

SINO RESOURCES
神州資源



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BOARD OF DIRECTORS

Executive Directors:

Zhang Xiaobin (Chairman)
Gao Feng (Vice-Chairman)
Chiu Sui Keung (Chief Executive Officer)

Non-executive Directors:

Geng Ying (Honorable Chairman)
Shao Zili
Li Du

Independent Non-executive Directors:

Cheng Wing Keung, Raymond
Lam Williamson
Wong Hoi Kuen
Lam Lee G.

AUDIT COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Wong Hoi Kuen

REMUNERATION COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Chiu Sui Keung

NOMINATION COMMITTEE

Cheng Wing Keung, Raymond (Chairman)
Lam Williamson
Wong Hoi Kuen

COMPANY SECRETARY

Chow Chi Fai

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2502, 25/F, 9 Queen's Road Central,
Central, Hong Kong

REGISTERED OFFICE

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

PRINCIPAL BANKER

Bank of Communications

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Tower, The Landmark,
11 Pedder Street, Central, Hong Kong

SHARE REGISTRAR

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

LEGAL ADVISERS

Li & Partners
22/F., World Wide House, Central,
Hong Kong

STOCK CODE

00223

董事會

執行董事：

張曉彬 (主席)
高峰 (副主席)
趙瑞強 (行政總裁)

非執行董事：

耿瑩 (榮譽主席)
邵子力
李度

獨立非執行董事：

鄭永強
林全智
黃海權
林家禮

審核委員會

林全智 (主席)
鄭永強
黃海權

薪酬委員會

林全智 (主席)
鄭永強
趙瑞強

提名委員會

鄭永強 (主席)
林全智
黃海權

公司秘書

周志輝

香港主要營業地點

香港中環
皇后大道中9號25樓2502室

註冊辦事處

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

主要來往銀行

交通銀行

核數師

國衛會計師事務所有限公司
香港執業會計師
香港中環畢打街11號
置地廣場告羅士打大廈31字樓

股份登記處

卓佳登捷時有限公司
香港皇后大道東183號
合和中心22樓

法律顧問

李偉斌律師樓
香港中環環球大廈22樓

股份代號

00223

Corporate Profile

公司簡介

Sino Resources Group Limited (carrying on business in Hong Kong as Sino Gp Limited) (stock code: 223) is principally engaged in investing and developing unconventional gas business and trading of commodities in Asia.

The Group has been managing the following businesses:

UNCONVENTIONAL GAS BUSINESS

Having been cooperating with the Heilongjiang Coalfield Geology Department (“HCGD”), the first test of the coalbed methane (“CMB”) stimulation in the cities of Hegang has been completed since September 2015 (“HE6-08 Project”). The result indicates that the selected area is an abundant of CMB, however, the CMB emission is less than expected and further stimulation work is required to improve production. The subsidiary will continue to cooperate with HCGD to develop the technology on the usage of nitrogen for CBM stimulation as well as in the oil stimulation in future.

TRADING OF COMMODITIES BUSINESS

During the year, the management has successfully developed the business in commodities trading such as optical fibre cable, computer equipment & software, daily consumer products such as wine and provision of agency services. The Company intends to allocate resources for developing into the benefit of people related commodities goods market, in particular daily consumer products, by expanding its existing trading business to this area and broaden its income sources.

神州資源集團有限公司 (以Sino Gp Limited名稱在香港經營業務) (股票編號：223) 之主要業務乃於亞洲投資及發展非常規天然氣業務及商品貿易。

本集團管理以下之業務：

非常規天然氣業務

在鶴崗市與黑龍江省煤田地質局 (「黑龍江省煤田地質局」) 合作進行之煤層氣 (「煤層氣」) 增產改造工程已自二零一五年九月起完成首次試驗 (「HE6-08項目」)。試驗結果顯示，選址蘊藏豐富煤層氣，惟煤層氣排放量較預期低，故須進行更多增產改造工程以提升產量。該附屬公司將繼續與黑龍江省煤田地質局合作，於日後開發有關氮氣用於煤層氣增產改造以及石油增產改造之技術。

商品貿易業務

於本年度，管理層已成功發展商品貿易業務 (例如光纜、電腦設備和軟件、日用消費品 (例如酒類) 之貿易) 及提供中介服務。本公司擬透過擴展其現有貿易業務至惠及民生相關商品市場而分配資源在該行業發展，特別是在日用消費品方面，以及擴闊其收入來源。

Financial Highlights

財務摘要

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2012 二零一二年 HK\$'000 港幣千元
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Operating Performance		經營表現				
Continuing operations	持續經營業務					
Turnover	營業額	194,164	193,330	42,540	37,084	67,168
Profit/(loss) for the year	年度溢利／(虧損)	266,852	(129,977)	(59,355)	(87,246)	(48,164)
Discontinued operations	已終止經營業務					
Profit for the year from discontinued operations	本年度來自已終止經營業務之溢利	-	-	5,104	3,670	9,788
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利／(虧損)	267,469	(120,090)	(46,044)	(83,269)	(34,145)
Financial Position		財務狀況				
Total assets	資產總值	279,555	400,664	237,729	232,442	242,803
Cash reserves	現金儲備	7,338	12,302	26,075	21,914	15,816
Total bank borrowings	銀行借貸總額	-	-	-	17,282	18,414
Net cash reserves	現金儲備淨額	7,338	12,302	26,075	4,632	(2,598)
Shareholders' funds	股東資金	241,516	(60,114)	(139,088)	(229,136)	(219,926)

Chairman's Statement

主席報告

Dear Valued Shareholders,

On behalf of the Board, I am delighted to present the Group's audited annual results for the financial year ended 31 March 2016.

BUSINESS REVIEW

During the year under the review, the Group's revenue was principally generated from the trading segment, which demonstrated a significant growth as a result of the established business network and management's efforts. Despite the economic slowdown in Asia, the Group was capable of maintaining an adaptive product mix to maximize revenue generated from its trading business. Having considered the gloomy business environment of the energy sector, the Board was prudent to the development of the Group's unconventional gas segment, in which the cost of operation is high. On the other hand, with the settlement of litigations, the Board is pleased that the financial position and reputation of the Group have been substantially improved. There was an extraordinary gain in total sum of approximately HK\$352,936,000 recognised during the year ended 31 March 2016, including (i) the reversal of interest accrued on the shareholder's loan and advancement of approximately HK\$6,122,000 and HK\$3,000,000 respectively; (ii) 55% of the net proceeds and/or receivable for the sale of 151,052,000 shares at closing price as at 31 March 2016 of HK\$0.141 per share of approximately HK\$11,714,000; (iii) reversal of cash consideration payable under the acquisition agreement of approximately HK\$158,600,000; and (iv) waiver of the outstanding principal of the convertible notes of approximately HK\$173,500,000, as a result of the settlement under the terms of the Settlement Deed. The Group turned to net current assets and net assets positions to approximately HK\$134,580,000 and HK\$239,332,000 respectively as at 31 March 2016 whereas there were net current liabilities and net liabilities positions of approximately HK\$288,269,000 and HK\$60,114,000 respectively as at 31 March 2015. The liquidity of the Group is good enough as no any borrowings or other debt financings at the reporting date.

The success of the Group's trading segment depends on the overall business conditions, demand and supply inter-relationship, as well as other macro-factors such as economic growth in Asia, should there be any material adverse change in these factors, the Group's result may be affected. Despite the current good relationship with the trading partners, in light of the slowing economic growth, uncertainties in demand as well as intensified market competition, the Group may not guarantee the continuity of such business relationship and replacement by new trading partners upon cessation of such co-operations. As for the Group's unconventional gas segment, should the energy sector continue trending down and the market environment remain unfavourable to the future development of the unconventional gas business, the Group may take longer time to recover the expenditure and costs incurred in this segment in a foreseeable period. Moreover, the Group's performance is subject to certain financial risks, which are set out in the Note 5 "Financial Risk Management" section under the "Notes to the Financial Statement" of this annual report. Albeit the principal risks and uncertainties regarding to the Group's businesses as identified above, the Board will take a proactive approach as to the Group's risk management and will strive to mitigate such risks as far as possible.

Following the end of the 2015-16 financial year, the Group successfully completed a subscription of new shares by an individual investor in May 2016. The subscription has not only improved the Group's working capital condition but also enhanced the financial viability to capture suitable investment opportunities.

尊敬的各位股東：

本人謹代表董事會高興地報告本集團截至二零一六年三月三十一日止財政年度之經審核年度業績。

業務回顧

於回顧年度，本集團之收益主要來自貿易分部。憑藉成熟的業務網絡及管理層之努力，收益錄得顯著增長。儘管亞洲經濟放緩，惟本集團有能力保持產品組合能適應各種變化，以盡量提升貿易業務帶來之收益。考慮到能源業之營商環境黯淡，董事會對本集團非常規天然氣分部之發展保持審慎，當中營運成本於整個期間持續高企。另一方面，隨著訴訟達成和解，董事會樂見本集團之財務狀況及聲譽獲得顯著改善。截至二零一六年三月三十一日止年度，由於根據和解契據之條款進行和解，故已確認非經常性收益總額約352,936,000港元，包括(i)撥回股東貸款應計之利息及墊付貸款分別約為6,122,000港元及3,000,000港元；(ii)所得款項淨額及／或按於二零一六年三月三十一日之收市價每股0.141港元出售151,052,000股股份而應收之款項的55%約11,714,000港元；(iii)回撥收購協議項下之應付現金代價約158,600,000港元；及(iv)豁免可換股票據之尚未償還本金約173,500,000港元。本集團由二零一五年三月三十一日之淨流動負債約288,269,000港元及淨負債狀況約60,114,000港元轉虧為盈，於二零一六年三月三十一日分別為淨流動資產約134,580,000港元及淨資產狀況約239,332,000港元。由於報告日期並無任何借貸或其他債務融資，故本集團之流動資金相當足夠。

本集團貿易分部之成功取決於整體經營狀況、供求關係，以及其他宏觀因素如亞洲經濟增長等，該等因素如出現任何重大不利變動，本集團之業績可能會受到影響。儘管目前與貿易伙伴之關係良好，惟基於經濟增長放緩、需求不明朗及市場競爭激烈，本集團可能無法保證有關業務關係能夠持續，亦無法保證在終止有關合作後能找到新的貿易伙伴。有關本集團非常規天然氣分部，倘若能源業趨勢持續向下及市場環境一直妨礙非常規天然氣業務之未來發展，則本集團在未來可見期間內可能須更多時間賺回此分部所產生之支出及成本。此外，本集團表現受限於若干財務風險，有關風險載於本年報「財務報表附註」附註5之「財務風險管理」一節。儘管本集團之業務面對上述主要風險及不明朗因素，惟董事會將積極管理本集團之風險，並將努力減低有關風險至最低。

二零一五至一六年財政年度完結後，於二零一六年五月，本集團成功完成一名個人投資者之新股份認購。該認購不僅改善了本集團之營運資金狀況，亦提升了本集團之財政活力以捕捉合適投資機遇。

FUTURE DEVELOPMENTS

The Board believes that adopting appropriate growth strategies is essential for developing a sustainable business in the long run. The uncertainties of the global economy have led to the depressing performance of the energy, resources and export markets of China, some analysts predict that in order for China to maintain a stable economic growth, the government may need to develop the domestic consumer markets with less reliance on exports. Hence, it is crucial to refine the Group's development focus from energy and resources sector towards the consumer market, taking into account the changing market conditions. In the next financial year, the Board intends to allocate resources for developing into the benefit of people related commodities goods market, in particular daily consumer products, by expanding its existing trading business to this area and considering acquisitions of relevant businesses with growth potentials.

The Board expects that the forthcoming financial year will continue to be a challenging one based on the present global economic conditions. Nevertheless, the Board will seek to maintain a stable performance of its existing businesses and, at the same time, achieve inorganic growth through acquisitions with an aim to maximize shareholder value.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my deepest gratitude to our shareholders, business partners, dedicated management team and staff for their continued support to the Group.

Zhang Xiaobin
Chairman

27 June 2016, Hong Kong

未來發展

董事會相信，為了業務之長遠持續發展，必須採納適當之增長策略。環球經濟存在不明朗因素，導致中國能源、資源及出口市場之表現疲弱，而部分分析師預言，中國為維持穩定經濟增長，政府可能須發展國內消費市場，減少依賴出口。因此，在計及市況變動後必須精確調整本集團之發展重心，由能源及資源板塊轉至消費品市場。在下個財政年度，董事會擬透過擴展其現有貿易業務至惠及民生相關商品市場並分配資源在該行業發展，特別是在日用消費品方面，以及考慮收購具增長潛力之相關業務。

董事會預期，根據現時之環球經濟狀況，下個財政年度將繼續充滿挑戰。儘管如此，董事會將尋求其現有業務能維持穩定表現，並同時透過收購等方式，實現非自然增長，務求提升股東價值至最大。

致謝

本人謹代表董事會藉此機會衷心感謝全體股東、業務夥伴以及敬業的管理團隊及員工對本集團之持續支持。

主席
張曉彬

香港，二零一六年六月二十七日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Sino Resources Group Limited (the “Company”, together with its subsidiaries, the “Group”) will continue to focus its business on the resources and energy related sector.

1. TRADING OF COMMODITIES BUSINESS

During the year, the management has successfully developed the business in commodities trading such as optical fibre cable and computer equipment & software, daily consumer products such as wine and provision of agency services. The Company intends to allocate resources for developing into the benefit of people related commodities goods market, in particular daily consumer products, by expanding its existing trading business to this area and broaden its income sources.

2. PROFIT GUARANTEE UNDER ZHAN SHENG ACQUISITION

After the acquisition of Zhan Sheng Investments Limited and its subsidiaries (the “Zhan Sheng Group”), the Company and the vendor entered into the Fifth Supplemental Agreement entered on 11 December 2013. Pursuant to the agreement, the vendor undertakes and guarantee to the Company that the net gross profit of the Zhan Sheng Group recorded in the management accounts in accordance with IFRS for the period from 1 January 2014 to 31 December 2014 (the “Year 2014”) will not be less than HK\$10,000,000 and for the period from 1 January 2015 to 31 December 2015 (the “Year 2015”) will not be less than HK\$10,000,000 respectively. If the Zhan Sheng Group can meet the respective targets, the vendor will be entitled to 180,000,000 shares for Year 2014 and 180,000,000 shares for Year 2015. Since the Zhan Sheng Group met the profit guarantee for the Year 2014 and Year 2015, the vendor is entitled 360,000,000 consideration shares eventually. Up to the report date, the aggregate of 221,054,000 consideration shares had been issued to the vendor. The remaining balances of 138,946,000 consideration shares will be released to the vendor after the Company’s annual result announcement for the year ended 31 March 2016.

業務回顧

神州資源集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）將繼續專注其資源及能源相關業務。

1. 商品貿易業務

於本年度，管理層已成功發展商品貿易業務（例如光纜及電腦設備和軟件之貿易）、日用消費品（例如酒類）及提供中介服務。本公司擬透過擴展其現有貿易業務至惠及民生相關商品市場而分配資源在該行業發展，特別是在日用消費品方面，以及擴闊其收入來源。

2. 展昇收購事項之利潤擔保

於收購展昇投資有限公司及其附屬公司（「展昇集團」）後，本公司與賣方於二零一三年十二月十一日訂立第五份補充協議。根據該協議，賣方向本公司承諾及擔保，於二零一四年一月一日起至二零一四年十二月三十一日止期間（「二零一四年度」）根據國際財務報告準則於管理賬目記錄之展昇集團毛利淨額將不少於10,000,000港元，而於二零一五年一月一日起至二零一五年十二月三十一日止期間（「二零一五年度」）將不少於10,000,000港元。倘展昇集團能夠達各自目標，賣方將於二零一四年享有180,000,000股股份及於二零一五年度享有180,000,000股股份。由於展昇集團於二零一四年度及二零一五年度達成有關利潤擔保，故賣方最終可享有360,000,000股代價股份。截至報告日期，合共221,054,000股代價股份已發行予賣方。餘數138,946,000股代價股份將於本公司刊發截至二零一六年三月三十一日止年度之全年業績公佈後發放予賣方。

3. UNCONVENTIONAL GAS BUSINESS

A subsidiary of the Company signed a cooperation agreement with HCGD to test the imported equipment for the CMB stimulation work in the HE-08 Project. At the beginning of September 2015, the fracturing of wells progress of the HE-08 Project was completed and the testing result of CMB stimulation was satisfactory. The CMB pumping machinery has been installed and the ongoing project in the next 3-4 months is to drain the underground water to reduce the pressure of the wells. The initial result indicates that the selected area is an abundant of CMB, however, the CMB emission is less than expected and further stimulation work is required. In the meantime, the subsidiary is doing the geological study and preparation of the stimulation work and is also carrying some drilling activities in other areas. In October 2015, the Company signed a strategic cooperation agreement with HCGD in order to expand the exploration and development of the coalbed methane in Heilongjiang Province. The Company will fully provide the technical and management support for the CBM development in Heilongjiang Province.

4. LATEST BUSINESS DEVELOPMENT OF THE ASSOCIATED COMPANIES

The Company indirectly owns 40% equity interests of Qinglong Manchu Autonomous County Shuangxin Mining Co., Ltd. ("Shuangxin"), an associated company which is engaged in the iron ore refinery business through magnetic separation in Hebei Province, the PRC. During the year ended 31 March 2016, turnover of Shuangxin significantly decreased approximately 94.7%. Due to the market tumble in the price of the iron concentrates in the PRC, Shuangxin was being forced to close the iron ore processing plant temporarily. The senior management of Shuangxin renegotiates with iron ore supplier who agreed to supply high quality iron ore to Shuangxin at a lower price. The management expects the processing plant can be resumed in the fourth quarter of 2016. The management also expects that the preliminarily of iron concentrates market will be steadily improved in the foreseeable future.

The Company indirectly owns 30% issue share capital of Global Mining Engineer Inc. ("Global Mining") which is principally engaged in provision of Radio Frequency Identification Mining Management System and Solutions (RFID@MMS) services and natural resources-related global sources direct services. Global Mining is relatively mature in the field of Asset Management System (AMS), therefore they will focus on developing and selling the homemade AMS @ GLOBAL MINING system. Global Mining will also continue applying RFID technology in the field of engineering projects, developing and selling homemade MMS @Global Mining system. At present, Global Mining is conducting a number of AMS engineering projects, including use AMS to assist The Highway Department in constructing HZMB's artificial island. The project has been focusing on securing and managing the expensive equipment as well as other valuable assets used during the construction.

3. 非常規天然氣業務

本公司之附屬公司與黑龍江省煤田地質局簽訂一項合作協議，以對HE-08項目內煤層氣增產改造工程之進口設備進行試驗。於二零一五年九月初，HE-08項目之煤層氣井壓裂工程完成，而有關煤層氣增產改造工程之試驗結果理想。煤層氣抽水機經已安裝，其後三至四個月將持續進行地下水排採工程，以降低煤層氣井之壓力。初步結果顯示，選址蘊藏豐富煤層氣，惟煤層氣排放量較預期低，故須進行更多增產改造工程。與此同時，該附屬公司正進行有關增產改造工程之地質研究及準備工作，並正在其他地區進行若干鑽井活動。於二零一五年十月，本公司與黑龍江省煤田地質局簽訂一項戰略合作協議，以擴大於黑龍江省之煤層氣探索及開發。本公司將為黑龍江省之煤層氣開發提供全面的技術及管理支援。

4. 聯營公司業務之最新發展

本公司間接擁有聯營公司青龍滿族自治縣雙信礦業有限公司（「雙信」）之40%股本權益，該公司乃在中國河北省以鐵礦石磁選方式從事鐵礦石提煉業務。於截至二零一六年三月三十一日止年度，雙信之營業額顯著下跌約94.7%。由於中國之鐵精礦市價下跌，故雙信被暫時關閉鐵礦石加工廠。雙信之高級管理層與鐵礦石供應商重新進行磋商，供應商已初步同意以較低價格向雙信供應優質的鐵礦石。因此，管理層預期，加工廠將於二零一六年第四季重新投產。管理層亦預期鐵精礦市場於可見將來將穩步回升。

本公司間接擁有環球礦業工程有限公司（「環球礦業」）之30%已發行股本，該公司主要從事提供無線射頻識別礦業管理系統及解決方案（RFID@MMS）服務，以及自然資源相關的環球通服務。環球礦業於資產管理系統（AMS）範疇相對成熟，因此，其將專注於發展及銷售自製系統－AMS@GLOBAL MINING。環球礦業亦將繼續應用無線射頻識別技術於工程項目範疇，發展及銷售自製系統－MMS@Global Mining。目前，環球礦業正進行多項資產管理系統工程項目，包括利用資產管理系統協助路政署興建港珠澳大橋人工島。有關項目一直專注於保障及管理於建築過程中使用之昂貴設備及其他寶貴財產。

Management Discussion and Analysis

管理層討論及分析

On 29 May 2015, the Company's subsidiary and GME Holdings Inc. ("GME Holdings") entered into a MOU for proposing to acquire 51% or more of the issued share capital of GlobalTec Development Limited ("GlobalTec") from GME Holdings. GME Holdings owns 70% of the Global Mining. GlobalTec is still in the process of reorganization. For further details, please refer to the Company's announcement made on 29 May 2015.

During the year ended 31 March 2016, turnover of Global Mining dropped approximately 42.1%. It was mainly due to down turn of the economy and the overall weak coal industry in China, and insufficiency of large engineering projects. Nevertheless, Global Mining has concentrated on its AMS software design and sales and expects stability sales growth in the foreseeable future.

5. LITIGATION OF THE GROUP AND THE COMPANY IN HONG KONG

Detail of the litigation of the Group and the Company as at 31 March 2016 were set out in Note 35 to the consolidated financial statements.

RESULTS ANALYSIS

REVENUE

For the year ended 31 March 2016, the Group recorded turnover of approximately HK\$194,164,000 (2015: approximately HK\$193,330,000), representing an increase of 0.4%. The growth was contributed by the agency fee and trading of commodities segment. Slightly increase of the turnover was mainly due to the Group diversified into new services for other commodities trading such as sales of computer equipment and software.

More details of the Company's performance by business segments are set out in Note 6 to the consolidated financial statements.

COST OF SALES

For each of the year ended 31 March 2016, the cost of sales of the Group amounted to approximately HK\$180,385,000 (2015: approximately HK\$187,566,000), representing approximately 92.9% (2015: approximately 97.0%) of the Group's revenue. Decrease in current year was mainly attributable to the Group put more efforts on trading computer equipment and software which have higher gross profit margin and reduced trading commodities which have lower gross profit margin.

GROSS PROFIT

The Group's gross profit for the year ended 31 March 2016 was approximately HK\$13,779,000 (2015: approximately HK\$5,764,000), representing an increase of approximately 139.1%. The increase was mainly due to decrease in cost of sales and new sources of income which have higher gross profit margin from trading of computer equipment and software.

GROSS PROFIT MARGIN

The gross profit margins of the Group for the year ended 31 March 2016 was approximately 7.1% (2015: approximately 3.0%). The increase was mainly due to the Group explored new services in trading of computer equipment and software which have higher margin.

於二零一五年五月二十九日，本公司之附屬公司與GME Holdings Inc. (「GME Holdings」) 訂立一項諒解備忘錄，以建議向GME Holdings收購環科發展有限公司 (「環科」) 之51%或以上已發行股本。GME Holdings擁有環球礦業之70%權益。環科現正進行重組。有關進一步詳情請參閱本公司於二零一五年五月二十九日作出之公佈。

截至二零一六年三月三十一日止年度，環球礦業之營業額下跌約42.1%。其主要由於中國經濟下行及煤業整體疲弱，以及缺少大型工程項目所致。儘管如此，環球礦業專注於設計及銷售其資產管理系統軟件，並預期於可見未來取得穩定銷售增長。

5. 本集團與本公司於香港之訴訟事宜

本集團與本公司之訴訟直至二零一六年三月三十一日之詳情載於綜合財務報表附註35。

業績分析

收益

截至二零一六年三月三十一日止年度，本集團錄得來自經營業務之營業額約194,164,000港元 (二零一五年：約193,330,000港元)，增加0.4%。增長主要由中介費及商品貿易分部所貢獻。營業額輕微增加主要由於本集團多元化至其他商品貿易服務，例如銷售電腦設備和軟件此新服務。

有關本公司業務分部表現之更多詳情載於綜合財務報表附註6。

銷售成本

截至二零一六年三月三十一日止年度，本集團之銷售成本約為180,385,000港元 (二零一五年：約187,566,000港元)，佔本集團收益約92.9% (二零一五年：約97.0%)。本年度錄得減少，主要由於本集團付出了更大努力進行毛利率較高之電腦設備和軟件貿易業務，並減少進行毛利率較低之商品貿易業務。

毛利

本集團於截至二零一六年三月三十一日止年度之毛利約為13,779,000港元 (二零一五年：約5,764,000港元)，增加約139.1%。增加乃主要由於銷售成本減少及開拓了新收入來源，即毛利率較高之電腦設備和軟件貿易業務。

毛利率

本集團於截至二零一六年三月三十一日止年度之毛利率約為7.1% (二零一五年：約3.0%)。增加乃主要由於本集團開拓了新的電腦設備及軟件貿易服務，而該貿易業務能賺取較高毛利。

Management Discussion and Analysis

管理層討論及分析

OTHER OPERATING EXPENSES

Other operating expenses incurred by the Group for the year ended 31 March 2016 was approximately HK\$87,681,000 (2015: approximately HK\$127,295,000), representing a decrease of 31.1%, and approximately 45.2% (2015: approximately 65.8%) of the year's total revenue. With settlement of the litigations, the legal fee incurred for the year was significantly dropped.

There are some non-cash items for the year ended 31 March 2016 such as (i) share-based payment of approximately HK\$20,950,000 (2015: HK\$Nil); (ii) loss on disposal of financial assets of approximately HK\$3,625,000 (2015: HK\$Nil); (iii) fair value loss on derivative financial assets of approximately HK\$10,635,000 (2015: approximately HK\$7,305,000); (iv) impairment loss on interests in associates of approximately HK\$16,026,000 (2015: HK\$ Nil); and (v) impairment loss on available-for sales financial assets of HK\$Nil (2015: HK\$75,781,000).

SHARE OF RESULTS OF ASSOCIATES

The Group recorded loss from associates of approximately HK\$11,606,000 (2015: approximately HK\$8,680,000) for the year ended 31 March 2016, representing approximately decrease of 33.7% and 6.0% (2015: approximately 4.5%) of the Group's turnover.

FINANCE COSTS

The finance costs incurred by the Group for the year ended 31 March 2016 was approximately HK\$6,943,000 (2015: approximately HK\$9,374,000), representing approximately 3.6% (2015: approximately 4.9%) of the Group's revenue in the year. The reduction was mainly due to decrease of imputed interest expenses on promissory notes from HK\$8,448,000 to HK\$6,119,000 for the respective years.

PROFIT/LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the year ended 31 March 2016, the Group recorded a profit attributable to shareholders of approximately HK\$267,469,000 (2015: loss of approximately HK\$120,090,000), representing a significant increase of 322.7%. Basic earnings per share was approximately HK\$6.9 cents (2015: basic loss per share HK\$3.3 cents) for the year ended 31 March 2016. The increase primarily attributable to the gain on settlement of litigations of approximately HK\$352,936,000 and the favorable operating results in increasing gross profit as well as decreasing finance costs during the year.

其他營運開支

本集團於截至二零一六年三月三十一日止年度之其他營運開支約為87,681,000港元(二零一五年:約127,295,000港元),減少了31.1%,其佔本年度總收益約45.2%(二零一五年:約65.8%)。隨著訴訟達成和解,本年度產生之法律費用亦大幅下跌。

截至二零一六年三月三十一日止年度有若干非現金項目,包括(i)以股份支付之款項約20,950,000港元(二零一五年:零港元);(ii)出售財務資產之虧損約3,625,000港元(二零一五年:零港元);(iii)衍生財務資產之公平值虧損約10,635,000港元(二零一五年:約7,305,000港元);(iv)於聯營公司之權益之減值虧損約16,026,000港元(二零一五年:零港元);及(v)可供出售財務資產減值虧損零港元(二零一五年:約75,781,000港元)。

分佔聯營公司業績

本集團於截至二零一六年三月三十一日止年度錄得聯營公司虧損約11,606,000港元(二零一五年:約8,680,000港元),減少了約33.7%,其佔本集團營業額6.0%(二零一五年:約4.5%)。

融資成本

本集團於截至二零一六年三月三十一日止年度產生融資成本約6,943,000港元(二零一五年:約9,374,000港元),佔本集團本年度收益約3.6%(二零一五年:約4.9%)。減少主要由於承兌票據之推算利息開支由上年度8,448,000港元減少至本年度6,119,000港元。

本公司擁有人應佔本年度溢利/(虧損)

截至二零一六年三月三十一日止年度,本集團錄得股東應佔溢利約267,469,000港元(二零一五年:虧損約120,090,000港元),大幅增加322.7%。截至二零一六年三月三十一日止年度之每股基本盈利約為6.9港仙(二零一五年:每股基本虧損3.3港仙)。增加主要由於本年度錄得訴訟和解之收益約352,936,000港元以及反映營運業績良好之毛利有所增加及融資成本下降所致。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

LIQUIDITY AND FINANCIAL RESOURCES

The Group derived its working capital mainly from internal cash flow from operating activities. For the year ended 31 March 2016, the Group had net cash inflow from operating activities of approximately HK\$10,323,000 (2015: net cash outflow of approximately HK\$39,967,000). The Group had available fixed deposits, cash and cash balances amounting to approximately HK\$7,338,000 (2015: approximately HK\$129,106,000), representing a decrease of approximately 40.4% from 31 March 2015. It was mainly because the settlement of litigation instructed by the court order released the fixed deposits during the year.

As at 31 March 2016, surplus on shareholders' funds of the Group aggregately amounted to approximately HK\$241,516,000 (2015: deficit approximately HK\$60,114,000). Net current assets of the Group amounted to approximately HK\$134,580,000 (2015: net current liabilities approximately HK\$288,269,000). The Group's assets-liabilities ratio (total liabilities to total assets) was approximately 0.14 times (2015: approximately 1.15 times). The Group's total current assets and current liabilities were approximately HK\$172,619,000 (2015: approximately HK\$101,945,000) and HK\$38,039,000 (2015: approximately HK\$390,214,000) respectively, while the current ratio was approximately 4.54 times (2015: approximately 0.26).

As at 31 March 2016, the Group's gearing ratio (total debts to total equity) was approximately 3.7% (2015: approximately 446.3%).

CAPITAL STRUCTURE

On 2 November 2015, the Company successfully subscribed 30,000,000 shares of HK\$0.01 each at a subscription price of HK\$0.169 per share for a total consideration, before expenses, of approximately HK\$5,070,000. The net proceeds of approximately HK\$5,054,000 was being used for general working capital purpose such as payment of staff costs, operating lease expenditure and the operation funds for trading of commodities business.

On 25 January 2016, the Company successfully subscribed 33,000,000 shares of HK\$0.01 each at a subscription price of HK\$0.153 per share for a total consideration, before expenses, of approximately HK\$5,049,000. The net proceeds of approximately HK\$5,033,000 was being used for general working capital purpose such as payment of staff costs, operating lease expenditure and the operation funds for trading of commodities business.

CAPITAL EXPENDITURES AND CAPITAL COMMITMENT

During the year ended 31 March 2016, the capital expenditures mainly for additions in property, plant and equipment amount to approximately HK\$1,324,000 (2015: approximately HK\$2,020,000). These capital expenditures were funded by internal cash flow from operating activities.

As at 31 March 2016, the Group had capital commitment of approximately HK\$226,378,000 (2015: approximately HK\$8,691,000) in respect of the authorised and contracted for capital contributions payable to a subsidiary.

財務回顧

流動資金及財務資源

本集團營運業務的資金主要來自經營活動所得之內部現金流量。截至二零一六年三月三十一日止年度，本集團經營業務之現金流入淨額約為10,323,000港元（二零一五年：現金流出淨額約39,967,000港元）。本集團擁有定期存款、現金及現金結餘約7,338,000港元（二零一五年：約129,106,000港元），較二零一五年三月三十一日減少約40.4%，主要由於訴訟於年內達成和解，獲法院頒令解除定期存款。

於二零一六年三月三十一日，本集團之股東資金盈利合共約241,516,000港元（二零一五年：虧絀約60,114,000港元）。本集團淨流動資產約為134,580,000港元（二零一五年：淨流動負債約288,269,000港元）。本集團之資產負債比率（以總負債對比總資產）則約為0.14倍（二零一五年：約1.15倍）。本集團之流動資產及流動負債總值分別約為172,619,000港元（二零一五年：約101,945,000港元）及38,039,000港元（二零一五年：約390,214,000港元），而流動比率約為4.54倍（二零一五年：約0.26）。

本集團於二零一六年三月三十一日槓桿比率（以債務總額對權益總額）約為3.7%（二零一五年：約446.3%）。

資本架構

於二零一五年十一月二日，本公司成功認購30,000,000股每股面值0.01港元之股份，認購價為每股股份0.169港元，總代價（扣除開支前）約為5,070,000港元。有關所得款項淨額約5,054,000港元已用作一般營運資金，例如用作支付僱員成本、經營租賃開支及商品貿易業務之營運資金。

於二零一六年一月二十五日，本公司成功認購33,000,000股每股面值0.01港元之股份，認購價為每股股份0.153港元，總代價（扣除開支前）約為5,049,000港元。有關所得款項淨額約5,033,000港元已用作一般營運資金，例如用作支付僱員成本、經營租賃開支及商品貿易業務之營運資金。

資本開支及資本承擔

截至二零一六年三月三十一日止年度，資本開支主要為物業、廠房及設備增加約1,324,000港元（二零一五年：約2,020,000港元）。該等資本開支以經營活動所得之內部現金流量撥付。

於二零一六年三月三十一日，本集團就應付附屬公司之法定及已訂約出資產生資本承擔約226,378,000港元（二零一五年：約8,691,000港元）。

Management Discussion and Analysis

管理層討論及分析

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's sales and purchase are mainly transacted in Hong Kong dollar, United States dollar and Renminbi and the books are recorded in Hong Kong dollar. Therefore, it may be exposed to foreign exchange risk. However in view of the stable currency policies adopted by the PRC government, the directors consider that the foreign exchange risk is insignificant.

The Group currently has no foreign exchange rate hedging policy in respect of commercial transactions denominated in foreign currencies. However, the directors monitor exchange rate exposure regularly and will consider hedging significant exchange rate exposure when necessary.

KEY RISK FACTORS AND UNCERTAINTIES FACING THE COMPANY

The Group monitors the development of the industry on a regular basis and timely assesses different types of risks in order to formulate proper strategies to minimize the adverse impact on the Group.

For details, please refer to Note 5 "Financial Risk Management" to the consolidated financial statements.

PLEDGE OF ASSETS OF THE GROUP

No pledge of assets of the Group as at 31 March 2016.

CONTINGENT LIABILITIES

Details of contingent liabilities as at 31 March 2016 were set out in Note 35 to the consolidated financial statements.

DIVIDEND

The Board of the Company does not recommend any payment of final dividend to shareholders for the year ended 31 March 2016 (2015: Nil).

OTHER EVENTS

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2016, the Group had a total of 34 employees (2015: 33) in Hong Kong and the PRC. All employees are remunerated according to their performance, experience and the prevailing industry practices.

The Group also participates in retirement benefit schemes for its staff in Hong Kong and the PRC. It adopted a new share option scheme on 8 October 2010, with options to be granted to employees at the discretion of the Board. During the year ended 31 March 2016, 249,400,000 share options have been granted to the directors, employees and other members of the Group. 36,000,000 share options have been exercised and 58,700,000 share options have been lapsed respectively. As at 31 March 2016, 280,434,000 share options remain outstanding.

匯率波動風險及任何有關對沖

本集團銷售及購貨主要以港幣、美元及人民幣進行交易，而簿冊則以港元記錄。因此，可能會面臨一定的外匯風險。不過，鑒於中國政府採取穩定之貨幣政策，故董事會認為外匯風險並不重大。

本集團現時並無就以外幣為單位之商業交易設有外幣匯率對沖政策。然而，董事會就匯率風險作定期的監察，並將於有需要時考慮對沖重大匯率風險。

本公司所面對之主要風險因素及不明朗因素

本集團定期觀察行業發展，並適時評估不同種類之風險，以制定合適的策略，減低有關風險對本集團之不利影響。

有關詳情請參閱綜合財務報表附註5「財務風險管理」。

資產抵押

本集團於二零一六年三月三十一日並無任何資產抵押。

或然負債

本集團於二零一六年三月三十一日之或然負債詳情載於綜合財務報表附註35。

股息

本公司董事會不建議派發截至二零一六年三月三十一日止年度之末期股息（二零一五年：無）。

其他事宜

僱員及薪酬政策

於二零一六年三月三十一日，本集團於香港及中國共有34名員工（二零一五年：33名）。所有僱員之薪酬乃按照其工作表現、經驗及現行市場慣例而釐定。

本集團亦為香港及中國員工參與退休福利計劃。自二零一零年十月八日起，本集團採納新購股權計劃。根據該計劃，董事會可酌情向員工授出購股權。於截至二零一六年三月三十一日止年度，已授出249,400,000份購股權予本集團董事、僱員及其他成員。36,000,000份購股權已行使及58,700,000份購股權已失效。於二零一六年三月三十一日，280,434,000份購股權仍未行使。

Management Discussion and Analysis

管理層討論及分析

The Group is committed to provide employees with a stable working environment and continues to uphold the principles of impartially, fairness and merit-based employment, and constantly improves the criteria for personal selection and appointment. Details are set out in the Environmental, Social and Governance Report the Report on pages 31 to 34 of this annual report.

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have material acquisition for the year ended 31 March 2016.

During the year ended 31 March 2016, Sino Rich Energy Holdings Limited (“Sino Rich”), a wholly-owned subsidiary of the Company, entered into the disposal agreement with Jetgo Group Limited (the “Purchaser”) whereby Sino Rich conditionally agreed to sell and the Purchaser conditionally agreed to purchase from Sino Rich 10.5% of the issued share capital of Sino United Energy Investment Co., Ltd (“Sino United”) at the sale consideration of HK\$150,000,000. Sino United was previously held as to 10.5% by the Company via Sino Rich. The disposal was completed on 17 June 2015 and the promissory notes issued for the previous acquisition in the aggregate outstanding principal amount of HK\$50,500,000 have been cancelled as part payment of the consideration of same amount. The Company ceased to have any interest in Sino United.

Loss on disposal of Sino United was approximately HK\$3,625,000 recognised during the year ended 31 March 2016.

MATERIAL RELATED PARTY TRANSACTIONS

Details of material related party transactions of the Group as at 31 March 2016 were set out in Note 38 to the consolidated financial statements.

SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the year ended 31 March 2016.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Details are set out in the Environmental, Social and Governance Report the Report on pages 31 to 34 of this annual report.

FUTURE PROSPECT

In the foreseeable future, the Company intends to allocate resources for developing into the benefit of people related consumer goods market, in particular daily consumer products, by expanding its existing trading business to this area and considering acquisitions of relevant businesses with growth potentials.

本集團致力為僱員提供穩定工作環境，並一直堅守平等、公平及用人唯才的僱用原則，以及持續改良選人及委聘之標準。有關詳情載於本年報第31至第34頁之環境、社會及管治報告。

重大收購及出售

本集團於截至二零一六年三月三十一日止年度並無重大收購。

於截至二零一六年三月三十一日止年度，本公司之全資附屬公司神州富卓能源控股有限公司（「神州富卓」）與捷高集團有限公司（「買方」）訂立出售協議，據此，神州富卓有條件同意出售，而買方有條件同意以銷售代價150,000,000港元向神州富卓購買中聯能源投資有限公司（「中聯能源」）10.5%之已發行股本。中聯能源之前是由本公司透過神州富卓擁有10.5%權益。出售事項於二零一五年六月十七日完成，而就先前收購事項而發行之未償還本金總額50,500,000港元之承兌票據已獲註銷，作為相同金額代價之部分付款。本公司不再於中聯能源中擁有任何權益。

截至二零一六年三月三十一日止年度，已確認出售中聯能源之虧損約3,625,000港元。

重大關連人士交易

於二零一六年三月三十一日，本集團重大關連人士交易之詳情載於綜合財務報表附註38。

所持重大投資

本集團於截至二零一六年三月三十一日止年度並無持有任何重大投資。

環保政策及表現

有關詳情載於本年報第31至第34頁之環境、社會及管治報告。

未來展望

於可見將來，本公司擬透過擴展其現有貿易業務至惠及民生相關商品市場並分配資源在該行業發展，特別是在日用消費品方面，以及考慮收購具增長潛力之相關業務。

Directors & Senior Management Profiles

董事及高級管理層簡介

EXECUTIVE DIRECTORS

Mr. ZHANG Xiaobin, aged 63, was appointed as the chairman and an executive director of the Company on 22 September 2015. He has over 30 years of experience in the investment and financial service fields. From 2010 through 2015, he was the Managing Director and the China Senior Advisor for J.P. Morgan. He worked closely with senior management in driving J.P. Morgan's franchise expansion in China with his profound understanding and knowledge of China's capital markets. Between 2012 and 2015, he acted as the Chairman of the Supervision Committee of China United SME Financial Guarantee Corporation (a joint venture of J.P. Morgan with the Export-Import Bank of China and other global institutions), the largest credit guarantee company in China. Prior to joining J.P. Morgan China as the Managing Director and China Senior Advisor in 2010, Mr. Zhang led a storied career, including one of the founders of Chinese Stock Exchange system, Secretary General of Stock Exchange Executive Council, the chairman and Chief Executive Officer of China Venturetech Investment Corporation. Mr. Zhang graduated from Xian Jiaotong University (西安交通大學) in 1977 with a major in mechanical engineering. He was a UNESCO Scholar from 1981 to 1982 and a visiting scholar at Stanford University in 1983 and was then selected as a Eisenhower Fellow in 1987. In 1994, he studied in Advanced Management Program ("AMP") at Harvard Business School. At present, Mr. Zhang is a non-executive director of China Financial Services Holdings Limited (stock code: 0605).

Mr. GAO Feng, aged 46, was appointed as the vice chairman and an executive director of the Company on 18 June 2009. He has extensive management experience in particular for PRC businesses for over 15 years, and has served various important roles in a couple of listed companies and sizable financial institutions. Mr. Gao was the former president of North America for I.N.C. Financial Organization Ltd. and the former president of Asia-Pacific for Morgan Funding Organization. Mr. Gao holds a master's degree in business administration from Keuka College in New York.

Mr. CHIU Sui Keung, aged 49, was appointed as the chief executive officer and an executive director of the Company on 20 April 2009. Mr. Chiu has over 21 years' experience in the financial industry and accounting field. He has possessed extensive experience in corporate finance including initial public offerings, takeovers, mergers and acquisitions, fund raising and corporate advisory. Mr. Chiu graduated with a Bachelor's Degree in Commerce from the University of Melbourne, Australia and has obtained a Master's Degree in Applied Finance from Macquarie University in Sydney, Australia. He has also obtained a Diploma in Practices in Chinese Laws and Regulations Affecting Foreign Businesses jointly organized by Southwest University of Political Science and Law, the PRC and the Hong Kong Management Association. At present Mr. Chiu is an independent non-executive director of King Stone Energy Group Limited (stock code: 0663).

執行董事

張曉彬先生，63歲，於二零一五年九月二十二日獲委任為本公司主席兼執行董事。彼擁有逾三十年的投資及金融服務領域經驗。於二零一零年至二零一五年期間，彼曾任摩根大通董事總經理及中國區高級顧問。彼在中國推動摩根大通運營權擴張時，利用其對中國資本市場的深厚了解及知識與高級管理團隊緊密合作。於二零一二年至二零一五年期間，彼擔任中國最大的融資擔保公司中合中小企業融資擔保股份有限公司（摩根大通與中國進出口銀行及其他環球機構成立的合資企業）的監事會主席。於二零一零年加入摩根大通中國擔任董事總經理及中國區高級顧問之前，張先生曾擔任多項重要領導職務，包括中國證券交易系統創始人之一、證券聯合辦公室秘書長、中國新技術創業投資公司主席及首席執行官。張先生於一九七七年畢業於西安交通大學，主修機械工程。從一九八一年至一九八二年，他是聯合國教科文組織學者，於一九八三年擔任斯坦福大學訪問學者，此後於一九八七年入選艾森豪威爾學者。一九九四年，彼於美國哈佛大學商學院學習高級管理課程。目前，張先生是中國金融投資管理有限公司（股份代號：0605）之非執行董事。

高峰先生，46歲，於二零零九年六月十八日獲委任為本公司副主席及執行董事。他擁有豐富管理經驗逾十五年（對中國業務尤其熟悉），並在多個上市公司及規模龐大之財務機構擔任若干重要職務。高先生曾為美國摩根家族金融財團之北美地區前總裁及摩根基金組織之亞太區前總裁。高先生持有紐約庫克大學工商管理碩士學位。

趙瑞強先生，49歲，於二零零九年四月二十日獲委任為本公司行政總裁及執行董事。趙先生於金融業及會計界具有二十一年以上經驗，並於企業融資方面擁有豐富經驗，包括首次公開發售、收購、併購、集資及企業諮詢。趙先生畢業於澳洲墨爾本大學，持有商學士學位，並於澳洲悉尼麥格里大學取得應用金融碩士學位，另外取得由中國西南政法大學及香港管理專業協會合辦的影響外地商務之中國法律及法規實務文憑。目前，趙先生是金山能源集團有限公司（股份代號：0663）之獨立非執行董事。

Directors & Senior Management Profiles

董事及高級管理層簡介

NON-EXECUTIVE DIRECTOR

Ms. GENG Ying, aged 76, was appointed as the chairman and an executive director of the Company on 1 August 2009. She has 12 years experience in mining industry and over 25 years experience in commercial business in the PRC and overseas. After her graduation from 地質學院中專 (Geological Institute of Vocational Studies) in the PRC in 1961, Ms. Geng joined Beijing Geological Team. Equipped with extensive knowledge in geology, Ms. Geng had been exploring mines for ten years and gained extensive experience in mining and resources industries. Subsequently, she was transferred to work at 北京制藥研究所 (Beijing Institute of Pharmaceutical) and 北京腫瘤醫院 (Beijing Tumor Hospital). Ms. Geng was educated in 北京中醫學院 (School of Chinese Medicine of Beijing) and became a healthcare doctor after attaining medical postgraduate qualification. Ms. Geng started her businesses in the PRC in late 1984, and she went to the United States of America (“USA”) in 1986 for further development. She was the chairman of Hely Development Corporation in California, USA. Ms. Geng successfully acquired two manufacturing plants in Malaysia during the years from 1992 to 2001. Ms. Geng has gained over 21 years experience in commercial business in the PRC and overseas. Ms. Geng has all round talents and is a painter. Ms. Geng is also the chairman and the secretary general of the China Cultural Heritage Foundation, and she held public offices in the United Nations. Ms. Geng’s father was one of the veterans of the Communist Party of the PRC, who was a principal leader in military, diplomatic and political fields of the PRC. Ms. Geng and her family have extensive and profound networks in political and economic fields in the PRC and overseas.

