company's principal subsidiaries at the end of the reporting period are shown in note 50.

### 20. INTERESTS IN ASSOCIATES

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Cost of unlisted investment in associates	<b>3,013,388</b>	143,293,388
Share of post-acquisition profits and other comprehensive income, net of dividends received	<b>4,812,879</b>	141,114,730
	<b>7,826,267</b>	284,408,118

The amounts due from/to associates are unsecured, interest-free and repayable on demand.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 20. INTERESTS IN ASSOCIATES (Cont'd)

Particulars of the Group's associates at the end of the reporting period are as follows:

Name of associate	Form of entity	Place of incorporation/ operation	Class of shares held	Proportion of ownership interest held by the Group		Principal activity
				2015	2014	
Eden Bay Corporation ("Eden Bay")	Incorporated	British Virgin Islands/ Hong Kong	Ordinary	20%	20%	Investment holding
Smart Plus Group Limited ("Smart Plus")	Incorporated	British Virgin Islands/ Hong Kong	Ordinary	N/A <sup>1</sup>	27%	Property development and investment
Ally Vantage Limited ("Ally Vantage")	Incorporated	British Virgin Islands/ Hong Kong	Ordinary	N/A <sup>2</sup>	27%	Property development and investment
Mercato Group Limited ("Mercato")	Incorporated	British Virgin Islands/ Hong Kong	Ordinary	—	39.5%	Property development and investment

<sup>1</sup> On 28 April 2014, the Group acquired the remaining 73% equity interest in Smart Plus. Smart Plus has become a wholly-owned subsidiary of the Group upon the completion of the acquisition.

<sup>2</sup> On 28 April 2014, the Group acquired the remaining 73% equity interest in Ally Vantage. Ally Vantage has become a wholly-owned subsidiary of the Group upon the completion of the acquisition.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 20. INTERESTS IN ASSOCIATES (Cont'd)

#### Summarised financial information of material associates

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

<b>Eden Bay</b>	<b>2015</b>	2014
Current assets	<b>473,612,616</b>	474,375,116
Non-current assets	—	—
Current liabilities	<b>448,396,713</b>	450,437,658
Non-current liabilities	—	—
Revenue	—	—
Profit from continuing operations	<b>1,278,444</b>	1,134,673
Post-tax profit from discontinued operations	—	—
Profit for the year	<b>1,278,444</b>	1,134,673
Other comprehensive income for the year	—	—
Total comprehensive income for the year	<b>1,278,444</b>	1,134,673
Dividends received from Eden Bay during the year	—	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Eden Bay recognised in the consolidated financial statements:

	<b>2015</b>	2014
Net assets of Eden Bay	<b>25,215,903</b>	23,937,458
Proportion of the Group's ownership interest in Eden Bay	<b>20%</b>	20%
Goodwill	<b>5,043,181</b> <b>2,783,086</b>	4,787,492 2,783,086
Carrying amount of the Group's interest in Eden Bay	<b>7,826,267</b>	7,570,578

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 20. INTERESTS IN ASSOCIATES (Cont'd)

#### Summarised financial information of material associates (Cont'd)

<b>Ally Vantage</b>	<b>2015</b>	<b>2014</b>
Current assets	—	20,574,898
Non-current assets	—	635,178,387
Current liabilities	—	36,892,203
Non-current liabilities	—	268,015,501
Revenue	—	29,028,435
Profit from continuing operations	—	143,607,193
Post-tax profit from discontinued operations	—	—
Profit for the year	—	143,607,193
Other comprehensive income for the year	—	—
Total comprehensive income for the year	—	143,607,193
Dividends received from Ally Vantage during the year	—	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Ally Vantage recognised in the consolidated financial statements:

	<b>2015</b>	<b>2014</b>
Net assets of Ally Vantage	—	350,845,581
Proportion of the Group's ownership interest in Ally Vantage	—	27%
	—	94,728,307
Goodwill	—	5,916,650
Carrying amount of the Group's interest in Ally Vantage	—	100,644,957

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 20. INTERESTS IN ASSOCIATES (Cont'd)

#### Summarised financial information of material associates (Cont'd)

<b>Mercato</b>	<b>2015</b>	2014
Current assets	—	13,663,355
Non-current assets	—	400,018,298
Current liabilities	—	35,201,915
Non-current liabilities	—	168,000,000
Revenue	—	17,296,618
Profit from continuing operations	—	98,536,443
Post-tax profit from discontinued operations	—	—
Profit for the year	—	98,536,443
Other comprehensive income for the year	—	—
Total comprehensive income for the year	—	98,536,443
Dividends received from Mercato during the year	—	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Mercato recognised in the consolidated financial statements:

	<b>2015</b>	2014
Net assets of Mercato	—	210,479,738
Proportion of the Group's ownership interest in Mercato	—	39.5%
Goodwill	—	83,139,496
Carrying amount of the Group's interest in Mercato	—	13,618,325

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 20. INTERESTS IN ASSOCIATES (Cont'd)

#### Summarised financial information of material associates (Cont'd)

<b>Smart Plus</b>	<b>2015</b>	<b>2014</b>
Current assets	—	31,718,398
Non-current assets	—	510,020,926
Current liabilities	—	20,014,689
Non-current liabilities	—	228,000,000
Revenue	—	25,234,314
Profit from continuing operations	—	123,664,828
Post-tax profit from discontinued operations	—	—
Profit for the year	—	123,664,828
Other comprehensive income for the year	—	—
Total comprehensive income for the year	—	123,664,828
Dividends received from Smart Plus during the year	—	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Smart Plus recognised in the consolidated financial statements:

	<b>2015</b>	<b>2014</b>
Net assets of Smart Plus	—	293,724,635
Proportion of the Group's ownership interest in Smart Plus	—	27%
Goodwill	—	79,305,651
Carrying amount of the Group's interest in Smart Plus	—	79,434,762

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 21. INTEREST IN A JOINT VENTURE

The Group	2015	2014
Cost of unlisted investment in joint venture	8	8
Share of post-acquisition losses and other comprehensive income	(8)	(8)
	—	—

The amount due from a joint venture is unsecured, interest-free and repayable on demand.

Particulars of the Group's joint venture at the end of the reporting period are as follows:

Name of joint venture	Form of entity	Place of incorporation/ operation	Class of shares held	Proportion of ownership interest held by the Group		Principal activity
				2015	2014	
Harvest Sun Holdings Limited ("Harvest Sun")	Incorporated	British Virgin Islands/ Hong Kong	Ordinary	50%	50%	Property investment

#### Summarised financial information of a joint venture

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

The joint venture is accounted for using the equity method in these consolidated financial statements.

