



**ASIA COMMERCIAL HOLDINGS LIMITED**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 104)

ANNUAL REPORT  
**2016**

ASIA COMMERCIAL HOLDINGS LIMITED

# CONTENTS

## 目錄

|   |              |     |
|---|--------------|-----|
| Corporate Information   | 公司資料         | 2   |
| Profile of Directors and Senior Management                              | 董事及高層管理人員簡介  | 4   |
| Management Discussion and Analysis                                      | 管理層討論及分析     | 7   |
| Directors' Report   | 董事會報告        | 13  |
| Corporate Governance Report   | 企業管治報告       | 28  |
| Independent Auditor's Report  | 獨立核數師報告      | 36  |
| Consolidated Statement of Profit or Loss                                | 綜合損益表        | 38  |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | 綜合損益及其他全面收益表 | 39  |
| Consolidated Statement of Financial Position                            | 綜合財務狀況表      | 40  |
| Consolidated Statement of Changes in Equity                             | 綜合權益變動表      | 41  |
| Consolidated Statement of Cash Flows                                    | 綜合現金流量表      | 43  |
| Notes to the Financial Statements                                       | 財務報表附註       | 45  |
| Five-Year Financial Summary   | 五年財務摘要       | 127 |

# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Eav Yin (alias Duong Khai Nhon) (*Chairman*)  
Duong Ming Chi, Henry  
Eav Guech Rosanna

#### Independent non-executive Directors

Lai Si Ming  
Wong Wing Yue, Rosaline  
Lee Tat Cheung, Vincent

#### AUDIT COMMITTEE

Lai Si Ming (*Committee Chairman*)  
Wong Wing Yue, Rosaline  
Lee Tat Cheung, Vincent

#### REMUNERATION COMMITTEE

Lee Tat Cheung, Vincent (*Committee Chairman*)  
Eav Yin (alias Duong Khai Nhon)  
Lai Si Ming  
Wong Wing Yue, Rosaline

#### NOMINATION COMMITTEE

Eav Yin (alias Duong Khai Nhon) (*Committee Chairman*)  
Lai Si Ming  
Wong Wing Yue, Rosaline  
Lee Tat Cheung, Vincent

#### AUTHORISED REPRESENTATIVES

Eav Guech Rosanna  
Cheng Ka Chung

#### COMPANY SECRETARY

Cheng Ka Chung

#### AUDITOR

Crowe Horwath (HK) CPA Limited  
*Certified Public Accountants*  
9/F, Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

### 董事

#### 執行董事

楊仁 (別名楊啟仁) (*主席*)  
楊明志  
楊訪梅

#### 獨立非執行董事

賴思明  
王穎好  
李達祥

#### 審核委員會

賴思明 (*委員會主席*)  
王穎好  
李達祥

#### 薪酬委員會

李達祥 (*委員會主席*)  
楊仁 (別名楊啟仁)  
賴思明  
王穎好

#### 提名委員會

楊仁 (別名楊啟仁) (*委員會主席*)  
賴思明  
王穎好  
李達祥

#### 授權代表

楊訪梅  
鄭嘉聰

#### 公司秘書

鄭嘉聰

#### 核數師

國富浩華 (香港) 會計師事務所有限公司  
*執業會計師*  
香港  
銅鑼灣  
禮頓道77號  
禮頓中心9樓

# CORPORATE INFORMATION

## 公司資料

### PRINCIPAL REGISTRAR

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

### BRANCH REGISTRAR

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

### REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19th Floor  
9 Des Voeux Road West  
Hong Kong

### BANKERS

United Overseas Bank Limited  
Bank of Shanghai, Jingan branch

### COMPANY'S WEBSITE

[www.asiacommercialholdings.com](http://www.asiacommercialholdings.com)

### STOCK CODE

Stock Exchange of Hong Kong : 104

### 股份過戶及登記處

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

### 股份過戶及登記分處

卓佳秘書商務有限公司  
香港  
灣仔皇后大道東183號  
合和中心22樓

### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

### 香港主要營業地點

香港  
德輔道西9號  
19樓

### 銀行

大華銀行有限公司  
上海銀行靜安支行

### 公司網址

[www.asiacommercialholdings.com](http://www.asiacommercialholdings.com)

### 股份代號

香港聯合交易所 : 104

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高層管理人員簡介

### BOARD OF DIRECTORS

#### Executive Directors

**Mr. Eav Yin (alias Duong Khai Nhon)**, aged 76, is the founder of the Company and a member of Chaozhou Committee of Guangdong Province of the Chinese People's Political Consultative Conference (廣東省潮州市政協委員) and was appointed as an Executive Director and the Chairman of the Company on 22nd November 2006. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Eav Yin is a Cambodian Chinese and prior to his establishing of a Hong Kong company in 1968 as an importing agent for watch distribution business in Cambodia, had extensive experience of distributing watches in Cambodia and Vietnam. Mr. Eav Yin is the father of Ms. Eav Guech Rosanna and Mr. Duong Ming Chi, Henry and the spouse of Mdm. Lam Kim Phung, a controlling shareholder of the Company. Mr. Eav Yin is a director and a controlling shareholder of Century Hero International Limited, which is a controlling shareholder of the Company.