Mr. SHAO Zili, aged 56, was appointed as the non-executive director of the Company on 22 September 2015. He is a highly accomplished lawyer and investment banker with extensive professional experience. He previously held positions as the chairman and CEO of J.P. Morgan China and Vice Chairman of J.P. Morgan Asia Pacific until early 2015. Prior to joining J.P. Morgan, Mr. Shao worked for CITIC Group during 1980’s. He was the China Managing Partner and the Asia Managing Partner of Linklaters, a leading international law firm. He was also a member of Linklaters’ Global Executive Committee. Mr. Shao graduated from China University of Political Science Law (中國政法大學) and the University of Melbourne.

Mr. LI Du, aged 35, was appointed as the non-executive director of the Company on 22 September 2015. He has been involved in investment in internet financing and e-commerce businesses. Mr. Li worked as a Senior Project Manager for the Investment Department before taking up the position of Innovation and Development Department’s General Manager Assistant in China Development Bank Securities Company Limited between 2010 and 2012. Prior to that, he was an Assistant Manager for the M&A, Equity and Capital Markets Division in ABN AMRO Bank N.V., Hong Kong and a Financial Analyst of Corporate Finance Department in Meiya Power Company Limited, now known as CGN New Energy Holdings Co., Ltd. (Stock Code: 1811). Mr. Li graduated from University of Toronto with a bachelor’s degree in business in 2004 and obtained the MBA awarded by the China Europe International Business School (中歐國際工商管理學院).

非執行董事

耿璧女士，76歲，於二零零九年八月一日獲委任為本公司主席兼執行董事。彼擁有十二年礦業經驗及逾二十五年的國內外營商經驗。一九六一年於國內地質學院中專畢業後，耿女士加入北京地質隊。憑藉其豐富的地質學知識基礎，耿女士勘探礦山資源已達十年，累積了豐富的資源礦業經驗。隨後，耿女士先後被調任至北京制藥研究所及北京腫瘤醫院工作。耿女士於北京中醫學院接受教育，在取得醫學研究生的學歷後任職保健醫生。一九八四年底，耿女士開始於國內營商，直至一九八六年前往美利堅合眾國（「美國」）發展，耿女士曾任美國加州Hely Development Corporation董事長。一九九二年至二零零一年期間，耿女士成功收購馬來西亞兩家製造廠，耿女士累積逾二十一年的國內外營商經驗。博學多才的耿女士還是一代女畫家，耿女士現任中國華夏文化遺產基金會理事長兼秘書長，亦曾擔任聯合國公職。耿女士的父親歷任中國軍事、外交及政治等領域的主要領導人，為中國共產黨元老之一，耿女士及其家族在國內外均擁有廣博而深遠的政經人脈網絡。

邵子力先生，56歲，於二零一五年九月二十二日獲委任為本公司非執行董事。彼是頗具建樹的律師及投資銀行家，擁有廣泛的專業經驗。彼曾任摩根大通中國主席及首席執行官以及摩根大通亞太區副主席直至二零一五年初止。於加入摩根大通之前，邵先生於一九八零年代任職於中信集團。彼曾是國際知名律師事務所年利達的中國管理合夥人，此後升任亞洲管理合夥人。彼亦是年利達全球執行委員會成員。邵先生畢業於中國政法大學及墨爾本大學。

李度先生，35歲，於二零一五年九月二十二日獲委任為本公司非執行董事。他一直參與互聯網融資及電子商務業務的投資。李先生於二零一零年至二零一二年之間在擔任國開證券有限公司創新及發展部總經理助理一職之前曾任投資部高級項目經理。此前，彼曾任荷蘭銀行香港分行併購、股權及資本市場部助理經理以及曾任美亞電力有限公司（現稱中國廣核新能源控股有限公司（股份代號：1811））企業融資部財務分析師。李先生於二零零四年畢業於多倫多大學，獲商業學士學位以及獲中歐國際工商管理學院授予工商管理碩士學位。

Directors & Senior Management Profiles

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Williamson, aged 42, was appointed as an independent non-executive director of the Company on 1 January 2011. Mr. Lam is a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of the CPA (Australia). He holds a Bachelor of Business Degree from Monash University, Australia and a Master of Professional Accounting Degree from the Hong Kong Polytechnic University. Mr. Lam had held directorships and senior finance positions in various listed companies in Hong Kong.

Mr. CHENG Wing Keung, Raymond, aged 56, was appointed as an independent non-executive director of the Company on 25 August 2007. Mr. Cheng is a solicitor practicing in Hong Kong and has over 25 years of experience in corporate, company secretarial and listing affairs. He is an associate member of The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Company Secretaries in Hong Kong. He holds a degree in laws in the University of London and a Master Degree in Business Administration in the University of Strathclyde, Scotland. At present, he is an independent non-executive director in one listed company in Hong Kong: Skyfame Realty (Holdings) Limited (stock code: 0059).

Mr. WONG Hoi Kuen, aged 56, was appointed as an independent non-executive director of the Company on 9 May 2011. Mr. Wong is a practising certified public accountant in Hong Kong and a chartered accountant in the United Kingdom. Mr. Wong is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Wong has been an independent non-executive director, chairman of audit committee and a member of remuneration committee of China Gamma Group Limited (stock code: 164) since 13 February 2006.

Dr. LAM Lee G., aged 56, was appointed as independent non-executive director of the Company on 18 November 2015. Dr. Lam has over 30 years of international experience in general management, strategy consulting, corporate governance, investment banking, direct investment and fund management, and also serves on the board of directors, the investment committee and the advisory committee of a number of publicly-listed companies, investment funds and NGOs in the Asia Pacific region. A former member of the Hong Kong Bar, Dr. Lam is a Solicitor of the High Court of Hong Kong and an Honorary Fellow of CPA Australia.

獨立非執行董事

林全智先生，42歲，於二零一一年一月一日獲委任為本公司獨立非執行董事。林先生為香港會計師公會之資深會員及澳洲會計師公會之會員。彼持有澳洲蒙納殊大學商學士學位及香港理工大學專業會計學碩士學位。林先生曾於香港多間上市公司擔任董事及高級財務職位。

鄭永強先生，56歲，於二零零七年八月二十五日獲委任為本公司之獨立非執行董事。鄭先生為香港執業律師，於企業、公司秘書及上市事務方面累積逾二十五年經驗。彼為英國特許秘書及行政人員公會及香港特許秘書公會會員。彼持有倫敦大學法律學位及蘇格蘭 University of Strathclyde 工商管理碩士學位。目前，彼亦為一間香港上市公司：天譽置業(控股)有限公司(股份代號：0059)之獨立非執行董事。

黃海權先生，56歲，於二零一一年五月九日獲委任為本公司獨立非執行董事。黃先生為香港執業會計師及英國特許會計師。黃先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員及英格蘭及威爾斯特許公認會計師公會會員。黃先生由二零零六年二月十三日起擔任中國伽瑪集團有限公司(股份代號：164)之獨立非執行董事、審核委員會主席及薪酬委員會成員。

林家禮博士，現年56歲，於二零一五年十一月十八日加入本公司成為獨立非執行董事。林博士擁有電訊／傳媒／技術(TMT)、消費品／保健、基建／房地產、能源／資源及金融服務行業之跨國企業管理、策略顧問、公司管治、投資銀行、直接投資及基金管理經驗。彼現擔任亞太區數家上市公司及投資基金之獨立或非執行董事職務。林博士亦為香港高等法院律師(及前大律師)、澳洲會計師公會榮譽資深會員。

Directors & Senior Management Profiles

董事及高級管理層簡介

Dr. Lam is an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Mei Ah Entertainment Group Limited (Stock Code: 391), Vongroup Limited (Stock Code: 318), and Glorious Sun Enterprises Limited (Stock Code: 393); and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188) and China LNG Group Limited (Stock Code: 931), the shares of all of which are listed on the Stock Exchange. He is an independent non-executive director of each of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA), Rowsley Limited (Stock Code: A50) and Top Global Limited (Stock Code: 519), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is also an independent director of Sunwah International Limited (Stock Code: TSX SWH) whose shares are listed on the Toronto Stock Exchange; an independent non-executive director of Vietnam Equity Holding (Stock Code: 3MS) and Vietnam Property Holding (Stock Code: 3MT), the shares of all of which are listed on the Stuttgart Stock Exchange; and an independent non-executive director of Coalbank Limited (Stock Code: ASX CBQ), the shares of which are listed on the Australian Securities Exchange.

Dr. Lam was non-executive director of China Communication Telecom Services Company Limited (Stock Code: 8206), ZH International Holdings Limited (formerly known as Heng Fai Enterprises Limited) (Stock Code: 185) and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited) (Stock Code: 620) and he was also an independent non-executive director of China Oceanwide Holdings Limited (formerly known as Hutchison Harbour Ring Limited) (Stock Code: 715), Far East Holdings International Limited (Stock Code: 36), Ruifeng Petroleum Chemical Holdings Limited (Stock Code: 8096), Mingyuan Medicare Development Company Limited (Stock Code: 233) and Imagi International Holdings Limited (Stock Code: 585), the shares of all of which are listed on the Stock Exchange; and an independent non-executive director of Next-Generation Satellite Communications Limited (Stock Code: B07) whose shares are listed on the Singapore Exchange.

COMPANY SECRETARY

Mr. CHOW Chi Fai, aged 45, who was appointed as the company secretary of the Company on 29 December 2008 and possess over 21 years of experience in accounting and finance field. Mr. Chow holds a bachelor's degree in Accountancy from the University of South Australia and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow has been an independent non-executive director, chairman of audit committee, remuneration committee and member of nomination committee of Wealth Glory Holdings Limited (Stock code: 8269) since 11 September 2013.

林博士目前擔任資本策略地產有限公司(公司代號: 497)、美亞娛樂資訊集團有限公司(公司代號: 391)、黃河實業有限公司(公司代號: 318)及旭日企業有限公司(公司代號: 393)之獨立非執行董事並為新華匯富金融控股有限公司(公司代號: 188)及中國天然氣集團有限公司之非執行董事(公司代號: 931), 上述各公司之股份均於聯交所上市。彼現為Asia-Pacific Strategic Investments Limited(公司代號: 5RA)、Rowsley Limited(公司代號: A50)及Top Global Limited(公司代號: 519)之獨立非執行董事, 上述各公司之股份均於新加坡證券交易所上市。林博士亦為Sunwah International Limited(公司代號: TSX SWH)之獨立董事, 而該公司之股份於多倫多證券交易所上市; Vietnam Equity Holding(公司代號: 3MS)及Vietnam Property Holding(公司代號: 3MT)之獨立非執行董事, 而該兩家公司之股份均於斯圖加特證券交易所上市; 及Coalbank Limited(公司代號: ASX CBQ)之獨立非執行董事, 而該公司之股份於澳洲證券交易所上市。

林博士曾任神通電信服務有限公司(公司代號: 8206)、正恒國際控股有限公司(前稱恒輝企業控股有限公司)(公司代號: 185)及大唐西市絲路投資控股有限公司(前稱太元集團有限公司)(公司代號: 620)之非執行董事; 彼亦曾為中泛控股有限公司(前稱和記港陸有限公司)(公司代號: 715)、遠東控股國際有限公司(公司代號: 36)、瑞豐石化控股有限公司(公司代號: 8096)、銘源醫療發展有限公司(公司代號: 233)及意馬國際控股有限公司(公司代號: 585)之獨立非執行董事, 而上述各公司之股份均於聯交所上市。林博士曾任Next-Generation Satellite Communications Limited(公司代號: B07)之獨立非執行董事, 而該公司之股份於新加坡證券交易所上市。

公司秘書

周志輝先生, 45歲, 於二零零八年十二月二十九日獲委任為本公司之公司秘書, 並於會計及財務領域擁有超過二十一年經驗。周先生持有澳洲南澳大學頒發之會計學學士學位, 並為香港會計師公會會員。周先生自二零一三年九月十一日起擔任富譽控股有限公司(股份代號: 8269)之獨立非執行董事、審核委員會及薪酬委員會主席及提名委員會成員。

Directors & Senior Management Profiles

董事及高級管理層簡介

SENIOR MANAGEMENT

Mr. LIU Gang was appointed as president of the china region of the Company on 1 May 2014, and also served as chairman and president of Multi Century Energy Technology Co., Ltd. (“MCT”). Mr. Liu Gang has over 20 years experience in large-scale project management in the PRC and overseas, and maintains long term cooperative relationship with large state-owned enterprises, corporations and global 500 companies such as CNPC, Geological Survey of China, 礦務局(Mining Affairs Bureau), etc., and has also participated in the cooperation and management of state’s key projects such as the “China West-East Gas Pipeline Project”, “Lanzhou-Zhengzhou-Changsha Refined Oil Pipeline Project” and “Mohe-Daqing Crude Oil Pipeline Project”, as well as participation in the “Sudan National Electric Grid Project for the Merowe Dam” and “Equatorial Guinea National Electric Grid Reformation Project”. In addition, Mr. Liu has extensive management experience in mining resources and energy investment industries in the PRC and overseas, and has participated in mining resources projects in Pakistan, invested and managed large-scale copper, iron and coal mining projects in the PRC, as well as operation work in energy projects such as the exploring and exploiting of natural gas and coalbed methane.

Since establishing MCT in 2014, Mr. Liu Gang has commenced the operation work for the exploration and integrated utilization of CBM in Hegang and Jixi, Heilongjiang Province. Mr. Liu Gang established strategic cooperative relationship with several global 500 enterprises in the industry to jointly explore the CBM market in the PRC, and introduced world class CBM stimulation equipments and technology. The exploration work for the production test well in Hegang, Heilongjiang Province was successfully undertaken in 2015.

高級管理層

劉剛先生於二零一四年五月一日委任本公司中國區總裁，亦兼任創紀杰仕能源科技有限公司（「創紀杰仕」）董事長及總裁。劉剛先生擁有20年以上國內外大型項目管理經驗，與中石油、地質局、礦務局等大型國企、機構及國際500強企業有著長期合作夥伴關係，曾參與「中國西氣東輸項目」、「蘭鄭長成品油輸送管線項目」、「天然氣管道漠大線項目」等國家重點項目的合作與管理。亦參與過「蘇丹麥洛維國家電網項目」、「赤道幾內亞國家電網改造項目」。同時，劉先生亦在國內外礦產資源、能源行業投資具備豐富的管理經驗，曾參與巴基斯坦礦產資源項目，國內大型銅礦、鐵礦、煤礦項目投資及管理工作，參與並經營天然氣勘探開發、煤層氣勘探開發等能源項目。

劉剛先生自二零一四年組建創紀杰仕，先後在黑龍江省鶴崗市、雞西市開展煤層氣勘探開發綜合利用項目運營工作。劉剛先生同業內多家世界500強企業建立戰略合作關係，共同開拓國內煤層氣市場，並引進世界先進的煤層氣增產設備及技術，於二零一五年在黑龍江省鶴崗市成功進行生產試驗井的開發工作。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensuring high standards of corporate governance through the establishment and adoption of good practices and procedures which are in the best interests of the Company and its shareholders. The principles of corporate governance adopted by the Company enhance board practices, internal controls, transparency and accountability to the Company's shareholders.

During the year ended 31 March 2016, the Company had applied and complied with all code provisions of the Corporate Governance Code (the "CG Code") as set out in the Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The board of directors (the "Board") has updated or established various policies and procedures and the committees have updated their terms of reference in compliance with the CG Code.

The Board has taken up the corporate governance function stipulated in the CG Code and has included such function in its terms of reference. The Board has reviewed the compliance status of the Company with the CG Code.

The Board will review the CG Code from time to time and shall make necessary arrangements when the Board considers appropriate.

We have summarised the CG Code adopted by the Company during the year ended 31 March 2016 as below:

THE BOARD OF DIRECTORS (THE "BOARD")

As at the date of this report, the Board comprises a total of ten directors, including three executive directors, three non-executive directors and four INEDs. Two of the INEDs have the relevant accounting and related financial management expertise as required by the Listing Rules. The names of the directors by category are as follows:

Executive directors

Mr. Zhang Xiaobin (Chairman) (Appointed on 22 September 2015)

Mr. Gao Feng (Vice-Chairman)

Mr. Chiu Sui Keung (Chief Executive Officer)

Non-executive directors

Ms. Geng Ying (Honorable Chairman) (Re-designated from executive director to non-executive director on 22 September 2015)

Mr. Shao Zili (Appointed on 22 September 2015)

Mr. Li Du (Appointed on 22 September 2015)

Mr. Wang Xihua (Resigned on 22 September 2015)

Independent non-executive directors

Mr. Cheng Wing Keung, Raymond

Mr. Lam Williamson

Mr. Wong Hoi Kuen

Dr. Lam Lee G. (Appointed on 18 November 2015)

Biographical details of each director are set out under the Directors and Senior Management Profiles section on pages 13 to 17 of this annual report.

企業管治常規

本公司承諾透過制定及採納符合本公司及其股東最佳利益之良好常規及程序，以確保達致高水平之企業管治。本公司所採納之企業管治原則有助加強董事會常規、內部監控、對本公司股東之透明度及問責。

於截至二零一六年三月三十一日止年度，本公司已應用及遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有守則條文。董事會（「董事會」）已更新既有之多項政策及程序，而各委員會已更新彼等之職權範圍，以遵守企業管治守則。

董事會已採納企業管治守則所規定之企業管治職能，並於其職權範圍內納入有關職能。董事會已檢討本公司遵守企業管治守則之情況。

董事會將不時檢討企業管治守則，並於董事會認為適當時作出必要安排。

吾等已於下文概述本公司於截至二零一六年三月三十一日止年度內所採納之企業管治守則：

董事會（「董事會」）

於本報告日期，董事會共由十名董事組成，包括三名執行董事、三名非執行董事及四名獨立非執行董事。其中兩名獨立非執行董事擁有上市規則所規定之有關會計及相關財務管理專長。茲按類別列出董事之姓名如下：

執行董事

張曉彬先生（主席）

（於二零一五年九月二十二日獲委任）

高峰先生（副主席）

趙瑞強先生（行政總裁）

非執行董事

耿瑩女士（榮譽主席）（於二零一五年九月二十二日由執行董事調任至非執行董事）

邵子力先生（於二零一五年九月二十二日獲委任）

李度先生（於二零一五年九月二十二日獲委任）

王西華先生（於二零一五年九月二十二日辭任）

獨立非執行董事

鄭永強先生

林全智先生

黃海權先生

林家禮博士（於二零一五年十一月十八日獲委任）

各位董事之履歷詳情載於本年報第13至第17頁之董事及高級管理層簡介一節。

Corporate Governance Report

企業管治報告

Each of the executive directors has respectively entered into a service agreement with the Company for an initial term of three years but is subject to retirement by rotation and is eligible for re-election.

All of the independent non-executive directors and non-executive director have no fixed term of appointment, but are subject to retirement by rotation and is eligible for re-election.

None of the directors has any financial, business, family or other material or relevant relationships among members of the Board.

The Company has received confirmation from each of the INEDs about his independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independence rules and continues to consider each of them to be independent.

The Board, as led by the Chairman and the Vice Chairman, is collectively responsible for the set up of the Group's overall strategies, operating and financial policies, approval of annual budgets and business plans, evaluation of the performance of the Company's business, and oversight of the management team. The management team is responsible for the day-to-day operations of the Group under the supervision of the Managing Director.

CONTINUOUS TRAINING AND DEVELOPMENT FOR DIRECTORS

The directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide a comprehensive induction package covering the summary of the responsibilities and legal obligations of a director of a Hong Kong listed company, the Company's constitutional documents and the Guides on Directors' Duties issued by the Companies Registry to each newly appointed director to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements.

The company secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the directors with written materials, and the legal advisers of the Company prepare and provide the directors with detailed interpretations and analysis on the revised contents for them to understand the latest developments in a timely and accurate manner and to perform their duties in accordance with relevant laws and regulatory requirements.

During the year, all directors were provided with regular updates on the Group's business and operations. The Company has arranged for the directors to update the Directors on the amendments on the Listing Rules and guidelines on disclosure of insider information and connected transactions.

各執行董事已與本公司訂立服務合約，初步為期三年，惟須輪席告退並符合資格膺選連任。

所有獨立非執行董事及非執行董事均並無固定任期，惟須輪席告退並符合資格膺選連任。

概無董事與其他董事會成員有任何財務、業務、家族或其他重大或相關關係。

本公司已收到各獨立非執行董事根據上市規則第3.13條作出關於其獨立性之確認書。本公司認為所有獨立非執行董事均符合獨立性規則，並繼續認為彼等各自由為獨立人士。

在主席及副主席之領導下，董事會共同負責制定本集團之整體策略、經營及財務政策、審批年度預算與業務計劃、評估本公司之業務表現以及監督管理層團隊。管理層團隊在董事總經理之監督下負責本集團之日常經營業務。

董事的持續培訓及發展

本公司鼓勵董事參與持續專業發展，發展並更新彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，涵蓋香港上市公司董事之職責及法律責任概要、本公司之組織章程文件以及香港公司註冊處發出的董事責任指引，確保有關董事充份知悉其於上市規則及其他監管規定下的職責及責任。

公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供相關書面資料，並由公司律師就修訂內容製作了詳盡的解讀分析並提供給董事，以便於董事及時準確地瞭解最新事態發展，並按相關法律及監管規定履職。

年內，全體董事定期獲提供有關本集團業務及營運之更新資料。本公司已安排為董事提供上市規則修訂之更新資料及內幕消息及關連交易披露指引。

Corporate Governance Report

企業管治報告

PERMITTED INDEMNITY PROVISIONS

At no time during the financial year and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit at any of the directors of the company (whether made by the company or otherwise) or an associated company (if made by the company).

The Company has taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover the certain legal actions brought against its directors and officers.

CHAIRMAN, VICE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman, Vice Chairman and the Chief Executive Officer are held by separate individuals with a view to maintaining an effective segregation of duties regarding the management of the Board and the day-to-day management of the Group's businesses.

The Chairman and the Vice Chairman lead the Board and oversees the functioning of the Board to ensure that the Board acts in the best interests of the Company and its shareholders, and Board meetings are planned and conducted effectively. The Chairman is primarily responsible for the approval of the agenda prepared by the Company Secretary for each Board meeting, and taking into account, where appropriate, matters proposed by members of the Board and including them in the agenda. With the support of the Vice Chairman, other executive directors and the Company Secretary, the Chairman seeks to ensure that all directors are properly briefed on issues arising at Board meetings and receive sufficient and reliable information in a timely manner before the Board meetings. The Chairman and the Vice Chairman also actively encourage directors to engage in the Board's affairs and make contribution to the Board's decisions.

The Chief Executive Officer is responsible for the day-to-day management of the Group's businesses, the formation and implementation of operating and financial policies among the Group and accountability to the Board for all the Group's operations. The Chief Executive Officer together with the management team ensure that the Company's business plans are consistent with the strategies and objectives established by the Board. In addition, the Chief Executive Officer ensures that the Company meets its funding requirements and closely monitors the operating and financial results against the Company's business plans and budgets, and takes remedial actions if necessary. The Chief Executive Officer is also responsible for the establishment and maintenance of an effective management team to assist him in the day-to-day management of the Group's businesses.

獲准許的彌償條文

在財政年度內及直至董事會報告日期止任何時間，均未曾有或現有生效的任何獲准許彌償條文惠及本公司的董事（不論是否由本公司或其他訂立）或聯營公司的任何董事（如由本公司訂立）。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

主席、副主席及行政總裁

主席、副主席及行政總裁之職務由不同人士擔任，以便有關董事會管理與本集團業務日常管理之職責得到有效分配。

主席及副主席領導董事會及監督董事會之職能，以確保董事會按符合本公司及其股東之最佳利益行事，並有效籌劃及進行董事會會議。主席主要負責審批公司秘書為每次董事會會議準備之議程，並考慮（如適用）董事會成員提呈之事項並將其納入會議議程。在副主席、其他執行董事及公司秘書之支持下，主席致力確保所有董事就於董事會會議上提出之事項得到適當說明，並於董事會會議前及時獲得充份而可靠之資料。主席及副主席亦積極鼓勵董事參與董事會事務，為董事會之決策作出貢獻。

行政總裁負責本集團業務之日常管理、制定及執行本集團之經營及財務政策，並就本集團之所有經營業務對董事會負責。行政總裁及管理層團隊確保本公司之業務計劃與董事會制定之策略及目標一致。另外，行政總裁確保本公司可應付其資金需求及以本公司業務計劃及預算密切監察其經營及財務業績，並於必要時採取補救措施。行政總裁亦負責建立及維護一支有效的管理層團隊，以協助其進行本集團業務之日常管理。

BOARD PRACTICES

Regular Board meetings are scheduled in advance to give all directors an opportunity to attend in person. Seven regular Board meetings had been held during the year ended 31 March 2016. Each of the directors has full access to information of the Company and has access to the advice and services of the Company Secretary in respect of compliance with board procedures and all applicable rules and regulations. Each of the directors may also take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures. The minutes of the Board are prepared by the Company Secretary with details of the matters considered by the Board and decisions reached, including any concerns raised by the members of the Board or dissenting views expressed.

The Board held eleven Board Meetings and two General Meetings during the year ended 31 March 2016 and the attendance record of each member of the Board is set out below:

		Attendance of Board Meetings 董事會會議出席次數	Attendance of General Meeting 股東大會出席次數
Executive directors			
Mr. Zhang Xiaobin (Chairman) (Appointed on 22 September 2015)	執行董事 張曉彬先生 (主席) (於二零一五年九月二十二日獲委任)	6/6	N/A不適用
Mr. Gao Feng (Vice-Chairman)	高峰先生 (副主席)	9/11	1/2
Mr. Chiu Sui Keung (Chief Executive Officer)	趙瑞強先生 (行政總裁)	11/11	2/2
Non-executive directors			
Ms. Geng Ying (Honorable Chairman) (Re-designated from executive director to non-executive director on 22 September 2015)	非執行董事 耿瑩女士 (榮譽主席) (於二零一五年九月二十二日 由執行董事調任至非執行董事)	5/11	0/2
Mr. Shao Zili (Appointed on 22 September 2015)	邵子力先生 (於二零一五年九月二十二日獲委任)	6/6	N/A不適用
Mr. Li Du (Appointed on 22 September 2015)	李度先生 (於二零一五年九月二十二日獲委任)	5/6	N/A不適用
Mr. Wang Xihua (Resigned on 22 September 2015)	王西華先生 (於二零一五年九月二十二日辭任)	4/4	2/2
Independent non-executive directors			
Mr. Cheng Wing Keung, Raymond	獨立非執行董事 鄭永強先生	10/11	1/2
Mr. Lam Williamson	林全智先生	10/11	2/2
Mr. Wong Hoi Kuen	黃海權先生	10/11	2/2
Dr. Lam Lee G. (Appointed on 18 November 2015)	林家禮博士 (於二零一五年十一月十八日獲委任)	3/3	N/A不適用

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

In accordance with article 86(3) of the Articles, any director appointed by the Board to fill a casual vacancy should be subject to election by Shareholders at the first general meeting of the Company. In accordance with articles 87(1) of the Articles, every director (including those appointed for a specific term or holding office as Chairman of the Board or the Managing Director of the Company) shall be subject to retirement by rotation at least once every three years.

Under the CG Code, non-executive directors should be appointed for specific terms, subject to re-election. Currently, the independent non-executive Directors have no set term of office but are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's articles of association.

董事會常規

董事會常規會議乃預先安排，好讓所有董事均有機會親自出席。於截至二零一六年三月三十一日止年度內舉行了七次董事會常規會議。各董事可索取本公司之一切資料，並可就遵守董事會程序及所有適用規則及規例請公司秘書提供意見及服務。各董事亦可按照所需及根據既定程序尋求獨立專業意見，有關支出由本公司承擔。載有董事會所考慮之事宜及所達致之決定（包括董事會成員提出之任何關注事項或表達之不同看法）之董事會會議紀錄由公司秘書備存。

董事會於截至二零一六年三月三十一日止年度內舉行了十一次董事會會議及兩次股東大會，董事會各位成員之出席記錄如下：

		Attendance of Board Meetings 董事會會議出席次數	Attendance of General Meeting 股東大會出席次數
Executive directors			
Mr. Zhang Xiaobin (Chairman) (Appointed on 22 September 2015)	執行董事 張曉彬先生 (主席) (於二零一五年九月二十二日獲委任)	6/6	N/A不適用
Mr. Gao Feng (Vice-Chairman)	高峰先生 (副主席)	9/11	1/2
Mr. Chiu Sui Keung (Chief Executive Officer)	趙瑞強先生 (行政總裁)	11/11	2/2
Non-executive directors			
Ms. Geng Ying (Honorable Chairman) (Re-designated from executive director to non-executive director on 22 September 2015)	非執行董事 耿瑩女士 (榮譽主席) (於二零一五年九月二十二日 由執行董事調任至非執行董事)	5/11	0/2
Mr. Shao Zili (Appointed on 22 September 2015)	邵子力先生 (於二零一五年九月二十二日獲委任)	6/6	N/A不適用
Mr. Li Du (Appointed on 22 September 2015)	李度先生 (於二零一五年九月二十二日獲委任)	5/6	N/A不適用
Mr. Wang Xihua (Resigned on 22 September 2015)	王西華先生 (於二零一五年九月二十二日辭任)	4/4	2/2
Independent non-executive directors			
Mr. Cheng Wing Keung, Raymond	獨立非執行董事 鄭永強先生	10/11	1/2
Mr. Lam Williamson	林全智先生	10/11	2/2
Mr. Wong Hoi Kuen	黃海權先生	10/11	2/2
Dr. Lam Lee G. (Appointed on 18 November 2015)	林家禮博士 (於二零一五年十一月十八日獲委任)	3/3	N/A不適用

董事之委任、重選及免職

根據細則第86(3)條，董事會所委任以填補臨時空缺之任何董事應於隨後的本公司首次股東大會上接受股東選舉。根據細則第87(1)條，每位董事（包括獲委任一個指定任期或擔任董事會主席或本公司董事總經理職務者）須至少每三年輪值退任一次。

根據企業管治守則，非執行董事應獲委任指定任期（可予重選）。目前，獨立非執行董事並無設定任期，但須根據本公司之公司組織章程細則，於本公司之股東週年大會上輪值退任。

Corporate Governance Report

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS (THE "MODEL CODE")

The Company adopted a code of conduct regarding directors' securities transactions as set out in the Model Code in Appendix 10 of the Listing Rules on the terms no less exacting than the required standard set out in the Model Code throughout the year ended 31 March 2016. After having made specific enquiry to all directors of the Company, the directors are of the opinion that they have complied with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the year ended 31 March 2016.

ACCOUNTABILITY

The following statement, which sets out the responsibilities of the directors in relation to the financial statements, should be read in conjunction with, but distinguished from, the Independent Auditors' Report on pages 47 to 48 of the annual report which acknowledges their reporting responsibilities as the external auditors of the Company:

(i) Annual and Interim Reports and Financial Statements

The directors acknowledge their responsibility to prepare the financial statements of the Company and of the Group for each financial year which gives a true and fair view of the state of affairs of the Company and of the Group as at the year end and of the Group's profit or loss and cash flow for the year then ended.

(ii) Accounting Policies

In preparing the financial statements for each financial year, the directors have selected appropriate accounting policies and apart from those new and amended accounting policies as disclosed in the notes to the financial statements, have applied them consistently with previous financial periods. Judgments and estimates have been made that are prudent and reasonable.

(iii) Accounting Records

The directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and applicable disclosure provisions of the Listing Rules.

(iv) Safeguarding Assets

The directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

(v) Going Concern

The directors, having made specific enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements of the Company and of the Group.

上市發行人董事進行證券交易的標準守則(「標準守則」)

本公司於截至二零一六年三月三十一日止年度內一直採納上市規則附錄十標準守則規定之董事進行證券交易之行為守則，其條款之嚴格程度不遜於標準守則所載之必守準則。經向本公司全體董事作出特定查詢後，各董事認為彼等於截至二零一六年三月三十一日止年度內一直遵守標準守則所載之必守準則及其有關董事進行證券交易之行為守則。

問責

下文陳述(載有董事有關財務報表之責任)應與年報第47至第48頁確認本公司外聘核數師呈報職責之獨立核數師報告書一併閱讀，但兩者應分別獨立理解：

(i) 年度及中期報告與財務報表

董事確認負責編製本公司及本集團於各財政年度之財務報表，而有關財務報表應真實及公平地反映本公司及本集團於年結日之財務狀況以及本集團於截至年結日止年度之盈虧及現金流量狀況。

(ii) 會計政策

於編製各財政年度之財務報表時，董事已選用適當之會計政策，並(除財務報表附註所披露之新訂及經修訂之會計政策外)採納與先前財政期間一致之會計政策。本公司已作出謹慎合理之判斷及估計。

(iii) 會計紀錄

董事有責任確保本集團存置會計紀錄，而該等紀錄可合理準確披露本集團之財務狀況，以及可根據香港會計師公會頒佈之香港財務報告準則、香港普遍採納之會計原則及香港公司條例之披露規定以及上市規則之適當披露條文編製財務報表。

(iv) 保護資產

董事有責任採取一切合理必要措施，以保護本集團之資產以及防範及查明欺詐和其他違規問題。

(v) 持續經營

經作出特定查詢後，董事認為本集團擁有充足資源以供在可見將來繼續經營業務，有鑒於此，採用持續經營基準編製本公司及本集團之財務報表實屬恰當。

BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established the following Board Committees to oversee particular aspects of the Company's affairs. A majority of the members of each of these Committees is INEDs. Each of the Audit, Remuneration and Nomination Committee is governed by its respective terms of reference.

AUDIT COMMITTEE

On 18 March 2002, the Board established an Audit Committee which currently comprises three INEDs, chaired by Mr. Lam Williamson and the other two members of the Committee are Mr. Cheng Wing Keung, Raymond and Mr. Wong Hoi Kuen.

The Audit Committee's major responsibilities include:

(i) *Relationship with external auditors*

- to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
- to develop and implement policy on engaging an external auditor to supply non-audit services;

(ii) *Review of financial information*

To monitor integrity of the Company's financial statements and annual report and accounts, interim report and, if prepared for publication reports, and to review significant financial reporting judgements contained in them.

(iii) *Oversight of the Company's financial reporting system, internal control and risk management systems*

- to review the Company's financial controls, internal control and risk management systems;
- to discuss the internal control system and risk management system with management to ensure that management has performed its duty to have an effective internal control system; and
- to consider major investigations findings on internal control and risk management matters as delegated by the Board.

The Committee's authority and duties are set out in written terms of reference which are publicly available on the website of the Group and the Stock Exchange.

董事委員會

作為良好企業管治不可或缺的一環，董事會已成立下列董事委員會，以監督本公司之各類具體事務。該等委員會之成員大多數為獨立非執行董事。審核、薪酬及提名委員會均受其本身之職權範圍所規管。

審核委員會

於二零零二年三月十八日，董事會成立審核委員會，目前由三名獨立非執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及黃海權先生。

審核委員會之主要職責包括：

(i) *與外部核數師之關係*

- 就外部核數師之聘任、重新聘任及解聘向董事會提供建議，批准外部核數師之薪酬及聘用條款，及處理任何有關外部核數師辭職或解聘的問題；
- 根據適用準則，評估及監控外部核數師是否獨立客觀及審核程序是否有效；及
- 就外聘核數師提供非核數服務制定政策，並予以執行；

(ii) *審閱財務資料*

監察本公司之財務報表以及年度報告及賬目、中期報告及(若擬刊發)季度報告之完整性，並審閱報表及報告所載有關財務申報之重大意見。

(iii) *監察本公司之財務報告制度、內部監控及風險管理制度*

- 檢討本公司之財務監控、內部監控及風險管理制度；
- 與管理人員討論內部監控系統及風險管理制度，以確保管理層已履行職責建立有效之內部監控系統；及
- 應董事會之委派，就有關內部監控及風險管理事宜之重要調查結果進行研究。

委員會之權力及職責載於書面職權範圍內，而書面職權範圍可於本集團及聯交所之網站上公開查閱。

Corporate Governance Report

企業管治報告

The Audit Committee held two meetings during the year ended 31 March 2016 and the attendance record of each Audit Committee member is set out below:

審核委員會已於截至二零一六年三月三十一日止年度內舉行兩次會議，各審核委員會成員之出席紀錄載列如下：

		Attendance of Audit Committee Meetings 審核委員會 會議出席次數
<hr/>		
Independent non-executive directors	獨立非執行董事	
Mr. Cheng Wing Keung, Raymond	鄭永強先生	2/2
Mr. Lam Williamson	林全智先生	2/2
Mr. Wong Hoi Kuen	黃海權先生	2/2

The major work performed by the Audit Committee during the year end 31 March 2016 is summarised below:

審核委員會於截至二零一六年三月三十一日止年度內履行之主要工作概述如下：

(i) Review of Financial Statements

(i) 審閱財務報表

The Audit Committee met and held discussions with the Group's external auditors and senior management, and reviewed the draft annual report and financial statements for the year ended 31 March 2016 and interim report and financial statements for the six months ended 30 September 2015 before making recommendations for the Board's approval. It reviewed and discussed the management's reports and representations with a view to ensuring that the Group's consolidated financial statements are prepared in accordance with the accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of Appendix 16 to the Listing Rules.

審核委員會與本集團之外聘核數師及高級管理層舉行會議及進行討論，並向董事會提出批准推薦建議前審閱截至二零一六年三月三十一日止年度之年報及財務報表以及截至二零一五年九月三十日止六個月之中期報告及財務報表之草稿。審核委員會審閱及討論管理層之報告及陳述，旨在確保本集團之綜合財務報表乃按照香港普遍採納之會計原則及上市規則附錄十六之適用披露規定編製。

(ii) Review of the Company's financial controls, risk management and internal control systems

(ii) 檢討本公司之財務監控、風險管理及內部監控系統

The Audit Committee reviewed the process by which the Group evaluated its control environment and its risk assessment process, and the way in which business and control risks were managed. It made recommendations to the Board about the effectiveness of internal control systems in the Group's business operations. These controls and systems allowed the Board to monitor the Company's overall financial position and to protect its assets.

審核委員會檢討本集團對其監控環境與風險管理之評估程序，以及對營運及監控風險之管理方式，並就本集團業務營運之內部監控系統之有效性向董事會提出推薦建議。該等監控及系統可讓董事會監察本公司之整體財務狀況及保護其資產。

REMUNERATION COMMITTEE

On 14 July 2006, the Board established a Remuneration Committee which currently comprises two INEDs and one executive director, chaired by Mr. Lam Williamson and the other two members of the Committee are Mr. Cheng Wing Keung, Raymond and Mr. Chiu Sui Keung.

The Remuneration Committee's major responsibilities include:

- (i) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management and establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to make recommendations to the Board on the remuneration packages to individual executive directors and senior management;
- (iii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (iv) to make recommendations to the Board of the remuneration of non-executive directors;
- (v) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and not excessive;
- (vi) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (vii) to ensure that no director or any of his associates is involved in deciding his own remuneration.

The Committee's authority and duties are set out in written terms of reference which are publicly available on the website of the Group and the Stock Exchange.

The Remuneration Committee held three meetings during the year ended 31 March 2016.

Directors 董事

Mr. Lam Williamson
Mr. Cheung Wing Keung, Raymond
Mr. Chiu Sui Keung

林全智先生
鄭永強先生
趙瑞強先生

薪酬委員會

於二零零六年七月十四日，董事會成立薪酬委員會，目前由兩名獨立非執行董事及一名執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及趙瑞強先生。

薪酬委員會的主要職責包括：

- (i) 就全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- (ii) 向董事會建議個別執行董事及高級管理人員的薪酬待遇；
- (iii) 透過參照董事會的公司目標，檢討及批准管理層的薪酬方案；
- (iv) 向董事會建議非執行董事的薪酬待遇；
- (v) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- (vi) 檢討及批准因董事行為失當而解雇或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能按有關合約條款釐定，有關賠償亦須合理適當；及
- (vii) 確保任何董事或其任何連絡人不得參與釐定他自己的薪酬。

委員會之權力及職責載於書面職權範圍內，而書面職權範圍可於本集團及聯交所之網站上公開查閱。

薪酬委員會於截至二零一六年三月三十一日止年度內舉行了三次會議。

Attendance of Remuneration Committee Meeting 薪酬委員會會議出席次數

Mr. Lam Williamson	林全智先生	3/3
Mr. Cheung Wing Keung, Raymond	鄭永強先生	3/3
Mr. Chiu Sui Keung	趙瑞強先生	3/3

Corporate Governance Report

企業管治報告

The remuneration of the members of the senior management by band for the year ended 31 March 2016 is set out below:

Remuneration bands 薪酬組別

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元
Over HK\$4,000,000	超過4,000,000港元

Further particulars regarding directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 11 to the financial statements.

NOMINATION COMMITTEE

On 14 July 2006, the Board established a Nomination Committee which currently comprises three INEDs, chaired by Mr. Cheng Wing Keung, Raymond and the other two members of the Committee are Mr. Lam Williamson and Mr. Wong Hoi Kuen.

The Nomination Committee's major responsibilities include:

- to review of the structure, size and composition of the Company's Board of Directors including, inter alia, the skills, knowledge, integrity, accomplishment and experience in the relevant industry;
- to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship;
- to assess the independence of independent non-executive directors; and
- to make recommendations to the Board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors.

The Committee's authority and duties are set out in written terms of reference which are publicly available on the website of the Group and the Stock Exchange.

The Nomination Committee held two meetings during the year ended 31 March 2016.

Directors 董事

Mr. Cheng Wing Keung	鄭永強先生
Mr. Lam Williamson	林全智先生
Mr. Wong Hoi Kuen	黃海權先生

截至二零一六年三月三十一日止年度高級管理層之薪酬組別如下：

Number of persons 人數

1
2
1
3
2

根據上市規則附錄16須就董事酬金以及五名最高薪酬僱員披露之進一步詳情載於財務報表附註11。

提名委員會

於二零零六年七月十四日，董事會成立提名委員會，現由三名獨立非執行董事組成，鄭永強先生為主席，而其餘兩名成員為林全智先生及黃海權先生。

提名委員會之主要職責包括：

- 檢討本公司董事會之架構、規模及組成，包括（但不限於）技能、學識、誠信、成就及於相關行業之經驗；
- 物色符合資格成為董事會成員之適當人選，並就挑選所提名人士擔任董事職務向董事會提供推薦意見；
- 評估獨立非執行董事之獨立性；及
- 就與委任或重新委任董事及董事繼任計劃有關之事宜向董事會提供推薦意見。

委員會之權力及職責載於書面職權範圍內，而書面職權範圍可於本集團及聯交所之網站上公開查閱。

提名委員會於截至二零一六年三月三十一日止年度內舉行了兩次會議。

Attendance of Nomination Committee Meeting 提名委員會會議出席次數

2/2
2/2
2/2

The Nomination Committee has reviewed and discussed: (1) the prevailing structure, size and composition of the Board; (2) the independence of the INEDs; and (3) nomination of directors for re-election at the forthcoming annual general meeting. The Nomination Committee has made recommendations to the Board.

In selecting a suitable candidate to become a member of the Board, the Nomination Committee will consider various criteria such as education, qualification, experience and reputation of such candidate.

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance functions are carried out by the Board pursuant to a set of written terms of reference adopted by the Board, which include:

- (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 the directors and senior management of the Group;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the directors; and
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

During the financial year, the Board reviewed the current changes to corporate government requirements of the Stock Exchange and current were practices.

INTERNAL CONTROL AND GROUP RISK MANAGEMENT

The Board has overall responsibilities for maintaining sound and effective internal control systems of the Group. The Group's systems of internal control include a defined management structure with limits of authority which is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposition, to ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and to ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

(i) Organisational Structure

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established.