	2015	2014
Current assets	4,689,469	9,188,578
Non-current assets	70,845,031	63,762,007
Current liabilities	43,105,241	42,604,816
Non-current liabilities	45,453,356	41,874,139

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 21. INTEREST IN A JOINT VENTURE (Cont'd)

#### Summarised financial information of a joint venture (Cont'd)

The above amounts of assets and liabilities include the following:

	2015	2014
Cash and cash equivalents	<b>2,294,409</b>	7,156,375
Current financial liabilities (excluding trade and other payables and provisions)	<b>43,105,241</b>	42,604,816
Non-current financial liabilities (excluding trade and other payables and provisions)	<b>45,453,356</b>	41,874,139
	2015	2014
Revenue	—	—
Loss from continuing operations	<b>(1,352,735)</b>	(11,654,457)
Post-tax profit from discontinued operations	—	—
Loss for the year	<b>(1,352,735)</b>	(11,654,457)
Other comprehensive (expense)/income	<b>(142,993)</b>	11,116,002
Total comprehensive expense for the year	<b>(1,495,728)</b>	(538,455)
Dividends received from Harvest Sun during the year	—	—
The above loss for the year include the following:		
Depreciation and amortisation	—	—
Interest income	<b>4,906</b>	513
Interest expense	—	—
Income tax expense	—	—

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 21. INTEREST IN A JOINT VENTURE (Cont'd)

#### Summarised financial information of a joint venture (Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Harvest Sun recognised in the consolidated financial statements:

	2015	2014
Net liabilities of Harvest Sun	<b>(13,024,097)</b>	(11,528,370)
Proportion of the Group's ownership interest in Harvest Sun	<b>50%</b>	50%
	<b>(6,512,049)</b>	(5,764,185)
Cumulative unrecognised share of loss and other comprehensive income	<b>6,512,049</b>	5,764,185
Carrying amount of the Group's interest in Harvest Sun	<b>—</b>	—

The Group has discontinued recognition of its share of loss of a joint venture. The amounts of unrecognised share of this joint venture, both for the year and cumulatively, are as follows:

	2015	2014
Unrecognised share of loss of a joint venture for the year	<b>676,368</b>	5,827,229
Cumulative share of loss of a joint venture	<b>12,194,385</b>	11,518,017

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 22. AVAILABLE-FOR-SALE INVESTMENTS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Unlisted investment fund	<b>38,782,500</b>	—
Club debentures	<b>21,800,000</b>	22,250,000
	<b>60,582,500</b>	22,250,000
<b>The Company</b>	<b>2015</b>	<b>2014</b>
Club debentures	<b>2,000,000</b>	2,000,000

At the end of the reporting period, all available-for-sale investments are stated at fair value.

The fair value of the unlisted investment fund is determined based on the net asset value of the fund.

The fair values of the club debentures have been determined by reference to market prices in secondary markets.

### 23. HELD-TO-MATURITY INVESTMENTS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Bonds listed in Singapore with fixed interest of 9.15% per annum and maturity date on 26 July 2015	<b>7,528,919</b>	—
Bonds listed in Luxembourg with fixed interest of 2.5% per annum and maturity date on 23 January 2023	<b>3,032,820</b>	—
	<b>10,561,739</b>	—
Analysed for reporting purposes as:		
Non-current assets	<b>3,032,820</b>	—
Current assets	<b>7,528,919</b>	—
	<b>10,561,739</b>	—

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 24. INVENTORIES

<b>The Group</b>	<b>2015</b>	2014
Raw materials and consumables	<b>37,990,590</b>	44,073,883
Work in progress	<b>15,765,200</b>	16,825,369
Finished goods	<b>78,120,159</b>	68,516,240
	<b>131,875,949</b>	129,415,492

### 25. INVESTMENT HELD FOR TRADING

<b>The Group</b>	<b>2015</b>	2014
Listed securities:		
– Equity securities listed in Hong Kong	<b>5,363,161</b>	408,460
– Equity securities listed in United States of America	<b>2,861,130</b>	—
– Debt securities listed in Austria (note)	—	3,891,065
	<b>8,224,291</b>	4,299,525

Note: The investment in the debt securities listed in Austria with fixed interest rate of 5% and maturity date on 19 May 2014.

The fair value of the held for trading investment is determined based on quoted market bid price available on the relevant stock exchange.

### 26. PROPERTIES UNDER DEVELOPMENT FOR SALE

Included in properties under development for sale are properties with an aggregate amount of HK\$1,179,531,543 (2014: HK\$1,256,445,748) which are expected to be completed after more than twelve months from the end of the reporting period.

The Group's properties under development for sale with an aggregate carrying amount of HK\$1,179,531,543 (2014: HK\$1,256,445,748) have been pledged to secure banking facilities granted to the Group.

### 27. AMOUNT DUE FROM/TO A SUBSIDIARY

The amount due from/to a subsidiary is unsecured, interest-free and has no fixed terms of repayment.

### 28. BILLS RECEIVABLES

Bills receivables of HK\$542,796 (2014: HK\$1,288,962) which are aged within 30 days.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 29. TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Trade receivables	<b>48,410,383</b>	82,944,465
Less: allowance for doubtful debts	<b>(9,794,248)</b>	(6,065,530)
	<b>38,616,135</b>	76,878,935
Deposits and prepayments	<b>88,025,845</b>	54,965,188
Advance payment to suppliers	<b>7,592,862</b>	6,848,451
Other receivables	<b>35,398,102</b>	16,456,480
Total trade receivable, deposits and prepayments	<b>169,632,944</b>	155,149,054

The Group has a policy of allowing an average credit period of 30 days to its trade customers. The following is an ageing analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period.

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Within 30 days	<b>30,519,381</b>	58,108,425
31 to 90 days	<b>2,844,801</b>	10,100,448
91 to 180 days	<b>1,176,068</b>	5,582,053
Over 180 days	<b>4,075,885</b>	3,088,009
	<b>38,616,135</b>	76,878,935

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed annually. 78% (2014: 76%) of the trade receivables that are neither past due nor impaired have the best credit quality with reference to respective settlement history.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$8,564,206 (2014: HK\$18,770,510) which are past due as at the end of the reporting period for which the Group has not provided for impairment loss as the balances are still considered recoverable. The Group does not hold any collateral over these balances.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 29. TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS (Cont'd)

#### Ageing of trade receivables which are past due but not impaired

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Within 30 days	467,452	—
31 to 90 days	2,847,260	10,100,448
91 to 180 days	1,174,711	5,582,053
Over 180 days	4,074,783	3,088,009
	<b>8,564,206</b>	<b>18,770,510</b>

#### Movement in the allowance for doubtful debts

<b>The Group</b>	<b>2015</b>	<b>2014</b>
At beginning of year	6,065,530	6,064,596
Impairment losses recognised on receivables	3,729,351	1,989
Exchange difference	(633)	(1,055)
At end of year	<b>9,794,248</b>	<b>6,065,530</b>

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$9,794,248 (2014: HK\$6,065,530) which were past due and generally not recoverable. The Group does not hold any collateral over these balances.