**Mr. Duong Ming Chi, Henry**, aged 53, was educated at the University of Southern California. Mr. Duong has more than 30 years of experiences in the watch branding and retailing industries. He was appointed as an Executive Director of the Company on 7th July 2011. Before that, he was appointed as the Executive Director from the listing of the Company in 1989 and subsequently resigned on 31st August 1996 to pursue his personal career. Mr. Duong is a son of the Chairman, Executive Director and controlling shareholder of the Company, Mr. Eav Yin and is the elder brother of Ms. Eav Guech Rosanna, who is an Executive Director of the Company.

**Ms. Eav Guech Rosanna**, aged 46, holds a Bachelor of Business Administration Degree in Marketing from Adelphi University in the U.S.A. She is currently the chief executive officer of Time City (Hong Kong) Limited, a subsidiary of the Company. Before joining the Group in 1993, she worked in a major international US Bank specializing in local corporate companies. Ms. Eav is a daughter of the Chairman, Executive Director and controlling shareholder of the Company, Mr. Eav Yin and is the sister of Mr. Duong Ming Chi, Henry, who is an Executive Director of the Company. She was appointed as an Executive Director of the Company on 21st August 2015.

### 董事會

#### 執行董事

楊仁先生(別名楊啟仁)，現年七十六歲，為本集團創辦人、並為廣東省潮州市政協委員，於二零零六年十一月廿二日被委任為本公司主席及執行董事，同時亦為本公司提名委員會主席及薪酬委員會委員。楊仁先生為柬埔寨華僑，於一九六八年成立一家香港公司作為柬埔寨鐘錶分銷業務之進口代理前，具有在柬埔寨及越南分銷鐘錶的豐富經驗。楊仁先生為楊訪梅女士及楊明志先生之父親，及本公司控股股東林金鳳之配偶。楊仁先生為世雄國際有限公司之董事及控股股東，該公司則為本公司之控股股東。

楊明志先生，現年五十三歲，曾就讀於美國南加州大學。楊先生於鐘錶品牌及零售行業擁有逾三十年經驗。彼於二零一一年七月七日被委任為本公司執行董事。在此之前，彼於一九八九年為本公司上市時之執行董事，及隨後因追求其個人事業於一九九六年八月三十一日辭職。楊先生為本公司主席，執行董事及控股股東楊仁先生之子，以及本公司執行董事楊訪梅女士之胞兄。

楊訪梅女士，現年四十六歲，持有美國艾德菲大學市場營銷工商管理學位，彼目前為本公司附屬公司冠亞名表城(香港)有限公司之首席執行官。一九九三年加入本集團之前，彼曾於一家國際性美國大銀行專注於當地企業公司的服務。楊女士為本公司主席、執行董事及控股股東楊仁先生之女兒，楊女士亦為本公司執行董事楊明志先生之胞妹。於二零一五年八月二十一日，彼被任命為本公司執行董事。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高層管理人員簡介

### Independent non-executive Directors

**Mr. Lai Si Ming**, aged 58, is a fellow member of the Hong Kong Institute of Surveyors and an associate member of the Royal Institution of Chartered Surveyors. He was appointed as an independent non-executive Director of the Company on 8th August 1998. He is also the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Mr. Lai was elected as the Vice Chairman, General Practice Division of the Hong Kong Institute of Surveyors during the years from 2001 to 2003. Mr. Lai has been practicing as a professional surveyor since 1983 and has considerable experience in the property field. Mr. Lai is an existing independent non-executive director of Guorui Properties Limited which was listed in the Stock Exchange of Hong Kong Limited on 7th July 2014. Mr. Lai holds a Master Degree of Business Administration from Chinese University of Hong Kong. Mr. Lai held directorship as independent non-executive director of The Sun's Group Limited during the years from 2002 to 2003.

**Ms. Wong Wing Yue, Rosaline**, aged 46, graduated with LLB (Hons) at King's College, London University, UK in 1992, and was admitted to both the UK Bar (Middle Temple, UK) and the Hong Kong Bar in 1993. Ms. Wong is a practicing barrister in Hong Kong. She was appointed as an independent non-executive Director of the Company on 16th December 2006. She is also a member of the nomination committee, the audit committee and the remuneration committee of the Company.