提名委員會曾審閱及討論：(1)董事會之現行架構、規模及組成；(2)獨立非執行董事之獨立性；及(3)於應屆股東週年大會上提名有關重選之董事。提名委員會已向董事會提出建議。

於挑選合適候選人加入董事會時，提名委員會將考慮多項標準，例如該候選人之教育水平、資格、經驗及知名度等。

企業管治職能

董事會根據其所採納之書面職權範圍進行本公司企業管治職能，當中包括：

- (a) 制定及檢討本公司之企業管治政策及常規，並向董事會提供推薦意見；
- (b) 檢討及監察本集團董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察本公司有關遵守法例及規例規定之政策及常規；
- (d) 制定、檢討及監察本集團僱員及董事所適用之行為守則及遵守手冊（如有）；及
- (e) 檢討本公司遵守企業管治守則的情況及企業管治報告之披露。

於本財政年度，董事會檢討聯交所及現時最佳應用指引之企業管治規定之現時變動。

內部監控及集團風險管理

董事會須全面負責維持本集團穩建及有效之內部監控系統。本集團之內部監控系統包括界定管理架構及授權限制，以協助實現各項業務目標、保障資產免於未經授權挪用或處置，從而確保維護妥當之會計記錄以提供可靠之財務資料供內部使用或作發表之用，並確保遵守相關法例及規例。上述監控系統旨在合理（但並非絕對）保證並無重大錯誤陳述或損失，以及管理（而非消除）營運系統失誤及本集團未能達標之風險。

(i) 組織架構

本公司已建立一套訂明相關營運政策及程序、職責及權限之組織架構。

Corporate Governance Report

企業管治報告

(ii) Authority and Control

The relevant executive directors and senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments.

(iii) Budgetary Control and Financial Reporting

Proper controls are in place for the recording of complete, accurate and timely accounting and management information. Regular reviews and audits are carried out to ensure that the preparation of financial statements is carried out in accordance with generally accepted accounting principles, the Group's accounting policies and applicable laws and regulations.

(iv) Group Risk Management

The Group has developed and implemented risk mitigation strategies including the use of insurance to transfer the financial impact of risk upon directors and senior management.

The Board, has reviewed the effectiveness of the Company's system of internal control over financial, operational and compliance issues for the year 2016 and concluded that the Company has set up a sound control environment and necessary control mechanism to monitor and correct non-compliance. The Board is satisfied that the Company in 2016 fully complied with the provisions on internal controls as set out in the CG Code.

INTERNAL AUDIT

The Internal Audit Team has been established on 15 June 2016 which plays an important role in the Group's internal control framework with an aim to provide objective assurance to the Audit Committee and the Board that a sound internal control system is maintained and operated and that the risks associated with the achievement of business objectives are being managed properly. The Internal Audit Team reports directly to the Audit Committee and the Board.

The Internal Audit Team is responsible for assessing the Group's internal control system, independently reviews compliance with Group policies and guidelines, legal and regulatory requirements, risk management and formulating an impartial opinion on the effectiveness of the systems. The task of Internal Audit Team include regular review and audit of the practices, procedures and internal control systems of different financial and operational activities of the Group with being focused on higher perceived risks. The Internal Audit Reports addressing significant audit findings or identified risks, together with recommendations for remedial action on regular basis. All reports will be followed up by the Internal Audit Team to ensure that all issues have been satisfactory resolved.

(ii) 權限及監控

相關執行董事及高級管理層各自獲授有關重要企業策略及政策及合約承諾之權限。

(iii) 預算控制及財務申報

本公司已建立適當監控程序，以確保全面、正確、及時紀錄會計及管理資料，並定期進行檢討及審查，以確保按照普遍採納之會計原則、本集團之會計政策及適用之法例及規例編製財務報表。

(iv) 集團風險管理

本集團已制訂及實施風險減輕策略，包括使用保險以轉移風險對董事及高級管理層之財務影響。

董事會已檢討本公司有關二零一六年度之財務、營運及合規事宜之內部監控系統之成效，得出之結論是，本公司已制定穩健的監控環境及必要監控機制，以監察及糾正未有合規之情況。董事會相信，本公司於二零一六年已全面遵守企業管治守則所載之內部監控條文。

內部審核

內部審核小組已於二零一六年六月十五日組成，其於本集團之內部控制框架中擔當重要角色，並以向審核委員會及董事會提供客觀保證為目標，保證維持內部控制系統完善及運作正常，以及有關實現業務目標之風險獲妥善管理。內部審核小組直接向審核委員會及董事會匯報。

內部審核小組負責評估本集團內部控制系統，就有關遵守本集團之政策與指引、法律與監管規定、風險管理進行獨立檢討，並負責就系統之有效性發表不偏不倚的意見。內部審核小組之工作包括定期檢討及審核本集團不同財務及營運活動之慣常做法、程序及內部控制系統，當中專注於風險較高之感知風險。有關重大審核結果或已識別風險，連同補救行動之建議，載於定期發表之內部審核報告內。內部審核小組將跟進每一份報告，以確保所有問題獲圓滿解決。

EXTERNAL AUDITORS

HLB Hodgson Impey Cheng Limited (“HLB”) are currently appointed as the external auditors of the Company, which provides audit and non-audit services to the Company. In order to maintain HLB’s independence and objectivity and the effectiveness of the audit process in accordance with the applicable standards, the Audit Committee, under its terms of reference, holds meetings with HLB to discuss the nature and scope of their audit and related fees, and to approve the nature and scope of non-audit services requested by the Company and related fees.

The nature of audit and non-audit services provided by HLB and fees paid to HLB (including any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally) are set out below:

Auditors’ remuneration	核數師酬金	HK\$’ 000 千港元
– Audit services	– 核數服務	630
– Tax services	– 稅務服務	–
– Other services	– 其他服務	–
		630

The Board has accepted the recommendation from Audit Committee on appointment HLB as the external auditors of the Company at the forthcoming annual general meeting.

COMMUNICATIONS WITH SHAREHOLDERS

The Board recognises the importance of maintaining clear, timely and effective communication with shareholders of the Company and potential investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure the potential investors and the shareholders of the Company receive accurate, clear and comprehensive and timely information of the Group by the regulatory publications such as publish financial statements, results announcements and circulars, press release and new articles, general meetings and other investment market communications such as roadshows and media interviews.

The primary platform for publication of all announcements and circulars made by Company in accordance with applicable regulatory requirements is through a financial printer who maintains a site for the Company at <http://www.capitalfp.com.hk/eng/index.jsp?co=223&ppage=contents&doc=&date1=&date2=&pageno=1>. In addition, the Company also publishes all corporate correspondence on its website <http://www.sinoresourcesgp.com> as an additional communication channel to the shareholder.

外聘核數師

國衛會計師事務所有限公司(「國衛」)現獲委任為本公司之外聘核數師，向本公司提供核數及非核數服務。為維持國衛按照適用準則進行核數程序之獨立、客觀及有效，審核委員會在其職權範圍內與國衛舉行會議以討論其核數之性質及範圍以及相關費用，並審批本公司要求之非核數服務之性質及範圍以及相關費用。

國衛提供之核數及非核數服務之性質及支付予國衛(包括與會計師事務所受共同控制、擁有或管理之任何機構，或知悉所有相關資料之合理知情第三方可合理斷定為該會計師事務所之國內或國際分部之任何機構)之費用如下：

董事會已接納審核委員會於應屆股東週年大會上提名國衛會計師事務所有限公司擔任本公司外聘核數師之推薦建議。

與股東溝通

董事會承認維持與本公司股東及潛在投資者進行清晰、及時及有效溝通之重要性。因此，本集團致力維持高度之透明度，以透過法定刊發(例如刊發財務報表、業績公佈及通函、新聞稿及新報導)、股東大會及其他投資市場溝通(例如路演及媒體訪談)，確保本公司之潛在投資者及股東收到本集團準確、清晰、全面及及時之資料。

本公司根據適用法例規定刊發所有公佈及通函之主要平台乃透過財經印刷商，其為本公司提供網站，網站連結為<http://www.capitalfp.com.hk/eng/index.jsp?co=223&ppage=contents&doc=&date1=&date2=&pageno=1>。此外，本公司亦在網站<http://www.sinoresourcesgp.com>刊發所有公司通訊作為股東之額外溝通渠道。

Corporate Governance Report

企業管治報告

The Board maintain regular dialogues with the institutional investors and analysts to keep them informed of the Group's strategy, operations, management and plans. The directors and the members of various committees would attend and answer questions raised at the annual general meeting of the Company. Separate resolutions would be proposed at the general meeting on each substantially separate issue.

The Chairman of the general meetings of the Company would explain the procedures for conducting a poll before putting a resolution to vote. The results of the voting by poll would be published on the websites of the Stock Exchange and the Company respectively.

SHAREHOLDERS' RIGHTS

Shareholders' rights to requisite for and convene an Extraordinary General Meeting ("EGM")

According to the Articles 58, any one or more shareholders holding not less than 10 per cent of the paid-up capital of the Company may by written requisition to require an EGM to be called by the Board or the Company Secretary of the Company. The Board or the Company Secretary must proceed to convene an EGM as soon as possible, within 21 days from the date of deposit of the requisition. The meeting shall be held not later than 2 months after the date of deposit of the requisition. If the Board fail to convene the EMG as requisitioned by the shareholders within 21 days after the date of requisition was received, all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Shareholders' rights of procedures for sending enquiries to the Board and making proposals at shareholders' meetings

Shareholders have the right to send their enquiries and concerns to the Board or make proposals at the shareholders' meeting by addressing them to the Company Secretary of the Company by mail at the Company's correspondence address in Hong Kong or by email to the Company's official email address. The Company Secretary forwards all enquiries and proposals relating to ordinary business matters, such as suggestions, inquiries and consumer complaints to the Board.

COMPANY SECRETARY

The Company Secretary of the Company is Mr. Chow Chi Fai. Details of the biography of the Company Secretary are set out in the section headed "Directors & Senior Management Profiles" of this annual report.

In compliance with Rule 3.29 of the Listing Rules, the Company Secretary has undertaken no less than 15 hours of relevant professional training during the year ended 31 March 2016.

CONSTITUTIONAL DOCUMENTS

There had been no significant change in the Company's constitutional documents during the year ended 31 March 2016.

董事會與機構投資者及分析師維持定期對話，以讓彼等瞭解本集團之策略、營運、管理及計劃。董事及各委員會之成員將出席本公司股東週年大會，並回答於會上提出之問題。就各主要單獨事項，將於股東大會上提呈獨立決議案。

本公司股東大會主席將於提呈決議案供表決之前解釋進行投票之程序。以投票方式進行之表決結果將分別刊載於聯交所及本公司之網站。

股東之權利

股東要求召開股東特別大會（「股東特別大會」）之權利

根據章程細則第58條，持有不少於本公司繳足股本10%之任何一名或多名股東可透過書面請求要求董事會或本公司之公司秘書召開股東特別大會。董事會或公司秘書須於可行情況下儘快於要求送達日期起計21日內召開股東特別大會。大會將不遲於送達要求日期後2個月舉行。倘若董事會未能按股東要求於收到要求日期後21日內召開股東特別大會，則要求者因董事會未能如期舉行股東特別大會而所產生之所有合理開支將由本公司償付予要求者。

股東向董事會查詢及於股東大會上提出建議之權利

股東有權向董事會查詢及提出關注或於股東大會上提出建議，方法為向本公司之公司秘書（地址為本公司於香港之通訊地址）郵寄或向本公司之官方電郵地址發送有關查詢、關注及建議。公司秘書向董事會轉達所有與一般業務事項有關之查詢及建議（例如建議、查詢及消費者投訴）。

公司秘書

本公司之公司秘書為周志輝先生。公司秘書之履歷詳情載於本年報「董事及高級管理層簡介」一節。

為遵守上市規則第3.29條，於截至二零一六年三月三十一日止年度，公司秘書已接受不少於15個小時之相關專業培訓。

章程文件

截至二零一六年三月三十一日止年度，本公司之章程文件並無重大變動。

Environmental, Social and Governance Report

環境、社會及管治報告

The Board is pleased to release its first Environmental, Social and Governance (ESG) Report in accordance with the ESG Reporting Guide set out in Appendix 27 to the Listing Rules. This report is designed to allow shareholder's investors (including potential investors) and the public to have a more comprehensive and profound understanding of the corporate governance and culture of the Company.

The Company is aware of the importance of having a reciprocal relationship with the society. The Board and management of the Company are committed to establishing good standards in environmental, social and corporate governance practices.

WORKPLACE QUALITY

The Group has always regarded employees as the Company's most valuable assets, and the Company understands the vital importance of talents in its long-term development. The Group is dedicated to provide employees with good working conditions and a safe working environment and promote a healthy living style. Continuing career development and various job training to improve the quality, competence and skills of employees.

Working conditions

Competitive remuneration is offered to employees and reviewed individually on annual basis. Other fringe benefits include comprehensive medical insurance, employment compensation insurance, directors' liability insurance, severance payment, mandatory provident fund, annual leave, sick leave and maternity leave. The Group also provides performance incentives for employees such as discretionary bonus, share options scheme and share award scheme in order to boost up the loyalty of employees. The Group also hosts Chinese New Year lunch, Mid-Autumn Festival lunch, Christmas party in which the colleagues can interact socially and enjoy the fellowship.

Health and safety

The Group proactively to provide a healthy and safe working environment for employees, for instance, to ensure hygienic working conditions, cleaning of office and disinfection treatment of carpets are carried out at regular intervals.

There is no accident or work injury occurred of the Group during the reporting period. The Group's management is committed to minimising risk and providing a safe and secure workplace for all employees.

Development and training

Employees of the Group are encouraged to take part in external training courses. The Group has policy to support employees who attend job related training courses or professional seminars through sponsoring. Other tailor-made training programmes are organised for employees in PRC's subsidiaries in specific work units, providing them with practical learning opportunities relevant to their jobs or functions. The Group also provides continuous professional development training for its directors and senior management to develop and refresh their knowledge and skills. These include seminars and workshop on leadership development, corporate governance practices as well as updates on regulatory development and requirements.

董事會欣然發表其第一份環境、社會及管治(ESG)報告，有關報告根據上市規則附錄二十七《環境、社會及管治報告指引》編製。本報告專為股東投資者(包括潛在投資者)及公眾而編製，讓彼等對本公司之企業管治及文化有更全面和深厚的認識。

本公司深明社會企業之間互助互惠之重要性。本公司董事會及管理層均致力構建良好的環境、社會及企業管治常規標準。

工作環境質素

本集團一直以來都視僱員為本公司最寶貴的資產，而本公司明白到在其長遠發展中至關重要的就是人才。本集團致力為僱員提供良好工作條件及安全工作環境，促進健康生活方式。持續推動職涯發展及不同職業培訓，以改善僱員質素、能力及技能。

工作條件

本集團為僱員提供具競爭力之薪酬並每年作出審閱。其他附帶福利包括全面醫療保險、僱員賠償保險、董事責任保險、遣散費、強制性公積金、年假、病假及產假。本集團亦為僱員提供績效獎勵如酌情花紅、購股權計劃及股份獎勵計劃，以提高僱員忠誠度。本集團亦舉辦農曆新年午餐、中秋節午餐、聖誕派對，讓各同事可交流聯誼及彼此愉快相處。

健康及安全

本集團主動向僱員提供健康及安全的工作環境，例如定期打理辦公室及為地氈消毒，以確保工作環境衛生。

於報告期間，本集團內並無發生任何意外事故或工傷。本集團管理層致力減低有關風險及為全體僱員提供安全的工作環境。

發展及培訓

本集團鼓勵其僱員參與外部培訓課程。本集團已制定政策支援僱員，其透過資助計劃支持僱員出席工作相關培訓課程或專業研討會。就中國附屬公司特定工作單位之僱員而言，已度身訂造其他培訓計劃，為彼等提供與彼等之工作或職能相關的學習實踐機會。本集團亦為董事及高級管理層提供持續專業發展課程，讓彼等知識及技能溫故知新。此包括有關領導力發展、企業管治常規，以及監管規例發展及規定之更新的研討會及工作坊。

Environmental, Social and Governance Report

環境、社會及管治報告

Labour standards

The Company strictly complies with the requirements of the Labour Law in Hong Kong and the Labour Contract Law of the PRC without violating the relevant rules and regulations including the worker's wages, overtime payments and related benefits are made with reference to the local minimum wage, and holidays and statutory paid leaves are in compliant with the requirements in the PRC. The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government, the scheme includes endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund.

There is no child nor forced labour in the Group's operations. All of the employees of the Group were treated equally.

ENVIRONMENTAL PROTECTION

As an energy business, the Group is a supporter of environmental protection. To enhance long term environmental sustainability, eco-friendly measures to reduce carbon emissions were implemented and practices for effective use of resources to reduce wastage were introduced in the operation and management of the Group's business.

Emissions

The Group is fulfilling its commitment of the product safety and preventing accidents as a focus and carrying out control. For instance, it focuses no excuses for excessive methane gas emission during production to reduce the greenhouse effect.

The Group conducts regular testing in relation to air, noise and waste water emitted or produced to ensure that pollution levels are within the allowed levels as stipulated in the relevant PRC laws and regulations.

Use of resources

The Group encouraged its employees to participate in its green office initiatives, ranging from saving paper (such as paperless office, e-fax, duplex or recycle paper printing) and electricity to green travel (by using video and telephone conferencing instead of part of business trips), in an effort to integrate the low-carbon green concept into their daily work. The Company implemented energy-saving lighting fixtures to mitigate emissions and reduce electricity usage to reduce its carbon footprint. Everyone has enforced good practices in the maintenance of lighting and electric appliances such as computers, electric lighting and air-conditions etc. It encourages employees to switch off lights during office lunch hours and after office hours. Besides, the Company will monitor power consumption regularly and evaluate our energy saving measures to make improvements where necessary to enhance energy efficiency.

勞工標準

本公司嚴格遵守香港勞工法例及中國勞動合同法之規定，且並無違反相關條例與規則，包括參考本地最低工資釐定工人薪金、超時工作工資及相關福利，及遵守中國之法規提供公眾假期及法定有薪假期。本集團於中國經營之附屬公司之僱員均須參與地方市政府營辦之中央退休金計劃，該計劃包括儲蓄保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金。

本集團營運中概無牽涉童工或強迫勞工情況。本集團平等對待全體員工。

環保

有關能源業務方面，本集團對環境保護不遺餘力。為促進生態環境之長遠可持續發展，本集團在其營運及管理上實施環保措施以減低碳排放，並推行善用資源之常規以減少浪費。

能源排放

本集團正逐步履行其以產品安全及預防意外為重點之承諾，並採取監控措施。舉例而言，本集團絕不容許生產過程中釋放過量甲烷氣體，以減低溫室效應之影響。

本集團定期檢驗氣體、噪音及污水之排放或發出，以確保污染處於相關中國法律法規所訂明之可接受水平。

善用資源

本集團鼓勵其僱員參與其綠色辦公室計劃，由節約用紙（例如無紙化作業、電子傳真、雙面或環保紙打印）、用電，以至綠色旅遊（使用視像及電話進行會議而非公務出差），努力在日常工作中引入低碳綠色概念。本公司實施燈光節能措施以減輕排放，並減少用電以減少碳足印。公司上下已執行良好作業，維護電腦、電燈照明、空調等照明及電器設備，鼓勵僱員在午膳時間及非辦公時間關燈。此外，本公司將定期監察電力消耗及評估本公司之節能措施，以改善應該改善的地方及提升能源效益。

Environmental, Social and Governance Report

環境、社會及管治報告

The environment and natural resources

The Group developed and implemented a Health, Safety and Environment Policy (“HSE Policy”) to help achieve the objectives and targets set out in the policy. The processes seek to provide our employees and contractors the necessary directions to practise safe work behaviours and make each individual accountable for the implementation of the HSE rules and procedures.

The HSE performance is driven by our commitment of “Zero Injury”, “Zero Harm”, “Zero Pollution” to our people and communities and minimal adverse impacts on the environment. For the unconventional gas business, we have formally approved the sub-contractor who has obtained the ISO 14001:2004 certificate which is fulfilled the guidance of Environmental Management System issued by the PRC government, in order to comply with national and regional environmental protection regulations.

The HSE Policy aims to strengthen the leadership of managers at all levels and involve all employees in the implementation of the policy.

OPERATING PRACTICES

Supply chain management

Apart from imposing strict monitoring on the Company’s business processes, the Company also focuses on the importance of supply chain management. The key considerations are defined in suppliers’ selection including product quality and price, reputation and creditability, energy saving and environmental measures and occupational safety. Under the same conditions, suppliers with sound management and active fulfillment of social responsibility will be given preference. For those suppliers who cannot meet the Group’s quality standard, they will be excluded in the vendor list. Through these efforts, the Group extended its management standards to its suppliers, resulting in mutually beneficial cooperation on quality control.

Product responsibility

Clean energy is the green power sources for sustainable development. Keeping the concept of “pursuing low-carbon development in a high-carbon industry” in mind, the Company strives to build itself into a supplier of clean energy through clean production, clean utilisation and clean conversion as well as provision of clean energy technologies.

According to the research by the World Health Organization, China has the city with the world’s worst air pollution, especially the situation of smog which is a combination of weather conditions, fumes and smoke from cars and factories. Unconventional gas is one kind of clean energy and it addresses ultra-low emission of air pollutants when compare with the extraction from coal mining. The outcome of carbon dioxide from combustion of unconventional gas is less than 50% of that from oil and coal. It can reduce smog in the cities through using of the unconventional gas to achieve the better environmental protection and less energy consumption.

環境及天然資源

本集團制定及實施健康、安全及環境政策（「健康、安全及環境政策」），以協助達成政策內制定之目的及目標。有關程序旨在向僱員及承包商提供安全工作行為所需之方向，以及使每名僱員對執行健康、安全及環境規則及程序負責。

健康、安全及環境表現受我們所作之承諾所推動。我們承諾，為了我們的人員及所在社區，實現「零受傷」、「零傷害」、「零污染」及盡量減低對環境造成不利影響。有關非常規天然氣業務，為了遵照國家及地區環保規例，我們已正式批准已履行由中國政府頒佈之環境管理體系指引並持有ISO 14001:2004認證之分包商。

健康、安全及環境政策力求加強各層級經理之領導能力，而在實施有關政策時，全體僱員均會參與。

營運實踐

供應鏈管理

除於本公司業務過程中採取嚴格監控外，本公司亦把專注力放於供應鏈管理上。在選擇供應商時，主要考慮因素包括產品之質素及價格、聲譽及信譽、節能及環保措施以及職業安全。在同一條件下，管理完善及積極履行社會責任之供應商將優先選用。未能達成本集團品質標準之供應商，彼等不會列入供應商名單。透過不斷努力，本集團將其管理標準延伸至其供應商，使在品質監控方面能實現互惠合作。

產品責任

在可持續發展中使用之環保能源為潔淨能源。本公司緊記「在高碳行業，追求低碳發展」此概念，透過潔淨生產、潔淨利用、潔淨轉化以及提供潔淨能源技術，把自身塑造成一間提供潔淨能源之供應商。

根據世界衛生組織之研究，全世界空氣污染最差之城市位於中國，因氣候條件、汽車及工廠廢氣及廢煙等因素結合而形成之霧霾情況尤其嚴重。非常規天然氣為潔淨能源一種，標榜超低空氣污染物排放（與採煤之污染物排放相比）。燃燒非常規天然氣所釋放之二氧化碳較燃燒石油及煤所釋放者少50%。使用非常規天然氣可減少各地城市之霧霾，更好地實現環境保護及減少能源消耗。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group established series of internal inspection rules in which gas products are up to the required safety standards and quality. In addition, the Group regularly organises hazard investigations, production safety reviews, emergency drills and production safety activities to ensure that the Group's production and operation comply with relevant safety regulations and internal control. In order to improve the employee's awareness of their role and responsibilities, the management inspects the procedures on regularly basis and also on emergency basis. In the circumstance if the checking is not fulfil the standards, the management requires the employees to rectify proactively.

Anti-corruption

The Group established a Code of Conduct as contained in the Employees' Handbook. Employees are prohibited to request, receive or accept any forms of benefits from any persons, companies or organisations having business transactions with the Group. Gifts to customers or potential customers are subject to pre-approval by the Group's Administrative Department. The Group's subsidiaries also implement the "Rules on Tender" in order to avoid anti-corruption during the selection process of tenders.

COMMUNITY INVOLVEMENT

The Group emphasis social responsibility and caring corporate spirit to promote philanthropy and enhance harmony in communities, with the purpose of driving local economic and social development. The Group encourages and support staff participation in volunteer services to foster a sound learning environment for cultural activities and charity.

Volunteer Services

The Group aims of serving the community by bringing together individuals that share the same passion for making a positive difference to the community through the social activities of the Group. Our staff is equally committed to community service, generously giving their time and effort to help those less fortunate. During the reporting period, our staff participated the volunteer services in visiting the home elderly with donation of 28 packs of (2kg/pack) rice to local church in order to express the care and sincerely thank to the elderly.

Fostering Program for Mainland Children

Since year 2013, the Group has sponsored 4 primary students in Mainland China whose family has financial difficulties in paying the school fees and discontinued their studies. The Group joined the fostering program and donated money as supporting for students to continue their education and sponsor their living fee until graduation from university.

In Chinses New Year 2016, the CEO of one PRC subsidiary invited those 4 students to visit in Beijing. It aims to enrich the children's knowledge, broaden their horizons and build up their social skill. During the trip, each children was given a camera and notebook to let them to record their feelings. Through this activity, children can experience of love and care and the Group can promote corporate social responsibility to the community.

本集團訂立一系列內部檢查規則，確保氣體產品符合所需安全標準及質素要求。此外，本集團定期組織隱患檢查、生產安全檢討、應變演習及生產安全活動，以確保本集團生產及營運遵照相關安全規例及內部監控制度。為使僱員更了解自身之角色及責任，管理層定期及會突發檢查各個程序。倘有關檢查未符標準，則管理層會主動要求僱員改進。

反貪污

本集團已制定一套行為守則，其載於僱員手冊。僱員不得向任何與本集團有業務往來之人士、公司或組織要求、收取或接受任何形式之利益。向客戶或潛在客戶作出餽贈須經本集團行政部門事先批准。本集團附屬公司亦已實施「招標規則」，以避免在招標過程中出現反貪污情況。

社區參與

本集團強調社會責任及企業之關懷精神，以推廣公益慈善及提升社區和諧，務求推動本地之經濟及社會發展。本集團鼓勵及支持員工參與志願活動，營造文化活動及慈善方面之良好學習環境。

義工服務

本集團致力把同樣渴望為社區作出正面改變之人士聚集在一起，透過參與本集團組織之社會活動貢獻社區。我們的員工均對社區活動持積極態度，慷慨付出時間和精力幫助較為不幸之人士。於報告期間，我們的員工參與探訪長者的義工服務，並向本地教會捐出28包(2公斤/包)白米，以對長者表達關懷及由衷致謝。

內地兒童培育計劃

自二零一三年，本集團已資助了4名因家庭有財政困難而無法支付學費及被迫輟學之內地小學生。本集團參加有關培育計劃並作出捐款，以支持彼等繼續上學，並資助彼等之生活費直至其大學畢業為止。

於二零一六年農曆新年，中國附屬公司之行政總裁邀請該4名學生遊覽北京。此舉乃為豐富孩童之知識、擴闊彼等之視野及建立彼等之社交技能。在遊覽過程中，每名孩童均獲發一部相機及記事本，讓彼等把自身感受記錄下來。兒童們可透過此活動體驗愛與關懷，本集團亦可藉此向社區推廣企業社會責任。

Report of the Directors 董事會報告

The board of directors (the “Board”) submit herewith their report and the audited financial statements of Sino Resources Group Limited (the “Company”) and its subsidiaries (together the “Group”) for the year ended 31 March 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in Note 17 to the consolidated financial statements. The Group has restructured its business portfolio and ceased to engage in the exhibition business.

PRINCIPAL SUBSIDIARIES

Details of the Company’s principal subsidiaries as at 31 March 2016 are set out in Note 17 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 March 2016 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 49 to 147.

The directors do not recommend the payment of a final dividend (2015: Nil) in respect of the year to shareholders of the Company.

董事會(「董事會」)謹此提呈彼等之報告及神州資源集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一六年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務詳情載於綜合財務報表附註17。本集團已重組其業務組合並終止從事展覽業務。

主要附屬公司

本公司於二零一六年三月三十一日之主要附屬公司之詳情載於綜合財務報表附註17。

業績及股息

本集團截至二零一六年三月三十一日止年度之溢利及本公司與本集團於該日之業務狀況載於綜合財務報表第49至第147頁內。

董事會不建議向本公司之股東派付本年度末期股息(二零一五年：無)。

Report of the Directors

董事會報告

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published consolidated results and of the assets and liabilities of the Group:

RESULTS

For the year ended 31 March 2016

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Turnover	營業額	6	194,164	193,330
Cost of sales	銷售成本		(180,385)	(187,566)
Gross profit	毛利		13,779	5,764
Other income	其他收入	7	4,189	1,771
Other gains or losses	其他收益或虧損	7	2,181	7,840
Gain on settlement of litigations	訴訟和解之收益		352,936	-
Other operating expenses	其他營運開支		(36,445)	(44,209)
Share-based payment	以股份支付之款項	34	(20,950)	-
Impairment loss on available-for-sale financial assets	可供出售財務資產之減值虧損		-	(75,781)
Impairment loss on interests in associates	於聯營公司之權益之減值虧損	18	(16,026)	-
Fair value loss on financial assets	財務資產之公平值虧損		(10,635)	(7,305)
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產之虧損		(3,625)	-
Share of results of associates	分佔聯營公司之業績	18	(11,606)	(8,680)
Profit/(loss) from operating activities	經營業務溢利/(虧損)	8	273,798	(120,600)
Finance costs	融資成本	9	(6,943)	(9,374)
Profit/(loss) before tax	除稅前溢利/(虧損)		266,855	(129,974)
Taxation	稅項	12	(3)	(3)
Profit/(loss) for the year	年度溢利/(虧損)		266,852	(129,977)
Other comprehensive (expense)/income, Items that may be reclassified subsequently to profit or loss:	其他全面(開支)/收益 其後可能重新分類 至損益之項目:			
Exchange differences on translating foreign operations	換算海外經營業務之 匯兌差額		(2,027)	(286)
Share of exchange differences of associates	分佔聯營公司匯兌差額	18	(113)	5
Other comprehensive expense for the year	本年度其他全面開支		(2,140)	(281)
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額		264,712	(130,258)

財務資料概要

以下為本集團已刊發之綜合業績及資產與負債概要：

業績

截至二零一六年三月三十一日止年度

2016
二零一六年
HK\$'000
千港元

2015
二零一五年
HK\$'000
千港元

194,164
(180,385)
13,779
4,189
2,181
352,936
(36,445)
(20,950)
-
(16,026)
(10,635)
(3,625)
(11,606)
273,798
(6,943)
266,855
(3)
266,852
(2,027)
(113)
(2,140)
264,712

193,330
(187,566)
5,764
1,771
7,840
-
(44,209)
-
(75,781)
-
(7,305)
-
(8,680)
(120,600)
(9,374)
(129,974)
(3)
(129,977)
(286)
5
(281)
(130,258)

Report of the Directors 董事會報告

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要 (續)

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit/(loss) for the year attributable to:	歸屬於下列人士之		
	本年度溢利/(虧損):		
Owners of the Company	本公司擁有人	267,469	(120,090)
Non-controlling interests	非控股權益	(617)	(9,887)
		266,852	(129,977)
Total comprehensive income/(loss) for the year attributable to:	歸屬於下列人士之		
	本年度全面收益/(虧損)總額:		
Owners of the Company	本公司擁有人	265,432	(120,380)
Non-controlling interests	非控股權益	(720)	(9,878)
		264,712	(130,258)
Earnings/(loss) per share	每股盈利/(虧損)		
- Basic	- 基本	15	6.9 cents港仙 (3.3) cents港仙
- Diluted	- 攤薄	15	6.6 cents港仙 (3.3) cents港仙

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部份。

Report of the Directors

董事會報告

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要 (續)

		As at 31 March 於三月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Assets and liabilities	資產與負債					
Non-current assets	非流動資產	106,936	298,719	114,609	131,113	94,209
Current assets	流動資產	172,619	101,945	123,120	101,329	148,594
Current liabilities	流動負債	(38,039)	(390,214)	(365,206)	(452,501)	(462,252)
Non-current liabilities	非流動負債	-	(70,564)	(11,611)	(9,077)	(477)
		241,516	(60,114)	(139,088)	(229,136)	(219,926)

Note: The results of the Group for the two years ended 31 March 2015 and 31 March 2016 and its assets and liabilities as at 31 March 2015 and 31 March 2016 are those set out on pages 49 to 147 of the consolidated financial statements.

附註：本集團截至二零一五年三月三十一日及二零一六年三月三十一日止兩個年度之業績及其於二零一五年三月三十一日及二零一六年三月三十一日之資產與負債分別載於綜合財務報表第49至第147頁。

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

本集團年內之物業、廠房及設備變動詳情載於綜合財務報表附註16。

SHARE CAPITAL AND SHARE-BASED PAYMENT

Details of movements in the Company's share capital during the year and details of the Company's share-based payment are set out in Notes 32 and 34 to the consolidated financial statements.

股本及以股份支付之款項

本公司年內之股本變動詳情及本公司以股份支付之款項詳情載於綜合財務報表附註32及34。

EQUITY-LINKED AGREEMENTS

Other than the share-based payment as disclosed below and Note 34 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

股票掛鈎協議

除下文及綜合財務報表附註34所披露的以股份支付之款項外，本公司於年內並無訂立任何股票掛鈎協議，亦無於年終時存續的股票掛鈎協議。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

優先購買權

本公司之公司組織章程細則或開曼群島（本公司註冊成立所處之司法權區）法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company or any of its subsidiaries had not purchased, redeemed or sold any of the Company's listed securities during the year.

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司在年內概無購買、贖回或出售任何本公司之上市證券。

RESERVES

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

DISTRIBUTABLE RESERVES

At 31 March 2016, the Company did not have any reserves (2015: Nil), available for cash distribution and/or distribution in specie, calculated in accordance with the Companies Law (2003 Revision) of the Cayman Islands, and no final dividend (2015: Nil) has been proposed out of such reserves for the year. In accordance with the Companies Law (2003 Revision) of the Cayman Islands, a company may make distributions to its members out of the contributed surplus accounts under certain circumstances. In addition, the Company's share premium account, in the amount of HK\$1,012,674,000 (2015: HK\$994,672,000) may be distributed in the form of fully paid bonus shares.

DIRECTORS

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

Executive directors

Mr. Zhang Xiaobin (Chairman)
(Appointed on 22 September 2015)
Mr. Gao Feng (Vice-Chairman)
Mr. Chiu Sui Keung (Chief Executive Officer)

Non-executive directors

Ms. Geng Ying (Honorable Chairman) (Re-designated from executive director to non-executive director on 22 September 2015)
Mr. Shao Zili (Appointed on 22 September 2015)
Mr. Li Du (Appointed on 22 September 2015)
Mr. Wang Xihua (Resigned on 22 September 2015)

Independent non-executive directors

Mr. Cheng Wing Keung, Raymond
Mr. Lam Williamson
Mr. Wong Hoi Kuen
Dr. Lam Lee G. (Appointed on 18 November 2015)

In accordance with articles 86(3) of the Articles, Mr. Zhang Xiaobin, Mr. Shao Zili, Mr. Li Du and Dr. Lam Lee G. will be eligible for re-election at the forthcoming annual general meeting.

Mr. Wang Xihua resigned as a non-executive director with effect from 22 September 2015 due to devote his other business commitments and consequent time restraints. After the resignation, he remains as a managing director of a related company of the Group.

The Company has received confirmation from each of the INEDs about his independence pursuant of rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independent rules and continues to consider each of them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 13 to 17 of this annual report.

儲備

本公司及本集團在年內之儲備變動詳情分別載於綜合財務報表附註33及綜合權益變動表。

可供分派儲備

於二零一六年三月三十一日，本公司並無任何按照開曼群島公司法（二零零三年修訂版）計算之可供作現金分派及／或實物分派之儲備（二零一五年：無），亦無獲建議自本年度之有關儲備中撥付末期股息（二零一五年：無）。根據開曼群島公司法（二零零三年修訂版），本公司可在若干情況下以繳入盈餘賬內之款項向其股東作出分派。此外，本公司股份溢價賬內之1,012,674,000港元（二零一五年：994,672,000港元）亦可以繳足股款紅利股份之形式作出分派。

董事

年內及截至本報告日期為止，本公司之董事如下：

執行董事

張曉彬先生（主席）
（於二零一五年九月二十二日獲委任）
高峰先生（副主席）
趙瑞強先生（行政總裁）

非執行董事

耿瑩女士（榮譽主席）（於二零一五年九月二十二日由執行董事調任至非執行董事）
邵子力先生（於二零一五年九月二十二日獲委任）
李度先生（於二零一五年九月二十二日獲委任）
王西華先生（於二零一五年九月二十二日辭任）

獨立非執行董事

鄭永強先生
林全智先生
黃海權先生
林家禮博士（於二零一五年十一月十八日獲委任）

根據細則第86(3)條，張曉彬先生、邵子力先生、李度先生及林家禮博士將符合資格於應屆股東週年大會上膺選連任。

王西華先生由於其他業務承擔導致時間分配緊張而辭去非執行董事，由二零一五年九月二十二日起生效。於辭任後，彼續留本集團一間關連公司任董事總經理。

本公司已收到各位獨立非執行董事根據上市規則第3.13條作出有關其獨立性之確認書。本公司認為所有獨立非執行董事均遵守獨立規則，並繼續認為彼等均為獨立人士。

董事及高級管理層之簡歷

本公司董事及本集團高級管理層之簡歷載於本年報第13至第17頁。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

The services agreement of non-executive director, Ms. Geng Ying, has renewed with the Company for further three years during the year ended 31 March 2016. The services agreements of Mr. Gao Feng and Mr. Chiu Sui Keung have further renewed with the Company for the three years after the services agreement expired on 19 April 2015 and 17 June 2015 respectively.

All INEDs have no fixed terms of appointments. No service agreement has been or will be entered into between the Company and either of the INEDs.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' REMUNERATION

During the year, directors' remuneration, comprised payments to the directors of the Company and its subsidiaries in connection with the management of the affairs of the Group, is as follow:

Name of director	Fees	Basic salaries	Discretionary bonus	Other allowances	Share-based payment with share	MPF contributions	Total			
董事姓名	袍金	基本薪金	酌情花紅	其他津貼	支付之款項以股份	強積金供款	合計			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元			
2016:		二零一六年:								
Executive directors		執行董事								
Mr. Zhang Xiaobin (Chairman) (Appointed on 22 September 2015)			張曉彬先生(主席)(於二零一五年九月二十二日獲委任)	-	2,520	208	-	3,024	11	5,763
Mr. Gao Feng (Vice-Chairman)			高峰先生(副主席)	-	3,120	260	44	1,344	18	4,786
Mr. Chiu Sui Keung (Chief Executive Officer)			趙瑞強先生(行政總裁)	-	1,536	128	-	1,344	18	3,026
Non-executive directors		非執行董事								
Ms. Geng Ying (Honorable Chairman) (Re-designated from executive director to non-executive director on 22 September 2015)			耿瑩女士(榮譽主席)(於二零一五年九月二十二日由執行董事調任至非執行董事)	-	1,000	-	-	1,344	-	2,344
Mr. Shao Zili (Appointed on 22 September 2015)			邵子力先生(於二零一五年九月二十二日獲委任)	-	504	-	-	3,024	10	3,538
Mr. Li Du (Appointed on 22 September 2015)			李度先生(於二零一五年九月二十二日獲委任)	-	504	-	-	3,024	-	3,528
Mr. Wang Xihua (Resigned on 22 September 2015)			王西華先生(於二零一五年九月二十二日辭任)	-	9	-	-	-	9	18
Independent non-executive directors		獨立非執行董事								
Mr. Cheng Wing Keung, Raymond	120	-	鄭永強先生	-	-	-	-	134	-	254
Mr. Lam Williamson	180	-	林全智先生	-	-	-	-	134	-	314
Mr. Wong Hoi Kuen	120	-	黃海權先生	-	-	-	-	134	-	254
Dr. Lam Lee G. (Appointed on 18 November 2015)	89	-	林家禮博士(於二零一五年十一月十八日獲委任)	-	-	-	-	-	-	89
	509	9,193	596	44	13,506	66	23,914			

董事之服務合約

非執行董事耿瑩女士之服務合約於截至二零一六年三月三十一日止之年度內已重續三年。高峰先生及趙瑞強先生之服務合約分別於二零一五年四月十九日及二零一五年六月十七日與本公司重續服務合約三年。

所有獨立非執行董事均無固定任期。本公司概無亦將不會與獨立非執行董事訂立服務合約。

除上述者外，擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司不得於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事酬金

年內，董事酬金(包括就管理本集團業務而支付予本公司及其附屬公司各董事之款項)如下：

Report of the Directors

董事會報告

DIRECTORS' REMUNERATION (continued)

董事酬金 (續)

Name of director 董事姓名		Fees 袍金 HK\$' 000 千港元	Basic salaries 基本薪金 HK\$' 000 千港元	Other allowances 其他津貼 HK\$' 000 千港元	MPF contributions 強積金供款 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
2015:	二零一五年:					
Executive directors	執行董事					
Ms. Geng Ying	耿瑩女士	-	1,000	-	-	1,000
Mr. Gao Feng (Vice-Chairman)	高峰先生(副主席)	-	3,250	42	18	3,310
Mr. Chiu Sui Keung (Chief Executive Officer)	趙瑞強先生(行政總裁)	-	1,600	-	18	1,618
Non-executive director	非執行董事					
Mr. Wang Xihua	王西華先生	-	18	-	18	36
Independent non-executive directors	獨立非執行董事					
Mr. Cheng Wing Keung, Raymond	鄭永強先生	120	-	-	-	120
Mr. Lam Williamson	林全智先生	180	-	-	-	180
Mr. Wong Hoi Kuen	黃海權先生	120	-	-	-	120
		420	5,868	42	54	6,384

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

No director had a significant beneficial interest, either directly or indirectly, in any contracts of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year. Save as disclosed in this report, none of the director has had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 31 March 2016, none of the directors had any beneficial interests (including interests or short positions) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code in the Listing Rules, to be notified to the Company and the Stock Exchange.

Long positions in the shares of the Company

Long Positions in the shares and underlying shares of the company

Name of Directors 董事名稱	Interest in shares/ Underlying shares 於股份／相關股份之權益	Capacity 身份	Number of shares/ underlying shares held 所持股份／相關股份之數目
Zhang Xiaobin 張曉彬	Share options 購股權	Beneficial owner 實益擁有人	36,000,000
Gao Feng (Note 1) 高峰(附註1)	Shares 股份	Beneficial owner 實益擁有人	178,000,000
	Shares 股份	Interest of a controlled corporation 擁有受控制公司之權益	178,000,000
	Shares options 購股權	Beneficial owner 實益擁有人	23,622,000
Chiu Sui Keung 趙瑞強	Share options 購股權	Beneficial owner 實益擁有人	23,622,000
Geng Ying 耿瑩	Share options 購股權	Beneficial owner 實益擁有人	23,622,000
Shao Zili 邵子力	Share options 購股權	Beneficial owner 實益擁有人	36,000,000
Li Du 李度	Share options 購股權	Beneficial owner 實益擁有人	36,000,000
Cheng Wing Keung, Raymond 鄭永強	Share options 購股權	Beneficial owner 實益擁有人	2,362,000
Lam Williamson 林全智	Share options 購股權	Beneficial owner 實益擁有人	2,362,000
Wong Hoi Kuen 黃海權	Share options 購股權	Beneficial owner 實益擁有人	2,362,000

Note:

1. Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel Limited.

董事之合約權益

本公司、其控股公司或其任何附屬公司於年內概無訂立董事直接或間接擁有重大實益權益而對本集團業務影響重大之任何合約。除本報告披露者外，年內各董事概無直接或間接擁有本集團任何成員公司購入、出售或租賃或擬購入、出售或租賃之任何資產之任何權益。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

除下文披露者外，於二零一六年三月三十一日，概無董事於本公司或其任何聯營公司(具有證券及期貨條例(「證券及期貨條例」)第XV部所賦予之涵義)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部份第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉)或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或須根據標準守則知會本公司及聯交所之任何實益權益(包括權益或淡倉)。

於本公司股份之好倉

於本公司股份及相關股份之好倉

附註：

1. 高峰先生實益擁有ACE Channel Limited之全部已發行股本。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share options scheme as set out in Note 34 to the consolidated financial statements, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTIONS SCHEME

Details of the Company's share options scheme are set out in Note 34 to the consolidated financial statements.

During the year ended 31 March 2016, 249,400,000 share options have been granted to the directors, employees and others of the Group. 36,000,000 share options have been exercised and 58,700,000 share options have been lapsed respectively.

As at 31 March 2016, 280,434,000 share options are remained outstanding.

SHARE AWARD SCHEME

The Board has approved the adoption of the share award scheme (the "Scheme") on 11 February 2011 ("Adoption Date"), pursuant to which existing shares will be purchased by the Bank of East Asia (Trustees) Limited (the "Trustee") from the market at the cost of the Company and be held in trust for the relevant selected participants ("Selected Participants"). Selected Participants may cover any Director (including executive and non-executive Director), employee, officer, agent, advisor or consultant of the Company and of its subsidiaries.

The purpose of the Scheme are (i) to recognise the contributions by the Selected Participants and to give incentives thereto in order to retain them for the continuing operation and future development of the Group; and (ii) attract suitable personnel for further development of the Group.

If the Board selects a Director as the Selected Participant, the grant of the Awarded Shares to the Director may constitute a connected transaction of the Company. However, since the grant of awarded shares to Director forms part of the remuneration of the relevant Director under his/her service contract, such grant of awarded shares is exempted from all the reporting, announcement and independent Shareholder's approval requirement under Rules 14A.31(6) of the Listing Rules.

For the award of Shares to Selected Participants who are connected persons (excluding Directors), the Company will comply with the relevant provisions of the Listing Rules in relation to the reporting, announcement and independent Shareholders approval requirements. However, any grant to any Director or senior management of the Company must first be approved by the Remuneration Committee.

Subject to any early termination as may be determined by the Board pursuant to the rules relating to the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date provided that no further contribution to the Trust shall be made by the Company on or after the 10th anniversary date of the Adoption Date.