#### Ageing of impaired trade receivables

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Over 180 days	<b>9,794,248</b>	<b>6,065,530</b>

### 30. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The bank balances carry interest rates ranging from 0.001% to 4.44% (2014: 0.001% to 3.20%) per annum.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 31. BILLS PAYABLES, TRADE PAYABLES, CUSTOMERS' DEPOSITS AND ACCRUED EXPENSES

Included in bills payables, trade payables, customers' deposits and accrued expenses are trade and bills payables of HK\$98,679,297 (2014: HK\$115,829,834) with an ageing analysis as follows:

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Within 30 days	<b>71,903,830</b>	76,083,651
31 to 90 days	<b>22,031,262</b>	31,312,016
91 to 180 days	<b>3,042,678</b>	4,218,803
Over 180 days	<b>1,701,527</b>	4,215,364
	<b>98,679,297</b>	115,829,834

The average credit period on purchases is 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

### 32. DERIVATIVE FINANCIAL INSTRUMENTS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Foreign currency forward contracts	—	1,179,294

The fair values of the above derivative financial instruments are calculated using discounted cash flow analysis based on the applicable forward foreign exchange rates.

Major terms of the foreign currency forward contracts are as follows:

<b>Notional amount</b>	<b>Maturity</b>	<b>Exchange rate</b>
Buy USD500,000/USD1,000,000	Ranging from 12 December 2013 to 12 November 2014	USD1=JPY105 <sup>1</sup> (on or before 12 May 2014) USD1=JPY100 <sup>2</sup> (after 12 May 2014)

<sup>1</sup> If JPY/USD mid rate as at the expiry time is greater than or equal to 110.01, buy USD1,000,000 at JPY/USD rate of 105.00; If JPY/USD mid rate as at the expiry time is greater than 105.00 but less than 110.01, no settlement; or If JPY/USD mid rate as at the expiry time is less than or equal to 105.00, buy USD500,000 at JPY/USD rate of 105.00.

<sup>2</sup> If JPY/USD mid rate as at the expiry time is greater than or equal to 105.01, buy USD1,000,000 at JPY/USD rate of 100.00; If JPY/USD mid rate as at the expiry time is greater than 100.00 but less than 105.01, no settlement; or If JPY/USD mid rate as at the expiry time is less than or equal to 100.00, buy USD500,000 at JPY/USD rate of 100.00.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 33. OBLIGATIONS UNDER FINANCE LEASES

The Group	2015	2014
Analysed for reporting purposes as:		
Current liabilities	4,825,192	6,041,458
Non-current liabilities	28,470,829	33,296,021
	33,296,021	39,337,479

It is the Group's policy to lease certain of its office equipment, motor vehicles and yacht under finance leases. The leases term are for 3 to 10 years (2014: 3 to 10 years). Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 1.35% to 4% (2014: 1.35% to 4%) per annum. All the leases were denominated in HKD. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

	Minimum lease payments		Present value of minimum lease payments	
	2015	2014	2015	2014
Amounts payable under finance leases:				
Within one year	6,110,531	7,533,491	4,825,192	6,041,458
In the second to fifth years inclusive	20,076,943	21,243,006	16,594,673	17,097,308
In more than five years	12,736,854	17,681,322	11,876,156	16,198,713
	38,924,328	46,457,819	33,296,021	39,337,479
Less: Future finance charges	(5,628,307)	(7,120,340)	—	—
Present value of lease obligations	33,296,021	39,337,479	33,296,021	39,337,479
Less: Amount due for settlement within 12 months (shown under current liabilities)			(4,825,192)	(6,041,458)
Amount due for settlement after 12 months			28,470,829	33,296,021

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 34. BANK LOANS

<b>The Group</b>	<b>2015</b>	<b>2014</b>
Secured bank loans	<b>2,612,073,780</b>	1,502,596,310
Unsecured bank loans	<b>513,688,585</b>	376,658,832
	<b>3,125,762,365</b>	1,879,255,142
Carrying amount repayable:		
On demand or within one year	<b>627,949,257</b>	450,939,302
More than one year, but not exceeding two years	<b>1,027,696,040</b>	658,506,375
More than two years, but not exceeding five years	<b>805,232,113</b>	513,702,254
More than five years	<b>664,884,955</b>	256,107,211
	<b>3,125,762,365</b>	1,879,255,142
Less: Amounts due within one year shown under current liabilities	<b>(627,949,257)</b>	(450,939,302)
Amounts shown under non-current liabilities	<b>2,497,813,108</b>	1,428,315,840

Bank loans denominated in currencies other than the functional currency of the relevant group companies analysed as:

	<b>2015</b>	<b>2014</b>
USD	<b>123,682,490</b>	196,569,027
JPY	<b>48,693,136</b>	71,850,749

All the Group's borrowings are variable-rate borrowings which carry interest at HIBOR, LIBOR or prime rate plus certain basis points and subject to cash flow interest rate risk. Interest is repricing every month and the range of interest rates is at 2.11% to 4.5% (2014: 2.08% to 4.5%) per annum.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 35. SHARE CAPITAL

	Number of shares		Amount	
	2015	2014	2015	2014
Ordinary shares of HK\$0.1 each				
Authorised:				
At beginning of the year and at end of the year	<b>1,500,000,000</b>	1,500,000,000	<b>150,000,000</b>	150,000,000
Issued and fully paid:				
At beginning of the year	<b>940,406,511</b>	976,562,511	<b>94,040,651</b>	97,656,251
Issue of shares upon exercise of share options	<b>300,000</b>	—	<b>30,000</b>	—
Cancelled on repurchase of shares	<b>(5,140,000)</b>	(36,156,000)	<b>(514,000)</b>	(3,615,600)
At end of the year	<b>935,566,511</b>	940,406,511	<b>93,556,651</b>	94,040,651

During the year, the Company repurchased certain of its own shares on The Stock Exchange of Hong Kong Limited.

These repurchased shares were cancelled upon repurchase and, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares with a corresponding increase in the capital redemption reserve. The premium paid on repurchase was charged to retained profits.

Month of repurchase	Number of shares	Price per share		Aggregate consideration paid (including expenses)
		Highest	Lowest	
May 2014	3,420,000	0.88	0.86	2,980,434
July 2014	64,000	0.91	0.91	58,449
September 2014	516,000	0.98	0.98	507,491
October 2014	126,000	0.99	0.98	124,576
December 2014	284,000	0.99	0.98	280,252
January 2015	414,000	1.01	0.99	414,585
February 2015	316,000	0.99	0.99	313,960
	<b>5,140,000</b>			<b>4,679,747</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 36. RESERVES

The Company	Share premium	Contributed surplus	Capital redemption reserve	Share options reserve	Retained profits	Total
At 1 April 2013	33,178,173	90,854,039	33,175,240	2,833,260	4,516,441	164,557,153
Profit for the year	—	—	—	—	174,322,595	174,322,595
Dividends paid	—	—	—	—	(57,603,204)	(57,603,204)
Repurchase of own shares	—	—	3,615,600	—	(34,802,382)	(31,186,782)
At 31 March 2014	33,178,173	90,854,039	36,790,840	2,833,260	86,433,450	250,089,762
Profit for the year	—	—	—	—	51,963,859	51,963,859
Dividends paid	—	—	—	—	(46,857,929)	(46,857,929)
Issue of shares upon exercise of share options	264,740	—	—	(66,740)	—	198,000
Repurchase of own shares	—	—	514,000	—	(4,679,747)	(4,165,747)
<b>At 31 March 2015</b>	<b>33,442,913</b>	<b>90,854,039</b>	<b>37,304,840</b>	<b>2,766,520</b>	<b>86,859,633</b>	<b>251,227,945</b>

Under the Companies Act 1981 of Bermuda, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than its liabilities.