**Mr. Lee Tat Cheung, Vincent**, aged 46, has more than 20 years experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He was appointed as an independent non-executive Director of the Company on 16th December 2006. He is the chairman of the remuneration committee and also a member of the audit committee and the nomination committee of the Company.

### SENIOR MANAGEMENT

**Mr. Cheng Ka Chung**, aged 48, joined the Group in 2010. Mr. Cheng has more than 20 years experience in finance and accounting. He holds a Bachelor of Arts degree in Accountancy and a Master of Science degree in Accountancy from the Hong Kong Polytechnic University. Mr. Cheng is the Finance Director and Company Secretary of the Company.

### 獨立非執行董事

**賴思明先生**，現年五十八歲，為香港測量師學會資深會員及英國皇家特許測量師學會之會員，於一九九八年八月八日被委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席及提名委員會及薪酬委員會委員。賴先生於二零零一年至二零零三年期間被選為香港測量師學會之產業測量組之副主席。賴先生自一九八三年起開始以專業測量師之身份執業，並在地產界具豐富經驗。賴先生為國瑞置業有限公司現有之獨立非執行董事（其股份於二零一四年七月七日在香港聯合交易所有限公司上市）。賴先生持有香港中文大學之工商管理碩士學位。二零零二年至二零零三年期間，賴先生持有新銀集團有限公司之獨立非執行董事職位。

**王穎好女士**，現年四十六歲，一九九二年畢業於英國倫敦大學King's College，取得榮譽法律學士學位，並於一九九三年獲准為英國（英國Middle Temple）及香港大律師。王女士為香港執業大律師。二零零六年十二月十六日，彼被委任為本公司獨立非執行董事，彼同時亦為本公司提名委員會、審核委員會及薪酬委員會委員。

**李達祥先生**，現年四十六歲，於會計及審計方面擁有超過二十年經驗，並為香港一間執業會計師行的獨資經營者。李先生為英格蘭及威爾斯特許會計師公會特許會計師，並為香港會計師公會及英國特許公認會計師公會資深會員。彼持有香港理工大學企業金融碩士學位。二零零六年十二月十六日，彼被委任為本公司獨立非執行董事，彼為薪酬委員會主席及同時亦為本公司審核委員會及提名委員會委員。

### 高層管理人員

**鄭嘉聰先生**，四十八歲，二零一零年加入本集團。鄭先生在財務及會計方面擁有超過二十年的經驗。彼持有香港理工大學會計學文學士學位及碩士學位。鄭先生為本公司之財務總監及公司秘書。



1, 2 & 3. 冠亞名表城 香港尖沙咀 勞力士、帝舵 專賣店  
Timecity Hong Kong Tsim Sha Tsui Rolex & Tudor Boutique  
4. 冠亞名表城 瀋陽和平區 江詩丹頓 專賣店  
Timecity Shenyang - Vacheron Constantin Boutique



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS

#### 財務摘要

|   |               | 2016<br>二零一六年<br>HK\$ million<br>百萬港元 | 2015<br>二零一五年<br>HK\$ million<br>百萬港元 | Change<br>變動<br>% |
|---|---------------|---------------------------------------|---------------------------------------|-------------------|
| <b>Operations</b>   | <b>經營</b>     |                                       |                                       |                   |
| Revenue   | 營業收入          | 834                                   | 719                                   | 16                |
| Loss attributable to owners of the Company                    | 歸屬於本公司持有人的虧損  | (36)                                  | (31)                                  | N/A<br>不適用        |
| Loss per share – Basic  | 每股虧損 – 基本     | (2.28 HK cents)<br>(2.28港仙)           | (2.11 HK cents)<br>(2.11港仙)           | N/A<br>不適用        |
| Interim dividend declared and paid                            | 已宣佈及派發之中期股息   | –                                     | –                                     |                   |
| Final dividend proposed after the end of the reporting period | 報告期末後擬派發之末期股息 | –                                     | –                                     |                   |
| <b>Financial position</b>                                     | <b>財務狀況</b>   |                                       |                                       |                   |
| Total assets  | 總資產           | 705                                   | 732                                   | (4)               |
| Equity attributable to owners of the Company                  | 歸屬於本公司持有人權益   | 406                                   | 411                                   | (1)               |
| Non-controlling interests                                     | 非控股股東權益       | –                                     | –                                     | –                 |