董事購入股份或債券之權利

除於綜合財務報表附註34所載購股權計劃內所披露者外，本公司、其控股公司或其任何附屬公司在年內概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或債券而得益。

購股權計劃

本公司購股權計劃之詳情載於綜合財務報表附註34。

於截至二零一六年三月三十一日止年度，已授出249,400,000份購股權予本集團董事、僱員及其他人士。36,000,000份購股權已行使及58,700,000份購股權已失效。

於二零一六年三月三十一日，280,434,000份購股權仍未行使。

股份獎勵計劃

董事會於二零一一年二月十一日（「採納日期」）批准採納股份獎勵計劃（「該計劃」）。據此，Bank of East Asia (Trustees) Limited（「受託人」）將會在市場內購入現有股份（有關成本由本公司支付），而受託人將會以信託形式代相關經甄選參與者（「經甄選參與者」）持有。經甄選參與者可包括任何董事（包括執行及非執行董事）、本公司及其附屬公司之僱員、高級職員、代理人、顧問或諮詢人。

該計劃旨在(i)肯定經甄選參與者所作出的貢獻，獎勵經甄選參與者，旨在鼓勵彼等繼續留任，共同為本集團的持續經營業務及未來發展努力；及(ii)吸引適合的人才加入，為本集團之未來發展效力。

倘若董事會選出一名董事作為經甄選參與者，則向該名董事授出獎勵股份可能構成一項關連交易。然而，由於根據相關董事之服務合約，向董事授出獎勵股份構成相關董事之部分酬金，授出有關獎勵股份一事可獲豁免遵守上市規則第14A.31(6)條項下之所有申報、公告及獨立股東批准規定。

倘若向身份屬關連人士之經甄選參與者（不包括董事）授予股份作為獎勵，本公司將遵守上市規則有關申報、公告及獨立股東批准規定之相關條文。然而，向本公司任何董事或高級管理人員授予任何股份，必須首先經薪酬委員會之批准。

該計劃自採納日期起計10年內有效及生效，惟董事會可根據計劃規則決定提前終止該計劃。然而，倘若本公司在採納日期滿10週年之日或其後向信託進一步作出貢獻，則作別論。

Report of the Directors

董事會報告

SHARE AWARD SCHEME (continued)

On 9 March 2011, the Board approved and transferred HK\$5,000,000 to Trustee. There was no purchase of shares by the Trustee for the Scheme during the year ended 31 March 2016. As at 31 March 2016, 10,100,000 shares were purchased and held by the Trustee, representing approximately 0.25% of the issued share capital of the Company.

No award share have been granted by the Group to Selected Participants since the commencement of the Scheme.

For further details, please refer to Note 34 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS AND INTERESTS DISCLOSABLE UNDER THE SFO

As at 31 March 2016, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the Company
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	佔本公司現有已發行普通股股本之概約百分比
Advanced Elation Holdings Limited ("Advanced Elation") (「Advanced Elation」)	1	360,050,000	Long positions 好倉	Beneficial owner 實益擁有人	9.08%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	2	178,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	4.49%
Mr. Gao Feng 高峰先生	2	198,622,000	Long positions 好倉	Beneficial owner 實益擁有人	5.01%

Notes:

1. The Company signed a sale and purchase agreement (the "S&P Agreement") with Advanced Elation Holdings Limited on 31 March 2012. Pursuant to the S&P Agreement, the Company issued and allotted of 251,833,333 consideration shares at the issue price of HK\$0.30 per share to Advanced Elation on 31 August 2012 and only 176,283,333 of consideration shares subject to the terms and conditions of the S&P Agreement in relation to the consideration adjustments. (Details refer to the Company announcement date on 1 April 2012.)

On 21 February 2014, the Company issued and allotted 183,716,667 consideration shares at the issue price of HK\$0.139 per share to Advanced Elation according to the Fifth Supplemental Agreement signed on 11 December 2013. (Details refer to the Company circular dated on 28 January 2014.)

2. Mr. Gao Feng is the beneficially interested in the entire issued share capital of ACE Channel. By virtue of the SFO, he is deemed to be interested in the 178,000,000 shares beneficially owned by ACE Channel.

3. This percentage is calculated based on the existing issued share capital of the Company as at 31 March 2016.

股份獎勵計劃 (續)

於二零一一年三月九日，董事會批准及轉撥5,000,000港元予受託人。於截至二零一六年三月三十一日止年度，概無受託人根據該計劃購買股份。於二零一六年三月三十一日，受託人購買及持有10,100,000股股份，佔本公司已發行股本約0.25%。

自該計劃開始以來，本集團概無向經甄選參與者授出獎勵股份。

有關進一步詳情，請參閱綜合財務報表附註34。

主要股東及根據證券及期貨條例須予披露之權益

於二零一六年三月三十一日，本公司已發行股本5%或以上之下列權益乃載於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the Company
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	佔本公司現有已發行普通股股本之概約百分比
Advanced Elation Holdings Limited ("Advanced Elation") (「Advanced Elation」)	1	360,050,000	Long positions 好倉	Beneficial owner 實益擁有人	9.08%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	2	178,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	4.49%
Mr. Gao Feng 高峰先生	2	198,622,000	Long positions 好倉	Beneficial owner 實益擁有人	5.01%

附註：

1. 本公司與Advanced Elation Holdings Limited於二零一二年三月三十一日簽訂買賣協議(「買賣協議」)。根據買賣協議，本公司於二零一二年八月三十一日按每股0.30港元之發行價向Advanced Elation發行及配發251,833,333股代價股份，只有176,283,333股代價股份受買賣協議有關代價調整之條款及條件所規限。(詳情請參閱本公司日期為二零一二年四月一日之公佈。)

於二零一四年二月二十一日，本公司根據於二零一三年十二月十一日簽訂之第五份補充協議，按每股0.139港元之發行價向Advanced Elation發行及配發183,716,667股代價股份。(詳情請參閱本公司日期為二零一四年一月二十八日之通函。)

2. 高峰先生實益擁有ACE Channel全部已發行股本之權益。根據證券及期貨條例，他被視為擁有178,000,000股由ACE Channel實益擁有之股份之權益。

3. 該百分比乃根據本公司於二零一六年三月三十一日之現有已發行股本計算。

MANAGEMENT CONTRACTS

During the year, save for the service contracts of the directors, the Company had not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company.

CONTRACTS OF SIGNIFICANCE

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

No contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

No contracts of significance between the Company or any of its subsidiary companies and a controlling shareholder of the Company or may compete with the business of the Group.

CONTINUING CONNECTED TRANSACTIONS

No continuing connected transaction occurred during the year ended 31 March 2016.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

So far as the directors were aware, none of the directors or their associates had any interest in a business that competes or may compete with the business of the Group.

COMPLIANCE WITH CG CODE

The Company is committed to ensuring high standards of corporate governance through the establishment and adoption of good practices and procedures which are in the best interests of the Company and its shareholders. The Company has applied the principles and complied with all code provisions of the CG Code throughout the year.

COMPLIANCE WITH MODEL CODE

Details of compliance with the Model Code by directors of the Company is set out in the Corporate Governance Report on pages 18 to 30 of this annual report.

管理合約

於本年度內，除各董事之服務合約外，本公司概無與任何人士、法團或法人團體訂立任何合約以就本公司任何業務之全部或任何重大部份進行管理或行政管理。

重大合約

董事概無直接或間接於本公司、其控股公司、其附屬公司或同系附屬公司所訂立之重大合約（於年結日或於本年度任何時間仍然生效者）中擁有重大權益。

於年結日或於本年度任何時間，概無任何由本公司之控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之重大合約仍然生效。

概無本公司或其任何附屬公司與本公司之控股股東之間的重大合約與本集團之業務構成或可能構成競爭。

持續關連交易

於截至二零一六年三月三十一日年度內，並無發生任何持續關連交易。

董事於競爭業務之權益

就董事所知，董事或其聯繫人士概無於對本集團任何業務構成或可能構成任何競爭之業務中擁有任何權益。

遵守企業管治守則

本公司承諾透過建立及採納符合本公司及其股東最佳利益之良好常規及程序，以確保高水準之企業管治。本公司於年內一直採用該等原則並遵守企業管治守則之所有守則條文。

遵守標準守則

本公司董事遵守標準守則之詳情載於本年報第18至第30頁之企業管治報告內。

Report of the Directors

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

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

AUDIT COMMITTEE

Details of the composition of the Company's Audit Committee and the major work performed by the Committee during the year is set out in the Corporate Governance Report on pages 18 to 30 of this annual report.

AUDITORS

The accounts for the year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. 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 annual general meeting.

ON BEHALF OF THE BOARD

Zhang Xiaobin
Chairman

Hong Kong
27 June 2016

足夠公眾持股量

於本報告日期，根據本公司已公開可用之資料及就本公司董事所知，本公司已根據上市規則維持足夠公眾持股量。

審核委員會

本公司審核委員會之組成及該委員會於年內所履行之主要工作之詳情載於本年報第18至第30頁之企業管治報告內。

核數師

本年度之賬目已經國衛會計師事務所有限公司審核，其任期將於應屆股東週年大會時屆滿。審核委員會已向董事會建議，於應屆股東週年大會上提名國衛會計師事務所有限公司擔任本公司核數師。

代表董事會

張曉彬
主席

香港
二零一六年六月二十七日



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

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF SINO RESOURCES GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Sino Resources Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 49 to 147, which comprise the consolidated statements of financial position as at 31 March 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致：神州資源集團有限公司

(於開曼群島註冊成立之有限公司)

列位股東

本核數師已審核刊於第49至第147頁神州資源集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零一六年三月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他解釋資料。

董事編製綜合財務報表之責任

貴公司董事須遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，負責編製真實而公平之綜合財務報表，並實行董事認為屬必要之內部監控，致使綜合財務報表之編製不存在因欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

吾等負責根據吾等之審核結果對該等綜合財務報表發表意見，並謹向閣下報告，並不作其他用途。吾等不對任何其他人士就本報告內容承擔或負上任何責任。吾等按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存在有重大錯誤陳述作合理之確定。

Independent Auditors' Report

獨立核數師報告書

AUDITORS' RESPONSIBILITY (continued)

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' judgment, 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 financial position of the Group as at 31 March 2016, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Wong Sze Wai, Basilia

Practising Certificate Number: P05806

27 June 2016

核數師之責任(續)

審核涉及進行程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表出現重大錯誤陳述(不論其由欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，董事所作會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

意見

吾等認為綜合財務報表按照香港財務報告準則真實與公平地反映 貴集團於二零一六年三月三十一日之財務狀況及其截至該日止年度之財務表現及現金流量，並已遵照香港公司條例之披露規定妥善編製。

國衛會計師事務所有限公司

香港執業會計師

黃思璋

執業證書編號：P05806

二零一六年六月二十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Turnover	營業額	6	194,164	193,330
Cost of sales	銷售成本		(180,385)	(187,566)
Gross profit	毛利		13,779	5,764
Other income	其他收入	7	4,189	1,771
Other gains or losses	其他收益或虧損	7	2,181	7,840
Gain on settlement of litigations	訴訟和解之收益		352,936	-
Other operating expenses	其他營運開支		(36,445)	(44,209)
Share-based payment	以股份支付之款項	34	(20,950)	-
Impairment loss on available-for-sale financial assets	可供出售財務資產減值虧損		-	(75,781)
Impairment loss on interests in associates	於聯營公司之權益之減值虧損	18	(16,026)	-
Fair value loss on financial assets	財務資產公平值虧損		(10,635)	(7,305)
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產之虧損		(3,625)	-
Share of results of associates	分佔聯營公司之業績	18	(11,606)	(8,680)
Profit/(loss) from operating activities	經營業務溢利/(虧損)	8	273,798	(120,600)
Finance costs	融資成本	9	(6,943)	(9,374)
Profit/(loss) before tax	除稅前溢利/(虧損)		266,855	(129,974)
Taxation	稅項	12	(3)	(3)
Profit/(loss) for the year	年度溢利/(虧損)		266,852	(129,977)
Other comprehensive (expense)/income	其他全面(開支)/收益			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:			
Exchange differences on translating foreign operations	換算海外經營業務之匯兌差額		(2,027)	(286)
Share of exchange differences of associates	分佔聯營公司匯兌差額	18	(113)	5
Other comprehensive expense for the year	本年度其他全面開支		(2,140)	(281)
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額		264,712	(130,258)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Note	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit/(loss) for the year attributable to:			
Owners of the Company		267,469	(120,090)
Non-controlling interests		(617)	(9,887)
		266,852	(129,977)
Total comprehensive income/(loss) for the year attributable to:			
Owners of the Company		265,432	(120,380)
Non-controlling interests		(720)	(9,878)
		264,712	(130,258)
Earnings/(loss) per share	每股盈利/(虧損)		
- Basic	- 基本	15	6.9 cents 港仙 (3.3) cents港仙
- Diluted	- 攤薄	15	6.6 cents 港仙 (3.3) cents港仙

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部份。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2016 二零一六年三月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	26,252	27,973
Interests in associates	於聯營公司之權益	18	34,053	61,797
Goodwill	商譽	19	46,630	46,630
Financial assets	財務資產	21	-	10,635
Available-for-sale financial assets	可供出售財務資產	22	1	151,684
			106,936	298,719
Current assets	流動資產			
Trade receivables	貿易應收款項	23	3,933	221
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	24	161,348	89,422
Deposits with banks	銀行存款	25	-	10,936
Cash and cash equivalents	現金及現金等值項目	25	7,338	1,366
Total current assets	流動資產總值		172,619	101,945
Less: Current liabilities	減：流動負債			
Trade payables	貿易應付款項	26	1,387	675
Accrued liabilities and other payables	累計負債及其他應付款項	27	27,610	191,840
Amounts due to shareholders	應付股東款項	28	-	24,199
Convertible notes	可換股票據	29	-	173,500
Promissory notes	承兌票據	30	9,042	-
Total current liabilities	流動負債總值		38,039	390,214
Net current assets/(liabilities)	流動資產/(負債)淨值		134,580	(288,269)
Total assets less current liabilities	資產總值減流動負債		241,516	10,450

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2016 二零一六年三月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Less: Non-current liabilities	減：非流動負債			
Promissory notes	承兌票據	30	-	70,564
			-	70,564
Net assets/(liabilities)	資產/(負債)淨值		241,516	(60,114)
Capital and reserves	股本及儲備			
Share capital	股本	32	39,641	38,651
Reserves	儲備		211,190	(90,170)
Equity attributable to owners of the Company	本公司擁有人應佔權益		250,831	(51,519)
Non-controlling interests	非控股權益		(9,315)	(8,595)
Total equity	權益總額		241,516	(60,114)

The consolidated financial statements on pages 49 to 147 were approved and authorised for issue by the Board of Directors on 27 June 2016 and signed on its behalf by:

第49至147頁之綜合財務報表已於二零一六年六月二十七日獲董事會批准及授權刊發，並由下列人士代表簽署：

Gao Feng
高峰
Director
董事

Chiu Sui Keung
趙瑞強
Director
董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

Attributable to owners of the Company

由本公司擁有人應佔

		Share capital	Share premium account	Exchange reserves	Accumulated losses	Shares held for share award scheme		Share options reserve	Warrant reserve	Other reserve	Sub-total	Non-controlling interests	Total equity
						for share award scheme	Share options reserve						
		股本	股份溢價賬	匯兌儲備	累計虧損	獎勵計劃所持股份	購股權儲備	認股權證儲備	其他儲備	小計	非控股權益	權益總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 April 2014	於二零一四年四月一日	32,515	791,576	489	(961,655)	(4,986)	11,184	2,164	-	(128,713)	(10,375)	(139,088)	
Loss for the year	本年度虧損	-	-	-	(120,090)	-	-	-	-	(120,090)	(9,887)	(129,977)	
Other comprehensive (expense)/ income for the year	本年度其他全面(開支)/收益	-	-	(290)	-	-	-	-	-	(290)	9	(281)	
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(290)	(120,090)	-	-	-	-	(120,380)	(9,878)	(130,258)	
Share options lapsed	購股權已失效	-	-	-	90	(90)	-	-	-	-	-	-	
Expiry of warrants	認股權證屆滿	-	-	-	2,164	-	-	(2,164)	-	-	-	-	
Consideration shares	代價股份	6,136	203,502	-	-	-	-	-	-	209,638	-	209,638	
Share issuing expenses	發行股份開支	-	(406)	-	-	-	-	-	-	(406)	-	(406)	
Change in ownership interest in subsidiaries (Note 40)	於附屬公司之所有權權益變動(附註40)	-	-	-	-	-	-	-	(11,658)	(11,658)	11,658	-	
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及二零一五年四月一日	38,651	994,672	199	(1,079,491)	(4,986)	11,094	-	(11,658)	(51,519)	(8,595)	(60,114)	
Profit for the year	本年度溢利	-	-	-	267,469	-	-	-	-	267,469	(617)	266,852	
Other comprehensive expense for the year	本年度其他全面開支	-	-	(2,037)	-	-	-	-	-	(2,037)	(103)	(2,140)	
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	(2,037)	267,469	-	-	-	-	265,432	(720)	264,712	
Share options granted	購股權已授出	-	-	-	-	-	20,950	-	-	20,950	-	20,950	
Share options exercised	購股權已行使	360	8,784	-	-	(3,024)	-	-	-	6,120	-	6,120	
Share options lapsed	購股權已失效	-	-	-	8,185	(8,185)	-	-	-	-	-	-	
Subscription of shares	認購股份	630	9,489	-	-	-	-	-	-	10,119	-	10,119	
Share issuing expenses	發行股份開支	-	(271)	-	-	-	-	-	-	(271)	-	(271)	
At 31 March 2016	於二零一六年三月三十一日	39,641	1,012,674	(1,838)	(803,837)	(4,986)	20,835	-	(11,658)	250,831	(9,315)	241,516	

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部份。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Profit/(loss) for the year	本年度溢利/(虧損)	266,852	(129,977)
Adjustments for:	作出以下調整:		
Income tax expense recognised in profit or loss	於損益中確認之 所得稅開支	12 3	3
Finance costs	融資成本	9 6,943	9,374
Interest income	利息收入	7 (2,847)	(1,620)
Net exchange gains	匯兌收益淨額	7 (58)	(7)
Share-based payment	以股份支付之款項	20,950	-
Depreciation of property, plant and equipment	物業、廠房及 設備之折舊	16 1,702	311
Impairment loss on available-for-sale financial assets	可供出售財務資產之 減值虧損	-	75,781
Impairment loss on interests in associates	於聯營公司之權益之減值虧損	18 16,026	-
Fair value loss on financial assets	財務資產公平值虧損	10,635	7,305
Fair value gain on financial assets	財務資產公平值收益	7 -	(10,238)
Loss on early redemption of promissory notes	提早贖回承兌票據 之虧損	7 828	2,405
Gain on derecognition of promissory notes	取消確認承兌票據 之收益	7 (2,951)	-
Gain on settlement of litigations	訴訟和解之收益	(352,936)	-
Share of results of associates	分佔聯營公司之業績	11,606	8,680
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產之 虧損	3,625	-
Loss on written off of property, plant and machinery	撇銷物業、廠房 及設備之虧損	3	20
Operating loss before working capital changes	經營虧損，未計營運 資金變動	(19,619)	(37,963)
(Increase)/decrease in trade receivables	貿易應收款項(增加)/減少	(3,712)	1,100
Decrease/(increase) in deposits, prepayments and other receivables	按金、預付款項及 其他應收款項減少/(增加)	41,634	(21,067)
Increase in trade payables	貿易應付款項增加	712	565
(Decrease)/increase in accrued liabilities and other payables	累計負債及其他應付 款項(減少)/增加	(9,190)	17,362
Cash generated from/(used in) operations	經營業務產生/(動用)之現金	9,825	(40,003)
Bank interest received	已收銀行利息	501	39
Income tax paid	已付所得稅	(3)	(3)
Net cash inflow/(outflow) from operating activities	經營業務之現金 流入/流出淨額	10,323	(39,967)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Decrease/(increase) in deposits with banks	銀行存款之減少/(增加)	10,936	(31)
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,324)	(2,020)
Net cash inflow/(outflow) from investing activities	投資活動之現金流入/(流出)淨額	9,612	(2,051)
Cash flows from financing activities	融資活動之現金流量		
(Decrease)/increase in amounts due to shareholders	應付股東款項(減少)/增加	(15,900)	6,156
Repayment of promissory notes	償還承兌票據	(13,400)	(16,294)
Payment for other finance costs	其他融資成本之付款	(1)	(1)
Proceeds from exercise of share options	行使購股權之所得款項	6,120	-
Proceeds from subscription of shares	認購股份之所得款項	10,119	-
Proceeds from disposal of financial assets	出售財務資產之所得款項	-	39,188
Share issuing expenses	股份發行開支	(271)	(406)
Net cash (outflow)/inflow from financing activities	融資活動之現金(流出)/流入淨額	(13,333)	28,643
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	6,602	(13,375)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	1,366	15,170
Effect of foreign exchange rate changes	匯率變動之影響	(630)	(429)
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	7,338	1,366
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	7,338	1,366

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

1. CORPORATE INFORMATION

Sino Resources Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Suite 2502, 25/F, No. 9 Queen's Road Central, Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are engaged as investing and developing in unconventional gas business and trading of commodities business in Asia. The principal activities, other particulars of its subsidiaries are set out in Note 17 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied for the first time, the following amendments to HKFRSs issued by the HKICPA.

Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior year and on the disclosures set out in these consolidated financial statements.

1. 公司資料

神州資源集團有限公司(「本公司」)為於開曼群島註冊成立之有限公司，而其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港中環皇后大道中9號25樓2502室。

本公司之主要業務為投資控股。其附屬公司乃於亞洲投資及發展非常規天然氣業務及商品貿易業務。旗下附屬公司之主要業務及其他詳情載於綜合財務報表附註17。

綜合財務報表以港元呈列，而港元(「港元」)亦為本公司之功能貨幣；除另有指明外，所有數值均約整至千位(千港元)。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用以下由香港會計師公會頒佈之香港財務報告準則之修訂。

香港財務報告準則之修訂	香港財務報告準則二零一零年至二零一二年週期之年度改進
香港財務報告準則之修訂	香港財務報告準則二零一一年至二零一三年週期之年度改進
香港會計準則第19號	定額福利計劃：僱員供款之修訂

應用本年度之香港財務報告準則修訂並無對本集團於本年度及過往年度之財務表現及狀況及該等綜合財務報表所載之披露產生重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

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 ³
HKFRS 14	Regulatory Deferral Accounts ¹
HKFRS 15	Revenue from Contracts with Customers ³
HKFRS 16	Leases ⁴
HKAS 1 (Amendments)	Disclosure Initiative ²
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation ²
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants ²
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements ²
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle ²
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operation ²
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
HKFRS 10, HKFRS 12 and HKAS 28 (2011) (Amendments)	Investment Entities: Applying the Consolidation Exception ²

- 1 Effective for first annual HKFRS financial statements beginning on or 1 January 2016, with early application permitted
- 2 Effective for annual periods beginning on or after 1st January 2016, with early application permitted
- 3 Effective for annual periods beginning on or after 1st January 2018, with early application permitted
- 4 Effective for annual periods beginning on or after 1st January 2019, with early application permitted
- 5 Effective for annual periods beginning on or after a date to be determined

Annual Improvements to HKFRSs 2012-2014 Cycle

The Annual Improvements to HKFRSs 2012–2014 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 5 introduce specific guidance in HKFRS 5 for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued. The amendments apply prospectively.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

本集團並無提早應用已頒佈但尚未生效之以下新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	財務工具 ³
香港財務報告準則第14號	監管遞延賬目 ¹
香港財務報告準則第15號	來自客戶合約之收入 ³
香港財務報告準則第16號	租賃 ⁴
香港會計準則第1號(修訂本)	披露計劃 ²
香港會計準則第16號及香港會計準則第38號(修訂本)	折舊及攤銷可接受方法之澄清 ²
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物 ²
香港會計準則第27號(修訂本)	獨立財務報表之權益法 ²
香港財務報告準則(修訂本)	香港財務報告準則二零一二年至二零一四年週期之年度改進 ²
香港財務報告準則第11號(修訂本)	收購於合營業務之權益之會計處理方法 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間之資產銷售或出資 ⁵
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)(修訂本)	投資實體：應用綜合入賬之例外情況 ²

- 1 於二零一六年一月一日或之後開始根據香港財務報告準則編製之首份年度財務報表生效，並可提早應用
- 2 於二零一六年一月一日或之後開始之年度期間生效，並可提早應用
- 3 於二零一八年一月一日或之後開始之年度期間生效，並可提早應用
- 4 於二零一九年一月一日或之後開始之年度期間生效，並可提早應用
- 5 於將予釐定之日期或之後開始之年度期間生效

香港財務報告準則二零一二年至二零一四年週期之年度改進

香港財務報告準則二零一二年至二零一四年週期之年度改進包括對各項香港財務報告準則之若干修訂，其概述如下。

香港財務報告準則第5號之修訂於內文引入了對實體將資產(或出售組別)從持作銷售重新分類為持作向擁有人銷售(反之亦然)或持作銷售終止入賬的具體指引。根據未來適用法應用該等修訂。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

Annual Improvements to HKFRSs 2012-2014 Cycle (continued)

The amendments to HKFRS 7 provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purpose of the disclosures required in relation to transferred assets and clarify that the offsetting disclosures (introduced in the amendments to HKFRS 7 Disclosure – Offsetting Financial Assets and Financial Liabilities issued in December 2011 and effective for periods beginning on or after 1 January 2013) are not explicitly required for all interim periods. However, the disclosures may need to be included in condensed interim financial statements to comply with HKAS 34 Interim Financial Reporting.

The amendments to HKAS 19 clarify that the high quality corporate bonds used to estimate the discount rate for post-employment benefits should be issued in the same currency as the benefits to be paid. These amendments would result in the depth of the market for high quality corporate bonds being assessed at currency level. The amendments apply from the beginning of the earliest comparative period presented in the financial statements in which the amendments are first applied. Any initial adjustment arising should be recognised in retained earnings at the beginning of that period.

The amendments to HKAS 34 clarify the requirements relating to information required by HKAS 34 that is presented elsewhere within the interim financial report but outside the interim financial statements. The amendments require that such information be incorporated by way of a cross reference from the interim financial statements to the other part of the interim financial statement.

The Directors do not anticipate that the application of these amendments will have a material impact on the Group’s consolidated financial statements.

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a FVTOCI measurement category for certain simple debt instruments.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則二零一二年至二零一四年週期之年度改進 (續)

香港財務報告準則第7號之修訂提供額外指引，以澄清服務合約於資產轉移中是否持續牽涉(就相關資產轉移所要求之披露而言)並澄清對所有中期期間並無明確要求抵銷披露(已於二零一一年十二月頒佈並於二零一三年一月一日或之後開始之期間生效之香港財務報告準則第7號之修訂披露—抵銷財務資產及財務負債引入)。然而，披露可能需載入簡明中期財務報表，以遵從香港會計準則第34號中期財務報告。

香港會計準則第19號之修訂澄清優質公司債券(用於估計退休後福利之貼現率)應按與將予支付福利相同的貨幣發行。該等修訂會導致按貨幣層面評估之優質公司債券之市場深度。該等修訂從首次應用修訂之財務報表所呈列最早比較期間期初起應用。所引致之任何初步調整應於該期間期初於保留盈利內確認。

香港會計準則第34號之修訂釐清有關香港會計準則第34號要求於中期財務報告內其他部分但於中期財務報表外呈列之資料之規定。該等修訂要求該資料從中期財務報表以交叉引用方式併入中期財務報表其他部分。

董事預期，應用此等修訂將不會對本集團之綜合財務報表產生重大影響。

香港財務報告準則第9號財務工具

於二零零九年頒佈之香港財務報告準則第9號引入有關財務資產分類及計量之新規定。香港財務報告準則第9號隨後於二零一零年修訂加入對財務負債分類及計量與取消確認之規定，並且於二零一三年進一步修訂以包括一般對沖會計處理方法之新規定。於二零一四年頒佈之香港財務報告準則第9號之另一個經修訂版本主要加入a)有關財務資產之減值規定及b)藉為若干簡單債務工具引入「按公平值計入其他全面收益」計量類別，對分類及計量規定作出有限修訂。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

HKFRS 9 Financial Instruments (continued)

Key requirements of HKFRS 9:

- all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.
- the new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the retrospective quantitative effectiveness test has been removed. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Directors anticipate that the application of HKFRS 9 in the future may have a material impact on amounts reported and disclosures made in respect of the Group's financial assets. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第9號財務工具 (續)

香港財務報告準則第9號之主要規定：

- 屬香港會計準則第39號財務工具：確認及計量範圍內之所有已確認財務資產其後均須按攤銷成本或公平值計量。尤其是就以收取合約現金流為目的之業務模式持有之債務投資，及純粹為支付本金及尚未償還本金利息之合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。於目的為同時收取合約現金流及出售財務資產之業務模式中持有之債務工具，以及財務資產合約條款令於特定日期產生之現金流純粹為支付本金及尚未償還本金之利息的債務工具，一般均按公平值計入其他全面收益之方式計量。所有其他債務投資及股本投資均於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，並一般於損益內僅確認股息收入。
- 就財務資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於每個報告日期將預期信貸虧損及該等信貸虧損的預期變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。
- 一般對沖之新會計處理規定保留現時於香港會計準則第39號可使用之三類對沖會計機制。根據香港財務報告準則第9號，為符合對沖會計處理之交易類型引入更大之靈活性，特別是擴闊符合對沖工具之工具類型及符合對沖會計處理之非財務項目之風險組成部分之類型。此外，可追溯量化效益性測試已經移除。當中亦引入有關實體風險管理活動之強化披露規定。

董事預期，日後應用香港財務報告準則第9號可能對已於本集團財務資產之已呈報金額及所作出之披露產生重大影響。然而，於本集團完成詳細審閱前，無法合理估計香港財務報告準則第9號之影響。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011) Investment Entities: Applying the Consolidation Exception

The narrow-scope amendments to HKFRS 10, HKFRS 12 and HKAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances, which will reduce the costs of applying the Standards.

The Directors do not anticipate that the application of these amendments will have a material impact on the Group’s consolidated financial statements.

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 and HKAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The Directors do not anticipate that the application of these amendments to HKFRS 10 and HKAS 28 will have a material impact on the Group’s consolidated financial statements.

Amendments to HKFRS 11 Accounting for Acquisition of Interests in Joint Operation

The amendments to HKFRS 11 provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in HKFRS 3 Business Combinations. Specifically, the amendments state that the relevant principles on accounting for business combinations in HKFRS 3 and other standards (e.g. HKAS 36 Impairment of Assets regarding impairment testing of a cash generating unit to which goodwill on acquisition of a joint operation has been allocated) should be applied. The same requirements should be applied to the formation of a joint operation if and only if an existing business is contributed to the joint operation by one of the parties that participate in the joint operation.

A joint operator is also required to disclose the relevant information required by HKFRS 3 and other standards for business combinations.

The amendments to HKFRS 11 apply prospectively for annual periods beginning on or after 1 January 2016. The Directors do not anticipate that the application of these amendments to HKFRS 11 will have a material impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (二零一一年) 投資實體：應用綜合入賬之例外情況之修訂

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之小範圍修訂引進有關投資實體會計處理之要求之澄清。有關修訂亦於特定情況下提供寬免，其將減低應用準則之成本。

董事預期，應用此等修訂將不會對本集團之綜合財務報表產生重大影響。

香港財務報告準則第10號及香港會計準則第28號投資者與其聯營公司或合營企業之間之資產銷售或出資之修訂

香港財務報告準則第10號及香港會計準則第28號之修訂負責處理投資者與其聯營公司或合營企業之間之資產銷售或出資的情況。具體而言，有關修訂訂明在與按權益法入賬之聯營公司或合營企業進行交易而對並無包含業務之附屬公司失去控制權時，當中所產生之收益或虧損乃於母公司之損益中確認，金額僅以非相關投資者於有關新的聯營公司或合營企業之權益為限。同樣地，將任何前任附屬公司 (已成為按權益法入賬之聯營公司或合營企業) 內所保留之投資重新計量至公平值時所產生之收益及虧損，乃於前任母公司之損益中確認，金額僅以非相關投資者於有關新的聯營公司或合營企業之權益為限。

董事預期，應用香港財務報告準則第10號及香港會計準則第28號之此等修訂將不會對本集團綜合財務報表產生重大影響。

香港財務報告準則第11號收購於合營業務之權益之會計處理方法之修訂

香港財務報告準則第11號之修訂就收購合營業務 (其構成一項業務 (定義見香港財務報告準則第3號業務合併) 之會計處理方法提供指引。具體而言，有關修訂訂明香港財務報告準則第3號及其他準則 (例如香港會計準則第36號資產減值，有關於收購合營業務時獲分配商譽之現金產生單位之減值測試) 有關業務合併之相關會計原則應予以應用。倘及只有於參與合營業務之其中一方向合營業務注入現有業務時，則成立合營業務亦須應用相同規定。

合營者亦須就業務合併披露香港財務報告準則第3號及其他準則規定之相關資料。

香港財務報告準則第11號之修訂採用未來適用法應用於二零一六年一月一日或之後開始之年度期間。董事預期，應用香港財務報告準則第11號之此等修訂將不會對本集團之綜合財務報表產生重大影響。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

HKFRS 14 Regulatory Deferral Accounts

HKFRS 14 permits first-time adopters to continue to recognise amounts related to rate regulation in accordance with their previous Generally Accepted Accounting Principles (“GAAP”) requirements when they adopt HKFRS. However, to enhance comparability with entities that already apply HKFRS and do not recognise such amounts, the standard requires that the effect of rate regulation must be presented separately from other items. An entity that already presents HKFRS financial statements is not eligible to apply the standard.

The amendments are effective for annual periods beginning on or after 1 January 2016 with earlier application permitted. The Directors do not anticipate that the application of HKFRS 14 will have a material impact on the Group’s consolidation financial statements.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The Directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第14號監管遞延賬目

香港財務報告準則第14號容許首次應用者根據其過往使用的一般接受會計準則之要求，於採納香港財務報告準則時繼續確認有關費率監管之金額。然而，為提升與已應用香港財務報告準則及並不確認該等金額之實體之可比性，準則要求費率監管之影響必須與其他項目分列。已根據香港財務報告準則呈列財務報表之實體毋須應用此準則。

有關修訂於二零一六年一月一日或之後開始之年度期間生效，並可提早應用。董事預期，應用香港財務報告準則第14號將不會對本集團之綜合財務報表產生重大影響。

香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號已頒佈並建立了一個單一的綜合模型，以確認來自客戶合約之收入。當香港財務報告準則第15號生效時，將取代現時沿用的收入確認指引，包括香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號之核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務之金額，並反映實體預期交換該等貨品或服務而應得之代價。具體而言，該準則引入五步法以確認收入：

- 第1步：識別與一名客戶訂立之合約
- 第2步：識別合約內之履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內之履約義務
- 第5步：當實體符合履約義務時確認收入

根據香港財務報告準則第15號，當一個實體符合履約義務時（即當貨品或服務按特定之履約義務轉移並由客戶「控制」時）確認收入。香港財務報告準則第15號已就特別情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號亦要求較廣泛之披露。

董事預期，日後應用香港財務報告準則第15號可能對已於本集團綜合財務報表內呈報之金額及作出之披露產生重大影響。然而，於本集團進行詳細審閱之前，無法合理估計香港財務報告準則第15號之影響。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

HKFRS 16 Leases

HKFRS 16 supersedes HKAS 17 Leases, HK(IFRIC) – Int 4 “Determining whether an Arrangement contain a Lease”, HK(SIC) – Int 15 “Operating Lease – Incentives” and HK(SIC) – Int 27 “Evaluating the Substance of Transactions Involving the Legal Form of a Lease”. HKFRS 16 eliminates the classification by a lessee of leases as either operating or finance. Instead all leases are treated in a similar way to finance leases in accordance with HKAS 17 “Leases”. Under HKFRS 16, leases are recorded on the statement of financial position by recognizing a liability for the present value of its obligation to make future lease payments with an asset (comprised of the amount of lease liability plus certain other amounts) either being disclosed separately in the statement of financial position (within right-of-use assets) or together with property, plant and equipment. The most significant effect of the new requirements will be an increase in recognised lease assets and financial liabilities. There are some exemptions. HKFRS 16 contains options which do not require a lessee to recognise assets and liabilities for (a) short term leases (i.e. lease of 12 months or less, including the effect of any extension options) and (b) leases of low value assets (for example, a lease of a personal computer). HKFRS 16 substantially carries forward the lessor’s accounting requirements in HKAS 17.

Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. In classifying a sublease, an intermediate lessor shall classify the sublease as a finance lease or an operating lease as follows: (a) if the head lease is a short-term lease that the entity, as a lessee, the sublease shall be reclassified as an operating lease; (b) otherwise, the sublease shall be classified by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset. HKFRS 16 clarifies that a lessee separates lease components and service components of a contract, and applies the lease accounting requirements only to the lease components.

The Company is in the process of making an assessment of the potential impact of application of HKFRS 16. The Directors consider that it is not practicable to provide a reasonable estimate of the effect of the adoption of HKFRS 16 until the Company performs a detailed review.

Amendments to HKAS 1 Disclosure Initiative

The amendments to HKAS 1 give some guidance on how to apply the concept of materiality in practice.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2016. The Directors do not anticipate that the application of these amendments to HKAS 1 will have a material impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第16號租賃

香港財務報告準則第16號已取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號「釐定安排是否包括租賃」、香港(常設詮釋委員會)–詮釋第15號「經營租賃–優惠」及香港(常設詮釋委員會)–詮釋第27號「評估涉及租賃之法律形式之交易內容」。反之所有租賃均以根據香港會計準則第17號「租賃」與融資租賃類似之方式處理。根據香港財務報告準則第16號，租賃乃透過按以於財務狀況表獨立披露(計入資產使用權)或與物業、廠房及設備共同披露之資產(包括租賃負債款項加若干其他金額)支付未來租賃款項的義務之現值確認負債而於財務狀況表中記錄入賬。新訂規則之最大影響為已確認租賃資產及財務負債增加。當中亦有若干豁免。香港財務報告準則第16號載有並無規定承租人就(a)短期租賃(即12個月或以下之租賃，包括任何延長權利之影響)及(b)低價值資產租賃(例如租賃個人電腦)確認資產及負債之權利。香港財務報告準則第16號大幅度保留香港會計準則第17號內有關出租人之會計要求。

因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並將該兩種租賃分開入賬。就分租之分類而言，中介出租人須按下列條件將分租分類為融資租賃或經營租賃：(a)倘主租賃乃短期租賃而該實體為承租人，則分租須重新分類為經營租賃；(b)否則，分租須參照於主租賃產生之使用權資產而分類，而非參照資產本身。香港財務報告準則第16號澄清，承租人將合約之租賃元素及服務元素區分，並僅就租賃元素應用租賃會計要求。

本公司正對應用香港財務報告準則第16號之潛在影響進行評估。董事認為，在本公司進行詳盡審閱前，無法合理估計採納香港財務報告準則第16號之影響。

香港會計準則第1號披露計劃之修訂

香港會計準則第1號之修訂本提供如何實際應用重要性概念之部分指引。

香港會計準則第1號之修訂於二零一六年一月一日或之後開始之年度期間生效。董事預期，應用香港會計準則第1號之此等修訂將不會對本集團之綜合財務報表產生重大影響。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

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

Amendments to HKAS 16 and HKAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortisation of an intangible asset. This presumption can only be rebutted in the following two limited circumstances:

- (a) when the intangible asset is expressed as a measure of revenue; or
- (b) when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

The amendments apply prospectively for annual periods beginning on or after 1 January 2016.

The Directors do not anticipate the application of these amendments have a material impact on the Group's consolidated financial statements.

Amendments to HKAS 27 Equity Method in Separate Financial Statements

The amendments allow an entity to account for investments in subsidiaries, joint ventures and associates in its separate financial statements:

- At cost;
- In accordance with HKFRS 9 Financial Instruments (or HKAS 39 Financial Instruments: Recognition and Measurement for entities that have not yet adopted HKFRS 9); or
- Using the equity method as described in HKAS 28 Investments in Associates and Joint Ventures

The accounting option must be applied by category of investments.

The amendments also clarify that when a parent ceases to be an investment entity, or becomes an investment entity, it shall account for the change from the date when the change in status occurred.

In addition to the amendments to HKAS 27, there are consequential amendments to HKAS 28 to avoid a potential conflict with HKFRS 10 Consolidated Financial Statements and to HKFRS 1 First time Adoption of Hong Kong Financial Reporting Standards.

The Directors do not anticipate that the application of these amendments to HKAS 27 will have a material impact on the Group's consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港會計準則第16號及第38號可接受之折舊及攤銷方法之澄清之修訂

香港會計準則第16號之修訂禁止實體就物業、廠房及設備項目使用以收入為基礎之折舊法。香港會計準則第38號之修訂引入一項可推翻之假設，即收入並非無形資產攤銷之合適基準。此項假設僅可於以下兩種有限情況下被推翻：

- (a) 當無形資產是以收入來衡量；或
- (b) 當可證明收入與無形資產經濟利益之消耗存在高度關聯時。

有關修訂採用未來適用法應用於二零一六年一月一日或之後開始之年度期間。

董事預期，應用此等修訂將不會對本集團之綜合財務報表產生重大影響。

香港會計準則第27號獨立財務報表之權益法之修訂

有關修訂允許實體於其獨立財務報表中根據以下各項方法確認其於附屬公司、合營企業及聯營公司之投資：

- 按成本；
- 根據香港財務報告準則第9號財務工具（或香港會計準則第39號財務工具：確認及計量，對尚未採納香港財務報告準則第9號之實體而言）；或
- 採用香港會計準則第28號於聯營公司及合營企業之投資所載之權益法。

會計處理方法須根據投資類型選取。

有關修訂亦澄清，當母公司不再為投資實體或成為投資實體時，其須自地位變動之日起確認相關變動。

除香港會計準則第27號作出修訂外，香港會計準則第28號亦作出相應修訂，以避免與香港財務報告準則第10號綜合財務報表出現潛在衝突，以及亦對香港財務報告準則第1號首次採納香港財務報告準則作出相應修訂。

董事預期應用香港會計準則第27號之此等修訂將不會對本集團之綜合財務報表產生重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs"), and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The provisions of the new Hong Kong Companies Ordinance ("CO") (Cap. 622) regarding preparation of accounts and directors' reports and audits became effective for the Company for the financial year ended 31 March 2016. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new CO and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 March 2016 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 March 2015 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

(a) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for 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.

3. 重大會計政策概要

以下為編製此等綜合財務報表時應用之主要會計政策。除另有指明外，此等政策已於所呈列之各年度貫徹應用。

此等綜合財務報表已按照所有適用之香港財務報告準則及香港普遍採納之會計原則而編製。香港財務報告準則為一項統稱，其包括香港會計師公會頒佈之所有適用之各項香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例之適用披露規定。

新香港公司條例（「公司條例」）（第622章）有關編製賬目以及董事會報告及審核之條文於截至二零一六年三月三十一日止財政年度對本公司生效。此外，上市規則所載有關年度賬目之披露規定已參考新公司條例而修訂並與香港財務報告準則精簡一致。因此，截至二零一六年三月三十一日止財政年度綜合財務報表內之資料呈列及披露已予更改以遵守該等新規定。有關截至二零一五年三月三十一日止財政年度之比較資料已根據新規定於綜合財務報表內呈列或披露。根據前公司條例或上市規則在以往須予披露但根據新公司條例或經修訂上市規則毋須披露之資料，於該等綜合財務報表中已再無披露。

(a) 編製基準

綜合財務報表乃根據歷史成本法編製，惟誠如下述會計政策所解釋，於各報告期末，若干財務工具乃按公平值計量。

歷史成本一般基於為交換貨品及服務而給予之代價之公平值。

公平值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格乃直接觀察到的結果，或是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。於此等綜合財務報表中計量及／或披露的公平值均按此基準予以釐定，惟香港財務報告準則第2號範圍內的以股份為基礎的支付交易、香港會計準則第17號範圍內的租賃交易及與公平值類似但並非公平值的計量（例如香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值）除外。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

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.

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and

3. 重大會計政策概要 (續)

(a) 編製基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日可取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據乃就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

(b) 綜合賬目之基準

本綜合財務報表包括本公司及本公司及其附屬公司控制的實體的財務報表。倘本公司同時符合以下標準，則本公司取得控制權：

- 對被投資方擁有權力；
- 面對或擁有自其參與被投資方產生之可變回報之風險或權利；及
- 有能力行使其權力以影響其回報時。

倘事實及情況表明上述控制之三個要素的其中一項或多項出現變動，則本集團重新評估其是否控制被投資方。

倘本公司於被投資方之投票權未能佔大多數，只要投票權足以賦予本公司實際能力可單方面掌控被投資方之相關業務時，本公司即對被投資方擁有權力。在評估本公司於被投資方之投票權是否足以賦予其權力時，本公司考慮所有相關事實及情況，包括：

- 本公司持有投票權之數量，相較其他投票權持有人所持投票權之數量及分散情況；
- 本公司、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of consolidation (continued)

- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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 and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

When the Group loses control of a subsidiary, 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.