At 31 March 2015, the Company has distributable reserves by considering the aggregate balance of reserve available for distribution of HK\$177,713,672 (2014: HK\$177,287,489), including contributed surplus of HK\$90,854,039 (2014: HK\$90,854,039) and retained profits of HK\$86,859,633 (2014: HK\$86,433,450).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 37. PROVISION FOR LONG SERVICE PAYMENTS

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employee's final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

The most recent actuarial valuation of the present value of the obligations under long service payments was carried out at 31 March 2015 by Mr. Joseph Yip of Towers Watson Hong Kong Limited, who is a Fellow of the Society of Actuaries. The present value of the obligations under long service payments and the related current service cost were measured using the projected unit credit method.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	<b>2015</b>	2014
Discount rate	<b>1.00%</b>	1.40%
Expected rate of salary increase	<b>4.00%</b>	4.00%
Expected rate of return on MPF balances	<b>4.75%</b>	5.50%
Expected rate of increases to long service payment maximum amount and maximum MPF relevant income	<b>3.00%</b>	3.00%

Amounts recognised in comprehensive income in respect of the obligations under long service payments are as follows:

	<b>2015</b>	2014
Current service cost	<b>5,203</b>	2,793
Interest cost	<b>68,162</b>	25,049
Components of defined benefit costs recognised in profit or loss	<b>73,365</b>	27,842
Remeasurement on the net defined benefit liability:		
– Actuarial gains arising from experience adjustments	<b>(68,414)</b>	(676,386)
– Actuarial losses/(gains) arising from changes in financial assumptions	<b>522,934</b>	(181,550)
– Actuarial gains arising from changes in demographic assumptions	<b>(205,351)</b>	–
Components of defined benefit costs/(income) recognised in other comprehensive income	<b>249,169</b>	(857,936)
Total	<b>322,534</b>	(830,094)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 37. PROVISION FOR LONG SERVICE PAYMENTS (Cont'd)

The amounts included in the consolidated statement of financial position arising from the Group's obligations under long service payments are as follows:

	2015	2014
Present value of the obligations under long service payments	<b>6,071,575</b>	5,869,637

Movements in the present value of the defined benefit obligations in the current year were as follows:

	2015	2014
At beginning of the year	<b>5,869,637</b>	6,731,245
Current service cost	<b>5,203</b>	2,793
Interest cost	<b>68,162</b>	25,049
Remeasurement (gains)/losses:		
– Actuarial gains arising from experience adjustments	<b>(68,414)</b>	(676,386)
– Actuarial losses/(gains) arising from changes in financial assumptions	<b>522,934</b>	(181,550)
– Actuarial gains arising from changes in demographic assumptions	<b>(205,351)</b>	–
Benefits paid	<b>(120,596)</b>	(31,514)
At end of the year	<b>6,071,575</b>	5,869,637

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 37. PROVISION FOR LONG SERVICE PAYMENTS (Cont'd)

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected rate of salary increase, expected return on MPF balances and expected rate of increases to long service payment maximum amount and maximum MPF relevant income. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 25 basis points higher (lower), the defined benefit obligation would decrease by HK\$59,666 (2014: HK\$63,829) (increase by HK\$61,135 (2014: HK\$65,361)).
- If the expected rate of salary increase is 25 basis points higher (lower), the defined benefit obligation would increase by HK\$61,260 (2014: HK\$45,929) (decrease by HK\$60,258 (2014: HK\$42,428)).
- If the expected rate of return on MPF balances is 25 basis points higher (lower), the defined benefit obligation would decrease by HK\$129,605 (2014: HK\$118,393) (increase by HK\$134,148 (2014: HK\$126,218)).
- If the expected rate of increases to long service payment maximum amount and maximum MPF relevant income is 25 basis points higher (lower), the defined benefit obligation would increase by HK\$131,538 (2014: HK\$149,676) (decrease by HK\$131,115 (2014: HK\$138,734)).

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated statement of financial position.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior year.

The weighted average duration of the defined benefit obligation as at 31 March 2015 is 4 years (2014: 4 years).

The expected defined benefit costs during the next financial year is HK\$63,368 (2014: HK\$73,365).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 38. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

The Group	2015	2014
Deferred tax assets	7,737,829	7,115,238
Deferred tax liabilities	(76,073,242)	(76,603,542)
	(68,335,413)	(69,488,304)

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation	Revaluation of properties	Revaluation of investment properties	Tax losses	Total
At 1 April 2013	16,413,733	65,195,306	3,490,471	(9,928,749)	75,170,761
Charge/(credit) to profit or loss for the year	2,840,890	—	(224,543)	(8,358,612)	(5,742,265)
Exchange differences	—	—	—	59,808	59,808
At 31 March 2014	19,254,623	65,195,306	3,265,928	(18,227,553)	69,488,304
Charge/(credit) to profit or loss for the year	1,259,146	—	155,467	(1,990,739)	(576,126)
Acquisition of subsidiaries	13,578,912	—	—	(15,067,263)	(1,488,351)
Exchange differences	—	—	—	911,586	911,586
<b>At 31 March 2015</b>	<b>34,092,681</b>	<b>65,195,306</b>	<b>3,421,395</b>	<b>(34,373,969)</b>	<b>68,335,413</b>

At the end of the reporting period, the Group has unused tax losses of approximately HK\$574,066,000 (2014: HK\$501,033,000) available for offset against future profits. A deferred tax asset of HK\$34,373,969 (2014: HK\$18,227,553) has been recognised in respect of approximately HK\$197,453,000 (2014: HK\$97,998,000) of such losses.

No deferred tax asset has been recognised in respect of the remaining approximately HK\$376,613,000 (2014: HK\$403,035,000) of such losses due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$973,000 (2014: HK\$948,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that sufficient taxable profit will be available against which the deductible temporary differences can be utilised.