1



2



3



4

1. 冠亞名表城 上海南京西路 江詩丹頓、勞力士、寶璣 專賣店  
Timecity Shanghai Nanjing Road West Vacheron Constantin / Rolex / Breguet Boutique
2. 冠亞名表城 上海南京西路 波爾 專賣店  
Timecity Shanghai Nanjing Road West Ball Boutique
3. 冠亞名表城 上海南京西路 豪門世家 專賣店  
Timecity Shanghai Nanjing Road West Sarcar Boutique
4. 冠亞名表城 上海南京西路 尊皇 專賣店  
Timecity Shanghai Nanjing Road West Juvenia Boutique



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Business Review

The Group's revenue for the year was HK\$834 million which was 16% higher than HK\$719 million of last year. Gross profit margin dropped slightly from 21% to 20% due to intense market competition. Sales from mainland China were increased by 10% to HK\$376 million while average same store sales in China were increased by 3%. Sales in Hong Kong were also increased by 22% to HK\$457 million due to the increasing effort of the Group to focus on big customers.

During the year, the Group closed 1 store in Shenyang and opened a new one in the same area.

The total number of stores is as below:

Beijing  
Shanghai  
Shenyang  
Chengdu  
Hong Kong

北京  
上海  
瀋陽  
成都  
香港

|  | As at<br>31st March<br>2016<br>於二零一六年<br>三月三十一日 | As at<br>31st March<br>2015<br>於二零一五年<br>三月三十一日 |
|--|---|---|
|  | 3   | 3   |
|  | 3   | 3   |
|  | 1   | 1   |
|  | 2   | 2   |
|  | 1   | 1   |
|  | <b>10</b>                                       | <b>10</b>                                       |

### 業務回顧

本年度本集團之營業收入為834,000,000港元，較去年同期的719,000,000港元高出16%。由於市場競爭激烈，毛利率從21%輕微下降到20%。來自中國大陸的銷售額增加10%至376,000,000港元，而中國平均同店銷售則增加3%。香港的銷售亦增加22%至457,000,000港元；乃因本集團增加專注於大客戶的努力所致。

年內本集團在瀋陽關閉1間店舖，同時又在同一地區新開設另1間新店舖。

店舖總數如下：



1. 冠亞名表城 北京澳門中心 愛彼、波爾、名士、百年靈、卡地亞、瑞寶、芝柏、尊皇、摩凡陀、沛納海、勞力士、豪門世家、帝舵、江詩丹頓 專賣店及綜合店

Timecity Beijing Macau Centre Audemars Piguet / Ball / Baume & Mercier / Breitling / Cartier / Chronoswiss / Girard-Perregaux / Juvenia / Movado / Panerai / Rolex / Sarcar / Tudor / Vacheron Constantin Boutique & Flagship Store

2. 冠亞名表城 北京東方廣場 綜合店  
Timecity Beijing Oriental Plaza Flagship Store

3. 冠亞名表城 成都春熙路 西鐵城 專賣店  
Timecity Chengdu Chunxi Road Citizen Boutique

4. 冠亞名表城 成都國際金融中心 萬國錶 專賣店  
Timecity Chengdu IWC Boutique



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Review

#### Results review

The Group recorded a turnover of HK\$834 million for the year ended 31st March 2016 (2015: HK\$719 million), which was 16% higher than last year. Sales from the mainland China increased by 10% to HK\$376 million as compared with HK\$343 million of last year was due to the increasing effort of the Group to focus on big customers during the year. Sales in Hong Kong also increased by 22% to HK\$457 million as compared with HK\$374 million of last year due to the increasing effort of the Group to focus on big customers as well.

Distribution costs decreased by 12% to HK\$204 million as compared with HK\$230 million of last year was mainly due to the decrease in depreciation charge, rental and staff cost due to the closure of stores and tightening control in expenses. Administrative expenses slightly decreased by 3% to HK\$28 million as compared with HK\$29 million of last year.

Valuation gains on investment properties amounted to HK\$0.3 million which were negligible as compared with HK\$40 million in last year due to the slightly downturn of the property market in Hong Kong.

Other net gain amounting to HK\$12 million this year was mainly due to the gain from the disposal of trading securities.

Finance costs decreased by 37% to HK\$5 million as compared with HK\$8 million of last year was due to the decrease in bank loans during the year.

#### Liquidity, financial resources and capital structure

As at 31st March 2016, the Group's total cash balance amounted to HK\$33 million (2015: HK\$23 million). The increase was mainly due to the cash inflow from operating and investing activities despite the repayment of bank loans during the year. The Group has secured banking facilities amounting to a total of HK\$133 million which were secured by leasehold properties, prepaid lease payments, investment properties, rental assignment, as well as unlimited corporate guarantee provided by the Company. Gearing ratio of the Group, expressed as a ratio of total borrowing, over total equity, was 25% as at 31st March 2016 (2015: 27%).