3. 重大會計政策概要 (續)

(b) 綜合賬目之基準(續)

- 可表明於需要作出決定時，本公司當前能否掌控相關活動之任何其他事實及情況(包括於過往股東會議上之投票方式)。

當本公司獲得附屬公司之控制權時，即開始對其綜合入賬，而當本公司失去附屬公司之擁有權時，即不再對其綜合入賬。具體而言，本年度收購或出售附屬公司之收入及開支，從本公司獲得附屬公司控制權之日計起，直至本公司不再擁有附屬公司控制權之日止，列入綜合損益及其他全面收益表內。

溢利或虧損及其他全面收益之每一項目，均歸屬於本公司之擁有者及非控股權益。即使附屬公司全面收益總額歸屬於非控股權益會產生虧蝕餘額，附屬公司之全面收益總額仍然歸屬於本公司擁有人及非控股權益。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策保持一致。

所有集團內資產及負債、股本、收益、開支及有關集團成員之間交易之現金流量於綜合入賬時悉數對銷。

本集團於現有附屬公司之所有權權益變動

本集團於現有附屬公司之所有權權益並無導致本集團失去對該等附屬公司之控制權之變動入賬為股本交易。調整本集團之權益及非控股權益之賬面值，以反映彼等於附屬公司之相對權益之變動。調整非控股權益之金額與已付或已收代價之公平值間之任何差額乃直接於權益內確認，並歸屬於本公司擁有人。

當本集團失去對附屬公司之控制，盈虧乃於損益中確認，並按(i)已收代價公平值及任何保留權益公平值之總和與(ii)資產(包括商譽)的先前賬面值及附屬公司之負債及任何非控股權益之間的差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港會計準則第39號，於其後入賬時被列作初步確認之公平值，或(如適用)於初步確認時於聯營公司或合營企業之投資成本。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) 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 (see the accounting policy below); 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 reassessment, 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.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

3. 重大會計政策概要(續)

(c) 業務合併

收購業務乃採用收購法入賬。於業務合併中轉讓之代價乃按公平值計量，其計算為本集團所轉讓資產於收購日期之公平值、本集團為被收購方之前擁有人所產生負債及本集團為交換被收購方之控制權而所發行股本權益之總和。收購相關成本一般於產生時在損益中確認。

於收購日期，所收購可識別資產及所承擔負債均按彼等之公平值確認，惟以下情況除外：

- 遞延稅項資產或負債，及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購方之以股份支付支出安排或所訂立以取代被收購方之以股份支付支出安排之本集團以股份支付支出安排有關之負債或股本投資均根據香港財務報告準則第2號*以股份支付之支出*於收購日期計量(見以下會計政策)；及
- 根據香港財務報告準則第5號*持作出售非流動資產及已終止經營業務*被分類為持作出售之資產(或組合出售項目)乃根據該準則計量。

商譽計量為所轉讓代價、於被收購方之任何非控股權益之金額，及收購方先前於被收購方持有之股本權益(如有)之公平值之總和超過所收購可識別資產及所承擔負債於收購日期之淨額之部份。倘於重估後所收購可識別資產及所承擔負債於收購日期金額之淨額超過所轉讓代價、於被收購方之任何非控股權益之金額及收購方先前於被收購方所持有權益(如有)之公平值之總和，則超出部份即時於損益中確認為廉價購買收益。

屬現時所有權權益並賦予彼等之持有人於清盤時按比例分佔該實體之資產淨值之非控股權益可初步按公平值或按非控股權益按比例分佔被收購方之可識別資產淨值之已確認金額計量。計量基準選擇乃按逐項交易基準作出。其他類型之非控股權益均按公平值或(倘適用)按其他香港財務報告準則所規定之基準計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combinations (continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

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.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. 重大會計政策概要 (續)

(c) 業務合併 (續)

倘本集團於業務合併中所轉讓代價包括或然代價安排所引致之資產或負債，則或然代價按收購日期公平值計量，並作為業務合併中所轉讓代價之一部份入賬。合資格作為計量期間調整之或然代價之公平值變動為於「計量期間」(其不可超過收購日期起計一年)所獲得之有關於收購日期存在之事實及情況之額外資料產生之調整。

不合資作為計量期間調整之或然代價之公平值變動之其後會計處理取決於或然代價如何分類。被分類為權益之或然代價於其後報告日期不會重新計量，而其其後結算於權益內確認。分類為一項資產或一項負債之或然代價於其後報告日期根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產(如適用)重新計量，而相應收益或虧損於損益中確認。

倘業務合併乃分階段取得，則本集團先前於被收購方持有之股本權益於收購日期(即本集團獲得控制權日期)重新按公平值計量，而就此產生之收益或虧損(如有)於損益中確認。於收購日期前因於被收購方之權益產生且以往已於其他全面收益確認之金額乃重新分類至損益(如出售該權益時有關處理屬適當)。

倘業務合併之初步會計處理於合併發生之報告期末前未完成，則本集團報告會計處理未完成之項目之暫時金額。於計量期間(見上文)調整該等暫時金額，或確認額外資產或負債，以反映所獲得之有關於收購日期存在之事實及情況之新資料(倘獲悉，則應會影響於該日所確認之金額)。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company control another entity.

In the Company's financial statements, the investments in subsidiaries that are not classified as held for sale are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(e) 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 allowance.

Sale of goods

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.

Agency fee

Agency fee is recognised when the services is rendered.

Interest income

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 estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 重大會計政策概要(續)

(d) 附屬公司

附屬公司乃由本公司控制之企業。當本公司有權力直接或間接監管一間企業之財務及經營政策，藉此自其業務獲得利益，則存在控制權。在評估本集團是否控制另一企業時，將考慮目前可行使或可轉換的潛在投票權是否存在及其影響。

於本公司之財務報表，並非列為持作銷售之附屬公司投資乃按成本值減去減值虧損準備列賬。附屬公司之業績由本公司根據已收及應收股息入賬。

(e) 收益確認

收入乃按已收或應收代價之公平值計量。收入就估計客戶退貨、回扣及其他類似折扣作出扣減。

銷售貨品

貨品銷售收入於交付貨品及已轉移所有權時確認，當時符合下列所有條件：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收入金額能夠可靠地計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

中介費

中介費乃於提供服務時予以確認。

利息收入

在經濟利益可能流入本集團及收入金額能夠可靠地計量之情況下，財務資產之利息收入會被確認。利息收入乃參照未償還本金按適用之實際利率(即準確貼現財務資產預計年期內估計未來現金收入至資產於初始確認時之賬面淨值之利率)按時間比例計算。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their 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.

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.

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 the consolidated statement of profit or loss and other comprehensive income.

(g) 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. 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 profit or loss on disposal.

3. 重大會計政策概要(續)

(f) 物業、廠房及設備

持作生產或供應貨品或服務或作行政用途之物業、廠房及設備按成本減其後累計折舊及其後累計減值於綜合財務狀況表內列賬。

折舊按其估計可使用年期並計入其估計餘值以直線法撇銷其成本。估計可使用年期、餘值及折舊方法於每個報告期間末進行檢討，而估算任何變動之影響按未來適用基準入賬。

根據融資租約持有之資產按彼等之預計可使用年期按自有資產相同之基準進行折舊。然而，當無法合理確定於租期結束前將獲得所有權，則資產按租期及彼等之可使用年期兩者之較短者進行折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損按該資產之出售所得款項與賬面值間之差額釐定，並於綜合損益及其他全面收益表中確認。

(g) 商譽

自收購業務產生之商譽以於收購業務日期所確定之成本(見上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配至預期將受惠於合併協同效益之各本集團現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位於每年(或如有跡象顯示該單位可能已經減值時，曾更頻繁地)進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值時，減值虧損首先分配作減低該單位獲分配之任何商譽之賬面值，其後根據該單位中各項資產賬面值之比例分配予該單位之其他資產。商譽之任何減值虧損直接於損益賬中確認。商譽之減值虧損不會於隨後期間撥回。

於出售相關現金產生單位時，釐定出售損益金額時計入應佔商譽之金額。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Investment in associates

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.

The results and assets and liabilities of associates 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. Under the equity method, an investment in an associate 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. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, 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. 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 to sell) 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.

3. 重大會計政策概要(續)

(h) 於聯營公司之投資

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與決定被投資方財務及營運政策，惟並無控制或共同控制該等政策。

聯營公司之業績以及資產及負債已採用權益會計法計入綜合財務報表內，惟倘投資或其一部分被分類為持作出售，則會根據香港財務報告準則第5號入賬。根據權益法，於聯營公司之投資初步以成本值於綜合財務狀況表內確認，其後予以調整以確認本集團於聯營公司應佔溢利或虧損及其他全面收益。倘本集團應佔聯營公司虧損超出本集團於聯營公司之權益(包括實質上構成本集團於聯營公司之投資淨額部分之任何長期權益)，則本集團終止進一步確認應佔虧損。僅當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

於聯營公司之投資乃自該被投資方成為聯營公司之日起採用權益法入賬。於收購聯營公司投資時，該投資成本超出本集團分佔該被投資方之可識別資產及負債之公平淨值之任何部份乃確認為商譽，該商譽計入該投資之賬面值。本集團分佔可識別資產及負債之公平淨值超過該投資成本之任何部份經重新評估後即時於收購該投資期間之損益中確認。

香港會計準則第39號之規定獲應用，以釐定是否有必要就本集團於聯營公司之投資確認任何減值虧損。於必要時，根據香港會計準則第36號資產減值作為單一資產對該投資(包括商譽)之全部賬面值進行減值測試，方法為比較其可收回金額(使用價值與公平值減出售成本兩者之較高者)與其賬面值，所確認之任何減值虧損構成該投資賬面值之一部份。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該減值虧損之任何撥回。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Investment in associates (continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate 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 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 is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate 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 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 of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 重大會計政策概要 (續)

(h) 於聯營公司之投資 (續)

本集團自該投資不再為聯營公司之日起不再繼續採用權益法。當本集團保留於前聯營公司之權益及該保留權益為一項財務資產時，本集團按該日之公平值計量保留權益，而根據香港會計準則第39號該公平值被視為其於初步確認時之公平值。於釐定出售該聯營公司之盈虧時，該聯營公司於不再繼續採用權益法之日的賬面值與任何保留權益之公平值及出售該聯營公司之部份權益之任何所得款項間之差額予以計入。此外，本集團按與倘該聯營公司直接出售相關資產或負債則須採取之相同基準，將先前於其他全面收益內確認而與該聯營公司有關之所有款項入賬。因此，倘該聯營公司先前於其他全面收益內確認之盈虧將重新分類至出售相關資產或負債之損益，則本集團於不再繼續採用權益法時將該盈虧從權益重新分類至損益（作為重新分類調整）。

於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團繼續應用權益法。於擁有權益有變時，概不會重新計量公平價值。

倘本集團削減其於聯營公司之擁有權益而本集團繼續應用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前已於其他全面收益確認與削減擁有權益有關之收益或虧損部分重新分類至損益。

倘集團實體與本集團之聯營公司進行交易（例如出售或注入資產），僅在聯營公司之權益與本集團無關之情況，與聯營公司進行交易所產生之溢利及虧損，方會於本集團綜合財務報表中確認。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments. 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 and 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 consolidated statement of comprehensive income.

i. Financial assets

The Group's financial assets are classified into financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales of financial assets that requires delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset 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 on 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 asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at fair value through profit or loss, of which interest income is included in net gains or losses.

3. 重大會計政策概要(續)

(i) 財務工具

當一家集團企業成為財務工具合約其中一方時，於綜合財務狀況表內確認為財務資產或財務負債。財務資產及負債初步以公平值計量。直接歸於收購或發行財務資產或負債之交易成本(按公平值計入損益賬之財務資產及財務負債除外)，於初步確認時計入財務資產或負債之公平值或從中扣減。收購按公平值計入損益賬之財務資產或財務負債直接應佔的交易成本即時於綜合全面損益賬內確認。

i. 財務資產

本集團之財務資產劃分為按公平值計入損益之財務資產、貸款及應收款項及可供出售財務資產。財務資產之所有正常購買及出售均按交易日期基準確認及取消確認。正常購買及銷售乃指須按規定或市場慣例規定之時間內交收財務資產。每類財務資產採用之會計政策說明如下。

實際利息法

實際利息法為計算財務資產之攤銷成本以及分配於有關期間的利息收入之方法。實際利率是可將財務資產於預計可用年期或(倘適用)在較短期間內的估計未來現金收入(包括所支付或收取能構成整體實際利率之所有費用、交易成本及其他溢價或折讓)準確折算的利率。

就債務文據而言，利息收入按實際利率基準確認，惟指定按公平值計入損益賬之財務資產除外，其利息收入乃計入淨收益或虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

i. Financial assets (continued)

Financial assets at fair value through profit or loss ("FVTPL")

Financial assets are classified as at FVTPL when the financial asset is 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 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 assets other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significant reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset form 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 to be designated 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 gains or losses recognised in profit or loss incorporates any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables including trade receivables, other receivables, deposits with banks and cash and cash equivalents are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

3. 重大會計政策概要 (續)

(i) 財務工具 (續)

i. 財務資產 (續)

按公平值計入損益 (「按公平值計入損益」) 之財務資產

當財務資產持作買賣或其被指定為按公平值計入損益時，財務資產被分類為按公平值計入損益。

倘屬以下事項，財務資產被分類為持作買賣：

- 購入財務資產旨在於近期將其出售；或
- 於初步確認時，其構成本集團統籌管理之一組已識別金融工具之一部分，並擁有短期獲利之近期實際模式；或
- 其為並非被指定及有效作為對沖工具之衍生工具。

倘屬以下事項，持作買賣之財務資產以外之財務資產可於初步確認時被指定為按公平值計入損益：

- 有關指定消除或顯著減少以其他方式將產生之計量或確認之不一致性；或
- 財務資產構成一組財務資產或財務負債或兩者之一部分，其管理及表現評估均根據本集團存檔之風險管理或投資策略按公平值基準進行，而有關編組之資料亦按該基準由內部提供；或
- 其構成含有一項或多項嵌入式衍生工具之合約之一部分，且香港會計準則第39號金融工具：確認及計量允許整份合併合約被指定為按公平值計入損益。

按公平值計入損益之財務資產以公平值計量，重新計量所產生之任何盈虧於損益確認。在損益中確認之盈虧淨額包括財務資產賺取之任何股息或利息。

貸款及應收款項

貸款及應收款項乃固定或可釐定付款，並未於活躍市場掛牌之非衍生財務資產。於初步確認後之每個報告期完結日，貸款及應收款項包括應收款項、其他應收款項、銀行存款以及現金及現金等值項目，按實際利率法計算之攤銷成本減任何可識別之減值虧損(見下文有關財務資產減值虧損之會計政策)入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

i. Financial assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories. At the end of each reporting period subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in consolidated statement of profit or loss and other comprehensive income. Any impairment losses on available-for-sale financial assets are recognised in consolidated statement of profit or loss and other comprehensive income. Impairment losses on available-for-sale equity investments will not reverse in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition. An impairment loss is recognised in consolidated statement of profit or loss and other comprehensive income when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset 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 losses will not reverse in subsequent periods.

Impairment of financial assets

Financial assets, other than those at financial assets at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where 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 impacted.

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

- (i) significant financial difficulty of the issuer or counterparty; or
- (ii) default or delinquency in interest or principal payments; or
- (iii) it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

3. 重大會計政策概要 (續)

(i) 財務工具 (續)

i. 財務資產 (續)

可供出售財務資產

可供出售財務資產為指定或並無分類為任何其他類別之非衍生工具。於初步確認後之各個報告期末，可供出售財務資產乃按公平值計量。公平值變動於權益內確認，直至財務資產被出售或被釐定出現減值，屆時，先前於權益內確認之累計收益或虧損由權益剔除，並於綜合損益及其他全面收益表內確認。可供出售財務資產之任何減值虧損乃於綜合損益及其他全面收益表內確認。可供出售股本投資之減值虧損於其後期間將不會撥回。就可供出售債務投資而言，倘投資之公平值之增加可與確認減值虧損後發生之任何事件客觀聯繫，則減值虧損其後予以撥回。

就於活躍市場上並無市場報價及其公平值不能可靠計量之可供出售股本投資而言，彼等於初步確認後之各個報告期末乃按成本減任何已識別減值虧損計量。當有客觀證據表明資產出現減值時，減值虧損乃於綜合損益及其他全面收益表內確認。減值虧損金額乃按資產賬面值與按類似財務資產之現時市場回報率貼現之估計未來現金流量之現值間之差額計量。有關減值虧損於其後期間將不會撥回。

財務資產減值

於各報告期完結日評估財務資產有否減值跡象，惟按公平值計入損益賬之財務資產除外。倘有客觀證據顯示財務資產首次確認後發生的一項或多項事件導致相關投資之估計未來現金流量被削弱，則財務資產視為已減值。

就所有其他財務資產而言，減值之客觀證據可以包括：

- (i) 發行人或交易對手出現重大財政困難；或
- (ii) 拖欠或不支付利息或本金；或
- (iii) 借貸方很可能破產或進行財務重組。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

i. Financial assets (continued)

Impairment of financial assets (continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently 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, an increase in the number of delayed payments in the portfolio past the average credit period over 180 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of 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.

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 uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity.

3. 重大會計政策概要 (續)

(i) 財務工具 (續)

i. 財務資產 (續)

財務資產減值 (續)

就若干類別之財務資產(例如貿易應收款項)而言,被評為不會單獨作出減值之資產會於其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團之收款記錄、組合內延遲付款之拖欠期超過180日平均信貸期之宗數上升,以及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

就按已攤銷成本列賬之財務資產而言,當有客觀證據證明資產已減值,減值虧損於損益賬確認,並按資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額計算。

就按成本列賬之財務資產而言,減值虧損金額乃資產賬面值與估計未來現金流折現計算的現值兩者之間的差額,而折現率為同類財務資產之現時市場回報率。該減值虧損不可在往後期間撥回。

所有財務資產之減值虧損會直接於財務資產之賬面值中作出扣減,惟貿易應收款項除外,貿易應收款項之賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益賬確認。當貿易應收款項被視為不可回收時,將於撥備賬撇銷。先前已撇銷的款項如其後收回,將撥回損益賬。

就按攤銷成本計量之財務資產而言,倘減值虧損額於其後期間減少,而有關減少在客觀上與確認減值後發生之事件有關,則先前已確認之減值虧損將透過損益賬予以撥回,惟該資產於減值被撥回當日之賬面值不得超過未確認減值時應有之已攤銷成本。

可供出售股本投資之減值虧損於其後期間將不會於損益中撥回。減值虧損後公平值之任何增加直接於權益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

ii. Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

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 through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis other than those financial liabilities designated as at fair value through profit or loss, of which the interest expense is included in net gains or losses.

Other financial liabilities

Other financial liabilities including trade payables, accrued liabilities and other payables and promissory notes, are subsequently measured at amortised cost, using the effective interest rate method.

Convertible notes

Convertible notes issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the notes into equity, is included in equity (convertible notes equity reserve). Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds.

3. 重大會計政策概要 (續)

(i) 財務工具 (續)

ii. 財務負債及權益

由一間集團實體發行之財務負債及權益工具，乃依據所簽署合約安排之內容，以及對財務負債及權益工具之界定進行歸類。

一項權益工具乃證明於集團資產之剩餘權益(扣減其所有負債後)之任何合約。本集團之財務負債列為其他財務負債。就財務負債及權益工具所採納的會計政策如下。

實際利息法

實際利息法為計算財務負債之攤銷成本以及分配於有關期間的利息開支之方法。實際利率是將財務負債在預計年期或(倘適用)在較短期間內的估計未來現金付款準確折算的利率。

利息開支按實際利率基準確認，惟指定按公平值計入損益賬之財務負債除外，其利息開支乃計入淨收益或虧損。

其他財務負債

其他財務負債包括貿易應付款項、累計負債及其他應付款項及承兌票據，乃採用實際利率法計算攤銷成本入賬。

可換股票據

本公司發行之可換股票據包含財務負債及權益部份，並於初步確認時分開歸類於各自負債及權益部份。於初步確認時，負債部份之公平值乃按類似非可換股債務之現行市場息率釐定。發行可換股貸款票據所得款項總額與歸入負債部份之公平值之差額(代表持有人將票據轉換為權益之嵌入式認購期權)計入權益(可換股票據權益儲備)。發行可換股票據有關交易成本乃按所得款項總額分配比例，分配至負債及權益部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

ii. Financial liabilities and equity (continued)

Convertible notes (continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, representing by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes reserve until the embedded option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share capital and share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible loan notes equity reserve will be released to retained profits. No gain or loss is recognised in consolidated statement of comprehensive income upon conversion or expiration of the option.

If the conversion option of convertible notes exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible notes is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the consolidated statement of comprehensive income.

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.

Warrants

Warrants issued by the Company that will be settled by other than a fixed amount of cash for a fixed number of the Company's own equity instruments are derivative financial instruments. Warrants classified as derivative financial instruments are recognised at their fair values at the date of issue. Changes in fair values in subsequent periods are recognised through profit or loss.

Warrants issued by the Company that will be settled by a fixed amount of cash for a fixed number of the Company's own equity instruments are equity instruments. The net proceeds received from the issue of warrants is recognised in equity (warrant reserve). The warrant reserve will be transferred to share capital and share premium accounts upon the exercise of the warrants. When the warrants are still not exercised at the expiry date, the amount previously recognised in the warrant reserve will be transferred to accumulated losses.

3. 重大會計政策概要(續)

(i) 財務工具(續)

ii. 財務負債及權益(續)

可換股票據(續)

其後期間可換股票據之負債部份採用實際利率法以攤銷成本入賬。權益部份(代表將負債部份轉換為本公司普通股之期權)將保留於可換股票據儲備,直至嵌入式期權被行使(其時可換股票據權益儲備呈列之餘額將轉撥入股本及股份溢價)。若該期權於到期日仍未行使,則於可換股票據儲備呈列之餘額將轉出至保留溢利。期權於換股或屆滿時之損益概不會於綜合全面損益賬確認。

倘可換股票據的換股權具有嵌入式衍生工具之特徵,則應獨立於其負債部份。於首次確認時,可換股票據之衍生工具部份按公平值計量,並以衍生財務工具之一部份呈列。若所得款項超出首次確認為衍生工具部份的金額,則差額確認為負債部份。交易費用於工具首次確認時分配至可換股票據之負債與衍生工具部份。有關負債部份的交易費用部份首次確認為負債部份。有關衍生工具的部份則即時在綜合全面損益賬內確認。

衍生金融工具

衍生工具在訂立衍生工具合約日按公平值初步確認,其後在報告期末重新計量其公平值。由此產生之收益或虧損立刻於損益確認,除非該衍生工具被指定及實際為對沖工具,在這種情況下,確認於損益之時間取決於對沖關係之性質。

認股權證

本公司所發行之將以固定金額現金換取固定數目本公司本身股本工具以外之方式結算之認股權證為衍生金融工具。分類為衍生金融工具之認股權證按於發行日期之公平值確認。於其後期間公平值變動透過損益確認。

本公司所發行之將以固定金額現金換取固定數目本公司本身股本工具之方式結算之認股權證為股本工具。發行認股權證所收取之所得款項淨額於權益(認股權證儲備)內確認。認股權證儲備將於行使認股權證時轉撥至股本及股份溢價賬。倘於屆滿日期認股權證仍未行使,則先前於認股權證儲備中確認之金額將轉撥至累計虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

iii. Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Repurchases of the Company's own equity instruments is recognised and deducted directly in equity.

iv. Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, 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 directly in equity is recognised in consolidated statement of comprehensive income.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in consolidated statement of comprehensive income.

(i) Taxation

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

Current 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 and other comprehensive income because of items 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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases 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 differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax 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.

3. 重大會計政策概要(續)

(i) 財務工具(續)

iii. 股本工具

本公司所發行之股本工具按所收取之所得款項扣除直接發行成本後記錄。購回本公司本身股本工具乃直接於權益內確認及扣減。

iv. 取消確認

當自一項財務資產收取現金流量之權利屆滿，或該項財務資產已轉讓且本集團已大體上轉移該財務資產所有權之全部風險及回報，該財務資產即被取消確認。於取消確認某項財務資產時，有關資產賬面值及已收與應收代價之和，與已直接於權益確認之累計收益或虧損之差額乃於綜合全面損益賬確認。

當有關合約規定之責任被解除、取消或屆滿之時，財務負債會取消確認。被取消確認之財務負債賬面值與已付或應付代價之差額乃於綜合全面損益賬確認。

(i) 稅項

所得稅指本年度應付稅項及遞延稅項之總額。

現時稅項

現時應付的稅項乃根據本年度的應課稅溢利計算。應課稅溢利與綜合損益表所載「除稅前溢利」有所不同，乃由於應課稅溢利不包括於其他年度的應課稅或可予扣減的收入或開支項目，而該等項目為永遠毋須課稅或扣減的項目。本集團現時稅項之負債乃採用於報告期末前已實行或大致實行之稅率計算。

遞延稅項

遞延稅項確認為在綜合財務報表內資產與負債的賬面值與採用應課稅溢利計算的相應稅基的暫時差額。遞延稅項負債一般就所有應課稅暫時時差確認入賬，而遞延稅項資產一般則會在預期應課稅溢利可供用作抵銷可予扣減暫時時差時確認為所有可扣減暫時時差額。倘暫時時差乃因商譽或因一項交易涉及的其他資產及負債進行初步確認時(不包括業務合併)產生，而不會影響應課稅溢利或會計溢利，則不會確認該等遞延資產及負債。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Taxation (continued)

Deferred tax (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, 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.

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 realised, based on tax rates (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.

(k) Provisions

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

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.

3. 重大會計政策概要 (續)

(i) 稅項 (續)

遞延稅項 (續)

遞延稅項負債將會就與於附屬公司及聯營公司的投資相關的應課稅暫時時差確認入賬，惟倘本集團可控制暫時時差的撥回，並預期該暫時時差將不會在可見將來撥回者除外。可扣減暫時時差額產生之遞延稅項資產（與該等投資有關）可確認，惟僅以可能將有足夠應課稅溢利可動用暫時時差額之利益，且彼等預期於可預見將來撥回為限。

遞延稅項資產的賬面值乃於報告期末進行檢討，並調低至預期將不可能有充裕的應課稅溢利以收回所有或部份資產。

倘負債可結算或資產可變現，遞延稅項資產及負債按預期於期間內可應用之稅率以於報告期末已施行或大部份施行之稅率（及稅法）之稅率為基準。

遞延稅項負債及資產之計量反映稅務影響，可由本集團於報告期末預期之方式以收回或結算其資產及負債之賬面值。

(k) 準備

倘若本集團須就已發生的事件承擔法律或推定責任，而本集團可能須履行該責任，並可就責任金額作出可靠的估計，便會就此計提準備。

確認為撥備之金額為於報告期末履行現時責任所需代價之最佳估計，而估計乃經考慮圍繞責任之風險及不確定性而作出。倘撥備以估計履行現時責任之現金流量計量時，其賬面值為該等現金流量之現值（倘貨幣時間價值之影響屬重大）。

當結算撥備所需之部份或全部經濟利益預期可自第三方收回時，倘大致確定將可獲償付及應收款項金額可作可靠估算，則將應收款項確認為資產。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(m) Dividends distribution

Final dividend proposed by the directors are classified as a separate allocation of retained profits within the equity section of the consolidated statement of financial position, until they have been approved by shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability in the Group's financial statements.

Interim dividends are recognised as a liability when they are proposed and declared.

(n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at 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 at 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;

3. 重大會計政策概要(續)

(l) 或然負債及或然資產

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些事件會否發生。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在財務報表附註內披露。假若消耗資源的機會率改變而導致出現資源消耗時，此等負債將被確認為準備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗未來事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否發生。或然資產不會被確認，但會於可能收到經濟效益時在財務報表附註內披露。若幾可肯定會收到經濟效益時，方會確認為資產。

(m) 股息分派

由董事建議派付之末期股息在資產負債表內權益項下列作保留溢利之一項獨立分配，直至股息於股東大會上獲股東批准為止。待此等股息獲股東批准而宣派後，將於本集團財務報表確認為一項負債。

中期股息於建議及宣派時確認為負債。

(n) 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率確認。於各報告期末，以外幣定值之貨幣項目均按該日之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

貨幣項目之匯兌差額均於彼等產生期間內在損益中確認，惟以下各項除外：

- 與作未來生產用途之在建資產有關之外幣借貸之匯兌差額，該等匯兌差額於被視為該等外幣借貸利息成本之調整時計入該等資產之成本；

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Foreign currencies (continued)

- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); 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.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation 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 includes a foreign operation 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 to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 重大會計政策概要(續)

(n) 外幣

- 為了對沖若干外幣風險(見以下會計政策)而訂立之交易之匯兌差額;及
- 應收或應付海外業務而結算並無計劃亦不可能發生(因此構成海外業務投資淨額之一部分)之貨幣項目之匯兌差額,該等匯兌差額初步於其他全面收益內確認,並於償還貨幣項目時自權益重新分類至損益。

就呈列綜合財務報表而言,本集團之海外業務之資產及負債乃按於各報告期末之適用匯率換算為本集團之列賬貨幣(即港元)。收入及支出項目乃按該期間之平均匯率進行換算,除非匯率於該期間內出現大幅波動,於此情況下,則採用於交易當日之適用匯率。所產生之匯兌差額(如有)於其他全面收益確認並於匯兌儲備下之權益累計(歸入非控股權益(如適用))。

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對一間附屬公司(包括海外業務)之控制權之出售、部分出售於共同安排或聯營公司(包括海外業務)之權益(其保留權益成為財務資產)時,就本公司擁有人應佔該業務而於權益內累計之所有匯兌差額重新分類至損益賬。

此外,有關部份出售並未導致本集團失去包含海外業務之附屬公司之控制權,則按此比例將累計匯兌差額重新歸類為非控股權益,而並不於損益內確認。就所有其他部份出售(即部分出售聯營公司或共同安排但不引致本集團失去重大影響力或共同控制權)而言,按比例分佔之累計匯兌差額重新分類至損益。

透過收購海外業務所收購之商譽及可識別資產之公平值調整及所承擔之負債被作為海外業務之資產及負債處理,並按各報告期末之適用匯率換算。就此產生之匯兌差額於其他全面收益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Employee benefits

i. Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. No accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward as the amount is immaterial.

ii. Pension scheme

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

The employees of the Group's subsidiaries which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the central pension scheme.

(p) Equity-settled share-based payment transaction

Share Options Scheme and Share Award Scheme

The fair value of share options and awarded shares granted to employees in an equity-settled share based payment transaction is recognised as an employment cost with a corresponding increase in the employee share-based compensation reserve within equity. In respect of share options, the fair value is measured at grant date using the Binomial option pricing model, taking into account the terms and conditions upon which the options were granted. In respect of awarded shares, the fair value is based on the closing price at the grant date. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options and awarded shares, the total estimated fair value of the share options and awarded shares is spread over the vesting period, taking into account the probability that the share options and awarded shares will vest.

3. 重大會計政策概要(續)

(o) 僱員福利

i. 有薪假期結轉下年度

本集團根據僱員合約，按曆年基準向僱員提供有薪年假福利。在若干情況，有關僱員在報告期完結日尚餘之有薪假期可結轉下一個曆年並由僱員動用。基於涉及之款額微不足道，故在報告期完結日並未就此等僱員年內應計及結轉下年度之有薪假期之預期未來累計成本列賬。

ii. 退休福利計劃

本集團根據強制性公積金計劃條例設立界定供款強制性公積金退休福利計劃(「強積金計劃」)供合資格參與強積金計劃之有關僱員參與。根據強積金計劃之規則，供款額為僱員基本薪金之某個百分比，並於應繳付時在綜合全面損益賬扣除。強積金計劃之資產與本集團之資產分開持有，並由獨立運作之基金管理。本集團之僱主供款於對強積金計劃供款時全數歸於僱員。

於中國內地經營之本集團附屬公司之僱員須參與由當地市政府設立之中央退休福利計劃。根據中央退休福利計劃之規則，供款乃當其應繳付時於綜合全面損益賬扣除。

(p) 以權益結算並以股份為基礎之付款交易

認股權計劃及股份獎勵計劃

於股本償本之股份為本交易賦予員工的認股權及獎授股份之公平值被確認為員工成本，並在股東權益內的以股份為本之僱員補償儲備作相應的增加。有關認股權之公平值乃採用二項式期權定價模式，按認股權授予日及授予認股權的條款而計算。至於獎授股份方面，其公平值是已支付之代價。當僱員須符合歸屬期條件才可無條件享有該等認股權及獎授股份，認股權及獎授股份的預計公平值總額在歸屬期內攤分入賬，並已考慮認股權及獎授股份歸屬的或然率。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Equity-settled share-based payment transaction (continued)

Share Options Scheme and Share Award Scheme (continued)

During the vesting period, the number of share options and awarded shares that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the statement of comprehensive income for the year of the review, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options and awarded shares that vest (with a corresponding adjustment to the employee share-based compensation reserve).

The equity amount for the share options is recognised in the employee share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

Shares held for Share Award Scheme

Where the shares of the Company are acquired under the Share Award Scheme, the consideration paid, including any directly attributable incremental costs, is presented as "Shares held for Share Award Scheme" and deducted from total equity.

When the awarded shares are transferred to the awardees upon vesting, the related weighted average cost of the awarded shares vested are credited to "Shares held for Share Award Scheme", and the related employment costs of the awarded shares vested are debited to the employee share-based compensation reserve. The difference between the related weighted average cost and the related employment costs of the awarded shares is transferred to retained profits.

Where the Shares held for Share Award Scheme are revoked and the revoked shares are disposed of, the related gain or loss is transferred to retained profits, and no gain or loss is recognised in the consolidated statement of comprehensive income.

Where the cash or non-cash dividend distribution is declared in respect of the shares held for Share Award Scheme, the cash or fair value of the non-cash dividend is transferred to retained profits, and no gain or loss is recognised in the consolidated statement of comprehensive income.

3. 重大會計政策概要 (續)

(p) 以權益結算並以股份為基礎之付款交易 (續)

認股權計劃及股份獎勵計劃 (續)

估計可歸屬認股權及獎授股份的數目須在歸屬期內作出檢討。任何已在往年確認的累積公平值調整須在檢討年度內的綜合全面損益賬支銷或回撥，並在以股份為本之僱員補償儲備作相應調整。在歸屬日，確認為支出之金額按歸屬認股權及獎授股份的實際數目作調整（並在以股份為本之僱員補償儲備作相應調整）。

屬認股權的權益金額在以股份為本之僱員補償儲備確認，直至當認股權被行使時（轉入股份溢價），或當認股權之有效期屆滿時（轉入保留溢利）。

為股份獎勵計劃而持有之股份

倘根據股份獎勵計劃下購入的公司股份，已支付之代價，包括所有直接有關的增量成本，被提出作為「為股份獎勵計劃而持有之股份」並從總權益中扣除。

當獎授股份於歸屬時轉至獲獎授人時，有關已歸屬獎授股份的加權平均成本計入「為股份獎勵計劃而持有之股份」的貸方及有關的員工成本計入以股份為本之僱員補償儲備借方。有關加權平均成本及有關獎勵計劃的員工成本之差額轉入保留溢利。

當取消為股份獎勵計劃而持有之股份時，取消之股份將出售有關損益轉入保留溢利，綜合全面收益表不確認任何損益。

當為股份獎勵計劃而持有之股份宣派現金或非現金股息，分派之現金或非現金股息之公平值轉入保留溢利，綜合全面收益表不確認任何損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Related party transactions

A related party is a person or entity that is related to the Group if:

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

3. 重大會計政策概要(續)

(q) 關連人士交易

倘出現以下情況，則有關人士為與本集團有關連之人士或實體：

- (A) 倘某人士出現以下情況，則該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員。
- (B) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為本公司或與本公司有關連之實體就僱員利益設立之離職福利計劃。
 - (vi) 實體受(A)所識別人士控制或受共同控制。
 - (vii) 於(A)(i)所識別人士對實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員。
 - (viii) 實體或其任何集團成員公司提供主要管理人員服務予本集團。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Related party transactions (continued)

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

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(r) Cash and cash equivalents

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

(s) 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 lessee

Assets held under finance leases are initially 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. 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. 重大會計政策概要 (續)

(q) 關連人士交易 (續)

(C) 任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響的家庭成員，並包括：

- (i) 該人士之兒女及配偶或同居伴侶；
- (ii) 該人士之配偶或同居伴侶之兒女；及
- (iii) 該人士或該人士之配偶或同居伴侶之受養人。

關連人士交易是指關連人士之間轉移資源或義務。

(r) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭上現金、活期存款及可隨時轉換為已知數額的現金、並無重大價值變動風險及一般於購入後三個月內屆滿的短期高流動投資，減去須按要求償還之銀行透支，並構成本集團現金管理之整體部份。

(s) 租賃

倘在租賃有效期內，資產所有權之絕大部份風險及回報均轉讓予承租人，該租賃即被列為融資租賃。其他租賃均被列為經營租賃。

本集團作為承租人

根據融資租約持有之資產初步按彼等於租約開始時之公平值或(倘更低)最低租約付款額之現值確認為本集團之資產。對出租人之相應責任作為融資租約責任計入綜合財務狀況表。

租約付款額乃於融資費用及租約責任減少間分攤，以取得責任餘下結餘之不變利率。融資租約即時於損益中確認，除非彼等直接歸屬於合資格資產，則另當別論，於此情況下，彼等根據本集團有關借貸成本之一般政策予以資本化。或然租金於產生期間內確認為開支。

經營租約付款額乃以直線法按租期確認為一項開支，惟倘另一系統基準更能代表租賃資產之經濟利益被消耗之時間模式，則除外。經營租約產生之或然租金於產生期間內確認為一項開支。

倘收取租約獎勵以訂立經營租約，則有關獎勵確認為一項負債。獎勵利益總額以直線法確認為租金費用之扣減，惟倘另一系統基準更代表租賃資產之經濟利益被消耗之時間模式，則除外。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3 to the consolidated financial statements, management is required to make judgments, 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 ongoing 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 judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations, that management has 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.

(i) Income taxes

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

3. 重大會計政策概要(續)

(f) 分部呈報

經營分部及財務資料所呈報之各分部項目之金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政決策者提供之財務報表當中加以識別。

就財務報告而言，將不會併入個別重要經營分部，除非該分部的產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務方法及監管環境的性質等方面的經濟特性類似。倘個別不重要的經營分部符合上述大部份條件，則可併為一個報告分部。

4. 關鍵會計判斷及估計不確定性之主要來源

於應用綜合財務報表附註3載本集團之會計政策時，管理層須就從其他來源不顯而易見之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃以經驗及認為屬有關之其他因素而作出。實際結果可能有別於該等估計。

估計及相關假設按持續基準審閱。倘若會計估計修訂僅影響該期間，有關修訂會在修訂估計期間確認。倘若有關修訂影響當期及未來期間，有關修訂會在修訂期間及未來期間確認。

應用會計政策之關鍵判斷

除該等涉及估計之判斷外，以下關鍵判斷為董事於應用本集團之會計政策時所作出，並對綜合財務報表內已確認金額構成最重大影響。

(i) 所得稅

本集團須繳納多個司法權區之所得稅。於釐定世界各地之所得稅準備時需作出重要判斷。於正常業務過程中，有許多交易及計算均難以明確作出最終稅務釐定。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與起初錄得之金額不同，差額將影響稅務釐定期內之所得稅及遞延稅項準備。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgments in applying accounting policies (continued)

(ii) Impairment of assets

The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

(iii) Impairment of goodwill

The Group performs annual tests on whether there has impairment of goodwill in accordance with the accounting policy stated in Note 20. The recoverable amounts of cash generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

(iv) Share-based payment

The valuation of the fair value of share options granted requires judgment in determining the expected volatility of the share price, the dividends expected on the shares, the risk free interest rate during the life of the options and the number of share options that are expected to become exercisable, details of which are set in Note 34 to the consolidated financial statements. Where the actual outcome of the number of exercisable options is different from the previously estimated number of exercisable options, such difference will have impact on the consolidated statement of comprehensive income in the subsequent remaining vesting period of the relevant share options.

(v) Impairment of trade and other 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, impairment loss may arise. As at 31 March 2016, the carrying amount of trade receivables and other receivables are approximately HK\$3,933,000 (2015: approximately HK\$221,000) and approximately HK\$149,105,000 (2015: approximately HK\$77,823,000) respectively.

(vi) Fair value of derivatives and other financial instruments

The fair values of derivative financial instruments are determined by using valuation techniques. The Group uses its judgment to select an appropriate valuation method and makes assumption that are mainly based on market conditions existing at the transaction date and each reporting date with reference to the valuation performed by APAC Asset Valuation and Consulting Limited, an independent firm of professional valuers. The valuation model requires the input of subjective assumptions, including the selection of relevant stock price, expected volatility, expected dividend yield, risk free rate and expected life. Changes in subjective input assumptions can materially affect the fair value estimate.

4. 關鍵會計判斷及估計不確定性之主要來源 (續)

應用會計政策之關鍵判斷 (續)

(ii) 資產減值

本集團每年就資產有否減值進行測試。資產或現金產生單位之可回收金額，乃根據需要用上假設及估計之在用價值計算法釐定。

(iii) 商譽之減值

本集團分別根據財務報表附註20所載之會計政策，每年測試商譽是否出現任何減值。現金產生單位之可回收金額乃根據使用價值計算釐定。該等計算需要管理層對未來業務營運作出估計及假設、使用稅前折現率及其他有關使用價值計算之假設。

(iv) 以股份為基礎之付款

評估已授出購股權之公平值時需要作出判斷，以釐定股價之預期波幅、股份之預計股息、購股權有效期內的無風險利率，以及預期可以行使之購股權的數目，有關詳情載於綜合財務報表附註34。若可行使購股權之實際數目有別於原先估計，差額將影響有關購股權之其後餘下歸屬期的綜合損益賬。

(v) 貿易及其他應收款項之減值

若出現減值虧損之客觀憑證，本集團將考慮有關未來現金流之估計。減值虧損之金額，是指資產賬面值與估計未來現金流（不包括尚未產生之未來信貸虧損）以財務資產的原訂實際利率（即初步確認時計算之實際利率）貼現之現值之間的差額。若未來現金流之實際金額低於預期，則可能出現減值。於二零一六年三月三十一日，貿易及其他應收款項之賬面值分別約為3,933,000港元（二零一五年：約221,000港元）及149,105,000港元（二零一五年：約77,823,000港元）。

(vi) 衍生工具及其他財務工具之公平值

衍生金融工具的公平值乃採用估值技術釐定。本集團通過判斷來選擇適當的估值方法，並主要根據於交易日期及各報告日期存在之市況經參考由獨立專業估值師行亞太資產評估及顧問有限公司進行的估值作出假設。估值模型需要輸入主觀假設（包括有關股價的選擇、預期波幅、預期股息收益率、無風險利率及預期可使用年期）。主觀輸入假設之變動可對公平值估計產生重大影響。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgments in applying accounting policies (continued)

(vii) Property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also perform annual reviews on whether the assumptions made on useful lives continue to be valid.

(viii) Impairment of available-for-sale financial assets

The Group follow the guidance of HKAS 39 – Financial Instruments: Recognition and Measurement to determine whether an available-for-sale investment is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than the cost; and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, change in technology and operational and financing cash flow.

5. FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The Group's major financial instruments include promissory notes and cash and cash equivalents. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

4. 關鍵會計判斷及估計不確定性之主要來源 (續)

應用會計政策之關鍵判斷 (續)

(vii) 物業、廠房及設備

根據香港會計準則第16號，本集團估計物業、廠房及設備之可使用年期，以釐定將予記賬之折舊開支之金額。本集團乃於購入資產時根據以往經驗、預期用途、資產之耗損以及因市場需求改變或運用資產提供服務而產生之技術性過時而估計可使用年期。本集團亦每年作出檢討，衡量對可使用年期所作假設是否仍然有效。

(viii) 可供出售財務資產之減值

本集團遵循香港會計準則第39號—金融工具：確認及計量之指引以釐定可供出售投資是否出現減值。此釐定要求作出重大判斷。於作出此判斷時，本集團評估（包括其他因素）投資公平值低於成本之持續時間及程度；及被投資公司之財務狀況及近期業務展望，包括各項因素，例如行業及板塊表現、技術變化及營運及融資現金流。

5. 財務風險管理

財務風險管理目標及政策

本集團之主要財務工具包括承兌票據以及現金及銀行結餘。該等財務工具之詳情乃於相關附註披露。與該等財務工具有關之風險及如何減低該等風險之政策載於下文。管理層會管理及監察該等風險，以確保可及時有效地實行適當措施。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management objectives and policies (continued)

Market risk

(i) Foreign currency risk

The Group operates mainly in the People's Republic of China (the "PRC") and Hong Kong and majority of transactions are denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). The Group is exposed to limited foreign exchange risk as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group. Therefore the Group will only be exposed to foreign exchange risk arising from the assets and liabilities which are denominated in currencies other than the functional currency of the entity to which related. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(ii) Price risk

At the end of the reporting period, the Group did not have any financial assets and liabilities which are measured at fair value. The Group does not have significant exposure to price risk.

(iii) Interest rate risk

At the end of the reporting period, the Group did not have any financial assets and liabilities which are at floating rate of interests. The Group does not have significant exposure to interest rate risk.

Credit risk

As at 31 March 2016, 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 credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk is primarily attributable to trade or other receivables. The Group has no significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

The credit risk on liquid funds is limited because the counterparties are banks which are reputable in the opinion of management.

5. 財務風險管理 (續)

財務風險管理目標及政策 (續)

市場風險

(i) 外匯風險

本集團主要在中華人民共和國(「中國」)及香港經營業務，且大部份交易以港元(「港元」)及人民幣(「人民幣」)計值。由於大部份商業交易、資產及負債是以與本集團各實體功能貨幣相同之貨幣計值，本集團面對之外匯風險有限。因此，本集團將僅面對以該實體相關之功能貨幣以外之貨幣定值之資產及負債產生之外匯風險。人民幣兌換為外幣須遵守中國政府頒佈之外匯管制法規。本集團現時並無任何外國流動資產及負債之外幣對沖工具。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外匯風險。

(ii) 價格風險

價格風險於報告期完結日，本集團並無任何以公平值計量之財務資產及負債。本集團並無重大價格風險。

(iii) 利率風險

於報告期末，本集團並無按浮動利率計息之任何財務資產及負債。本集團並無面臨重大利率風險。

信貸風險

於二零一六年三月三十一日，因交易對方未能履行責任而可為本集團帶來財務虧損之本集團最大信貸風險，乃來自綜合財務狀況表所列各項已確認財務資產之賬面值。

為將信貸風險降至最低，本集團之管理層訂有信貸批准及其他監管程序，以確保採取跟進行動追收逾期債務。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

本集團之信貸風險主要由貿易或其他應收款項產生。本集團並無重大信貸集中風險。本集團會持續監控所面對之信貸風險。

流動資金信貸風險有限，原因為管理層認為對方為有聲譽之銀行。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management objectives and policies (continued)

Liquidity risk

The Group manages liquidity risk by maintaining adequate cash and cash equivalents, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by management. Reports with maturity dates of borrowings and thus the liquidity requirement are provided to management for review periodically. Management will raise or refinance borrowings whenever necessary.