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of the PRC subsidiaries for which deferred tax liabilities have not been recognised was approximately HK\$4,721,000 (2014: HK\$8,551,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reserve in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 39. FINANCIAL GUARANTEE CONTRACTS

	The Group		The Company	
	2015	2014	2015	2014
Guarantees given to banks in respect of banking facilities to:				
– subsidiaries (note (a))	–	–	3,496,747,000	2,499,075,500
– associates (note (b))	–	99,460,000	–	99,460,000
Other guarantees (note (c))	621,000	621,000	–	–
	<b>621,000</b>	100,081,000	<b>3,496,747,000</b>	2,598,535,500

Notes:

- (a) At 31 March 2015, the Company issued financial guarantees to banks in respect of banking facilities granted to subsidiaries. The aggregate amounts that could be required to be paid if the guarantees were called upon in entirety amounted to HK\$3,496,747,000 (2014: HK\$2,499,075,500), of which HK\$1,680,799,519 (2014: HK\$1,206,962,732) has been utilised by the subsidiaries. At the end of the reporting period, an amount of HK\$59,324,184 (2014: HK\$92,453,412) has been recognised in the statement of financial position as liabilities.
- (b) At 31 March 2014, the Company issued financial guarantees to banks in respect of banking facilities granted to associates. The aggregate amounts that could be required to be paid if the guarantees were called upon in entirety amounted to HK\$99,460,000, of which HK\$99,460,000 has been utilised by the associates. The fair values of the financial guarantees at initial recognition are not significant and therefore the directors are of the opinion that no provision for financial guarantees should be made.
- (c) The fair values of the financial guarantees at initial recognition are not significant and therefore the directors are of the opinion that no provision for financial guarantees should be made.

### 40. CAPITAL COMMITMENTS

The Group	2015	2014
Contracted for but not provided:		
Construction and acquisition of properties	58,625,752	33,086,661
Acquisition of leasehold improvement and motor vehicle	–	2,011,459
Capital investment in available-for-sale investment	3,877,500	–
	<b>62,503,252</b>	35,098,120

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 41. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2015	2014
Within one year	<b>17,543,958</b>	11,764,323
In the second to fifth year inclusive	<b>32,307,849</b>	22,622,380
Over five years	<b>6,290,784</b>	6,508,937
	<b>56,142,591</b>	40,895,640

Operating lease payments represent rentals payable by the Group for certain of its office premises, staff quarters and factories. Leases for office premises, staff quarters and factories are negotiated for an average term of 8 years (2014: 3 years) with fixed rentals.

#### The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

	2015	2014
Within one year	<b>9,495,964</b>	5,428,883
In the second to fifth year inclusive	<b>400,000</b>	850,521
	<b>9,895,964</b>	6,279,404

Leases are negotiated for an average term of 1 year (2014: 1 year).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 42. RETIREMENT BENEFIT SCHEME

Commencing from 1 December 2000, the Group's employees are required to join the Mandatory Provident Fund ("MPF") Scheme. Under the MPF Scheme, both the Group and the employees contribute 5% of the employee's monthly remunerations or HK\$1,500 per month (with effect from 1 June 2014) whichever is the smaller to the scheme. There is no forfeiture of employer's contribution from leaving scheme members under the MPF Scheme.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total cost charged to profit or loss of HK\$7,427,601 (2014: HK\$8,820,637) represents contributions payable to these schemes by the Group in respect of the current accounting period.

### 43. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged the following assets and assigned rental income from letting of properties in favour of banks to secure the banking facilities:

	2015	2014
Investment properties	2,629,821,800	860,100,000
Buildings in Hong Kong	30,886,365	31,651,666
Inventory of unsold properties	6,197,954	6,917,268
Properties under development for sale	1,179,531,543	1,256,445,748
Leasehold land in Hong Kong	385,877,634	393,000,558

### 44. RELATED PARTY TRANSACTIONS

#### (a) Transactions with associates

Nature of transaction	2015	2014
Property management fee received by the Group	1,951,093	4,188,879
Interest income received by the Group	—	426,721

(b) The Group's and the Company's balances with related parties are set out in notes 20, 21 and 27.

(c) Financial guarantees given to banks by the Company and the Group in respect of banking facilities to subsidiaries and associates are set out in note 39.

(d) Compensation of key management personnel is disclosed in note 11.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

### 45. SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 20 August 2008 for the primary purpose of providing incentives to directors and eligible employees, and will expire on 19 August 2018. 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 in the Company.

At 31 March 2015, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 15,500,000 (2014: 15,800,000), representing 1.66% (2014: 1.68%) of the shares of the Company in issue at that date. 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. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Consideration at HK\$1 is payable on the grant of an option. Options may be exercised in accordance with the terms of the Scheme at any time during the period as the Board of Directors may determine in granting the share options, but in any event not exceeding ten years from the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 45. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

The following table discloses movements of the Company's share options held by directors during the current year:

Date of grant	Exercise period	Exercise price per share	Outstanding at 01/04/2014	Exercised during the year	Outstanding at 31/03/2015
18 March 2010	18.3.2010 - 17.3.2018	HK\$0.542	9,200,000	—	9,200,000
23 March 2011	23.3.2011 - 22.3.2018	HK\$0.760	6,600,000	(300,000)	6,300,000
			<b>15,800,000</b>	<b>(300,000)</b>	<b>15,500,000</b>
Exercisable at the end of the year					<b>15,500,000</b>
Weighted average exercise price			<b>HK\$0.633</b>	<b>HK\$0.760</b>	<b>HK\$0.631</b>

The following table discloses movements of the Company's share options held by directors during the prior year:

Date of grant	Exercise period	Exercise price per share	Outstanding at 01/04/2013	Exercised during the year	Outstanding at 31/03/2014
18 March 2010	18.3.2010 - 17.3.2018	HK\$0.542	9,200,000	—	9,200,000
23 March 2011	23.3.2011 - 22.3.2018	HK\$0.760	6,600,000	—	6,600,000
			15,800,000	—	15,800,000
Exercisable at the end of the year					15,800,000
Weighted average exercise price			HK\$0.633	—	HK\$0.633

In respect of the share options exercised during the year, the weighted average share price at the dates of exercise is HK\$1.01 (2014: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 46. MAJOR NON-CASH TRANSACTION

During the year ended 31 March 2014, the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of HK\$39,775,747.

### 47. ACQUISITION OF SUBSIDIARIES

#### (a) Ally Vantage

On 28 April 2014, the Group purchased 73% of the entire issued share capital of Ally Vantage for the consideration of HK\$258,647,172. Ally Vantage and its subsidiaries are engaged in property development and investment. Ally Vantage was acquired so as to continue the expansion of the Group's hotel operation business.

#### Consideration transferred

Cash	<u>258,647,172</u>
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Acquisition-related costs amounting to HK\$552,000 have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the "administrative expenses" line item in the consolidated statement of profit or loss.