#### Foreign exchange risks

The Group views its main currencies as Hong Kong dollars, Renminbi and Swiss Francs. The Group monitors its exposure to foreign exchange risks, and when it considers necessary and appropriate, will hedge its foreign exchange risks by using financial instruments.

### 財務回顧

#### 業績回顧

截至二零一六年三月三十一日止年度本集團之營業額為834,000,000港元(二零一五年: 719,000,000港元),較去年同期高出16%。來自中國內地的銷售與去年的343,000,000港元比較,增加10%至376,000,000港元,概因年內本集團增加專注於大客戶的努力所致。香港的銷售與去年的374,000,000港元比較,亦增加22%至457,000,000港元,乃因為本集團同樣增加專注於大客戶的努力所致。

分銷成本相較於去年的230,000,000港元減少12%至204,000,000港元,主要是由於店舖結業及收緊開支控制,因而減少折舊費用,租金及員工成本所致。行政費用較去年同期的29,000,000港元輕微減少3%至28,000,000港元。

投資物業估值收益為300,000港元,和去年的40,000,000港元比較微不足道,主要由於香港物業市場輕微轉跌的結果。

本年度其他收益淨額為12,000,000港元,主要由於出售買賣證券的收益。

由於年內減少銀行貸款,財務費用較去年的8,000,000港元減少37%至5,000,000港元。

#### 流動資金、財務資源及資本結構

於二零一六年三月三十一日,本集團之現金結餘總額為33,000,000港元(二零一五年: 23,000,000港元)。結餘增加主要是由於經營及投資業務產生的現金流入儘管須於年內償還銀行貸款。本集團銀行信貸總額為133,000,000港元,由若干租賃物業、預付租賃款項、投資物業、租金轉讓契約,以及由本公司提供之無上限公司擔保作為擔保。本集團之借貸比率(以淨債項除以總權益表示),於二零一六年三月三十一日為25%(二零一五年: 27%)。

#### 外匯風險

本集團之主要貨幣為港元、人民幣及瑞士法郎。本集團對外匯風險實行監控,會在必要及適當時運用金融工具對沖其外匯風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Prospects

The loss of the Group amounting to HK\$36 million this year. Excluding the valuation gains on investing properties, the Group actually improved significantly as compared with last year.

The Group operates 10 stores in Hong Kong and China. The Group closed 1 store in Shenyang and opened a new one in the same area during the year. The Group has streamlined the operating cost of a number of core stores during the year and will continue to do so with a view to enhance the cost efficiency of each store. The overall sentiment in the luxury retail business in Hong Kong and China still remained weak due to the slowdown of the economic growth in China and Hong Kong, the shift of spending pattern of the mainland tourists and the continuation of anti-corruption drive in China.

The Group is determined to rebuild its financial strength and confidence to turnaround its business and take a cautious approach in its future expansion.

On behalf of the Group, we sincerely thank for the kind and positive supportive of our shareholders, customers, suppliers and associates.

### 展望

本集團今年內虧損為36,000,000港元。撇除投資物業估值收益，本集團與去年比較有顯著的改善。

本集團在香港及中國經營10間店舖。年內本集團在瀋陽關閉1間店舖，同時又在同一地區新開設另1間店舖。於年度內，本集團已精簡多間核心店舖的經營成本，並將會貫徹下去，以增加每間店舖之成本效益。香港及中國奢侈品零售業務的整體氣氛持續疲弱，乃因中港兩地的經濟增長仍然放緩，大陸遊客消費模式轉變，以及反腐敗繼續在中國展開所致。

本集團決定重建本身之財務實力，並有信心令業務轉虧為盈，以及在未來將採取謹慎擴張的態度。

謹代表本集團，對各股東、客戶、供應商及聯屬人士給予本集團的積極支持，致以由衷謝意。

# DIRECTORS' REPORT

## 董事會報告

The Directors have pleasure in submitting their report together with the audited financial statements for the year ended 31st March 2016.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in Note 17 on the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries ("the Group") during the financial year are set out in Note 17 on the financial statements.

### FINANCIAL STATEMENTS

The loss of the Group for the year ended 31st March 2016 and the state of the Company and the Group's affairs as at that date are set out in the financial statements on pages 38 to 126.

### BUSINESS REVIEW

The business review of the Group for the year ended 31st March 2016 is set out in the section headed "Management Discussion and Analysis" on pages 7 to 12.

Description of possible risks and uncertainties that the Group may be facing can be found in the section headed "Management Discussion and Analysis" on pages 7 and 12 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in section headed "Management Discussion and Analysis" on pages 7 and 12 of this annual report.

### SHARE CAPITAL

Particulars of the share capital of the Company during the year are set out in Note 29 on the financial statements.