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are based on the contractual undiscounted payments, as follows:

5. 財務風險管理(續)

財務風險管理目標及政策(續)

流動資金風險

本集團通過維持充足現金及銀行結餘、監管預測及實際現金流量，以及配合財務資產及負債之到期時間表，藉此管理流動資金風險。

管理層持續監管流動資金風險。載有借貸到期日及相關流動資金需求之報告定期向管理層提交以供審閱。必要時，管理層將增加借貸或對其進行再融資。

下表顯示本集團將結算之財務負債，此乃按照相關到期組別，根據由報告期完結日至合約到期日之剩餘期間進行分析。表內披露之金額根據合約未貼現付款計算，詳情如下：

		At 31 March 2016 於二零一六年三月三十一日								
	Weighted average effective interest rate % 加權平均實際利率%	On demand or less than 1 month 應要求或一個月內 HK\$'000 千港元	Between 1 to 3 months 一至三個月 HK\$'000 千港元	Between 3 months to 1 year 三個月至一年 HK\$'000 千港元	Between 1 year to 5 years 一年至五年 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total undiscounted cash flow 總未貼現現金流 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元		
Non-derivative financial liabilities	非衍生財務負債									
Trade payables	貿易應付款項	-	4	813	570	-	1,387	1,387		
Accrued liabilities and other payables	累計負債及其他應付款項	-	23,258	-	-	-	23,258	23,258		
Promissory notes	承兌票據	21.8	-	-	9,042	-	9,042	9,042		
Total	總計		23,262	813	9,612	-	33,687	33,687		

		At 31 March 2015 於二零一五年三月三十一日								
	Weighted average effective interest rate % 加權平均實際利率%	On demand or less than 1 month 應要求或一個月內 HK\$'000 千港元	Between 1 to 3 months 一至三個月 HK\$'000 千港元	Between 3 months to 1 year 三個月至一年 HK\$'000 千港元	Between 1 year to 5 years 一年至五年 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total undiscounted cash flow 總未貼現現金流 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元		
Non-derivative financial liabilities	非衍生財務負債									
Trade payables	貿易應付款項	-	675	-	-	-	675	675		
Accrued liabilities and other payables	累計負債及其他應付款項	-	187,953	-	-	-	187,953	187,953		
Amounts due to shareholders	應付股東款項	7.5	17,998	-	6,472	-	24,470	24,199		
Convertible notes	可換股票據	10.5	173,500	-	-	-	173,500	173,500		
Promissory notes	承兌票據	18.2	-	-	78,405	-	78,405	70,564		
Total	總計		380,126	-	84,877	-	465,003	456,891		

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (including derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transaction as input. For an option-based derivative, the fair value is estimated using option pricing model.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate to their fair values.

Fair value measurements recognised in the consolidated statement of financial position

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 財務風險管理(續)

財務工具之公平值

財務資產及財務負債之公平值按以下方式釐定：

- 具備標準條款及條件，並於交投活躍市場買賣之財務資產及財務負債(包括衍生工具)之公平值，乃分別參考市場買入及賣出報價釐定；及
- 其他財務資產及財務負債(包括衍生工具)之公平值，乃根據公認定價模式，並按折現現金流量分析，採用作為輸入之可觀察現時市場交易之價格或費率計算。就以期權為基準之衍生工具而言，公平值乃採用期權定價模式估計。

董事認為綜合財務報表所記錄之財務資產及財務負債之賬面值與其公平值相若。

於綜合財務狀況表內確認之公平值計量

以下提供初步確認後按公平值計量之財務工具分析，乃根據公平值之可觀察程度分為第一至第三級。

- 第一級公平值計量乃有相同資產或負債在活躍市場之報價(未經調整)得出；
- 第二級公平值計量由第一級所載報價以外之可觀察資產或負債數據直接(即價格)或間接(即源自價格)得出；及
- 第三級公平值計量由包括并非以可觀察市場數據(不可觀察數據)為基礎之資產或負債數據之估值技術得出。

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5. FINANCIAL RISK MANAGEMENT (continued)

Fair value of financial instruments (continued)

5. 財務風險管理(續)

財務工具之公平值(續)

		As at 31 March 2016 於二零一六年三月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	財務資產				
Financial assets	財務資產	-	-	-	-
Available-for-sale financial assets	可供出售財務資產	-	-	-	-
Total	總計	-	-	-	-

		As at 31 March 2015 於二零一五年三月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	財務資產				
Financial assets	財務資產	-	-	10,635	10,635
Available-for-sale financial assets	可供出售財務資產	-	-	151,683	151,683
Total	總計	-	-	162,318	162,318

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Fair value of financial instruments (continued)

There were no transfers between Levels 1 and 2 in the current year.

Reconciliation of Level 3 fair value measurements of financial assets and liabilities

5. 財務風險管理(續)

財務工具之公平值(續)

於本年度，第一級與第二級之間並無轉撥。

財務資產及負債第三級公平值計量之對賬

		Available- for-sale financial assets 可供出售 財務資產	Financial assets 財務資產 (Note (i)) (附註(i))
		HK\$' 000 千港元	HK\$' 000 千港元
At 1 April 2014	於二零一四年四月一日	-	17,940
Acquired during the year	於年內收購	227,464	-
Impairment loss on available-for-sale financial assets	可供出售財務資產之減值虧損	(75,781)	-
Fair values changes	公平值變動	-	(7,305)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及 二零一五年四月一日	151,683	10,635
Disposed during the year	於年內出售	(151,683)	-
Fair values changes	公平值變動	-	(10,635)
At 31 March 2016	於二零一六年三月三十一日	-	-

Note:

- (i) The fair values of the financial assets have been determined in accordance with generally accepted pricing models based on a Binomial Model, with the most significant inputs being the share price, volatility and the net profit of the subsidiaries.

附註：

- (i) 財務資產之公平值乃根據公認定價模式(基於二項式模式)釐定，最重要輸入數據為附屬公司之股價、波動性及純利。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

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 stakeholders 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 debts which includes amount(s) due to a shareholder(s), convertible notes and promissory notes, cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors of the Company review the capital structure on an annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital.

The Group monitors capital using gearing ratio, which is calculated as either total borrowings divided by total capital or net borrowings divided by total capital. The gearing ratios as at the end of the reporting period are as follows:

		31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元
Total debt (i)	總債務(i)	9,042	268,263
Less: Cash and cash equivalents	減：現金及現金等值項目	(7,338)	(1,366)
Net debt	淨債務	1,704	266,897
Equity (ii)	權益(ii)	241,516	(60,114)
Net debt to equity ratio	淨債務對權益比率	0.7%	N/A不適用
Total debt to equity ratio	總債務對權益比率	3.7%	N/A不適用

Notes:

- (i) Total debt comprises amounts due to shareholders, convertible notes and promissory notes as detailed in Notes 28, 29 and 30 respectively.
- (ii) Equity includes all capital and reserves of the Group.

附註：

- (i) 總債務包括應付股東款項、可換股票據及承兌票據(有關詳情分別載於附註28、29及30)。
- (ii) 權益包括本集團之所有資本及儲備。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION

Information reported to 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.

The Group organised into two operating divisions: unconventional gas business and trading of commodities business. These divisions are the basis on which the Group reports its segment information.

The two operating and reportable segments under HKFRS 8 are as follows:

Unconventional gas business	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry
Trading of commodities business	Provision of agency services and trading of commodities in the PRC, Hong Kong and overseas

Turnover

Turnover represents the aggregate of agency fee and commodities sales.

An analysis of the Group's turnover are as follows:

Turnover	營業額	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Agency fee and commodities sales	中介費及商品銷售	194,164	193,330

6. 分部資料

向主要營運決策者報告以進行資源調配及評估分部表現之資料乃專注於所遞送或提供之貨品或服務之類別。

本集團分為兩個經營分部：非常規天然氣業務及商品貿易業務。該等分部為本集團呈報其分部資料之基準。

根據香港財務報告準則第8號，兩個經營及報告分部如下：

非常規天然氣業務	從事提供與非常規天然氣相關服務及非常規天然氣行業輸入技術設備
商品貿易業務	於中國、香港及海外提供中介服務與商品貿易

營業額

營業額指中介費及商品銷售之總和。

本集團之營業額分析如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
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Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results

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

2016

6. 分部資料(續)

分部收入及業績

本集團收入及業績按可申報分部劃分之分析如下：

二零一六年

		Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	Trading of commodities business 商品貿易業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover				
Turnover from external customers	營業額 來自外界客戶之營業額	-	194,164	194,164
Result				
Segment (loss)/profit	業績 分部(虧損)/溢利	(6,578)	407	(6,171)
Unallocated income	未分配收入			7,114
Unallocated corporate expenses	未分配企業支出			(17,239)
Gain on settlement of litigations	訴訟和解之收益			352,936
Share-based payment	以股份支付之款項			(20,950)
Impairment loss on interests in associates	於聯營公司之權益之減值虧損			(16,026)
Fair value loss on financial assets	財務資產之公平值虧損	-	(10,635)	(10,635)
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產之虧損			(3,625)
Share of results of associates	分佔聯營公司業績			(11,606)
Finance costs	融資成本			(6,943)
Profit before tax	除稅前溢利			266,855
Taxation	稅項			(3)
Profit for the year	年度溢利			266,852

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

2015

		Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	Trading of commodities business 商品貿易業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額			
Turnover from external customers	來自外界客戶之營業額	-	193,330	193,330
Result	業績			
Segment (loss)/profit	分部(虧損)/溢利	(3,876)	523	(3,353)
Unallocated income	未分配收入			13,693
Unallocated corporate expenses	未分配企業支出			(39,174)
Fair value loss on financial assets	財務資產之公平值 虧損	-	(7,305)	(7,305)
Impairment loss on available-for-sale financial assets	可供出售財務資產減值虧損			(75,781)
Share of results of associates	分佔聯營公司業績			(8,680)
Finance costs	融資成本			(9,374)
Loss before tax	除稅前虧損			(129,974)
Taxation	稅項			(3)
Loss for the year	年度虧損			(129,977)

Turnover reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2015: Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment results represent the (loss)/profit generated by each segment without allocation of corporate expenses, gain on settlement of litigations, share-based payment, impairment loss on interests in associates, impairment loss on available-for-sale financial assets, fair value loss on financial assets, loss on disposal of available-for-sale financial assets, share of results of associates, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

6. 分部資料(續)

分部收入及業績(續)

二零一五年

	Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	Trading of commodities business 商品貿易業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover			
Turnover from external customers	-	193,330	193,330
Result			
Segment (loss)/profit	(3,876)	523	(3,353)
Unallocated income			13,693
Unallocated corporate expenses			(39,174)
Fair value loss on financial assets	-	(7,305)	(7,305)
Impairment loss on available-for-sale financial assets			(75,781)
Share of results of associates			(8,680)
Finance costs			(9,374)
Loss before tax			(129,974)
Taxation			(3)
Loss for the year			(129,977)

上文所呈報之營業額指來自外界客戶之收益。於本年度內並無內部銷售(二零一五年:無)。

可申報分部之會計政策與本集團附註3所述之會計政策相同。分部業績指未分配企業開支、訴訟和解之收益、以股份支付之款項、於聯營公司之權益之減值虧損、可供出售財務資產之減值虧損、財務資產之公平值虧損、出售可供出售財務資產之虧損、分佔聯營公司業績、融資成本及稅項前各分部產生之(虧損)/溢利。此為向主要經營決策者報告以分配資源及評估分部表現之方法。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment assets and liabilities 2016

6. 分部資料(續)

分部資產及負債 二零一六年

		Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	Trading of commodities business 商品貿易業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產			
Segment assets	分部資產	43,920	61,773	105,693
Interests in associates	於聯營公司之權益			34,053
Unallocated corporate assets	未分配企業資產			139,809
				279,555
Liabilities	負債			
Segment liabilities	分部負債	2,600	14,915	17,515
Unallocated corporate liabilities	未分配企業負債			20,524
				38,039
2015		二零一五年		
		Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	Trading of commodities business 商品貿易業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產			
Segment assets	分部資產	41,785	70,556	112,341
Interests in associates	於聯營公司之權益			61,797
Unallocated corporate assets	未分配企業資產			226,526
				400,664
Liabilities	負債			
Segment liabilities	分部負債	2,459	14,409	16,868
Unallocated corporate liabilities	未分配企業負債			443,910
				460,778

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

就監控分部表現及分配分部間資源而言：

- all assets are allocated to reportable segments other than corporate assets and interests in associates. Goodwill and financial assets are allocated to reportable segments; and
- all liabilities are allocated to reportable segments other than corporate liabilities, amounts due to shareholders, convertible notes and promissory notes.
- 除企業資產及於聯營公司之權益外，所有資產分配至可申報分部。商譽及財務資產分配至可申報分部；及
- 除企業負債、應付股東款項、可換股票據及承兌票據外，所有負債分配至可申報分部。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Other segment information

		Depreciation and amortisation 折舊及攤銷		Additions to non-current assets* 非流動資產之增加*	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unconventional gas business	非常規天然氣業務	1,513	89	1,258	1,979
Trading of commodities business	商品貿易業務	7	7	-	-
Unallocated	未分配	182	215	66	41
		1,702	311	1,324	2,020

* Additions to non-current assets excluding goodwill, interests in associates, financial assets and available-for-sale financial assets.

In addition to the depreciation and amortisation reported above, fair value loss on financial assets of approximately HK\$10,635,000 (2015: approximately HK\$7,305,000) was attributable to trading of commodities business segment during the year ended 31 March 2016.

Geographical information

The Company is domiciled in Hong Kong. The Group's operations are mainly located in the PRC and Hong Kong. The following analysis of the Group's turnover by geographical area is disclosed for the years ended 31 March 2016 and 2015.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The PRC	中國	-	2,383
Hong Kong	香港	39,408	1,012
Overseas	海外	154,756	189,935
		194,164	193,330

6. 分部資料(續)

其他分部資料

* 非流動資產之增加不包括商譽、於聯營公司之權益、財務資產及可供出售財務資產。

除以上所呈報之折舊及攤銷外，截至二零一六年三月三十一日止年度，財務資產之公平值虧損約10,635,000港元(二零一五年：約7,305,000港元)歸屬於商品貿易業務分部。

地區資料

本公司主要營業地點位於香港。本集團之經營主要位於中國及香港。截至二零一六年及二零一五年三月三十一日止年度，本集團營業額按地區所作之分析披露如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Geographical information (continued)

The following is an analysis of the carrying amount of non-current assets (excluding financial assets, interests in associates and available-for-sale financial assets) analysed by the geographical area in which the assets are located:

		Carrying amount of non-current assets 非流動資產之賬面值	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong	香港	764	895
The PRC	中國	72,118	73,708
		72,882	74,603

Information about major customers

For the year ended 31 March 2016, the Group's largest two customers contributed revenue from trading of commodities business of approximately HK\$175,978,000, which represent 90.6% of total turnover.

For the year ended 31 March 2015, the Group's largest three customers contributed revenue from trading of commodities business of approximately HK\$189,936,000, which represent 98.2% of total turnover.

有關主要客戶之資料

截至二零一六年三月三十一日止年度，本集團最大兩名客戶貢獻來自商品貿易業務之收入約175,978,000港元，佔總營業額之90.6%

截至二零一五年三月三十一日止年度，本集團最大三名客戶貢獻來自商品貿易業務之收入約189,936,000港元，佔總營業額之98.2%。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer A	客戶甲	154,756	–
Customer B (Note)	客戶乙 (附註)	–	88,323
Customer C (Note)	客戶丙 (附註)	–	52,405
Customer D (Note)	客戶丁 (附註)	–	49,208
Customer E	客戶戊	21,222	–
Others	其他	18,186	3,394
		194,164	193,330

Note: No information on turnover for the current year was disclosed for these customers since they contributed less than 10% to the Group's turnover for the year ended 31 March 2016.

附註：由於該等客戶於截至二零一六年三月三十一日止年度貢獻本集團營業額低於10%，故並無披露彼等於本年度之營業額資料。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

7. OTHER INCOME AND OTHER GAINS OR LOSSES

7. 其他收入及其他收益或虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other income	其他收入		
Interest income on:	利息收入：		
Bank deposit	銀行存款	431	39
Other receivables	其他應收款項	2,416	1,581
		2,847	1,620
Sundry income	雜項收入	1,342	151
		4,189	1,771
Other gains or losses	其他收益或虧損		
Net exchange gains	匯兌收益淨額	58	7
Loss on early redemption on promissory notes	提早贖回承兌票據之虧損	(828)	(2,405)
Gain on derecognition of promissory notes	取消確認承兌票據之收益	2,951	-
Fair value gain on financial assets	財務資產之公平值收益	-	10,238
		2,181	7,840

8. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

8. 經營業務溢利/(虧損)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The Group's profit/(loss) from operating activities from continuing operations is arrived at after charging:	本集團來自持續經營業務之經營業務溢利/(虧損)已扣除：		
Cost of inventory sold	已售存貨成本	180,385	187,566
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,702	311
Loss on written off of property, plant and equipment	撤銷物業、廠房及設備之虧損	3	20
Staff costs (including directors' remuneration (Note 10))	員工成本(包括董事酬金(附註10))		
- wages and salaries	- 工資及薪金	16,791	13,060
- share-based payment	- 以股份支付	20,950	-
- retirement benefits scheme contributions	- 退休福利計劃供款	502	470
		38,243	13,530
Auditors' remuneration	核數師酬金	630	630
Minimum lease payments under operating lease rentals of office premises	寫字樓經營租賃租金之最低租賃付款	2,844	3,031

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

9. FINANCE COSTS

9. 融資成本

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interests on amounts due to shareholders wholly repayable within five years	須於五年內悉數償還應付股東款項之利息	823	925
Imputed interest expense on promissory notes (Note 30)	承兌票據之推算利息開支 (附註30)	6,119	8,448
Other finance costs	其他融資成本	1	1
		6,943	9,374

10. DIRECTORS' REMUNERATION

Directors' remuneration for the years ended 31 March 2016 and 2015, disclosed pursuant to the Listing Rules and Hong Kong Companies Ordinance, is as follows:

10. 董事酬金

根據上市規則及香港公司條例之規定而須披露截至二零一六年及二零一五年三月三十一日止年度之董事酬金如下：

Name of director 董事姓名	Fees 袍金 HK\$'000 千港元	Basic salaries 基本薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Other allowances 其他津貼 HK\$'000 千港元	Share-based payment 以股份支付 HK\$'000 千港元	MPF contributions 強積金供款 HK\$'000 千港元	Total 合計 HK\$'000 千港元	
2016:		二零一六年:						
Executive directors		執行董事						
Mr. Zhang Xiaobin (Appointed on 22 September 2015)	張曉彬先生 (於二零一五年九月二十二日獲委任)	-	2,520	208	-	3,024	11	5,763
Mr. Gao Feng	高峰先生	-	3,120	260	44	1,344	18	4,786
Mr. Chiu Sui Keung	趙瑞強先生	-	1,536	128	-	1,344	18	3,026
Non-executive directors		非執行董事						
Ms. Geng Ying (Re-designated from executive director to non-executive director on 22 September 2015)	耿璧女士 (於二零一五年九月二十二日由執行董事調任至非執行董事)	-	1,000	-	-	1,344	-	2,344
Mr. Shao Zili (Appointed on 22 September 2015)	邵子力先生 (於二零一五年九月二十二日獲委任)	-	504	-	-	3,024	10	3,538
Mr. Li Du (Appointed on 22 September 2015)	李度先生 (於二零一五年九月二十二日獲委任)	-	504	-	-	3,024	-	3,528
Mr. Wang Xihua (Resigned on 22 September 2015)	王西華先生 (於二零一五年九月二十二日辭任)	-	9	-	-	-	9	18
Independent non-executive directors		獨立非執行董事						
Mr. Cheng Wing Keung, Raymond	鄭永強先生	120	-	-	-	134	-	254
Mr. Lam Williamson	林全智先生	180	-	-	-	134	-	314
Mr. Wong Hoi Kuen	黃海權先生	120	-	-	-	134	-	254
Dr. Lam Lee G. (Appointed on 18 November 2015)	林家禮博士 (於二零一五年十一月十八日獲委任)	89	-	-	-	-	-	89
		509	9,193	596	44	13,506	66	23,914

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

10. DIRECTORS' REMUNERATION (continued)

Name of director 董事姓名		10. 董事酬金 (續)				Total 合計 HK\$'000 千港元
		Fees 袍金 HK\$'000 千港元	Basic salaries 基本薪金 HK\$'000 千港元	Other allowances 其他津貼 HK\$'000 千港元	MPF contributions 強積金供款 HK\$'000 千港元	
2015:	二零一五年:					
Executive directors	執行董事					
Ms. Geng Ying	耿瑩女士	-	1,000	-	-	1,000
Mr. Gao Feng	高峰先生	-	3,250	42	18	3,310
Mr. Chiu Sui Keung	趙瑞強先生	-	1,600	-	18	1,618
Non-executive director	非執行董事					
Mr. Wang Xihua	王西華先生	-	18	-	18	36
Independent non-executive directors	獨立非執行董事					
Mr. Cheng Wing Keung, Raymond	鄭永強先生	120	-	-	-	120
Mr. Lam Williamson	林全智先生	180	-	-	-	180
Mr. Wong Hoi Kuen	黃海權先生	120	-	-	-	120
		420	5,868	42	54	6,384

Note: Mr. Wong Xihua resigned as a non-executive director with effect from 22 September 2015 due to devote his other business commitments and consequent time restraints.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2016 and 2015.

During the years ended 31 March 2016 and 2015, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office. None of the directors has waived any emoluments during the year (2015: Nil).

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included five (2015: three) directors. Details of whose remuneration are set out in Note 10 to the consolidated financial statements.

During the year ended 31 March 2015, the details of the remuneration of the remaining two non-director, highest paid employees are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	-	1,950
Retirement benefits scheme contributions	退休福利計劃供款	-	35
		-	1,985

附註：王西華先生因有其他業務承擔導致時間分配緊張而辭去非執行董事，由二零一五年九月二十二日起生效。

截至二零一六年及二零一五年三月三十一日止年度內並無董事放棄或同意放棄任何酬金之安排。

截至二零一六年及二零一五年三月三十一日止年度內，本集團並無為吸引加盟或於加盟本集團時，或作為離職補償向董事支付酬金。年內並無董事放棄任何酬金（二零一五年：無）。

11. 五名最高薪僱員

年內五名最高薪僱員包括五名（二零一五年：三名）董事，其酬金詳情載於綜合財務報表附註10內。

截至二零一五年三月三十一日止年度，其餘兩名為非董事最高薪僱員，其酬金詳情如下：

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

11. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of employees whose remuneration fell within the following band is as follows:

		Number of employees 僱員人數	
		2016 二零一六年	2015 二零一五年
Nil to HK\$1,000,000	零港元至1,000,000港元	-	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	-
		-	2

During the years ended 31 March 2016 and 2015, no emoluments were paid by the Group to the non-director, highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

The emoluments paid or payable to member of senior management (excluding the directors as disclosed in Note 10) are within the following bands:

11. 五名最高薪僱員 (續)

酬金介乎以下金額範圍之僱員人數如下：

截至二零一六年及二零一五年三月三十一日止年度內，本集團並無為吸引加盟或於加盟本集團時，或作為離職補償向非董事最高薪僱員支付酬金。

已付或應付高級管理層(不包括董事(誠如附註10所披露))之酬金介乎以下範圍：

		Number of senior management 高級管理層人數	
		2016 二零一六年	2015 二零一五年
Nil to HK\$1,000,000	零港元至1,000,000港元	1	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2	-
		3	3

12. TAXATION

		2016	2015
		二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
Current tax	本期稅項		
- Hong Kong Profits Tax	- 香港利得稅	-	-
- PRC Enterprises Income Tax	- 中國企業所得稅	3	3
		3	3
Deferred tax (Note 13)	遞延稅項(附註13)	-	-
		3	3

Hong Kong profits tax is calculated at 16.5% (2015: 16.5%) on the estimated assessable profit for the year.

Under the Law of the PRC 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.

香港利得稅已就本年度估計應課稅溢利按稅率16.5%(二零一五年：16.5%)作出撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施細則，自二零零八年一月一日起，中國附屬公司之稅率為25%。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

12. TAXATION (continued)

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of comprehensive income as follows:

		Hong Kong 香港		2016 二零一六年 The PRC 中國		Total 總額	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Profit/(loss) before tax	除稅前溢利/(虧損)	273,425		(6,570)		266,855	
Tax at applicable tax rate	按適用稅率計算之稅項	45,115	16.5	(1,643)	(25.0)	43,472	16.3
Estimated tax effect of non-deductible expenses	不可扣減開支之估計稅務影響	10,347	3.8	-	-	10,347	3.9
Estimated tax effect of non-taxable income	毋須課稅收入之估計稅務影響	(58,803)	(21.5)	-	-	(58,803)	(22.0)
Estimated tax effect of unrecognised tax losses	未確認稅項虧損之估計稅務影響	3,449	1.2	1,646	25.1	5,095	1.8
Utilisation of tax losses	動用稅項虧損	(108)	-	-	-	(108)	-
Tax charge at the Group's effective rate for the year	按本集團於本年度之實際稅率計算之稅項開支	-	-	3	0.1	3	-

		Hong Kong 香港		2015 二零一五年 The PRC 中國		Total 總額	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Loss before tax	除稅前虧損	(126,998)		(2,976)		(129,974)	
Tax at applicable tax rate	按適用稅率計算之稅項	(20,955)	(16.5)	(744)	(25.0)	(21,699)	(16.7)
Estimated tax effect of non-deductible expenses	不可扣減開支之估計稅務影響	5,148	4.1	-	-	5,148	4.0
Estimated tax effect of non-taxable income	毋須課稅收入之估計稅務影響	(1,766)	(1.4)	-	-	(1,766)	(1.4)
Estimated tax effect of unrecognised tax losses	未確認稅項虧損之估計稅務影響	17,627	13.8	758	25.5	18,385	14.1
Utilisation of tax losses	動用稅項虧損	(54)	-	(11)	(0.4)	(65)	-
Tax charge at the Group's effective rate for the year	按本集團於本年度之實際稅率計算之稅項開支	-	-	3	0.1	3	-

No tax is payable on the profit for the year arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward.

12. 稅項 (續)

年內稅項開支於綜合全面損益賬內與除稅前虧損對賬如下：

由於應課稅溢利已被過往年度之稅項虧損全數抵扣，故並無就年內於香港產生之溢利繳納任何稅項。

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13. DEFERRED TAX LIABILITIES

At 31 March 2016, the Group had unused estimated tax losses of approximately HK\$210,060,000 (2015: approximately HK\$184,362,000) available for offset against future profits. Tax losses of approximately HK\$31,211,000 (2015: HK\$21,238,000) will expire after five years from the year of assessment they relate to while tax losses of approximately HK\$178,849,000 (2015: approximately HK\$163,124,000) can be carried forward indefinitely. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

14. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 31 March 2016 (2015: Nil).

15. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

(a) Basic

Basic earnings/(loss) per share is calculated by dividing the earnings/(loss) for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2016 二零一六年	2015 二零一五年
Profit/(loss) for the year attributable to owners of the Company (HK\$'000)	本公司擁有人應佔年度溢利／(虧損) (千港元)	267,469	(120,090)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)	3,900,462	3,617,724
Basic earnings/(loss) per share (HK cents per share)	每股基本盈利／(虧損) (每股港仙)	6.9	(3.3)

(b) Diluted

During the year ended 31 March 2016, diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has dilutive potential ordinary shares being ordinary shares to be issued under the share options scheme. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the period) based on the monetary value of the subscription rights attached to outstanding share options under the share options scheme. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options scheme.

During the year ended 31 March 2015, the Company's outstanding convertible notes and share options were not included in the calculation of diluted loss per share because the effects of the Company's outstanding convertible notes and share options were anti-dilutive.

		2016 二零一六年	2015 二零一五年
Profit/(loss) for the year attributable to owners of the Company (HK\$'000)	本公司擁有人應佔年度溢利／(虧損) (千港元)	267,469	(120,090)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)	3,900,462	3,617,724
Adjustments for share options	購股權調整	143,039	-
Weighted average number of ordinary shares for diluted earnings/(loss) per share ('000)	按每股攤薄盈利／(虧損) 計算之普通股加權平均數 (千股)	4,043,501	3,617,724
Diluted earnings/(loss) per share (HK cents per share)	每股攤薄盈利／(虧損) (每股港仙)	6.6	(3.3)

13. 遞延稅項負債

於二零一六年三月三十一日，本集團有為數約210,060,000港元(二零一五年：約184,362,000港元)之未動用估計稅項虧損可用以抵銷未來溢利。稅項虧損約31,211,000港元(二零一五年：21,238,000港元)將於彼等有關之評稅年度起五年後屆滿，而稅項虧損約178,849,000港元(二零一五年：約163,124,000港元)可無限期結轉。由於未來溢利來源之不可確定，故並無確認遞延稅項資產。

14. 股息

董事不建議就截至二零一六年三月三十一日止年度派付任何股息(二零一五年：無)。

15. 本公司擁有人應佔每股盈利／(虧損)

(a) 基本

每股基本盈利／(虧損)乃按本公司擁有人應佔本年度盈利／(虧損)除以年內已發行普通股之加權平均數計算。

(b) 攤薄

截至二零一六年三月三十一日止年度，每股攤薄盈利乃假設所有攤薄潛在普通股獲兌換後，經調整普通股之加權平均數計算。本公司擁有潛在攤薄普通股，即根據購股權計劃將予發行之普通股。就釐定根據購股權計劃下未行使購股權所附帶認購權之貨幣價值按公平值(按於有關期間本公司股份之平均市價釐定)可能已購入之普通股數目已作出計算。按上述計算之股份數目乃與假設購股權獲行使而將予發行之股份數目作比較。

截至二零一五年三月三十一日止年度，於計算每股攤薄虧損時，並無計入本公司之尚未行使可換股票據及購股權，原因為本公司尚未行使之可換股票據及購股權均具反攤薄效應。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Plant and equipment 機器及設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Fixtures and fittings 裝置及配件 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost:	成本值:							
At 1 April 2014	於二零一四年四月一日	24,913	713	476	78	521	719	27,420
Additions	增添	1,866	-	124	-	30	-	2,020
Written off	撇銷	-	-	(7)	-	(7)	(30)	(44)
Exchange realignment	匯兌調整	149	-	1	-	1	-	151
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及 二零一五年四月一日	26,928	713	594	78	545	689	29,547
Additions	增添	124	17	25	-	52	1,106	1,324
Written off	撇銷	-	-	(37)	-	(49)	-	(86)
Exchange realignment	匯兌調整	(1,331)	-	(8)	(4)	(6)	(21)	(1,370)
At 31 March 2016	於二零一六年三月三十一日	25,721	730	574	74	542	1,774	29,415
Accumulated depreciation and impairment:	累計折舊及減值:							
At 1 April 2014	於二零一四年四月一日	-	276	371	40	385	214	1,286
Provided during the year	年內準備	-	71	89	15	64	72	311
Written off	撇銷	-	-	(6)	-	(7)	(11)	(24)
Exchange realignment	匯兌調整	-	-	-	-	1	-	1
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及 二零一五年四月一日	-	347	454	55	443	275	1,574
Provided during the year	年內準備	1,240	71	49	15	52	275	1,702
Written off	撇銷	-	-	(36)	-	(47)	-	(83)
Exchange realignment	匯兌調整	(15)	-	(5)	(3)	(3)	(4)	(30)
At 31 March 2016	於二零一六年三月三十一日	1,225	418	462	67	445	546	3,163
Net book value: At 31 March 2016	賬面淨值: 於二零一六年三月三十一日	24,496	312	112	7	97	1,228	26,252
At 31 March 2015	於二零一五年三月三十一日	26,928	366	140	23	102	414	27,973

Included in the plant and equipment of approximately HK\$26,928,000 was not yet in the condition necessary for it to be capable of operating in the manner intended by the management of the Group. Therefore, no depreciation was recognised for the respective plant and equipment during the year ended 31 March 2015. The above-mentioned plant and equipment was commenced to use and start to provide depreciation during the year ended 31 March 2016.

廠房及設備包括約26,928,000港元尚不具備按本集團管理層擬定方式操作所必要之條件。因此，於截至二零一五年三月三十一日止年度內並無就各廠房及設備確認折舊。上述廠房及設備於截至二零一六年三月三十一日止年度開始使用及開始計提折舊。

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17. INTERESTS IN SUBSIDIARIES

(a) General informations of subsidiaries

Details of the Group's material subsidiaries at the end of the reporting period are set out below:

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Nominal value of issued share capital/ paid up capital 已發行股本/已繳足 股本面值	Percentage of equity attributable to the Company and proportion of voting power held 本公司應佔權益 百分比及所持投票權比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wealth Gain Global Investment Limited 富盈環球投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Sino Talent Holdings Limited 新圖集團有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Operation company 營運公司
Bright Top Investment Holdings Limited 焯高投資控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Profull Int'l Holdings Limited 保富國際控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Twinkle Win Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Sino Giants Group Limited	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	-	51	Investment holding 投資控股
Multi Century Technology Development Limited ("MCT (HK)") 創紀科技發展有限公司 (「創紀科技(香港)」)	Hong Kong 香港	HK\$490 490港元	-	100	Investment holding 投資控股
Multi Century Energy Technology Limited (formerly known as: Multi Century Energy Technology (Beijing) Limited) 創紀傑仕能源科技有限公司 (前稱：創紀傑仕能源科技(北京)有限公司)	The PRC 中國	RMB15,000,000 人民幣15,000,000元	-	100	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry 從事提供與非常規天然氣相關 服務及非常規天然氣 行業輸入技術設備
Zhan Sheng Investments Limited 展昇投資有限公司	British Virgin Islands 英屬處女群島	US\$10,000 10,000美元	70.97	-	Investment holding 投資控股
World Grace Enterprises Limited 世悅企業有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Trading of commodities 商品貿易
Miles Trading Investment Limited 萬里貿易投資有限公司	Hong Kong 香港	HK\$100 100港元	-	75	Trading of coal and commodities 煤炭及商品貿易
Zhuhai Tiegang Commercial Trading Company Limited ("Zhuhai Tiegang") 珠海鐵港商貿有限公司 (「珠海鐵港」)	The PRC 中國	US\$151,611 151,611美元	-	100	Provision of agency services and trading of commodities in the PRC 於中國提供中介服務及商品貿易
Hubei Tiegang Trading Company Limited ("Hubei Tiegang") 湖北鐵港貿易有限公司 (「湖北鐵港」)	The PRC 中國	RMB10,200,000 人民幣10,200,000元	-	77.5	Trading of coal and metals in the PRC 於中國進行煤炭與金屬貿易
Amber Century Limited 琥珀世紀有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股

17. 於附屬公司之權益

(a) 附屬公司之一般資料

於報告期末，本集團之重要附屬公司之詳情載列如下：

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17. INTERESTS IN SUBSIDIARIES (continued)

(a) General informations of subsidiaries (continued)

Name 名稱	Place of incorporation and operations 註冊成立及經營地點	Nominal value of issued share capital/ paid up capital 已發行股本/已繳足股本面值	Percentage of equity attributable to the Company and proportion of voting power held 本公司應佔權益百分比及所持投票權比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Best Sino Technology Limited 華佳科技有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Investment holding 投資控股
Heilongjiang Multi Century Energy Technology Limited 黑龍江創紀傑仕能源科技有限公司	The PRC 中國	HK\$5,800,000 5,800,000港元	-	100	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry 提供有關非常規天然氣之服務及進口非常規天然氣行業之技術設備

Note:

(i) The above table lists the subsidiaries of the Group, which, in the opinion of the directors, principally affected 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 lengths.

(b) Details of non-wholly owned subsidiary that has material non-controlling interests:

The table below shows details of the non-wholly-owned subsidiary of the Group that have material non-controlling interests:

17. 於附屬公司之權益 (續)

(a) 附屬公司之一般資料 (續)

附註：

(i) 上表所列出本集團之附屬公司，乃董事認為特別對本集團之業績或資產有影響者。董事認為，列出其他附屬公司之詳情，會令資料過份冗長。

(b) 有重大非控股權益之非全資附屬公司之詳情：

下表顯示擁有重大非控股權益之本集團非全資附屬公司之詳情：

Name 名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持有之所有權權益及投票權之比例		(Loss)/profit allocated to non-controlling interests 非控股權益之(虧損)/溢利		Accumulated non-controlling interests 累計非控股權益	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
		%	%	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Hubei Tiegang 湖北鐵港	The PRC 中國	22.5	22.5	(48)	12	2,736	2,928

Summarised financial information in respect of each of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關各有重大非控股權益之非全資附屬公司之財務資料概要載列如下。以下財務資料概要指於集團內公司間撇銷前之金額。

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17. INTERESTS IN SUBSIDIARIES (continued)

- (b) Details of non-wholly owned subsidiary that has material non-controlling interests (continued)

Hubei Tiegang

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	12,481	15,936
Non-current assets	非流動資產	1	7
Current liabilities	流動負債	(321)	(2,931)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	9,425	10,084
Non-controlling interests	非控股權益	2,736	2,928
Revenue	收入	-	2,139
(Loss)/profit for the year	本年度 (虧損) / 溢利	(212)	53
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔 (虧損) / 溢利	(164)	41
(Loss)/profit attributable to non-controlling interests	非控股權益應佔 (虧損) / 溢利	(48)	12
(Loss)/profit for the year	本年度 (虧損) / 溢利	(212)	53
Other comprehensive (loss)/income attributable to owners of the Company	本公司擁有人應佔其他全面 (虧損) / 收益	(495)	49
Other comprehensive (loss)/income attributable to non-controlling interests	非控股權益應佔其他全面 (虧損) / 收益	(144)	14
Other comprehensive (loss)/income for the year	本年度其他全面 (虧損) / 收益	(639)	63
Total comprehensive (loss)/income attributable to owners of the Company	本公司擁有人應佔全面 (虧損) / 收益總額	(659)	90
Total comprehensive (loss)/income attributable to non-controlling interests	非控股權益應佔全面 (虧損) / 收益總額	(192)	26
Total comprehensive (loss)/income for the year	本年度全面 (虧損) / 收益總額	(851)	116
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow from operating activities	經營業務之現金流入淨額	471	41
Net cash outflow from investing activities	投資活動之現金流出淨額	-	-
Net cash inflow from financing activities	融資活動之現金流入淨額	-	-
Net cash inflow	現金流入淨額	471	41

17. 於附屬公司之權益 (續)

- (b) 有重大非控股權益之非全資附屬公司之詳情：(續)

湖北鐵港

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

18. INTERESTS IN ASSOCIATES

Details of the Group's interest(s) in an associate(s) is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of investment in associates	於聯營公司之投資成本		
– Unlisted	– 非上市	72,320	72,320
Less: Impairment loss on interests in associates	減：於聯營公司之權益之減值虧損	(16,026)	–
		56,294	72,320
Share of post-acquisition loss and other comprehensive income	分佔收購後虧損及其他全面收入	(22,241)	(10,523)
		34,053	61,797

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

於報告期末，本集團之聯營公司詳情如下：

Name 姓名	Form of entity 實體形式	Place of incorporation 註冊成立地點	Principal place of operation 主要營業地點	Class of shares held 所持股份類別	Proportion of ownership interest and voting power held by the Group 本集團所持有之所有權及投票權比例	Principal activities 主要業務
Global Mining Engineer Inc. ("Global Mining") (Note (i)) 環球礦業工程有限公司 (「環球礦業」)(附註(i))	Incorporated 註冊成立	Republic of Vanuatu 瓦努阿圖共和國	The PRC 中國	Ordinary 普通股	30% (2015: 30%) (二零一五年：30%)	Providing Radio Frequency Identification Mining Management System and Solution ("RFID@MMS") services, and natural resources-related global sources direct services 提供無線射頻識別礦業管理系統及解決方案 ("RFID@MMS") 服務，以及自然資源相關的環球通服務
Wisdom Orchid Limited ("Wisdom Orchid") (Note (ii)) 智蘭有限公司 (「智蘭」) (附註(ii))	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	The PRC 中國	Ordinary 普通股	40% (2015: 40%) (二零一五年：40%)	Investment holding 投資控股

Notes:

附註：

- (i) The Group holds 30% equity interest in Global Mining and possesses the right of participation in policy-making processes, including participation in decisions about dividends or other distributions. Therefore, the directors of the Company consider that the Group had significant influence over Global Mining.
- (ii) The Group holds 40% equity interest in Wisdom Orchid and possesses the right of participation in policy-making processes, including participation in decisions about dividends or other distributions. Therefore, the directors of the Company consider that the Group had significant influence over Wisdom Orchid.

- (i) 本集團持有環球礦業30%股權及擁有參與決策之權利，包括參與有關股息或其他分派之決定。因此，本公司董事認為，本集團對環球礦業擁有重大影響力。

- (ii) 本集團持有智蘭40%股權及擁有參與決策之權利，包括參與有關股息或其他分派之決定。因此，本公司董事認為，本集團對智蘭擁有重大影響力。

Wisdom Orchid's principal assets is the entire equity interest in Wisdom Mega Inc Limited and Qinglong Manchu Autonomous County Shuangxin Mining Co., Ltd. ("Shuangxin Mining") (collectively referred to as "Wisdom Mega Group"). Wisdom Mega Group's are principally engaged in extraction of iron ores, production and sales of iron ore concentrates.

智蘭之主要資產為於智昭有限公司及青龍滿族自治縣雙信礦業有限公司 (「雙信」) (統稱為「智昭集團」) 之全部股權。智昭集團主要從事鐵礦石提煉、生產及銷售鐵精礦。

Shuangxin Mining adopted 31 December as financial year end date for local statutory reporting purposes. For the preparation of associate's consolidated financial statements, its accounts for the year ended 31 March 2016 have been used after making adjustments, as appropriate, for compliance with accounting principles generally accepted in Hong Kong.

雙信採納十二月三十一日為財政年結日作當地法定申報用途。就編製聯營公司之綜合財務報表而言，其截至二零一六年三月三十一日止年度之賬目已於作出適當調整後予以採用，以遵守香港公認會計原則。

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18. INTERESTS IN ASSOCIATES (continued)

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

The associates are accounted for using the equity method in the consolidated financial statements.

Global Mining

環球礦業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	5,876	4,937
Non-current assets	非流動資產	3,937	4,613
Current liabilities	流動負債	(6,199)	(6,047)
Net assets	資產淨值	3,614	3,503
Revenue	收入	7,173	12,384
Profit for the year	本年度溢利	111	3,661
Other comprehensive income for the year	本年度其他全面收益	-	-
Total comprehensive income for the year	本年度全面收益總額	111	3,661

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

	上述財務資料概要與 於綜合財務報表內確認 之於聯營公司之權益 之賬面值對賬：		
Net assets of the associate	聯營公司之資產淨額	3,614	3,503
Proportion of the Group's ownership interest in Global Mining	本集團於環球礦業之 所有權權益比例	30%	30%
Effect of fair value adjustment at acquisition (Note (i))	於收購時公平值調整之影響 (附註(i))	24,000	24,000
Impairment loss on interest in associate (Note (ii))	於聯營公司之權益之減值虧損 (附註(ii))	(8,982)	-
Other adjustments (Note (iii))	其他調整 (附註(iii))	(15,000)	(11,400)
Goodwill	商譽	7,752	7,752
Carrying amount of the Group's interest in Global Mining	本集團於環球礦業之 權益之賬面值	8,854	21,402

18. 於聯營公司之權益 (續)

有關本集團聯營公司之財務資料概要載列如下。以下財務資料概要指根據香港財務報告準則編製之聯營公司財務報表所示之金額。

聯營公司於綜合財務報表中採用權益法入賬。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

18. INTERESTS IN ASSOCIATES (continued)

Notes:

- (i) The fair value of the net assets and liabilities of associate at the date of acquisition were determined by the directors of the Company with reference to the valuation performed by Roma Appraisals Limited, an independent firm of professional valuers.
- (ii) The Group completed its annual impairment test for interests in Global Mining by comparing the recoverable amount of interests in associates to its carrying amount as at 31 March 2016. The Group has engaged an independent valuer, APAC Asset Valuation and Consulting Limited, to carry out a valuation of the interests in associates as at 31 March 2016 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a five-year period, and a discount rate of 20%. The cash flows beyond the five-year period are extrapolated using a steady 3% growth rate for the business which providing mining management which is operated by Global Mining. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.
- Revenue of Global Mining dropped significantly due to down turn of the economy and the overall weak coal industry in China, and insufficiency of large engineering projects. Therefore impairment loss of approximately HK\$8,982,000 was recognised during the year ended 31 March 2016. In preparing the cash flow forecast for the interests in associates, the management have reviewed the assumptions such as industry dynamics, on-going business development of the associates group.
- (iii) Other adjustments represent deferred taxation arising from fair value adjustment at acquisition of approximately HK\$6,000,000, deferred taxation credited to profit or loss of approximately HK\$3,000,000 (2015: HK\$1,800,000) and provision for amortisation of approximately HK\$12,000,000 (2015: HK\$7,200,000).