#### Assets acquired and liabilities recognised at the date of acquisition are as follows:

Investment properties	635,000,000
Plant and equipment	169,620
Deferred tax assets	796,827
Accounts receivable	194,414
Deposits and prepayments	808,404
Bank balances	18,240,564
Receipt in advance	(941,517)
Tenancy deposits	(1,244,500)
Accruals	(10,398,446)
Amount due to a related company	(500,038)
Bank loans	<u>(288,405,939)</u>
	<u>353,719,389</u>

The accounts receivable acquired with a fair value of HK\$194,414 at the date of the acquisition had gross contractual amounts of HK\$194,414, representing the best estimate at acquisition date of the contractual cash flows expected to be collected.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 47. ACQUISITION OF SUBSIDIARIES (Cont'd)

#### (a) Ally Vantage (Cont'd)

##### Goodwill arising on acquisition:

Consideration transferred	258,647,172
Plus: fair value of previously held interests of 27% in Ally Vantage	95,664,023
Less: net assets acquired	(353,719,389)
	<hr/>
Goodwill arising on acquisition	591,806
	<hr/>

##### Net cash outflow on acquisition of Ally Vantage:

Cash consideration paid	258,647,172
Less: cash and cash equivalent balances acquired	(18,240,564)
	<hr/>
	240,406,608
	<hr/>

Included in the profit for the year is HK\$35,483,277 attributable to the additional business incurred by Ally Vantage and its subsidiaries. Revenue for the year includes HK\$30,380,012 generated from Ally Vantage and its subsidiaries.

Had the acquisition been completed on 1 April 2014, total group revenue for the year would have been HK\$1,440 million, and profit for the year would have been HK\$136 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2014, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Ally Vantage been acquired at the beginning of the current year, the directors have determined borrowing costs based on the funding levels, credit ratings and debt/equity position of the Group after the business combination.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 47. ACQUISITION OF SUBSIDIARIES (Cont'd)

#### (b) Smart Plus

On 28 April 2014, the Group purchased 73% of the entire issued share capital of Smart Plus and the benefit of the vendor's shareholder loan for a total consideration of HK\$219,347,587. Smart Plus and its subsidiaries are engaged in property development and investment. Smart Plus was acquired so as to continue the expansion of the Group's hotel operation business.

#### Consideration transferred

Cash	<u>219,347,587</u>
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Acquisition-related costs amounting to HK\$798,000 have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the "administrative expenses" line item in the consolidated statement of profit or loss.

#### Assets acquired and liabilities recognised at the date of acquisition are as follows:

Investment properties	510,000,000
Plant and equipment	28,402
Deferred tax assets	691,524
Accounts receivable	177,187
Deposits and prepayments	691,577
Bank balances	24,094,566
Receipt in advance	(811,230)
Tenancy deposits	(2,545,800)
Accruals	(1,198,556)
Amount due to a shareholder	(9,699,430)
Amount due to a related company	(3,587,461)
Bank loans	<u>(225,938,500)</u>
	<u>291,902,279</u>

The accounts receivable acquired with a fair value of HK\$177,187 at the date of the acquisition had gross contractual amounts of HK\$177,187, representing the best estimate at acquisition date of the contractual cash flows expected to be collected.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 47. ACQUISITION OF SUBSIDIARIES (Cont'd)

#### (b) Smart Plus (Cont'd)

##### Bargain purchase gain arising on acquisition:

Consideration transferred	219,347,587
Plus: fair value of previously held interests of 27% in Smart Plus	77,541,099
Less: net assets acquired	(291,902,279)
Less: shareholder's loan assigned to the Group	(9,699,430)
	<hr/>
Bargain purchase gain arising on acquisition	(4,713,023)

##### Net cash outflow on acquisition of Smart Plus:

Cash consideration paid	219,347,587
Less: cash and cash equivalent balances acquired	(24,094,566)
	<hr/>
	195,253,021

Included in the profit for the year is HK\$14,759,229 attributable to the additional business incurred by Smart Plus and its subsidiaries. Revenue for the year includes HK\$12,142,920 generated from Smart Plus and its subsidiaries.

Had the acquisition been completed on 1 April 2014, total group revenue for the year would have been HK\$1,446 million, and profit for the year would have been HK\$132 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2014, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Smart Plus been acquired at the beginning of the current year, the directors have determined borrowing costs based on the funding levels, credit ratings and debt/equity position of the Group after the business combination.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 48. DISPOSAL OF A SUBSIDIARY

On 15 October 2014, the Group disposed of its 100% equity interest in a subsidiary, 中霸鐘錶電子發展(深圳)有限公司 at a consideration of HK\$37,928,537. The net assets of 中霸鐘錶電子發展(深圳)有限公司 at the date of disposal were as follows:

#### Consideration received:

Cash received	37,928,537
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#### Analysis of assets and liabilities over which control was lost:

Property, plant and equipment	3,564,043
Prepaid lease payments	11,290,555
Amount due from a fellow subsidiary	6,042,963
Bank balances and cash	580,967
Accrued expenses	(342,100)
Net assets disposed of	21,136,428

#### Gain on disposal of a subsidiary:

Consideration received	37,928,537
Cost of disposal	(417,021)
Net assets disposed of	(21,136,428)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss on loss of control of the subsidiary	3,637,308
Gain on disposal	20,012,396

#### Net cash inflow arising on disposal:

Cash consideration	37,928,537
Less: cost of disposal paid	(417,021)
Less: bank balances disposed of	(580,967)
	36,930,549

### 49. EVENT AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the directors proposed to make a bonus issue of one new share for every ten shares held by shareholders whose names appear on the Register of Members on 1 September 2015. The bonus issue is conditional upon the approval by the shareholders in forthcoming annual general meeting and The Stock Exchange of Hong Kong Limited granting the listing and permission to deal in the bonus shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Place/country of incorporation/operation	Class of shares held	Issued share capital	Percentage of ownership interests held directly/indirectly by the Company		Principal activities
				2015	2014	
<i>Direct subsidiary</i>						
National Electronics (Consolidated) Limited	Hong Kong	Ordinary	HK\$1,000	100%	100%	Investment holding and trading of electronic products
National Properties Holdings Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Investment holding and property management
<i>Indirect subsidiary</i>						
88 Queen Partnership	Ontario, Canada	N/A	CAD100	100%	–	Property development
88 North Tower Development Limited Partnership	Ontario, Canada	N/A	CAD100	100%	–	Property development
99 Bonham Management Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Property management
Ally Vantage Limited	British Virgin Islands	Ordinary	US\$1,000	100%	N/A (Note (c))	Investment holding
Asiatic Limited	Hong Kong	Ordinary	HK\$100	100%	N/A (Note (c))	Property development and investment
Baccarat Investments Limited	British Virgin Islands/ Hong Kong	Ordinary	US\$1	100%	100%	Investment holding
Banyan Villas Holdings Limited	British Virgin Islands/ Hong Kong	Ordinary	US\$2	100%	100%	Investment holding
Batilone Limited	Hong Kong	Ordinary	HK\$100	100%	N/A (Note (b))	Property development and investment
Brady Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Property investment
Chirac Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Investment holding
Clare Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Property investment
Clare Holding Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Cont'd)