Changes in issued share capital of the Company in last year are also outlined below:

On 24th September 2014, the Company, Century Hero International Limited (the "Vendor") and Get Nice Securities Limited as agent of the Vendor entered into the placing agreement to place the shares comprising up to 200,000,000 issued shares owned by the Vendor at the price of HK\$0.2550 per share.

The Vendor and the Company, upon their execution of the placing agreement, also entered into the subscription agreement to top up the shareholdings of the Vendor in the Company. Under the subscription agreement, the Vendor subscribed for the subscription shares in the equivalent number of the placing shares placed out. The subscription shares were issued at HK\$0.2550 per share, being equivalent to the placing price. The subscription agreement was completed on 8th October 2014 and the Company had issued 200,000,000 ordinary shares pursuant to the subscription agreement. The above transactions generated a net proceeds of approximately HK\$49.7 million which was mainly used as general working capital and, in a lesser proportion, to repay its loans, including bank loans. Further details of the above transactions are set out in the announcement of the Company dated 24th September 2014.

董事會欣然提呈截至二零一六年三月三十一日止年度之報告及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股及其附屬公司之主要業務載於財務報表附註17。

本公司及其附屬公司(「本集團」)於本財政年度內之主要業務及經營地點分析載於財務報表附註17。

### 財務報表

本集團截至二零一六年三月三十一日止年度之虧損以及本公司及本集團於該日之財務狀況載於財務報表第38頁至第126頁。

### 業務回顧

本集團於截至二零一六年三月三十一日止年度業務回顧載於第7至12頁「管理層討論及分析」一節。

描述本集團或會面對的可能性風險及不確定性可參閱本年報第7及12頁標題為「管理層討論與分析」段落。於年內本集團的業績表現分析所使用的財務主要績效指標載於本年報第7及12頁標題為「管理層討論與分析」段落。

### 股本

本公司於年內之股本詳情載於財務報表附註29。

去年內本公司已發行股本之變化亦概述如下：

於二零一四年九月二十四日本公司、世雄國際有限公司(「賣方」)及作為賣方代理的結好證券有限公司訂立配售協議，以每股0.2550港元價格配售由賣方持有包括最高達200,000,000股之已發行股份。

賣方及本公司，在其執行配售協議時，還訂立認購協議以補足賣方在本公司的股權。根據認購協議，賣方認購之認購股份相等於已配售之配售股份數目。認購股份以每股0.2550港元價格發行，與於配售價相同。認購協議於二零一四年十月八日完成，及本公司根據認購協議發行200,000,000股普通股。上述交易產生約49,700,000港元淨額款項，主要用作一般營運資金，及以一個較小的比重償還其貸款，包括銀行貸款。上述交易之進一步詳情載於本公司於二零一四年九月二十四日的公告中。

# DIRECTORS' REPORT

## 董事會報告

### DIVIDENDS

The directors do not recommend a final dividend in respect of the year ended 31st March 2016 (2015: nil).

### PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries of the Company are set out in Note 17 on the financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment are set out in Note 14 on the financial statements.

### INVESTMENT PROPERTIES

Details of the movements in investment properties during the year are set out in Note 16 on the financial statements.

### RESERVES

Details of reserves available for distribution to shareholders and movements in the reserves of the Company and the Group during the year are set out in Note 31 on the financial statements.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of Company's listed securities during the year.

### BORROWING

Details of the bank borrowings are set out in Note 24 on the financial statements.

### MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 31st March 2016, the Group's largest supplier contributed approximately 53% of the total purchases for the year and the aggregate amount of purchases attributable to the Group's top five suppliers represented approximately 97% of the Group's total purchases.

Since the customer base of the Group is very wide, the aggregate sales attributable to the Group's five largest customers are approximately 20% of total sales during the year.

None of the Directors, their close associates or any shareholders (which to the knowledge of the Directors owning more than 5% of the Company's issued share capital) had interest in the Group's five largest suppliers.

### 股息

董事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)。

### 主要附屬公司

本公司主要附屬公司之詳情載於財務報表附註17。

### 物業、機器及設備

物業、機器及設備之變動詳情載於財務報表附註14。

### 投資物業

本年度投資物業之變動詳情載於財務報表附註16。

### 儲備

本公司及本集團年內儲備變動詳情以及可供分派儲備予股東詳情載於財務報表附註31。

### 購買、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司之任何上市證券。

### 借貸

銀行借貸之詳情載於財務報表附註24。

### 主要供應商及客戶

截至二零一六年三月三十一日止年度，本集團最大供應商佔本年度總採購額約53%；而本集團五大供應商之總採購額佔本集團採購總額約97%。

由於本集團之客戶基礎龐大，年內本集團五大客戶之總銷售額約佔本集團銷售總額20%。

各董事、其緊密聯繫人或就董事所知擁有本公司5%以上已發行股本之任何股東概無在本集團五大供應商中擁有任何權益。

### FINANCIAL SUMMARY

A financial summary of the Group for the past five financial years is set out on pages 127 to 128.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into during the year or subsisted at the end of the year.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-laws, subject to the statutes, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his/her office. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against Directors of the Group.