18. 於聯營公司之權益 (續)

附註：

- (i) 聯營公司於收購日期的資產及負債淨額的公平值乃由本公司董事參考獨立專業估值師行羅馬國際評估有限公司進行之估值釐定。
- (ii) 透過比較於聯營公司之權益之可收回金額與其於二零一六年三月三十一日之賬面值，本集團就於環球礦業之權益完成年度減值測試。本集團已委聘獨立專業估值師亞太資產評估及顧問有限公司根據使用價值計算法為二零一六年三月三十一日於聯營公司之權益進行估值。是次估值以涵蓋五年期間之財務估計為基礎，按貼現率20%採用現金流量預測法進行。超逾五年期間之現金流量則採用環球礦業經營之業務(提供採礦管理)之穩定增長率3%推算。透過上述假設而得出之估值反映過往經驗，並與管理層專注經營該等市場之計劃相符一致。管理層相信該假設可合理實踐。
- 環球礦業之收益大幅下跌，主要由於中國經濟下行及煤業整體疲弱，以及缺少大型工程項目所致。因此，截至二零一六年三月三十一日止年度已確認減值虧損約8,982,000港元。為於聯營公司之權益編製現金流量預測時，管理層已審閱多項假設，例如行業動態及聯營公司集團之現有業務發展等。
- (iii) 其他調整即收購時調整公平值所產生遞延稅項約6,000,000港元、計入損益之遞延稅項約3,000,000港元(二零一五年：1,800,000港元)及攤銷撥備約12,000,000港元(二零一五年：7,200,000港元)。

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18. INTERESTS IN ASSOCIATES (continued)

18. 於聯營公司之權益 (續)

Wisdom Orchid 智蘭

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	159	2,312
Non-current assets	非流動資產	13,060	15,704
Current liabilities	流動負債	(13,977)	(14,929)
Non-current liabilities	非流動負債	(44)	(74)
Net (liabilities)/assets	(負債)/資產淨值	(802)	3,013
Revenue	收入	604	11,401
(Loss)/profit for the year/period	本年度/期間(虧損)/溢利	(3,532)	1,119
Other comprehensive (loss)/income for the year/period	本年度/期間其他全面(虧損)/收益	(281)	13
Total comprehensive (loss)/income for the year/period	本年度/期間全面(虧損)/收益總額	(3,813)	1,132
Reconciliation of the above summarized financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:	上述財務資料概要與已於綜合財務報表內確認之於一間聯營公司之權益之賬面值之對賬：		
Net (liabilities)/assets of the associate	聯營公司之(負債)/資產淨值	(802)	3,013
Proportion of the Group's ownership interest in Wisdom Orchid	本集團於智蘭之所有權權益比例	40%	40%
Effect of fair value adjustment at acquisition (Note (i))	於收購時公平值調整之影響(附註(i))	44,175	44,175
Impairment loss on interest in associate (Note (ii))	於聯營公司之權益之減值虧損(附註(ii))	(7,044)	-
Other adjustments (Note (iii))	其他調整(附註(iii))	(24,296)	(17,670)
Goodwill	商譽	12,685	12,685
Carrying amount of the Group's interest in Wisdom Orchid	本集團於智蘭之權益之賬面值	25,199	40,395

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

18. INTERESTS IN ASSOCIATES (continued)

Notes:

- (i) The fair value of the net assets of associate at the date of acquisition were determined by the directors of the Company with reference to the valuation performed by Roma Appraisals Limited, an independent firm of professional valuers.
- (ii) The Group completed its annual impairment test for interests in Wisdom Orchid by comparing the recoverable amount of interests in associate to its carrying amount as at 31 March 2016. The Group has engaged an independent valuer, APAC Asset Valuation and Consulting Limited, to carry out a valuation of the interests in associates as at 31 March 2016 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a five-year period, and a discount rate of 17%. The cash flows beyond the five-year period are extrapolated using a steady 3% growth rate for the iron ore refinery business in which is operated by Wisdom Orchid. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.

Due to the market tumble in the price of the iron concentrates in the PRC, the associate was being forced to close the iron ore processing plant temporarily. Impairment loss of approximately HK\$7,044,000 was recognised during the year ended 31 March 2016 as the business operated by associates does not turnout as previously expected. In preparing the cash flow forecast for the interests in associates, the management have reviewed the assumptions such as industry dynamics, on-going business development of the associates group.

- (iii) Other adjustments represent deferred taxation arising from fair value adjustment at acquisition of approximately HK\$11,044,000, deferred taxation credited to the profit or loss of approximately HK\$4,418,000 (2015: HK\$2,209,000) and provision for amortisation of approximately HK\$17,670,000 (2015: HK\$8,835,000).

18. 於聯營公司之權益 (續)

附註：

- (i) 於收購日期，聯營公司之資產淨額之公平值乃由本公司董事參考獨立專業估值師行羅馬國際評估有限公司所進行之估值而釐定。
- (ii) 透過比較於聯營公司之權益之可收回金額與其於二零一六年三月三十一日之賬面值，本集團就於智蘭之權益完成年度減值測試。本集團已委聘獨立專業估值師亞太資產評估及顧問有限公司根據使用價值計算法為二零一六年三月三十一日於聯營公司之權益進行估值。是次估值以涵蓋五年期間之財務估計為基礎，按貼現率17%採用現金流量預測法進行。超過五年期間之現金流量則採用智蘭經營之鐵礦石提煉業務之穩定增長率3%推算。透過上述假設而得出之估值反映過往經驗，並與管理層專注經營該等市場之計劃相符一致。管理層相信該假設可合理實踐。

由於中國之鐵精礦市價下跌，故聯營公司被逼暫時關閉鐵礦石加工廠。由於聯營公司所經營之業務未如預期般發展，故截至二零一六年三月三十一日止年度已確認減值虧損約7,044,000港元。為於聯營公司之權益編製現金流量預測時，管理層已審閱多項假設，例如行業動態及聯營公司集團之現有業務發展等。

- (iii) 其他調整指於收購時公平值調整所產生之遞延稅項約11,044,000港元、計入損益之遞延稅項約4,418,000港元(二零一五年：2,209,000港元)及攤銷撥備約17,670,000港元(二零一五年：8,835,000港元)。

19. GOODWILL

Cost:

At 1 April 2014, 31 March 2015, 1 April 2015 and 31 March 2016

成本：

於二零一四年四月一日、二零一五年三月三十一日、二零一五年四月一日及二零一六年三月三十一日

HK\$'000
千港元

46,630

Accumulated impairment:

At 1 April 2014, 31 March 2015, 1 April 2015 and 31 March 2016

累計減值：

於二零一四年四月一日、二零一五年三月三十一日、二零一五年四月一日及二零一六年三月三十一日

-

Carrying amounts:

At 31 March 2016

賬面淨值：

於二零一六年三月三十一日

46,630

At 31 March 2015

於二零一五年三月三十一日

46,630

Particulars regarding impairment testing on goodwill are disclosed in Note 20.

有關商譽減值測試之詳情於附註20披露。

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20. IMPAIRMENT TESTING ON GOODWILL

As explained in Note 6, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill with indefinite useful lives set out in Note 19 has been allocated to following cash generating unit (CGUs). In performing the impairment testing for the year, the directors of the Company have engaged an independent valuer, APAC Asset Valuation and Consulting Limited, to determine the recoverable amount of each CGUs. The carrying amount of goodwill (net of accumulated impairment losses) as at 31 March 2016 and 2015, is allocated as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unconventional gas business	非常規天然氣業務	1,700	1,700
Trading of commodities business	商品貿易業務	44,930	44,930
		46,630	46,630

Unconventional gas business

The recoverable amount of this cash-generating unit is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 20% per annum.

Cash flow projections during the budget period are based on the same expected gross margins throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3% per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market. The Directors believed that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the cash generating unit.

No provision to impairment was recognised as the recoverable amount at the CGUs which goodwill is allocated exceeds its carrying amount.

The key assumptions used in the value-in-use calculations for the unconventional gas business are as follows:

Budgeted market share	The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' plans for focusing operations in these markets. The directors believe that planned market share growth per year for the next five years is reasonably achievable.
Budgeted gross margin	Average gross margins achieved in the period immediately before the budget period, increased for expected efficiency improvements. This reflects past experience, except for efficiency improvements.

20. 商譽減值測試

如附註6所述，本集團採用業務分部作為包括分部資料之主要分部。就進行減值測試而言，附註19所載並無設定可使用年期之商譽已分配予下列現金產生單位（「現金產生單位」）。於年內進行減值測試時，本公司董事已委聘獨立估值師亞太資產評估及顧問有限公司釐定各現金產生單位之可收回金額。於二零一六年及二零一五年三月三十一日，商譽（減去累計減值虧損）之賬面值分配情況如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unconventional gas business	非常規天然氣業務	1,700	1,700
Trading of commodities business	商品貿易業務	44,930	44,930
		46,630	46,630

非常規天然氣業務

現金產生單位之可收回金額乃依據一項使用價值計算釐定。計算採用之現金流量預測乃基於董事批准涉時五年之財務預算，並以每年20%折現率。

預算期內之現金流量預測乃根據預算期內之相同預期毛利率計算。該五年期後之現金流量已採用3%之穩定年增長率推斷。該增長率並未超過市場長期平均增長率。董事相信，在計算可收回金額之主要假設所出現之任何合理可能變動，將不會導致現金產生單位之賬面值超出其可收回總額。

由於獲分配商譽之現金產生單位之可收回金額超過其賬面值，故並無確認減值撥備。

計算非常規天然氣業務單位使用價值採用之主要假設如下：

預算市場佔有率	套用於該等假設之價值反映過往經驗，並與董事專注於該等市場之經營的計劃貫徹一致。董事相信，未來五年的計劃市場佔有率年增長率可合理地達成。
預算毛利率	緊接預算期前期間所取得之平均毛利率，隨預計效益改善而增加。此反映過往經驗，惟效益改善除外。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

20. IMPAIRMENT TESTING ON GOODWILL (continued)

Trading of commodities business

The recoverable amount of this cash-generating unit is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 18% per annum.

Cash flow projections during the budget period are based on the same expected gross margins throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3% per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market. The Directors believed that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the cash generating unit.

No provision for impairment was recognised as the recoverable amount of the CGUs which the goodwill is allocated exceeds its carrying amount.

The key assumptions used in the value-in-use calculations for the coal trading business are as follows:

Budgeted market share	The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the Directors' plans for focusing operations in these markets. The directors believe that planned market share growth per year for the next five years is reasonably achievable.
Budgeted gross margin	Average gross margins achieved in the period immediately Before the budget period, increased for expected efficiency improvements. This reflects past experience, except for efficiency improvements.

20. 商譽減值測試(續)

商品貿易業務

此現金產生單位之可收回金額乃根據在用價值計算，該計算使用現金流量預測，而該預測基於董事於涵蓋五年期間所批准之財政預算及每年18%之貼現率。

於預算期間內現金流量預測乃基於整個預算期間之相同預期毛利率。超出五年期間之現金流量乃採用每年3%之穩定年增長率推算。該增長率並未超過市場長期平均增長率。董事相信，可收回金額所依據之主要假設之任何合理可能變動將不會導致該單位之賬面值超過現金產生單位之可收回總金額。

由於獲分配商譽之現金產生單位之可收回金額超過其賬面值，故並無確認減值撥備。

就煤炭貿易業務之在用價值計算所採用之主要假設如下：

預算市場佔有率	分配至該假設之價值反映過往經驗，惟增長因素除外，其符合董事專注此等市場業務之計劃。董事相信未來五年每年之計劃市場佔有率增長可合理取得。
預算毛利率	緊接預算期間之期間所取得之平均毛利率，因預期效益改善而增加。此反應過往經驗，惟效益改善除外。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

21. FINANCIAL ASSETS

21. 財務資產

Financial assets

財務資產

HK\$'000

千港元

At 1 April 2014	於二零一四年四月一日	17,940
Fair value changes	公平值變動	(7,305)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及二零一五年四月一日	10,635
Fair value changes	公平值變動	(10,635)

At 31 March 2016

於二零一六年三月三十一日

-

Financial assets represented the contingent consideration receivables when the Group dispose or place the remaining consideration shares to independent third parties. The fair value is measured using the binomial option pricing model at initial recognition and at the end of each reporting period.

財務資產指於本集團出售或配售餘下代價股份予第三方時應收之或然代價。公平值於初步確認時及於各個報告期末採用二項式期權定價模式計量。

Notes:

附註：

On 11 December 2013, the Company and the Vendor, Mr. Fung Denny Kin Tak, Ms. Wang Hui and Mr. Lai Kin Kong ("Mr. Lai") have entered into the fifth supplemental agreement (the "Fifth Supplemental Agreement") to amend certain terms and conditions of the sale and purchase agreement on 31 August 2012 in respect of the acquisition of Zhan Sheng Group. Principal terms of the Fifth Supplemental Agreement are set out as follows:

於二零一三年十二月十一日，本公司與賣方、馮建德先生、王輝女士及黎建江先生（「黎先生」）訂立第五份補充協議（「第五份補充協議」），以修訂日期為二零一二年八月三十一日有關收購展昇集團之買賣協議之若干條款及條件。第五份補充協議之主要條款載列如下：

(1) Change of a Guarantor under the sale and purchase agreement

(1) 更換買賣協議之擔保人

Mr. Yuen Yuk Piu shall cease to be one of the guarantors under the sale and purchase agreement and no longer hold any rights or be bound by any obligations thereunder; and Mr. Lai shall become one of the guarantors under the sale and purchase agreement and be entitled to and assume all the rights, obligations and liabilities of a guarantor thereunder.

袁旭標先生將不再為買賣協議之擔保人之一，亦不再持有買賣協議之任何權利或受買賣協議之任何責任所約束；及黎先生將會成為買賣協議之擔保人之一，並享有及承擔作為買賣協議項下的擔保人所應有且維持不變之一切權利、義務及責任。

(2) Consideration and payment method

(2) 對價及支付方式

183,716,667 shares of the Company (the "New Escrow Shares") shall be issued and allotted to the Vendor at HK\$0.139 per share on the effective date and be held in Escrow by the escrow agent. The Existing Escrow and the New Escrow Shares representing 360,000,000 shares in total, are collectively referred to as the total escrow shares (the "Total Escrow Shares"). The Total Escrow Shares will be distributed to the Vendor upon fulfillment of new consideration; and

183,716,667股本公司股份（「新託管股份」）須以每股0.139港元於生效日期當天配發及發行給賣方及交由託管代理人託管。現託管及新託管股份合共360,000,000股股份，統稱為總託管股份（「總託管股份」）。總託管股份將於達成新對價時分配予賣方；及

The Company shall issue to the Vendor the promissory notes of HK\$20,295,000 (subject to adjustment) on the effective date.

本公司將於生效日期當天簽發予賣方價值20,295,000港元（受限於調整）之承付票據。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

21. FINANCIAL ASSETS (continued)

(3) Consideration adjustment

The Vendor undertakes and guarantees to the Company that the gross profit after tax of the Zhan Sheng Group recorded in the management accounts prepared in accordance with the IFRS for the period from 1 January 2014 to 31 December 2014 ("Year 2014") and the period from 1 January 2015 to 31 December 2015 ("Year 2015") will not be less than HK\$10,000,000 ("2014 Consideration Adjustment") and HK\$10,000,000 ("2015 Consideration Adjustment") respectively.

If the Zhan Sheng Group can meet the respective target(s) of 2014 Consideration Adjustment and/or 2015 Consideration Adjustment, the Vendor will be entitled to 180,000,000 shares for Year 2014 and 180,000,000 shares for Year 2015.

In case that the Vendor fails to obtain all the Total Escrow Shares due to the failure in reaching the target of the new consideration adjustment, the Company and the Vendor agree and confirm that the Company has the right to sell the Total Escrow Shares not distributed to the Vendor to any designated person of the Company at a nominal consideration of HK\$1.

The EGM has been passed all related resolutions on 14 February 2014 and the Fifth Supplemental Agreement was become effective on 21 February 2014. Please refer to the Circular dated 28 January 2014 for further details.

Since the Zhan Sheng Group met the profit guarantee for the Year 2014 and Year 2015, the Vendor is entitled 360,000,000 consideration shares eventually. Up to the report date, the aggregate of 221,054,000 consideration shares had been issued to the Vendor. The remaining balances of 138,946,000 consideration shares will be released to the Vendor after the Company's annual result announcement for the year ended 31 March 2016.

21. 財務資產 (續)

(3) 對價調整

賣方向本公司承諾及保證，於二零一四年一月一日至二零一四年十二月三十一日期間(「二零一四年度」)及二零一五年一月一日至二零一五年十二月三十一日(「二零一五年度」)按照國際財務報告準則編製之管理層賬目所記錄之展昇集團除稅後毛利將分別不少於10,000,000港元(「二零一四年度對價調整」)及10,000,000港元(「二零一五年度對價調整」)。

倘展昇集團能達致二零一四年度對價調整及／或二零一五年度對價調整之相應目標，賣方於二零一四年度及二零一五年度將可分別獲分發180,000,000股及180,000,000股股份。

倘若賣方因未能達到新對價調整目標而未能取得所有之總託管股份，本公司及賣方同意及確認，本公司有權將並無分發予賣方之總託管股份以名義代價1港元出售予本公司任何指定人士。

股東特別大會於二零一四年二月十四日通過所有相關決議案，而第五份補充協議於二零一四年二月二十一日生效。有關進一步詳情，請參閱日期為二零一四年一月二十八日之通函。

由於展昇集團於二零一四年度及二零一五年度達成有關利潤擔保，故賣方最終可享有360,000,000股代價股份。截至報告日期，合共221,054,000股代價股份已發行予賣方。餘數138,946,000股代價股份將於本公司刊發截至二零一六年三月三十一日止年度之全年業績公佈後發放予賣方。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

22. AVAILABLE-FOR-SALE FINANCIAL ASSETS

22. 可供出售財務資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted equity securities at cost (Note (i))	非上市股本證券，按成本 (附註(i))	1	1
Unlisted equity securities at fair value (Note (ii))	非上市股本證券，按公平值 (附註(ii))	-	151,683
		1	151,684

Notes:

- (i) Included in the unlisted equity securities at cost above, the Group's investment in Power Bright Global Limited ("Power Bright"), a company incorporated in the BVI, with a carrying amount of approximately HK\$1,000 (2015: approximately HK\$1,000). The investment represent 9.9% (2015: 9.9%) holding of the ordinary share capital of Power Bright. The principal activity of Power Bright is investment holdings.

The unlisted equity securities of Power Bright do not have a quoted market price in an active market and are measured at cost less impairment at each reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that the fair value cannot be reliably measured.

- (ii) As at 31 March 2015, included in the unlisted equity securities at fair value above, the Group's investment in Sino United Energy Investment Co., Ltd Limited (the "Sino United"), a company incorporated in the BVI, with a carrying amount of approximately 151,683,000. The investment represent 10.5% holding of the ordinary share capital of Sino United. The principal activity of Sino United is exploration, utilization and trading of mining resources.

The investment in Sino United is measured at fair value. The fair value is determined based on discounted cash flow method which used the cash flow projections based on financial budgets approved by the directors of the Company.

Due to the significant decline in the fair value of the investment in Sino United below its cost, the directors consider it is an objective evidence of impairment. The impairment loss of approximately HK\$75,781,000 has been recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 March 2015.

The Group disposed Sino United on 17 June 2015 and ceased to have any interest in it. Loss on disposal of Sino United was approximately HK\$3,625,000 recognised during the year ended 31 March 2016.

附註：

- (i) 上述按成本列賬之非上市股本證券包括本集團於威明環球有限公司(「威明」，於英屬處女群島註冊成立之公司)之投資，其賬面值約為1,000港元(二零一五年：約1,000港元)。該投資指持有威明之9.9%(二零一五年：9.9%)普通股本。威明之主要業務為投資控股。

威明之非上市股權並無活躍市場之市場報價，並於各報告期按成本減減值計量，原因為合理公平值估計之範圍如此重大，以致本公司董事認為無法可靠計量公平值。

- (ii) 於二零一五年三月三十一日，上述按公平值列賬之非上市股本證券包括本集團於中聯能源投資有限公司(「中聯能源」，於英屬處女群島註冊成立之公司)之投資，其賬面值約為151,683,000港元。該投資指持有中聯能源之10.5%普通股本。中聯能源之主要業務為開發、利用及進行礦產資源貿易。

於中聯能源之投資乃按公平值計量。公平值乃根據採用現金流預測(基於本公司董事批准之財政預算)之折現現金流方法釐定。

由於於中聯能源之投資之公平值顯著下降低於其成本，董事認為其為減值之客觀證據。截至二零一五年三月三十一日止年度，已於綜合損益及其他全面收益表內確認減值虧損約75,781,000港元。

本集團於二零一五年六月十七日出售中聯能源及不再擁有其任何權益。截至二零一六年三月三十一日止年度，已確認出售中聯能源之虧損約3,625,000港元。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

23. TRADE RECEIVABLES

23. 貿易應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	貿易應收款項	3,933	221

The following is an analysis of trade receivables by age based on invoice date.

以下為根據發票日期按賬齡分析之貿易應收款項。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 to 30 days	0至30日	2,313	221
31 to 60 days	31至60日	-	-
61 to 90 days	61至90日	1,620	-
91 to 180 days	91至180日	-	-
Over 180 days	超過180日	-	-
		3,933	221

According to the credit rating of different customers, the Group allows a range of credit periods not exceeding 180 days to its trade customers. Trade receivables are denominated in HK\$ and RMB.

根據不同客戶之信貸評級，本集團給予貿易客戶之信貸期不超過180日。貿易應收款項以港元及人民幣計值。

At 31 March 2016 and 2015, there was no trade receivables that was past due but not impair.

於二零一六年及二零一五年三月三十一日，並無已逾期但未減值之貿易應收款項。

In determining the recoverability of trade receivables, the directors of the Company consider any change in the credit quality of the trade receivables from the date credit were initially granted up to the reporting date. Accordingly, the directors of the Company considered that provision for impairment is value be made in respect of trade receivables to their recoverable values and believe that there is no credit provision required in excess of the allowance for doubtful debts.

在釐定貿易應收款項之可回收機會時，本公司董事會考慮貿易應收款項之信貸質素自初步授出信貸日期直至報告日期期間之任何變動。因此，本公司董事認為須對貿易應收款項作減值準備至其可回收價值，並相信毋須就超出呆賬備抵之差額作出信貸準備。

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

24. 按金、預付款項及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits	按金	1,306	1,254
Prepayments	預付款項	10,937	10,345
Other receivables	其他應收款項	149,105	77,823
		161,348	89,422

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (continued)

As at 31 March 2016, included in the other receivables of approximately HK\$99,500,000 was the consideration receivables from disposal of 10.5% issued share capital of Sino United, a company incorporated in the BVI (2015: HK\$Nil).

As at 31 March 2015, included in the other receivables of approximately HK\$23,970,000 was the financial assets, approximately HK\$7,434,000 was the consideration receivables from disposal of subsidiaries and interest receivables at 12% per annum, which was fully settled subsequently and of approximately HK\$10,000,000 was the deposits previously paid into High Court of Hong Kong (the "High Court") for an injection order mentioned in Note 35(b). The designated deposit was released upon settlement of the litigations during the year ended 31 March 2016.

25. DEPOSITS WITH BANKS AND CASH AND CASH EQUIVALENTS

The fixed deposit was released upon settlement of the litigations during the year ended 31 March 2016.

As at 31 March 2015, the fixed interest rate on fixed deposits with banks of HK\$10,936,000, with maturity one month at 0.1% per annum. The deposits with banks were denominated in HK\$.

At the end of the reporting period, deposits with banks and cash and cash equivalents comprise of the followings:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits with banks	銀行存款	-	10,936
Cash and cash equivalents	現金及現金等值項目	7,338	1,366
		7,338	12,302

Cash and cash equivalents were denominated in the following currencies:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
RMB	人民幣	1,528	595
HK\$	港元	5,810	771
		7,338	1,366

The remittance of cash and cash equivalents denominated in RMB out of the PRC is subject to the foreign exchange control restrictions imposed by the government of the PRC.

Cash and cash equivalents carry interest at market rates which range from 1% to 2% per annum.

24. 按金、預付款項及其他應收款項(續)

於二零一六年三月三十一日，於其他應收款項當中，約99,500,000港元為出售中聯能源(一間於英屬處女群島註冊成立之公司)已發行股本10.5%之應收代價(二零一五年：零港元)。

於二零一五年三月三十一日，於其他應收款項當中，約23,970,000港元為財務資產、約7,434,000港元為出售附屬公司之應收代價及每年按12%計算之應收利息，有關代價及利息隨後獲結清，而約10,000,000港元為先前就附註35(b)所述之禁制令向香港高等法院(「高等法院」)支付之按金。截至二零一六年三月三十一日止年度，該指定按金已於訴訟達成和解時解除。

25. 銀行存款及現金及現金等值項目

截至二零一六年三月三十一日止年度，定期存款已於訴訟達成和解時解除。

於二零一五年三月三十一日，於一個月到期之定息銀行定期存款為10,936,000港元，年利率為0.1%。存款以港元定值。

於報告期末，銀行存款及現金及現金等值項目包括以下各項：

現金及現金等值項目乃以下列貨幣定值：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		1,528	595
		5,810	771
		7,338	1,366

以人民幣定值之現金及現金等值項目匯出中國須遵守中國政府所實施之外匯管制。

現金及現金等值項目按市場利率計息，介乎每年1%至2%。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

26. TRADE PAYABLES

The following is an analysis of trade payables by age based on the invoice date.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 to 30 days	0至30日	4	103
31 to 60 days	31日至60日	-	-
61 to 90 days	61日至90日	813	443
91 to 180 days	91日至180日	465	19
Over 180 days	超過180日	105	110
Total	總計	1,387	675

The average credit period on purchases of certain goods is 180 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

26. 貿易應付款項

以下為按發票日期貿易應付款項之賬齡分析。

購買若干貨品之平均信貸期為180日。本集團有適當之財務風險管理政策，以確保所有應付款項於信貸時間框架內支付。

27. ACCRUED LIABILITIES AND OTHER PAYABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Accrued liabilities	累計負債	15,289	173,990
Deposit received in advances	預收按金	4,389	8,238
Other payables	其他應付款項	7,932	9,612
		27,610	191,840

As at 31 March 2015, included in accrued liabilities of HK\$158,600,000 was consideration payables for acquisition of Wealth Gain Global Investment Limited ("Wealth Gain"). On 15 December 2009, the Company issued legal proceedings against Mr. Hung in the High Court in connection with the acquisition of Wealth Gain and also filed a statement of claim against Mr. Hung for, inter alia, the rescission of the Agreement on 1 February 2010. Details please refer to Note 35.

27. 累計負債及其他應付款項

於二零一五年三月三十一日，累計負債中有158,600,000港元為收購富盈環球投資有限公司(「富盈」)之應付代價。於二零零九年十二月十五日，本公司在高等法院對洪先生展開法律程序，內容有關收購富盈一事，另亦於二零一零年二月一日向洪先生發出申索陳述書以(其中包括)撤銷本協議。詳情請見附註35。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

28. AMOUNTS DUE TO SHAREHOLDERS

28. 應付股東款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amount due to Hung Chen, Richael ("Mr. Hung") (Note (i))	應付洪誠(「洪先生」) 款項(附註(i))	-	17,998
Amount due to ACE Channel Limited (Note (ii))	應付ACE Channel Limited 款項(附註(ii))	-	6,201
		-	24,199

Notes:

(i) The amount due to Mr. Hung is the principal amount and interests and detail terms are summarised as follows:

- (1) HK\$3,000,000 loan is unsecured, bearing interest at a fixed rate of 8% per annum due on 3 December 2009;
- (2) HK\$8,000,000 loan is unsecured, bearing interest at a fixed rate of 8% per annum due on 8 March 2010; and
- (3) HK\$1,600,000 advance is unsecured, non-interest bearing and repayable on demand.

According to Settlement Deed entered with the Company and the Trustees, Mega Wealth and Webright Limited, on 24 April 2015 and the court order granted on 24 February 2016, the shareholder's loan of (1) was reversed and the shareholder's loan of (2) and (3) was fully repaid during the year ended 31 March 2016.

(ii) On 24 December 2014, the Company signed a shareholder's loan facility agreement of HK\$20,000,000 with ACE Channel Limited, beneficially owned by Mr. Gao Feng, a director of the Company, is unsecured, bearing interest at a prime rate plus 1% (i.e. 6%) per annum and due on 23 December 2015. The shareholder's loan was fully repaid during the year ended 31 March 2016.

附註：

(i) 應付洪先生之款項為本金及利息，詳細條款概述如下：

- (1) 3,000,000港元貸款為無抵押，按固定年利率8%計息，於二零零九年十二月三十一日期；
- (2) 8,000,000港元貸款為無抵押，按固定年利率8%計息，於二零一零年三月八日期；及
- (3) 1,600,000港元墊款為無抵押、免息及按要求償還。

根據本公司與受託人、Mega Wealth及Webright Limited於二零一五年四月二十四日所訂立之和解契據以及於二零一六年二月二十四日授出之法院頒令，於截至二零一六年三月三十一日止年度，第(1)項所述之股東貸款已逆轉，第(2)及(3)項所述之股東貸款亦已悉數償還。

(ii) 於二零一四年十二月二十四日，本公司與ACE Channel Limited(本公司董事高峰先生實益擁有的公司)簽訂20,000,000港元之股東貸款額度協議，該款項為無抵押、按年利率最優惠利率加1%(即6%)計息，及於二零一五年十二月二十三日到期。截至二零一六年三月三十一日止年度，該股東貸款已獲結清。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

29. CONVERTIBLE NOTES

The carrying values of the liability component of the convertible notes are as follows:

		HK\$'000 千港元 (Note) (附註)
Liability component	負債部份	
At 1 April 2014, 31 March 2015 and 1 April 2015	於二零一四年四月一日、 二零一五年三月三十一日 及二零一五年四月一日	173,500
Derecognised upon execution of settlement deed	執行和解契據時取消確認	(173,500)
At 31 March 2016	於二零一六年三月三十一日	-

Notes:

- (i) On 31 March 2008, the Company issued HK\$345,000,000 zero coupon convertible notes (the "Convertible Notes") which as part of the consideration for the acquisition of Wealth Gain and its subsidiary (the "Wealth Gain Group"). Aggregate amount of HK\$171,500,000 was converted into the ordinary shares of the Company in prior years. The remaining balance of HK\$173,500,000 was matured on 30 March 2013, and therefore, the balance was classified as current liabilities in prior years and was derecognised upon settlement of the litigations during the year ended 31 March 2016. Convertible Notes matured on 30 March 2013 and the Company did not request the holders for mandatory conversion, therefore the convertible note equity reserve was released to accumulated losses.

29. 可換股票據

可換股票據負債部份之賬面值如下：

	HK\$'000 千港元 (Note) (附註)
	173,500
	(173,500)
	-

附註：

- (i) 於二零零八年三月三十一日，本公司發行345,000,000港元之零息可換股票據（「可換股票據」），作為收購富盈及其附屬公司（「富盈集團」）之部份代價。總金額171,500,000港元乃於先前年度轉換為本公司之普通股。餘額173,500,000港元於二零一三年三月三十日到期，因此，餘額於過往年度乃歸類為流動負債，並於截至二零一六年三月三十一日止年度於訴訟達成和解時取消確認。可換股票據於二零一三年三月三十日到期，且本公司並未要求持有人強制轉換，因此，可換股票據權益儲備乃轉撥至累計虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

29. CONVERTIBLE NOTES (continued)

The terms of the Convertible Notes are as follows:

- convertible at the option of the note holders into fully paid ordinary shares on or after 31 March 2008 and up to and including 30 March 2013 at a conversion price of HK\$0.5 per share;
- redeemable at the option of the Company at 100% of their principal amount at any time and from time to time, by written to notice to redeem the whole or part of the outstanding principal amount of the convertible notes; and
- convertible at the option of the Company to request the note holders for mandatory conversion of the prescribed amount of the convertible notes on or after the fifth anniversary of the issue date.

The Convertible Notes do not bear interest on the principal amount of the notes outstanding. The Convertible Notes will be redeemed on maturity at a value equal to the aggregate of its principal amount outstanding.

The Convertible Notes are denominated in HK\$ which is the same as the functional currency of the note issuing entity. As such, the exercise of the conversion option will give rise to the settlement by the exchange of a fixed amount of cash for a fixed number of shares of the Company. The conversion option is therefore accounted for as an equity instrument and is determined after deducting the liability component and the derivative component from the total proceeds.

The embedded derivatives relating to the Company's early redemption option in Note (b) above which are not closely related to the host contract shall be separately measured and included together with the liabilities component as a financial liability. The fair value of the derivative component is determined based on the valuation using binomial option pricing model. The fair value of the liabilities component is determined based on the valuation performed by an independent valuer, using discounted cash flow method. The effective interest rate of the host contract is determined to be 10.5%. The residual amount is assigned as the equity component for the conversion option and was included in the convertible notes equity reserve.

The liability component is carried as a current liability on the amortised cost basis until extinguished or conversion or redemption. The derivative component of the Convertible Notes is subsequently measured at fair value with changes recognised in the consolidated statement of comprehensive income. The value of the equity component is not remeasured in subsequent years.

On 22 January 2010, the High Court granted an ex parte Injunction Order against Mr. Hung, the Convertible Notes holder. The Injunction Order provides, among other things, that unless with the approval of the High Court, Mr. Hung must not, either by himself, his servants or agents or otherwise howsoever in any way dispose of or deal with or diminish the value of the Convertible Notes issued by the Company to Mr. Hung. Detail please refer to the Note 35(b) for the litigation.

29. 可換股票據 (續)

可換股票據之條款如下:

- 票據持有人可選擇於二零零八年三月三十一日或其後至二零一三年三月三十日(包括該日)按每股0.5港元之換股價將可換股票據轉換為繳足普通股;
- 本公司可選擇於任何時間及不時按本金額之100%進行贖回,方式為發出書面通知以贖回全部或部份可換股票據之未償還本金額;及
- 本公司可選擇於發行日期起計滿五週年或其後要求票據持有人強行轉換規定金額之可換股票據。

可換股票據並不按未償還之本金額計息。可換股票據將於到期時按相等於其未償還本金總額之價值而贖回。

可換股票據以港元計值,此亦為發行票據之實體的功能貨幣。因此,換股權之行使將導致以固定金額之現金換取固定數目之本公司股份。換股權因此按權益工具之方式入賬,並於所得款項總額減去負債部份及衍生工具部份後釐定。

有關上文附註(b)之本公司贖回權之嵌入式衍生工具,其與主合約並無密切關係,應分開計量並以財務負債之形式計入負債部份。衍生工具之公平值是以二項式期權定價模式進行之估值為基準而釐定。負債部份之公平值是根據獨立估值師以折現現金流方法進行之估值而釐定。主合約之實際利率乃釐定為10.5%。剩餘金額乃歸入換股權之權益部份,並且計入可換股票據權益儲備。

負債部份乃按攤銷成本基準列作流動負債,直至清償或換股或贖回為止。可換股票據之衍生工具部份其後按公平值計量,變動於綜合全面損益賬確認。權益部份之價值不會於往後年度重新計量。

於二零一零年一月二十二日,高等法院對可換股票據之持有人洪先生頒佈單方面禁制令。禁制令規定(其中包括):除非獲得高等法院批准,否則洪先生不得親自、透過其受僱人或代理或另行以任何方式處置或處理本公司向洪先生發行之可換股票據或使其價值減少。有關訴訟之詳情請參閱附註35(b)。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

30. PROMISSORY NOTES

Movements of the Promissory Notes during the year are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	70,564	11,611
Fair value of promissory notes issued (Note (iii))	已發行承兌票據之公平值 (附註(iii))	18,807	64,394
Derecognition of promissory notes (Notes (ii) & (iii))	取消確認承兌票據(附註(ii)及(iii))	(70,316)	-
Imputed interest expenses charged (Note 9) (Notes (i), (ii) & (iii))	已扣除推算利息開支(附註9) (附註(i)、(ii)及(iii))	6,119	8,448
Repayment during the year (Note (i))	年內償還(附註(i))	(13,400)	(16,294)
Loss on early redemption (Note (i))	提早贖回虧損(附註(i))	828	2,405
Transfer to other payable upon expiry (Note (i))	屆滿時轉撥至其他應付款項(附註(i))	(3,560)	-
At 31 March	於三月三十一日	9,042	70,564

Notes:

(i) On 21 February 2014, the Company issued a two-year non-interest bearing promissory note in the principal amount of HK\$20,295,000 ("the PN I") as part of the consideration adjustment under the Fifth Supplemental Agreement of acquisition Zhan Sheng Investments Limited. The fair value of the PN I at the date of issue was estimated to be HK\$11,208,000. The PN I was expired during the year ended 31 March 2016 and the balances of approximately HK\$3,560,000 was transferred to other payables (2015: HK\$12,718,000). The balances was fully settled subsequent to the year ended 31 March 2016.

The PN I is subsequently measured at amortised cost using effective interest method. An imputed interest expenses of approximately HK\$3,074,000 (2015: HK\$3,868,000) was recognised in profit or loss for the year ended 31 March 2016.

During the year ended 31 March 2016, the Company partially settled the PN I of approximately HK\$13,400,000 (2015: HK\$3,336,000) and incurred loss on early redemption of approximately HK\$828,000 (2015: HK\$913,000).

30. 承兌票據

承兌票據於本年度之變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	70,564	11,611
Fair value of promissory notes issued (Note (iii))	已發行承兌票據之公平值 (附註(iii))	18,807	64,394
Derecognition of promissory notes (Notes (ii) & (iii))	取消確認承兌票據(附註(ii)及(iii))	(70,316)	-
Imputed interest expenses charged (Note 9) (Notes (i), (ii) & (iii))	已扣除推算利息開支(附註9) (附註(i)、(ii)及(iii))	6,119	8,448
Repayment during the year (Note (i))	年內償還(附註(i))	(13,400)	(16,294)
Loss on early redemption (Note (i))	提早贖回虧損(附註(i))	828	2,405
Transfer to other payable upon expiry (Note (i))	屆滿時轉撥至其他應付款項(附註(i))	(3,560)	-
At 31 March	於三月三十一日	9,042	70,564

附註：

(i) 於二零一四年二月二十一日，本公司發行本金額20,295,000港元之兩年期無息承兌票據（「承兌票據一」），作為收購展昇投資有限公司第五份補充協議下代價調整之一部分。承兌票據一於發行日期之公平值估計為11,208,000港元。承兌票據一於截至二零一六年三月三十一日止年度到期屆滿，餘額約3,560,000港元已轉撥至其他應付款項。於截至二零一六年三月三十一日止年度後，該餘額已經結清。

承兌票據一其後採用實際利率法按攤銷成本計量。於截至二零一六年三月三十一日止年度，已於損益賬中確認推算利息開支約3,074,000港元（二零一五年：3,868,000港元）。

於截至二零一六年三月三十一日止年度，本公司支付承兌票據一的一部分約13,400,000港元（二零一五年：3,336,000港元），並產生提早贖回虧損約828,000港元（二零一五年：913,000港元）。

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30. PROMISSORY NOTES (continued)

- (ii) On 18 August 2014, a wholly-owned subsidiary of the Company issued two 18-month interest bearing promissory notes in the principal amount of HK\$51,958,000 ("the PN II") and HK\$8,542,000 (the "PN III") as part of the consideration under the acquisition of Sino United. The fair value of the PN II and PN III at the date of issue was estimated to be HK\$45,056,000 and HK\$7,408,000 respectively based on the effective interest rate of 13.07% per annum. During the year ended 31 March 2016, the wholly-owned subsidiary of the Company disposed Sino United and therefore the carrying amount of PN II and PN III were derecognised of approximately HK\$40,345,000 and HK\$8,213,000 respectively.

The PN II and PN III are subsequently measured at amortised cost using effective interest method. An imputed interest expenses for PN II and PN III of approximately HK\$1,019,000 and HK\$208,000 were recognised in profit or loss for the year ended 31 March 2016 respectively.

During the year ended 31 March 2015, the wholly-owned subsidiary partially settled of the PN II of HK\$10,000,000 and incurred loss on early redemption of approximately HK\$1,210,000.

- (iii) On 29 September 2014, the Company issued a one-year non-interest bearing promissory note in the principal amount of HK\$13,904,480 ("the PN IV") as part of the consideration under the acquisition of Wisdom Orchid Limited. The fair value of the PN IV at the date of issue was estimated to be HK\$11,930,000 based on the effective interest rate of 16.55% per annum.

On 31 August 2015, the Company entered into the second supplemental agreement with the vendor and vendor guarantor of Wisdom Orchid to cancel the PN IV and replaced by a new promissory note (the "Second PN IV") to be issued by the Company to the vendor on the same date. The principal amount of the Second PN IV is adjusted to HK\$10,946,830 and the maturity date would be extended to 27 March 2016. The fair value of the Second PN IV at the date of issue was estimated to be HK\$9,815,000 based on the effective interest rate of 20.14% per annum. The carrying amount of PN IV were derecognised of approximately HK\$10,827,000 upon the exercise of Second PN IV.

30. 承兌票據 (續)

- (ii) 於二零一四年八月十八日，本公司全資附屬公司發行本金額分別為51,958,000港元(承兌票據二)及8,542,000港元(承兌票據三)之兩份18個月計息承兌票據，作為收購中聯能源之部分代價。承兌票據二及承兌票據三於發行日期之公平值估計分別為45,056,000港元及7,408,000港元(根據實際年利率13.07%計算)。截至二零一六年三月三十一日止年度，本公司之全資附屬公司出售中聯能源，因此，已取消確認承兌票據二及承兌票據三之賬面值分別約40,345,000港元及8,213,000港元。

承兌票據二及承兌票據三其後採用實際利率法按攤銷成本計量。截至二零一六年三月三十一日止年度，分別於損益賬中確認承兌票據二及承兌票據三之推算利息開支約1,019,000港元及208,000港元。

於截至二零一五年三月三十一日止年度，該全資附屬公司支付承兌票據二的一部分10,000,000港元，並產生提早贖回虧損約1,210,000港元。

- (iii) 於二零一四年九月二十九日，本公司發行本金額13,904,480港元之一年無息承兌票據(「承兌票據四」)作為收購智蘭有限公司之代價。承兌票據四於發行日期之公平值估計為11,930,000港元(根據實際年利率16.55%計算)。

於二零一五年八月三十一日，本公司與智蘭之賣方及賣方擔保人訂立第二份補充協議，以註銷承兌票據四，並以本公司將於同日向賣方發行之新承兌票據(「第二份承兌票據四」)取代。第二份承兌票據四之本金額將調整至10,946,830港元，而到期日亦將會延至二零一六年三月二十七日。第二份承兌票據四於發行日期之公平值估計為9,815,000港元(根據實際年利率20.14%計算)。於行使第二份承兌票據四時，已取消確認承兌票據四之賬面值中約10,827,000港元。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

30. PROMISSORY NOTES (continued)

- (iii) On 24 March 2016, the Company entered into the third supplemental agreement with the vendor and vendor guarantor of Wisdom Orchid to cancel the Second PN IV and replaced by a new promissory note (the "Third PN IV") to be issued by the Company to the vendor on the same date. The principal amount of the Third PN IV was HK\$10,946,830 (representing the outstanding principal amount of the Second PN IV as at 24 March 2016), and the maturity date will be extended to 31 December 2016. The fair value of the Third PN IV at the date of issue was estimated to be HK\$8,992,000 based on the effective interest rate of 29.0% per annum. The carrying amount of Second PN IV were derecognised of approximately HK\$10,931,000 upon the exercise of Third PN IV. As at 31 March 2016, the fair value of the Third PN IV was approximately HK\$9,036,000.

The Second and Third PN IV are subsequently measured at amortised cost using effective interest method. An imputed interest expenses of Second PN IV and Third PN IV approximately HK\$1,768,000 and approximately HK\$50,000 respectively was recognised in profit or loss for the year ended 31 March 2016.

The fair value of the promissory notes at the date of issuance and at the reporting date are determined by the directors of the Company with reference to the valuation performed by APAC Asset Valuation and Consulting Limited, an independent firm of professional valuer using discounted cash flow approach.

The fair value of the promissory notes at the date of issuance and at the reporting date are determined by the directors of the Company with reference to the valuation performed by APAC Asset Valuation and Consulting Limited, an independent firm of professional valuers using discounted cash flow approach.