Name of subsidiary	Place/country of incorporation/operation	Class of shares held	Issued share capital	Percentage of ownership interests held directly/indirectly by the Company		Principal activities
				2015	2014	
<i>Indirect subsidiary</i> (Cont'd)						
Duprey Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Trading of electronic products
Eastbond (Hong Kong) Limited	Hong Kong	Ordinary	HK\$10	100%	100%	Manufacture and sale of plastic products
Eastern Mount Limited	Hong Kong	Ordinary	HK\$2	100%	100%	Investment holding and subcontracting of electronic products in the PRC
Fatron Electronics Company Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Manufacture of electronic products
Forthright Investment Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Property investment
Harbour Horizon Holdings Limited	British Virgin Islands	Ordinary	US\$1	100%	–	Property holding
Jervois Management Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Property management
Joyful Asia Group Limited	British Virgin Islands/ Hong Kong	Ordinary	US\$100	100%	100%	Property development and investment
Lens Limited	Hong Kong	Ordinary	HK\$100	100%	N/A (Note (c))	Property development and investment
Majorell Limited	Hong Kong	Ordinary	HK\$1,000	100%	100%	Property investment and investment holding
Miyota Trading Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Trading of electronic products
National Commercial Developments Limited	Hong Kong	Ordinary	HK\$10,000	100%	100%	Investment holding
National Commercial Developments Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
National Ebauch Limited	Hong Kong	Ordinary Non-voting deferred (Note (a))	HK\$1,000 HK\$1,000,000	100%	100%	Investment holdings and trading of electronic products

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Cont'd)

Name of subsidiary	Place/country of incorporation/operation	Class of shares held	Issued share capital	Percentage of ownership interests held directly/indirectly by the Company		Principal activities
				2015	2014	
<i>Indirect subsidiary</i> (Cont'd)						
National Electronics and Watch Company Limited	Hong Kong	Ordinary Non-voting deferred (Note (a))	HK\$1,000 HK\$2,000,000	100%	100%	Manufacture and sale of liquid crystal display and quartz analogue watches
National Hong Kong Electronics & Watch Corp.	United States of America	Ordinary	US\$100,000	100%	100%	Provision of liaison services
National Hotel Holdings Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Property Management
National Hotel Holdings Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
National Hotel Management Limited	Hong Kong	Ordinary	HK\$2	100%	100%	Investment holding
National Properties Holdings Limited	British Virgin Islands	Ordinary	US\$1	100%	100%	Investment holding
National Telecommunication System Limited	Hong Kong	Ordinary Non-voting deferred (Note (a))	HK\$1,000 HK\$2,000,000	100%	100%	Provision of inspection service
National Time Limited	Hong Kong	Ordinary Non-voting deferred (Note (a))	HK\$1,000 HK\$550,000	100%	100%	Trading of electronic watches
One96 Management Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Property Management
Phoenix Investment S.a.r.l.	Luxembourg	Ordinary	EUR12,500	100%	100%	Investment holding
Roebuck Investments Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
Seafield Capital Limited	British Virgin Islands	Ordinary	US\$1	100%	100%	Investment holding
Smart Plus Group Limited	British Virgin Islands	Ordinary	US\$1,000	100%	N/A (Note (b))	Investment holding
Spring Orchard Limited	British Virgin Islands	Ordinary	US\$1,000	100%	100%	Investment holding
St. Thomas Commercial Developments Incorporated	Ontario, Canada	Common	CAD3,714,101	100%	100%	Investment holding

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015 (in HK Dollars)

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Cont'd)

Name of subsidiary	Place/country of incorporation/operation	Class of shares held	Issued share capital	Percentage of ownership interests held directly/indirectly by the Company		Principal activities
				2015	2014	
<i>Indirect subsidiary</i> (Cont'd)						
St. Thomas Developments Incorporated	Ontario, Canada	Common	CAD2,100	100%	100%	Property development
Susanne Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
Sun Shine Limited	Hong Kong	Ordinary	HK\$2	100%	100%	Investment holding
Tania Development Limited	British Virgin Islands/ Hong Kong	Ordinary	US\$100	100%	100%	Property development and investment
Tania Investments Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
Terence Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Investment holding
Terence Limited	British Virgin Islands	Ordinary	US\$100	100%	100%	Investment holding
The Putman Management Limited	Hong Kong	Ordinary	HK\$100	100%	100%	Property management
Twenty-one Whitfield Management Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Property management
Unionville Development Limited Partnership	Ontario, Canada	N/A	CAD54,471	100%	100%	Property development
Unionville Development (2010) Limited Partnership	Ontario, Canada	N/A	CAD215,701 - Partners' deficiency	100%	100%	Property development
Verde Group Limited	British Virgin Islands	Ordinary	US\$1	100%	100%	Investment holding
1061383 Ontario Limited	Ontario, Canada	Common	CAD100	100%	100%	Property holding
中霸電子科技(南寧)有限公司*	PRC	N/A	HK\$56,000,000	100%	100%	Manufacture of electronic products
東富塑膠五金製品(深圳)有限公司*	PRC	N/A	HK\$5,000,000	100%	100%	Manufacture of metal and plastic products
威日實業(深圳)有限公司*	PRC	N/A	HK\$5,000,000	100%	100%	Trading of electronic products

\* A wholly foreign owned enterprise

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2015 (in HK Dollars)

Notes:

- (a) The deferred shares, which are not held by the Group, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the relevant companies nor to participate in any distribution on winding up.
- (b) These entities have become subsidiaries of the Group upon the completion of acquisition of the remaining 73% equity interest in Smart Plus during the year ended 31 March 2015.
- (c) These entities have become subsidiaries of the Group upon the completion of acquisition of the remaining 73% equity interest in Ally Vantage during the year ended 31 March 2015.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. All these subsidiaries are wholly-owned and private limited companies.

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

## SCHEDULE OF MAJOR PROPERTIES HELD BY THE GROUP

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Details of the major properties held by the Group at 31 March 2015 are as follows:

### Investment Properties

Location	Lease term	Group's interest	Type
The Putman No. 202 Queen's Road Central, Sheung Wan, Hong Kong	Long term	100%	Commercial
99 Bonham Nos. 99, 101 - 103 Bonham Strand and No. 127 Wing Lok Street, Sheung Wan, Hong Kong	Long term	100%	Commercial
One96 No. 196 Queen's Road Central, Sheung Wan, Hong Kong	Long term	100%	Commercial
The Jervois No. 89 Jervois Street, Sheung Wan, Hong Kong	Long term	100%	Commercial
A parcel of land located at Yinkai Industrial Park, Economic and Technological Development Zone, Nanning City, Guangxi Zhuangzu Autonomous Region, the PRC	Medium term	100%	Industrial
House No. C36 (including its 2 Car Parking Spaces), Regalia Bay, No. 88 Wong Ma Kok Road, Stanley, Hong Kong	Medium term	100%	Residential
20 and 30 Mutual Street and 88 Queen Street East, Toronto, Ontario, Canada	Freehold	100%	Commercial and residential