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

#### Executive Directors:

Mr. Eav Yin (*Chairman*)  
Mr. Eav Ming Keong, Kinson (resigned on 21st August 2015)  
Mr. Duong Ming Chi, Henry  
Ms. Eav Guech Rosanna (appointed on 21st August 2015)

#### Independent non-executive Directors:

Mr. Lai Si Ming  
Ms. Wong Wing Yue, Rosaline  
Mr. Lee Tat Cheung, Vincent

Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Mr. Eav Yin shall retire voluntarily at the forthcoming annual general meeting and, being eligible, offer himself for re-election.

The independent non-executive Directors are subject to retirement by rotation in accordance with the Company's Bye-Laws.

None of the Directors proposed for re-election has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### 財務摘要

本集團於過去五個財政年度之財務摘要載於第127至第128頁。

### 管理合約

本公司並無就有關管理或行政工作的整體業務或任何業務重大部分於本年度內或年末訂立或存有任何合約。

### 允許賠償條款

根據本公司的章程細則，視情況而定，每名董事就他／她之職務所作出任何行為、同意或忽略或有關執行其職務而可能產生或蒙受之所有訴訟、費用、收費、損失、損害及開支，均可從本公司之資產獲得彌償，並確保免就此受任何損害。本公司已就集團之董事可能面對任何訴訟時產生的責任和相關費用購買保險。

### 董事及董事之服務合約

年內及截至本報告日止，本公司董事為：

#### 執行董事：

楊仁先生(主席)  
楊明強先生(於二零一五年八月二十一日辭任)  
楊明志先生  
楊訪梅女士(於二零一五年八月二十一日委任)

#### 獨立非執行董事：

賴思明先生  
王穎好女士  
李達祥先生

賴思明先生及李達祥先生將會在應屆股東週年大會輪席退任，惟合資格並願意膺選連任。

楊仁先生將於即將召開的股東週年大會上自願退休，並合資格膺選連任。

根據本公司細則，獨立非執行董事須輪值退任。

各位獲提名膺選連任之董事與本公司或其附屬公司均無訂立任何本集團若於一年內將之終止即須作出賠償(法定賠償除外)之服務合約。



# DIRECTORS' REPORT

## 董事會報告

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

As at 31st March 2016, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

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

| Name of Directors<br>董事姓名   | Nature of interest<br>權益性質 | Number of ordinary shares of HK\$0.2 each/ underlying shares held<br>持有每股0.2港元普通股／相關股份數目 | Approximate percentage of aggregate interests to total issued share capital<br>總權益佔已發行股本總額概約百分比 |       |
|-----------------------------|----------------------------|--|---|-------|
| Mr. Eav Yin                 | 楊仁先生                       | Note 附註  | 804,007,473   | 51.31 |
| Ms. Eav Guech Rosanna       | 楊訪梅女士                      | Personal 個人  | 1,624,272 <sup>△</sup>  | 0.10  |
| Mr. Duong Ming Chi, Henry   | 楊明志先生                      | Personal 個人  | 4,089,600 <sup>■</sup>  | 0.26  |
| Mr. Lai Si Ming             | 賴思明先生                      | Personal 個人  | 366,625 <sup>*</sup>  | 0.02  |
| Ms. Wong Wing Yue, Rosaline | 王穎好女士                      | Personal 個人  | 366,625 <sup>*</sup>  | 0.02  |
| Mr. Lee Tat Cheung, Vincent | 李達祥先生                      | Personal 個人  | 366,625 <sup>*</sup>  | 0.02  |

Note: Among the 804,007,473 shares in which Mr. Eav Yin is deemed to have interests under the SFO (a) 70,688,600 shares are personal interest of Mr. Eav Yin of which 2,933,000 shares are share options, (b) 5,309,200 shares are held by Mdm. Lam Kim Phung (spouse of Mr. Eav Yin), (c) 582,421,337 shares by Century Hero International Limited, (d) 1,864,800 shares by Debonair Company Limited, (e) 19,972,728 shares by Goodideal Industrial Limited, (f) 2,550,672 shares by Hexham International Limited, (g) 2,846,536 shares by Goodness Management Limited and (h) 118,353,600 shares by Chanchhaya Trustee Holding Corporation (as a trustee of Eav An Unit Trust). Century Hero International Limited, Debonair Company Limited, Hexham International Limited, and Goodness Management Limited are wholly owned and Goodideal Industrial Limited is 87% owned by Mr. Eav Yin. Eav An Unit Trust is a discretionary trust of which Mr. Eav Yin is the founder, the beneficiaries include Mr. Eav Yin, his wife and their children.