30. 承兌票據(續)

- (iii) 於二零一六年三月二十四日，本公司與智蘭之賣方及賣方擔保人訂立第三份補充協議，以註銷第二份承兌票據四，並以本公司將於同日向賣方發行之新承兌票據(「第三份承兌票據四」)取代。第三份承兌票據四之本金額為10,946,830港元(相當於第二份承兌票據四於二零一六年三月二十四日之尚未償還本金額)，而到期日亦將會延至二零一六年十二月三十一日。第三份承兌票據四於發行日期之公平值估計為8,992,000港元(根據實際年利率29.0%計算)。於行使第三份承兌票據四時，已取消確認第二份承兌票據四之賬面值中約10,931,000港元。於二零一六年三月三十一日，第三份承兌票據四之公平值約為9,036,000港元。

第二份及第三份承兌票據四其後採用實際利率法按攤銷成本計量。截至二零一六年三月三十一日止年度，分別於損益賬中確認第二份承兌票據四及第三份承兌票據四之推算利息開支約1,768,000港元及50,000港元。

承兌票據於發行日期及報告日期之公平值乃由本公司董事參考獨立專業估值師行亞太資產評估及顧問有限公司所進行之估值採用貼現現金流量方法釐定。

承兌票據於發行日期及報告日期之公平值乃由本公司董事參考獨立專業估值師行亞太資產評估及顧問有限公司所進行之估值採用貼現現金流量方法釐定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

31. FINANCIAL INSTRUMENTS

31. 財務工具

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Categories of financial instruments	金融工具類別		
Financial assets	財務資產		
- Loans and receivables	- 貸款及應收款項		
Trade receivables	貿易應收賬款	3,933	221
Other receivables	其他應收款項	149,105	77,823
Deposits with banks	銀行存款	-	10,936
Cash and bank balances	現金及現金結餘	7,338	1,366
		160,376	90,346
- Available-for-sale financial assets	- 可供出售財務資產	1	151,684
- Financial assets	- 財務資產	-	10,635
		160,377	252,665
Financial liabilities	財務負債		
- Financial liabilities at amortised cost	- 按攤銷成本之財務負債		
Trade payables	貿易應付賬款	1,387	675
Accrued liabilities and other payables	累計負債及其他應付款項	23,258	187,953
Amounts due to shareholders	應付股東款項	-	24,199
Convertible notes	可換股票據	-	173,500
Promissory notes	承兌票據	9,042	70,564
		33,687	456,891

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

32. SHARE CAPITAL OF THE COMPANY

32. 本公司股本

	Number of shares		Amount	
	2016	2015	2016	2015
	二零一六年	二零一五年	二零一六年	二零一五年
	'000	'000	HK\$'000	HK\$'000
	千股	千股	千港元	千港元
Authorised:				
Ordinary shares of HK\$0.01 each	6,000,000	6,000,000	60,000	60,000
Issued and fully paid:				
At beginning of the year	3,865,130	3,251,562	38,651	32,515
Subscription of shares (Note (i))	63,000	-	630	-
Consideration shares	-	613,568	-	6,136
Exercise of share options (Note (iii))	36,000	-	360	-
At end of the year	3,964,130	3,865,130	39,641	38,651

Notes:

(i) On 2 November 2015, the Company has successfully subscribed 30,000,000 shares of HK\$0.01 each at a subscription price of HK\$0.169 per share for a total consideration, before expenses, of approximately HK\$5,070,000. The proceeds was being used for general working capital purpose such as payment of staff costs and operating lease expenditure and/or financing any potential investment shall such opportunity arises in the future.

On 25 January 2016, the Company has successfully subscribed 33,000,000 shares of HK\$0.01 each at a subscription price of HK\$0.153 per share for a total consideration, before expenses, of approximately HK\$5,049,000. The proceeds was being used for general working capital purpose such as payment of staff costs and operating lease expenditure.

(ii) During the year ended 31 March 2016, 36,000,000 share options (2015: Nil) had been exercised by holders at HK\$0.17 each for the issuance of shares. As a result of the exercise of share options, cash and cash equivalents, share capital and share premium have been increased by approximately HK\$6,120,000, HK\$360,000 and HK\$8,784,000 respectively and share options reserve has been decreased by approximately HK\$3,024,000.

附註：

(i) 於二零一五年十一月二日，本公司成功認購30,000,000股每股面值0.01港元之股份，認購價為每股股份0.169港元，總代價（扣除開支前）約為5,070,000港元。有關所得款項已用作一般營運資金，例如用作支付僱員成本及經營租賃開支，及／或於未來機會出現時撥資進行任何潛在投資項目。

於二零一六年一月二十五日，本公司成功認購33,000,000股每股面值0.01港元之股份，認購價為每股股份0.153港元，總代價（扣除開支前）約為5,049,000港元。有關所得款項已用作一般營運資金，例如用作支付僱員成本及經營租賃開支。

(ii) 截至二零一六年三月三十一日止年度，持有人已按每股0.17港元行使36,000,000份購股權（二零一五年：無），以獲發行股份。由於購股權獲行使，現金及現金等值項目、股本及股份溢價已分別增加約6,120,000港元、360,000港元及8,784,000港元，購股權儲備則減少約3,024,000港元。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

33. 本公司之財務狀況表及儲備

(a) Statement of Financial Position

(a) 財務狀況表

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current assets			
Interests in subsidiaries		221,653	213,844
Interest in an associate		25,199	46,568
Financial assets		-	10,635
Available-for-sale financial assets		1	1
		246,853	271,048
Current assets			
Deposits, prepayments and other receivables		12,688	42,403
Deposits with banks		-	10,936
Cash and cash equivalents		109	108
		12,797	53,447
Less: Current liabilities			
Accrued liabilities and other payables		10,980	175,053
Amounts due to shareholders		-	24,199
Convertible notes		-	173,500
Promissory notes		9,042	-
		20,022	372,752
Net current liabilities		(7,225)	(319,305)
Total assets less current liabilities		239,628	(48,257)
Less: Non-current liabilities			
Promissory notes		-	23,233
		-	23,233
Net assets/(liabilities)		239,628	(71,490)
Capital and reserves			
Share capital	32	39,641	38,651
Reserves	33(b)	199,987	(110,141)
Total equity		239,628	(71,490)

The consolidated financial statements on pages 49 to 147 were approved and authorised for issue by the Board of Directors on 27 June 2016 and signed on its behalf by:

第49至第147頁之綜合財務報表已於二零一六年六月二十七日獲董事會批准及授權刊發，並由下列人士代表簽署：

Gao Feng
高峰
Director
董事

Chiu Sui Keung
趙瑞強
Director
董事

The accompanying notes form an integral part of these financial statements.

隨附之附註屬本財務報表整體之一部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

(b) Reserve

The detail movement of reserves of the Company is as follows:

		Share premium account	Contributed surplus	Accumulated losses	Shares held for share award scheme 股份獎勵計劃 所持股份	Share options reserve 購股權 儲備	Warrant reserve 認股權證 儲備	Total
		HK\$'000 千港元	HK\$'000 千港元 (Note i) (附註i)	HK\$'000 千港元	HK\$'000 千港元 (Note ii) (附註ii)	HK\$'000 千港元 (Note iii) (附註iii)	HK\$'000 千港元 (Note iv) (附註iv)	HK\$'000 千港元
At 1 April 2014	於二零一四年四月一日	791,576	7,076	(1,006,917)	(4,986)	11,184	2,164	(199,903)
Loss for the year	年內虧損	-	-	(113,334)	-	-	-	(113,334)
Share options lapsed	購股權失效	-	-	90	-	(90)	-	-
Expiry of warrants	認股權證屆滿	-	-	2,164	-	-	(2,164)	-
Consideration shares	代價股份	203,502	-	-	-	-	-	203,502
Share issuing expenses	股份發行開支	(406)	-	-	-	-	-	(406)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日 及二零一五年四月一日	994,672	7,076	(1,117,997)	(4,986)	11,094	-	(110,141)
Profit for the year	年內溢利	-	-	274,200	-	-	-	274,200
Share options granted	購股權已授出	-	-	-	-	20,950	-	20,950
Share options exercised	購股權已行使	8,784	-	-	-	(3,024)	-	5,760
Share options lapsed	購股權已失效	-	-	8,185	-	(8,185)	-	-
Subscription of shares	認購股份	9,489	-	-	-	-	-	9,489
Share issuing expenses	股份發行開支	(271)	-	-	-	-	-	(271)
At 31 March 2016	於二零一六年三月三十一日	1,012,674	7,076	(835,612)	(4,986)	20,835	-	(199,987)

33. 本公司之財務狀況表及儲備 (續)

(b) 儲備

本公司儲備的詳細變動如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

(b) Reserve (continued)

Notes:

(i) Contributed surplus

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation during the year ended 31 March 2002, over the nominal value of the Company's shares issued in exchange therefore and the capitalisation of the 30,000,000 shares allotted and issued nil paid. Under the Companies Law (2001 Second Revision) of the Cayman Islands, the contributed surplus account is distributable to the shareholders of the Company under certain circumstances. Details of distributable reserve are set out in page 53 of the consolidated financial statements.

(ii) Shares held for share award scheme

The shares held for share award scheme is the consideration paid, including any directly attributable incremental costs for purchase of shares under the Share Award Scheme, in accordance with the accounting policy set out in Note 3(p).

(iii) Share options reserve

The share options reserve relates to share options granted to employees under the employee share option scheme. Further information about share-based payments to employees is set out in Note 34.

(iv) Warrant reserve

On 28 September 2011, the Company, through a placing agent, issued 230,000,000 unlisted warrants at an issue price of HK\$0.01 per warrant. Each warrant entitles the holder thereof to subscribe for one ordinary share of HK\$0.01 each at a subscription price of HK\$0.39 per share, payable in cash and subject to adjustment, from the date of issue (i.e. 28 September 2011) of the warrants to the expiry (i.e. 27 September 2014), which is 36 months. The total cash consideration, before related expenses, of HK\$2,300,000.

As at 31 March 2015, all warrants were expired.

(v) Other reserve

Other reserve represents the changes in ownership of the Group's interest in subsidiaries.

(vi) Distributable Reserves

At 31 March 2016, the Company did not have any reserves (2015: Nil) available for cash distribution and no final dividend (2015: Nil) has been proposed out of such reserves for the year.

33. 本公司之財務狀況表及儲備(續)

(b) 儲備(續)

附註:

(i) 繳入盈餘

本公司之繳入盈餘指根據於截至二零零二年三月三十一日止年度內進行之集團重組而購入之附屬公司股份之公平值，高出作為換取該等附屬公司股份而發行之本公司股份面值之差額及資本化所配發及發行之30,000,000股未繳股款股份。根據開曼群島公司法(二零零一年第二次修訂版)，本公司可在若干情況以繳入盈餘賬內之款項向股東作出分派。本公司可供分派儲備之詳情載於綜合財務報表第53頁。

(ii) 股份獎勵計劃所持股份

根據附註3(p)所述之會計政策，股份獎勵計劃所持股份乃所支付之代價，包括根據股份獎勵計劃購買股份之任何直接應佔增值成本。

(iii) 購股權儲備

購股權儲備與根據僱員購股權計劃授予僱員之購股權有關。有關對僱員作出之股份形式付款之進一步資料載於附註34。

(iv) 認股權證儲備

於二零一一年九月二十八日，本公司透過配售代理按每份認股權證0.01港元之發行價發行230,000,000份非上市認股權證。每份認股權證賦予其持有人權利可於認股權證發行日期(即二零一一年九月二十八日)起至屆滿之日(即二零一四年九月二十七日)(其為36個月)按每股0.39港元之認購價認購一股每股面值0.01港元之普通股，須以現金支付，並可作出調整。總現金代價(於扣除相關費用之前)為2,300,000港元。

於二零一五年三月三十一日，所有認股權證已屆滿。

(v) 其他儲備

其他儲備指本集團於附屬公司之權益之所有權變動。

(vi) 可供分派儲備

於二零一六年三月三十一日，本公司並無任何可供作現金分派之儲備(二零一五年：無)，亦無獲建議自本年度之有關儲備中撥付末期股息(二零一五年：無)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

34. SHARE-BASED PAYMENTS

Share Options Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and/or rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors and employees of the Company, including all executive directors of the Company and its subsidiaries. The Scheme became effective on 8 October 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share option in excess of this limit is subject to shareholders' approval in a general meeting.

The share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted would be determined by the directors.

The exercise price of the share options would be determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

34. 以股份支付之款項

購股權計劃

本公司設有一項購股權計劃(「該計劃」),藉以向對本集團業務成功作出貢獻之合資格參與者給予鼓勵及/或回報。該計劃之合資格參與者包括本公司任何董事及僱員(包括本公司及其任何附屬公司之所有執行董事)。該計劃於二零一零年十月八日起生效,除非以其他方式取消或修訂該計劃,否則該計劃自該日起計十年內保持有效。

根據該計劃現時獲准授出而尚未行使之購股權所涉及之最高股份數目相等於其行使時本公司於任何時間已發行股份之10%。該計劃各合資格參與者於任何12個月期間根據購股權可獲發行之最高股份數目以本公司任何時間已發行股份之1%為限。凡進一步授出超逾此限額之購股權,必須於股東大會上獲股東批准。

凡向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權,必須事先取得獨立非執行董事批准。此外,凡於任何12個月期間內向本公司或其任何附屬公司之主要股東或獨立非執行董事授出任何購股權,而有關數額超逾本公司任何時間已發行股份之0.1%或總值(根據授出日期本公司股份之價格計算)超過5,000,000港元,必須事先於股東大會上獲得股東批准。

授出購股權之建議可於提出建議日期起計28日內接納,承授人須支付合共1港元之象徵式代價。所授購股權之行使期由董事釐定。

購股權之行使價由董事釐定,惟不得低於(i)本公司股份於購股權建議提出日期(必須為營業日)在聯交所之收市價;及(ii)本公司股份於緊接建議提出日期前五個交易日在聯交所之平均收市價兩者中較高者,惟認購價不得低於股份面值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

34. SHARE-BASED PAYMENTS (continued)

Share Options Scheme (continued)

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date using the Black-Scholes- Merton option pricing model, taking into account the terms and conditions upon which the options were granted.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Movement in share options during the year ended 31 March 2016 are as follows:

34. 以股份支付之款項(續)

購股權計劃(續)

授予僱員之購股權之公平值確認為一項僱員成本，而權益內之資本儲備會相應增加。該公平值乃於授出日期經計及購股權獲授出時之條款及條件後以畢蘇莫期權定價模式計量。

購股權持有人無權收取股息或在股東大會上投票。

截至二零一六年三月三十一日止年度購股權變動如下：

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Number of share options 購股權數目				
				Outstanding at 1 April 2015 於二零一五年四月一日 尚未行使	Granted during year	Exercised during year	Lapsed during the year	Outstanding at 31 March 2016 於二零一六年三月三十一日 尚未行使
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元		年內授出	年內行使	年內失效	
Directors								
董事								
Mr. Zhang Xiaobin 張曉彬先生	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	36,000,000	-	-	36,000,000
Mr. Gao Feng 高峰先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	-	(13,000,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	-	-	7,622,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	16,000,000	-	-	16,000,000
				20,622,000	16,000,000	-	(13,000,000)	23,622,000
Mr. Chiu Sui Keung 趙瑞強先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	-	(13,000,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	-	-	7,622,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	16,000,000	-	-	16,000,000
				20,622,000	16,000,000	-	(13,000,000)	23,622,000
Ms. Geng Ying 耿瑩女士	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	-	(13,000,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	-	-	7,622,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	16,000,000	-	-	16,000,000
				20,622,000	16,000,000	-	(13,000,000)	23,622,000
Mr. Shao Zili 邵子力先生	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	36,000,000	-	-	36,000,000
Mr. Li Du 李度先生	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	36,000,000	-	-	36,000,000

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34. SHARE-BASED PAYMENTS (continued)

Share Options Scheme (continued)

Movement in share options during the year ended 31 March 2016 are as follows: (continued)

34. 以股份支付之款項(續)

購股權計劃(續)

截至二零一六年三月三十一日止年度購股權變動如下：(續)

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Number of share options 購股權數目				
				Outstanding at 1 April 2015 於二零一五年四月一日 尚未行使	Granted during year 年內授出	Exercised during year 年內行使	Lapsed during the year 年內失效	Outstanding at 31 March 2016 於二零一六年三月三十一日 尚未行使
Mr. Cheng Wing Keung, Raymond 鄭永強先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	1,300,000	-	-	(1,300,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	-	-	762,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	1,600,000	-	-	1,600,000
				2,062,000	1,600,000	-	(1,300,000)	2,362,000
Mr. Lam Williamson 林全智先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	1,300,000	-	-	(1,300,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	-	-	762,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	1,600,000	-	-	1,600,000
				2,062,000	1,600,000	-	(1,300,000)	2,362,000
Mr. Wong Hoi Kuen 黃海權先生	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	-	-	762,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	1,600,000	-	-	1,600,000
				762,000	1,600,000	-	-	2,362,000
			Sub-total 小計	66,752,000	160,800,000	-	(41,600,000)	185,952,000
Employees of the Group 本集團僱員								
In aggregate 總計	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	17,100,000	-	-	(17,100,000)	-
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	41,882,000	-	-	-	41,882,000
	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	51,000,000	-	-	51,000,000
				Sub-total 小計	58,982,000	51,000,000	-	(17,100,000)
Others 其他								
In aggregate 總計	22 September 2015 二零一五年九月二十二日	Period 3 第三期	0.17	-	37,600,000	(36,000,000)	-	1,600,000
				Total 合計	125,734,000	249,400,000	(36,000,000)	(58,700,000)
Weighted average exercise price (in HK\$) (Note (c)) 加權平均行使價(港元)(附註(c))				0.222	0.17	0.17	0.36	0.156

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

34. SHARE-BASED PAYMENTS (continued)

Share Options Scheme (continued)

Movement in share options during the year ended 31 March 2015 are as follows:

34. 以股份支付之款項(續)

購股權計劃(續)

截至二零一五年三月三十一日止年度購股權變動如下:

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Number of share options 購股權數目		
				Outstanding at 1 April 2014 於二零一四年四月一日 尚未行使	Lapsed during year	Outstanding at 31 March 2015 於二零一五年三月三十一日 尚未行使
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元		年內失效	
Directors						
董事						
Ms. Geng Ying 耿瑩女士	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	13,000,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	7,622,000
				20,622,000	-	20,622,000
Mr. Gao Feng 高峰先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	13,000,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	7,622,000
				20,622,000	-	20,622,000
Mr. Chiu Sui Keung 趙瑞強先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	13,000,000	-	13,000,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	7,622,000	-	7,622,000
				20,622,000	-	20,622,000
Mr. Cheng Wing Keung, Raymond 鄭永強先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	1,300,000	-	1,300,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	762,000
				2,062,000	-	2,062,000
Mr. Lam Williamson 林全智先生	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	1,300,000	-	1,300,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	762,000
				2,062,000	-	2,062,000
Mr. Wong Hoi Kuen 黃海權先生	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	762,000	-	762,000
				Sub-total 小計	-	66,752,000
Employees of the Group						
本集團僱員						
In aggregate 總計	11 February 2011 二零一一年二月十一日	Period 1 第一期	0.36	17,100,000	-	17,100,000
	29 November 2012 二零一二年十一月二十九日	Period 2 第二期	0.105	43,944,000	(2,062,000)	41,882,000
				Sub-total 小計	(2,062,000)	58,982,000
			Total 合計	127,796,000	(2,062,000)	125,734,000
Weighted average exercise price (in HK\$) (Note (c))				0.222	0.105	0.220
加權平均行使價(港元)(附註(c))						

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

34. SHARE-BASED PAYMENTS (continued)

Share Options Scheme (continued)

Notes:

- (a) Period 1 11 February 2011 to 10 February 2016
- Period 2 29 November 2012 to 28 November 2017
- Period 3 22 September 2015 to 21 September 2020
- (b) The vesting date of the share options for Period 1 to 3 is the date of grant.
- (c) The exercise prices of the outstanding share options as at 31 March 2016 range from HK\$0.105 to HK\$0.17 (2015: from HK\$0.105 to HK\$0.36) per share and their weighted average remaining contractual life as at 31 March 2016 is 3.81 years (2015: 1.83 years).

During the year ended 31 March 2016, the Company granted 249,400,000 share options to the directors, employees and others and the fair value of the share options granted is HK\$0.084 each. The variables and assumptions used in computing the fair value of share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions. The fair value of the share options granted during the year ended 31 March 2016 was determined by an independent valuer, APAC Asset Valuation and Consulting Limited, using the Binomial option pricing model (the "Model"). Details of the inputs to the Model are as follows:

Grant date share price	授出日期股份價格	HK\$0.168港元
Exercise price	行使價	HK\$0.17港元
Expected volatility	預期波幅	72%
Expected life of the options	購股權預計年期	5 years年
Dividend yield	收益率	0%
Risk-free interest rate	無風險利率	0.97%

The Group recognised the total expenses of approximately HK\$20,950,000 during the year ended 31 March 2016 (2015: HK\$Nil) in relation to share options granted by the Company.

34. 以股份支付之款項 (續)

購股權計劃 (續)

附註:

- (a) 第一期 二零一一年二月十一日至
二零一六年二月十日
- 第二期 二零一二年十一月二十九至
二零一七年十一月二十八日
- 第三期 二零一五年九月二十二日至
二零二零年九月二十一日
- (b) 第一期至第三期購股權之歸屬日期為授出日期。
- (c) 於二零一六年三月三十一日尚未行使購股權之行使價介乎於每股0.105港元至0.17港元(二零一五年:由0.105港元至0.36港元)以及其於二零一六年三月三十一日之加權平均餘下合約期為3.81年(二零一五年:1.83年)。

於截至二零一六年三月三十一日止年度內,本公司向董事、僱員及其他人士授出249,400,000份購股權以及所授出之購股權之公平值為每份0.084港元。計算該等購股權公平值之變量及假設乃基於董事之最佳估計。購股權之價值隨著若干主觀假設之不同變化而有所不同。於截至二零一六年三月三十一日止年度所授出之購股權之公平值乃由獨立估值師亞太資產評估及顧問有限公司使用二項式期權定價模式(「該模式」)釐定。該模式之輸入數據詳情如下:

22 September 2015
二零一五年九月二十二日

本集團於截至二零一六年三月三十一日止年度內確認有關本公司授出購股權之總支出約20,950,000港元(二零一五年:零港元)。

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For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

34. SHARE-BASED PAYMENTS (continued)

Share Award Scheme

The Board has approved the adoption of the share award scheme (the "Scheme") on 11 February 2011 ("Adoption Date"), pursuant to which existing shares will be purchased by the Bank of East Asia (Trustees) Limited (the "Trustee") from the market at the cost of the Company and be held in trust for the relevant selected participants ("Selected Participants"). Selected Participants may cover any Director (including executive and non-executive Director), employee, officer, agent, advisor or consultant of the Company and of its subsidiaries.

The purpose of the Scheme are (i) to recognise the contributions by the Selected Participants and to give incentives thereto in order to retain them for the continuing operation and future development of the Group; and (ii) attract suitable personnel for further development of the Group.

If the Board selects a Director as the Selected Participant, the grant of the Awarded Shares to the Director may constitute a connected transaction of the Company. However, since the grant of awarded shares to Director forms part of the remuneration of the relevant Director under his/her service contract, such grant of awarded shares is exempted from all the reporting, announcement and independent Shareholder's approval requirement under Rules 14A.31(6) of the Listing Rules.

For the award of Shares to Selected Participants who are connected persons (excluding Directors), the Company will comply with the relevant provisions of the Listing Rules in relation to the reporting, announcement and independent Shareholders approval requirements. However, any grant to any Director or senior management of the Company must first be approved by the Remuneration Committee.

Subject to any early termination as may be determined by the Board pursuant to the rules relating to the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date provided that no further contribution to the Trust shall be made by the Company on or after the 10th anniversary date of the Adoption Date.

On 9 March 2011, the Board approved and transferred HK\$5,000,000 to the Trustee. There was no purchase of shares by the Trustee for the Scheme during the years ended 31 March 2016 and 2015. As at 31 March 2016, 10,100,000 shares were purchased and held by the Trustee, representing approximately 0.25% of the issued share capital of the Company.

All the shares held by the Trustee for the purpose of the Scheme are listed below:

At 1 April and 31 March	於四月一日及三月三十一日
% of the issued share capital	佔已發行股本之百分比

No award shares have been granted to Selected Participants since the commencement of the Scheme.

34. 以股份支付之款項(續)

股份獎勵計劃

董事會於二零一一年二月十一日(「採納日期」)批准採納股份獎勵計劃(「該計劃」)。據此, Bank of East Asia (Trustees) Limited(「受託人」)將會在市場內購入現有股份(有關成本由本公司支付), 而受託人將會以信託形式代相關經甄選參與者(「經甄選參與者」)持有。經甄選參與者可包括任何董事(包括執行及非執行董事)、本公司及其附屬公司之僱員、高級職員、代理人、顧問或諮詢人。

該計劃旨在(i)肯定經甄選參與者所作出的貢獻, 獎勵經甄選參與者, 旨在鼓勵彼等繼續留任, 共同為本集團的持續經營業務及未來發展努力; 及(ii)吸引適合的人才加入, 為本集團之未來發展效力。

倘若董事會選出一名董事作為經甄選參與者, 則向該名董事授出獎勵股份可能構成一項關連交易。然而, 由於根據相關董事之服務合約, 向董事授出獎勵股份構成相關董事之部分酬金, 授出有關獎勵股份一事可獲豁免遵守上市規則第14A.31(6)條項下之所有申報、公告及獨立股東批准規定。

倘若向身份屬關連人士之經甄選參與者(不包括董事)授予股份作為獎勵, 本公司將遵守上市規則有關申報、公告及獨立股東批准規定之相關條文。然而, 向本公司任何董事或高級管理人員授予任何股份, 必須首先經薪酬委員會之批准。

該計劃自採納日期起計10年內有效及生效, 惟董事會可根據計劃規則決定提前終止該計劃。然而, 倘若本公司在採納日期滿10週年之日或其後向信託進一步作出貢獻, 則作別論。

於二零一一年三月九日, 董事會批准及轉撥5,000,000港元予受託人。於截至二零一六年及二零一五年三月三十一日止年度, 受託人購買及持有10,100,000股股份, 佔本公司已發行股本約0.25%。

就該計劃而言, 受託人持有之全部股份載列如下:

Number of shares 股份數目

2016	2015
二零一六年	二零一五年

At 1 April and 31 March	於四月一日及三月三十一日	10,100,000	10,100,000
% of the issued share capital	佔已發行股本之百分比	0.25%	0.26%

自該計劃開始以來, 概無經甄選參與者獲授獎勵股份。

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35. LITIGATIONS AND CONTINGENT LIABILITIES

(a) Settlement on the Claim made by the Company against Hung (the "Action")

As disclosed in the Company's announcements dated 16 December 2009 and 8 January 2010, the Company has commenced proceedings against Mr. Hung at the High Court with regards to a breach of contract by Mr. Hung, in connection with a sale and purchase agreement dated 25 September 2007 made between the Company and Mr. Hung (the "Agreement"). The Company sought advice from its legal advisers and formed the view that Mr. Hung had failed to perform one or more of the terms of the Agreement and is of the view that Mr. Hung is in breach of numerous representations and warranties under the Agreement. The Company claims against Mr. Hung, among other things, for all payments made by the Company to Mr. Hung under the Agreement and/or damages arising from the breach of the Agreement.

On 24 September 2013, Mr. Hung made a counter-claim against the Company for (i) payment of the unpaid cash consideration under the Agreement in the amount of HK\$158,600,000 plus interest and the outstanding balance of HK\$173,500,000 of the convertible notes issued pursuant to the Agreement plus interest, both being part of the consideration under the Agreement; and (ii) repayment of certain loans and advances in the amount of HK\$12,600,000 made by Mr. Hung to the Company together with interest.

On 19 February 2014, Mr. Hung was declared bankrupt by the High Court upon the petition by Toeca National Resources B.V. ("Toeca") based on a judgment debt in the proceedings of HCA 1683/2009 under which Mr. Hung was ordered to pay HK\$116,820,000 with interest and cost. The property of Mr. Hung now vests with his joint and several trustees in bankruptcy ("Trustees"), Cosmo Borrelli and Michael Chan of Borrelli Walsh Limited, appointed on 30 April 2014.

On 24 April 2015, the Company entered into a settlement deed (the "Settlement Deed") with the Trustees, Mega Wealth and Webright Limited for the settlement of the Action. Details of the Settlement Deed were disclosed in the Company's announcement dated 27 April 2015 and Circular dated 15 May 2015.

On 2 June 2015 an ordinary resolution for the approval of the Settlement Deed was passed in the extraordinary general meeting held by the Company.

On 24 February 2016, an order made by consent was granted by the Court that the Action be dismissed pursuant to the Settlement Deed.

35. 訴訟及或然負債

(a) 本公司向洪先生作出之申索(「該訴訟」)達成和解

誠如本公司日期分別為二零零九年十二月十六日及二零一零年一月八日之公佈所披露，本公司在高等法院對洪先生展開法律程序，內容有關洪先生違反合約，而有關合約則為本公司與洪先生於二零零七年九月二十五日訂立之買賣協議(「該協議」)。本公司徵求其法律顧問之意見，認為洪先生未能履行該協議之一項或更多條款，並認為洪先生違反根據該協議作出之多處陳述及保證。本公司向洪先生索償(其中包括)本公司根據該協議已向洪先生支付之一切款項及/或因該協議被違反而產生之損害。

於二零一三年九月二十四日，洪先生針對本公司作出反申索：(i)支付該協議之未支付現金代價為數158,600,000港元加利息及根據該協議發行之可換股票據之尚未償還結餘173,500,000港元加利息(兩者均為該協議之代價的一部分)；及(ii)償還洪先生提供予本公司之若干貸款及墊款為數12,600,000港元，另加利息。

於二零一四年二月十九日，香港高等法院因Toeca National Resources B.V.(「Toeca」)基於HCA 1683/2009一案中的判定債項而提出之呈請而宣佈洪先生破產，洪先生於該案中被命令支付116,820,000港元連同利息及訟費。洪先生之財產現時歸屬於二零一四年四月三十日委任之共同及個別破產受託人保華顧問有限公司之保國武及陳浩賢(「受託人」)。

於二零一五年四月二十四日，本公司與受託人、Mega Wealth及Webright Limited訂立和解契據，以就HCA 2477/2009之法律程序達成和解。和解契據之詳情披露於本公司日期為二零一五年四月二十七日之公告及日期為二零一五年五月十五日之通函。

於二零一五年六月二日，和解契據解決方案於本公司股東舉行之股東特別大會上獲通過。

於二零一六年二月二十四日，法院在雙方同意下發出命令，根據和解契據駁回該訴訟。

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35. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(b) Discharged on the Injunction Order Against Hung

On 22 January 2010, the High Court granted an ex parte injunction order against Mr. Hung, Mega Wealth and Webright (the "Injunction Order"). The Injunction Order provides, among other things, that: unless with the approval of the High Court, Mr. Hung must not, either by himself, his servants or agents or otherwise howsoever in any way dispose of or deal with or diminish the value of any of the following assets:

- (i) the 76,640,000 Shares issued to Mr. Hung at an issue price of HK\$0.5 per Share;
- (ii) the Convertible Note issued by the Company to Mr. Hung;
- (iii) the 100,000,000 Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Mega Wealth at an issue price of HK\$0.5 per Share; and
- (iv) the 98,000,000 of the Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Webright at an issue price of HK\$0.5 per Share.

All being part of the considerations given to Mr. Hung by the Company in respect of the Agreement.

On 24 April 2015, the Company entered into the Settlement Deed with the Trustees Mr. Hung, Mega Wealth and Webright. Details of the Settlement Deed were disclosed in the Company's announcement dated 27 April 2015 and Circular dated 15 May 2015.

Subsequently, the Injunction Order dated 22 January 2010 and re-granted on 30 March 2010 was discharged by way of an order made by consent on 24 February 2016 pursuant to the Settlement Deed.

(c) Dismissed on the Labour Action

On 5 January 2011, Mr. Hung filed a statement of claim against the Company claiming a total sum of HK\$3,407,962.74 plus interest, being, inter alia, (i) arrears of wages in the amount of HK\$1,668,000 and (ii) reimbursement of expenses in the amount of HK\$1,739,962.74, allegedly incurred by Mr. Hung whilst he was in the employment of the Company.

On 24 April 2015, the Company entered into the Settlement Deed with the Trustees, Mega Wealth and Webright Limited for settlement of the Labour Action.

On 3 February 2016, the Labour Action was dismissed by an order made by consent pursuant to the Settlement Deed.

35. 訴訟及或然負債 (續)

(b) 針對洪先生之禁制令獲解除

於二零一零年一月二十二日，高等法院對洪先生、Mega Wealth及Webright Limited頒佈禁制令(「禁制令」)。禁制令規定(其中包括)：除非獲得高等法院批准，否則洪先生不得親自、透過其受僱人或代理或另行以任何方式處置或處理以下任何資產或使其價值減少：

- (i) 按每股0.5港元之發行價向洪先生發行之76,640,000股股份；
- (ii) 本公司向洪先生發行可換股票據；
- (iii) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行，而其後轉移予Mega Wealth之100,000,000股股份；及
- (iv) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行，而其後轉移予Webright之98,000,000股股份；

全部均為本公司就該協議向洪先生支付之代價的一部分。

於二零一五年四月二十四日，本公司與洪先生之受託人、Mega Wealth及Webright訂立和解契據。和解契據之詳情披露於本公司日期為二零一五年四月二十七日之公佈及日期為二零一五年五月十五日之通函。

其後，根據和解契據，日期為二零一零年一月二十二日(於二零一零年三月三十日重新頒佈)之禁制令以雙方同意下作出命令之方式，於二零一六年二月二十四日獲法院解除。

(c) 駁回勞資行動

於二零一一年一月五日，洪先生就對本公司發出申索陳述書索賠合共3,407,962.74港元(連利息)進行備案，當中包括洪先生指稱於受僱於本公司期間所引致之(i)拖欠工資1,668,000港元及(ii)報銷費用1,739,962.74港元。

於二零一五年四月二十四日，本公司與受託人、Mega Wealth及Webright Limited訂立和解契據，以就勞資行動達成和解。

於二零一六年二月三日，法院在雙方同意下發出命令，根據和解契據駁回勞資行動。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

35. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(d) Labour action be stayed Sine Die between Mr. Hung Hoi Ming Raymond and the Company and Sino Talent Holdings Limited

On 2 July 2010, Mr. Hung Hoi Ming Raymond (the "Claimant"), brought an action at the Labour Tribunal against the Company and Sino Talent Holdings Limited ("Sino Talent"), a wholly owned subsidiary of the Group for payment of a sum of approximately HK\$347,000, being the amount allegedly owed by the Group on termination of his employment contract dated 10 December 2009. The Group have filed with the Labour Tribunal a defence and counterclaim in which the Group only agreed to pay a sum of approximately HK\$95,000 and counterclaimed against the Claimant for repayment of a sum of approximately HK\$128,000 being the amount of education subsidy received by the Claimant and a sum of an approximately HK\$46,000 being compensation for unauthorized absence from work and outstanding telephone bills. Pursuant to an Order by the Labour Tribunal dated 27 July 2010, the case was transferred to the District Court. On 28 June 2011, the Company, Sino Talent and Claimant filed a joint application for an order by consent that: (i) this action be stayed sine die with liberty to restore by either party; and (ii) cost reserved. The Board of the Company, based on legal advice, is of the view that the Group have a good defence to the Claimant's claim and a good chance of success in respect of the respective counterclaims.

No action has been taken by any party to activate the proceedings since 28 June 2011.

36. CAPITAL COMMITMENTS

Capital expenditure in respect of the construction in progress contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表內撥備之在建工程資本開支	-	691
Authorised and contracted for capital contributions payable to a subsidiary	應付附屬公司之法定及已訂約出資	226,378	8,000
		226,378	8,691

The Company did not have significant capital commitment at the end of the reporting period (2015: Nil).

35. 訴訟及或然負債 (續)

(d) 洪海明先生與本公司及新圖集團有限公司之勞資訴訟無限期擱置

於二零一零年七月二日，洪海明先生（「原告」）於勞資審裁處就約347,000港元之付款（即本集團就二零零九年十二月十日終止其僱用合同指稱所欠之款項）對本公司及本集團全資附屬公司新圖集團有限公司（「新圖」）提起訴訟。本集團已向勞資審裁處提起抗辯及反申索，本集團僅同意支付約95,000港元並對原告反申索償還約128,000港元（即原告獲得之教育津貼之款項）及約46,000港元（即未授權曠工之補償及尚未清償電話賬單）。根據勞資審裁處於二零一零年七月二十七日頒佈之命令，該案獲移交區域法院處理。於二零一一年六月二十八日，本公司、新圖與原告共同申請在同意下作出命令，以使：(i)本訴訟無限期擱置，而各方可恢復訴訟；及(ii)訟費保留。本公司董事會根據法律意見，認為本集團有充份理據就原告之申索進行抗辯，並有頗大機會在相應反申索中勝訴。

自二零一一年六月二十八日以來概無任何方採取行動以啟動訴訟。

36. 資本承擔

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
-	691
226,378	8,000
226,378	8,691

於報告期完結日，本公司並無重大資本承擔（二零一五年：無）。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

37. OPERATING LEASE COMMITMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for office properties are negotiated for terms ranging from one to two years.

At 31 March 2016, the Group had total future minimum lease payments under non-cancellable operating leases in respect of office premises falling due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	2,838	2,357
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	2,803	-
		5,641	2,357

The Company did not have significant operating lease arrangements at the end of the reporting period (2015: Nil).

38. MATERIAL RELATED PARTY TRANSACTIONS

In additions to the transactions and balances disclosed elsewhere in these consolidated financial statements, during the year ended 31 March 2016, the Group had entered into the following material related party transactions:

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 10 to the consolidated financial statement is as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	11,828	7,984
MPF contributions	強積金供款	111	88
Share-based payment	以股份支付	15,120	-
		27,059	8,072

Total remuneration is included in "Staff costs" in Note 8 to the consolidated financial statements.

37. 經營租賃承擔

本集團根據經營租賃安排租賃若干辦公室物業。辦公室物業之租賃期經協商定出，年期由一至兩年不等。

於二零一六年三月三十一日，根據不可撤銷經營租約，本集團須按以下年期支付未來最低應付租金總額：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	2,838	2,357
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	2,803	-
		5,641	2,357

於報告期完結日，本公司並無重大經營租賃安排(二零一五年：無)。

38. 重大關連人士交易

除此等綜合財務報表其他地方所披露之交易及結餘外，於截至二零一六年三月三十一日止年度內，本集團曾訂立以下重大關連人士交易：

主要管理人員之酬金

主要管理人員之酬金(包括綜合財務報表附註10所披露之已付予本公司董事之款項)如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	11,828	7,984
MPF contributions	強積金供款	111	88
Share-based payment	以股份支付	15,120	-
		27,059	8,072

酬金總額乃包括在「員工成本」(綜合財務報表附註8)內。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

38. MATERIAL RELATED PARTY TRANSACTIONS (continued)

Transactions carried out with related parties

Interest expense paid to a shareholder, Mr. Hung Chen, Richael (Note)	支付予一名股東洪城先生 之利息開支
Interest expense paid to a shareholder, ACE Channel Limited	支付予一名股東ACE Channel Limited 之利息開支

2016

二零一六年

HK\$'000

千港元

2015

二零一五年

HK\$'000

千港元

724

880

99

45

823

925

Note:

The interest expense for the year ended 31 March 2016 was reversed under the Settlement Deed.

39. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in Note 35 Litigations and Contingent Liabilities above and elsewhere in these consolidated financial statements, the Group has the following events occurred subsequent to the end of the reporting period:

- On 6 May 2016, the Company and Mr. Liang Yin Jin (the "Subscriber") entered into the subscription agreement pursuant to which the Company agreed to issue and the Subscriber agreed to subscribe for, an aggregate of 60,000,000 subscription shares at the subscription price of HK\$0.164 per share. The net proceeds from the subscription of approximately HK\$9,825,000 for general working capital purposes such as payment of staff costs and operating lease expenditure. The subscription has already been completed on 16 May 2016.
- On 17 June 2016, the Company, Jetgo Group Limited and the placing agent entered into the second supplemental agreement to the Tri-Party Agreement of placing 138,568,000 consideration shares in relation to the disposal of Sino United to extend the long-stop date from 30 June 2016 to 31 December 2016.

38. 重大關連人士交易 (續)

與關連人士進行之交易

	2016	2015
	二零一六年	二零一五年
	HK\$'000	HK\$'000
	千港元	千港元
Interest expense paid to a shareholder, Mr. Hung Chen, Richael (Note)	724	880
Interest expense paid to a shareholder, ACE Channel Limited	99	45
	823	925

附註：

截至二零一六年三月三十一日止年度之利息開支已根據和解契據撥回。

39. 報告期後事項

除上文附註35「訴訟及或然負債」及該等綜合財務報表之其他地方所披露者外，本集團於報告期完結日後發生下列事項：

- 於二零一六年五月六日，本公司與梁銀金先生（「認購人」）訂立認購協議，據此，本公司同意發行，而認購人同意按認購價每股股份0.164港元認購合共60,000,000股認購股份。本公司將利用認購事項之所得款項淨額約9,825,000港元作一般營運資金用途，例如支付員工成本及經營租賃開支。認購事項已於二零一六年五月十六日完成。
- 於二零一六年六月十七日，本公司、捷高集團有限公司及配售代理就有關出售中聯能源而配售138,568,000股代價股份之三方協議訂立第二份補充協議，把有關的最後截止日期由二零一六年六月三十日延至二零一六年十二月三十一日。

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財務報表附註

For the year ended 31 March 2016 截至二零一六年三月三十一日止年度

40. CHANGE IN OWNERSHIP INTEREST IN SUBSIDIARIES

During the year ended 31 March 2015, the Group, through a wholly-owned subsidiary, Profull Int'l Holdings Limited ("Profull"), increased in the effective equity interest in MCT (HK) and its subsidiary to 100%. Details of the transactions as follows:

As at 9 December 2014, Profull, being a wholly-owned subsidiary of the Company, entered into a share transfer agreement (the "Share Transfer Agreement") with Sino Giants Group Limited ("Sino Giants"), being a non-wholly owned subsidiary of the Group. According to the terms and subject to the conditions in the Share Transfer Agreement, it was agreed that (i) Sino Giants shall sell, and Profull shall purchase from Sino Giants 490 shares of HK\$1 each in MCT (HK) (the "Sale Shares") (representing 100% of the issued share capital thereof) (the "Share Transfer"); and (ii) the shareholder loan and the interest accrued due from Sino Giant shall be set off as consideration for transfer of the Sale Shares. For more details, please refer to the Company's announcement dated 28 January 2015.

As a result of the above transactions, the Group recognised a decrease in non-controlling interests and increase in other reserve of approximately HK\$11,658,000.

41. NON-CASH TRANSACTIONS

During the year ended 31 March 2016, Sino Rich Energy Holdings Limited ("Sino Rich"), a wholly-owned subsidiary of the Company, entered into the disposal agreement with Jetgo Group Limited (the "Purchaser") whereby Sino Rich conditionally agreed to sell and the Purchaser conditionally agreed to purchase from Sino Rich 10.5% of the issued share capital of Sino United at the sale consideration of HK\$150,000,000. Sino United was previously held as to 10.5% by the Company via Sino Rich. The disposal was completed on 17 June 2015 and the promissory notes issued for the previous acquisition in the aggregate outstanding principal amount of HK\$50,500,000 have been derecognised as part payment of the consideration of same amount. The Company ceased to have any interest in Sino United. On 18 June 2015, the Company, the Purchaser and the placing agent entered into the Tri-Party Agreement pursuant to which, among others, the parties agreed that the placing agent shall place 138,568,000 consideration shares to the public at the placing price HK\$0.22 per share on a best effort basis and the completion shall take place no later than 31 December 2015. On 24 December 2015, the parties to the Tri-Party Agreement entered into the first supplemental agreement to the Tri-Party Agreement to extend to 30 June 2016. On 17 June 2016, the parties to the Tri-Party Agreement entered into the second supplemental agreement to the Tri-Party Agreement to extend to 31 December 2016. Please refer to the announcement dated 3 June 2015, 18 June 2015, 24 December 2015 and 18 June 2016 for details. The sales proceeds of approximately HK\$99,500,000 has not been received in cash at the end of the reporting period.

42. COMPARATIVES

Certain comparative amounts have been reclassified to conform with the current year's presentation and account treatment.

43. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 27 June 2016.

40. 附屬公司所有權之變動

於截至二零一五年三月三十一日止年度，本集團透過全資附屬公司保富國際控股有限公司（「保富」）將於創紀科技（香港）及其附屬公司之實益股權增加至100%。交易詳情如下：

於二零一四年十二月九日，本公司之全資附屬公司保富與Sino Giants Group Limited（「Sino Giants」）（本集團之非全資附屬公司）訂立股份轉讓協議（「股份轉讓協議」）。根據股份轉讓協議之條款及在其條件之規限下，協定(i) Sino Giants將出售，而保富將向Sino Giants購買創紀科技（香港）490股每股1港元之股份（「銷售股份」）（相當於其全部已發行股本）（「股份轉讓」）；及(ii)應收Sino Giant之股東貸款及應計利息須作為轉讓銷售股份之代價予以抵銷。有關更多詳情，請參閱本公司日期為二零一五年一月二十八日之公佈。

由於上述交易，本集團確認非控股權益減少及其他儲備增加約11,658,000港元。

41. 非現金交易

於截至二零一六年三月三十一日止年度，本公司之全資附屬公司神州富卓能源控股有限公司（「神州富卓」）與捷高集團有限公司（「買方」）訂立出售協議，據此，神州富卓有條件同意出售，而買方有條件同意以銷售代價150,000,000港元向神州富卓購買中聯能源10.5%之已發行股本。中聯能源之前是由本公司透過神州富卓擁有10.5%權益。出售事項於二零一五年六月十七日完成，而就先前收購事項而發行之未償還本金總額50,500,000港元之承兌票據已獲取消確認，作為相同金額代價之部分付款。本公司不再於中聯能源中擁有任何權益。於二零一五年六月十八日，本公司、買方及配售代理訂立三方協議，據此，各訂約方同意，配售代價將盡力以每股0.22港元之配售價向公眾配售138,568,000股代價股份，而完成須不遲於二零一五年十二月三十一日發生。於二零一五年十二月二十四日，三方協議之訂約方就三方協議訂立第一份補充協議，把有關的最後截止日期延至二零一六年六月三十日。於二零一六年六月十七日，三方協議之訂約方就三方協議訂立第二份補充協議，把有關的最後截止日期延至二零一六年十二月三十一日。有關詳情，請參閱日期為二零一五年六月三日、二零一五年六月十八日、二零一五年十二月二十四日及二零一六年六月十八日之公告。於報告期末並無收取出售所得款項約99,500,000港元之現金。

42. 比較數字

若干比較金額已經重新分類，以符合本年度之呈列方式及會計處理。

43. 綜合財務報表授權刊發

綜合財務報表已於二零一六年六月二十七日獲董事會批准及授權刊發。

神州資源集團有限公司*

Sino Resources Group Limited

(carrying on business in Hong Kong as Sino Gp Limited)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 223

* For identification purpose only 僅供識別