## FINANCIAL SUMMARY

### Results:

	Year ended 31 March				
	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000 (Restated)	2012 HK\$'000 (Restated)	2011 HK\$'000 (Restated)
Revenue	<b>1,432,142</b>	1,171,314	1,167,854	1,294,715	1,265,369
Cost of sales	<b>(1,194,810)</b>	(1,009,384)	(990,349)	(1,106,093)	(1,114,202)
Gross profit	<b>237,332</b>	161,930	177,505	188,622	151,167
Other income and gains	<b>58,891</b>	6,271	33,992	57,165	27,648
Increase in fair value of investment properties	<b>56,369</b>	194,936	30,841	47,274	140,104
Distribution costs	<b>(10,452)</b>	(10,042)	(9,247)	(7,702)	(8,277)
Administrative expenses	<b>(151,395)</b>	(211,687)	(182,217)	(190,087)	(173,308)
Finance costs	<b>(59,531)</b>	(29,084)	(24,213)	(20,833)	(20,380)
Share of results of associates	<b>1,498</b>	111,312	135,811	102,813	198,019
Fair value gain arising from the remeasurement of the previously held interest in a joint venture	—	—	143,158	—	—
Profit before taxation	<b>132,712</b>	223,636	305,630	177,252	314,973
Income tax credit/(expense)	<b>362</b>	4,840	(9,165)	(5,946)	(7,328)
Profit for the year	<b>133,074</b>	228,476	296,465	171,306	307,645
Earnings per share					
– Basic	<b>14.2 HK cents</b>	23.8 HK cents	30.3 HK cents	17.6 HK cents	31.7 HK cents
– Diluted	<b>14.1 HK cents</b>	23.6 HK cents	30.1 HK cents	17.6 HK cents	31.7 HK cents

### Assets and liabilities:

	At 31 March				
	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000	2011 HK\$'000
Total assets	<b>5,274,372</b>	4,024,457	3,587,831	2,701,274	2,719,335
Total liabilities	<b>3,530,765</b>	2,296,013	1,998,067	1,312,055	1,437,006
Net assets	<b>1,743,607</b>	1,728,444	1,589,764	1,389,219	1,282,329



The superstructure work is progressing at the Group's luxurious house development at No. 45 Tai Tam Road.

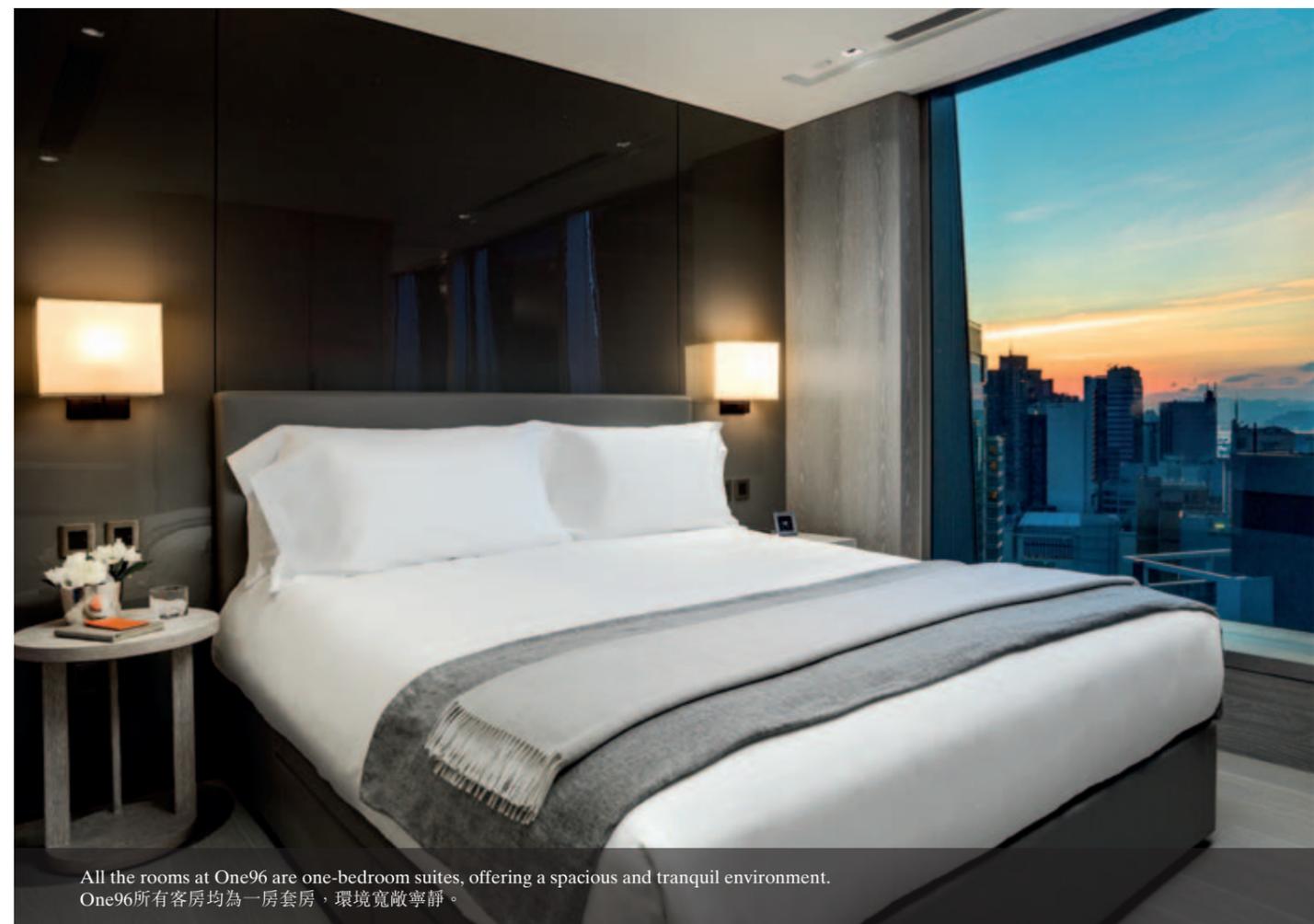
本集團位於大潭道45號之豪華住宅發展項目正進行上蓋建築工程。



One96, the Group's newest boutique hotel, launched in the fourth quarter of 2014.  
本集團最新之精品酒店One96已於二零一四年第四季度開業。



One96 exemplifies exclusivity and privacy, comprising 29 full-floor suites with harbour views on the upper floors.  
One96注重獨特性及保障私隱，設有29個全層套房，高層可坐擁海景。



All the rooms at One96 are one-bedroom suites, offering a spacious and tranquil environment.  
One96所有客房均為一房套房，環境寬敞寧靜。



7 St Thomas, the Group's boutique commercial development in the heart of Toronto and next to the Group's One St Thomas residential development, will be completed by the end of 2016.

本集團之精品商務發展項目7 St Thomas位於多倫多核心地段，毗鄰本集團之住宅發展項目One St Thomas，將於二零一六年底竣工。