### 董事及主要行政人員於股份、相關股份及債券中之權益

於二零一六年三月三十一日，本公司董事及主要行政人員在本公司或其任何相聯法團（定義見《證券及期貨條例》（「證券及期貨條例」）第XV部）的股份、相關股份或債券中擁有，而根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條規定須列入而已列入須予備存之登記冊或依據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須通知本公司及聯交所的權益及淡倉如下：

#### 於本公司股份及其相關股份之好倉

附註：楊仁先生於根據證券及期貨條例被視為擁有權益之804,007,473股股份中，(a) 70,688,600股股份（其中2,933,000股為購股權）屬楊仁先生之個人權益；(b) 5,309,200股股份由林金鳳女士（楊仁先生之配偶）持有；(c) 582,421,337股股份由世雄國際有限公司持有；(d) 1,864,800股股份由Debonair Company Limited持有；(e) 19,972,728股股份由Goodideal Industrial Limited持有；(f) 2,550,672股股份由Hexham International Limited持有；(g) 2,846,536股股份由Goodness Management Limited持有及(h) 118,353,600股股份由Chanchhaya Trustee Holding Corporation（作為Eav An Unit Trust之受託人）持有。世雄國際有限公司、Debonair Company Limited、Hexham International Limited、Goodness Management Limited均由楊仁先生全資擁有，而Goodideal Industrial Limited由楊仁先生擁有87%。Eav An Unit Trust為全權信託，楊仁先生為該信託之創立人，受益人包括楊仁先生、其妻子及彼等之子女。

# DIRECTORS' REPORT

## 董事會報告

- All the 4,089,600 shares are personal interest of Mr. Duong Ming Chi, Henry.
- \* All the interests are related to the share options held by the respective Directors.
- △ All the 1,624,272 shares are personal interest of Ms. Eav Guech Rosanna.

- 所有4,089,600股股份均屬楊明志先生個人權益。
- \* 有關購股權之所有權益由各董事分別持有。
- △ 所有1,624,272股股份均屬楊訪梅女士個人權益。

Save as disclosed herein and in the section headed "SHARE OPTION SCHEME", as at 31st March 2016, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code. In addition, save as disclosed above, none of the Directors or chief executive of the Company nor their spouses or children under 18 years of age had been granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

除上文及標題「購股權計劃」部分所披露者外，於二零一六年三月三十一日，本公司各董事或主要行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券證中擁有，而根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須登記於備存的登記冊內或根據標準守則須通知本公司及聯交所的權益及淡倉。此外，除上文所披露者外，本公司各董事或主要行政人員或彼等之配偶或未滿18歲之子女概無獲授予或行使認購本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股本或債務證券之任何權利。

### CONTINUING CONNECTED TRANSACTIONS

The Group had made certain continuing connected transactions with a connected person group during the four financial years ended 31st March 2016, details as below:

Transactions with the following entities are considered as continuing connected transactions for the relevant years.

### 持續關連交易

截至二零一六年三月三十一日止四個財政年度期間，本集團已與關連人士進行若干持續關連交易，詳情如下：

與以下實體之交易被視為在有關年度的持續關連交易。

| Name of party<br>名稱               | Relationship<br>關係  |
|-----------------------------------|---|
| Eav Yin<br>楊仁                     | The Chairman and executive director and controlling shareholder of the Company<br>本公司主席兼執行董事及控股股東   |
| Connected Persons Group<br>關連人士集團 | Companies ultimately controlled by an associate of Mr. Eav Yin and for the avoidance of doubt, excluding the Group<br>最終由楊仁先生一間聯營公司控制之公司，為免生疑問，不包括本集團 |
| Lucky Linker Limited              | A member of the Connected Persons Group<br>關連人士集團成員   |

# DIRECTORS' REPORT

## 董事會報告

|  |                        |             | 2016<br>二零一六年   | 2015<br>二零一五年   | 2014<br>二零一四年   | 2013<br>二零一三年   |
|--|------------------------|-------------|-----------------|-----------------|-----------------|-----------------|
|  |                        | Notes<br>附註 | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| <b>Sales of watch movements to:</b>                                  | <b>銷售手錶機芯予：</b>        |             |                 |                 |                 |                 |
| a member of Connected Persons Group                                  | 關連人士集團成員               | (iv)        | 690             | 1,223           | 1,869           | 4,471           |
| <b>Purchase of watch movements from:</b>                             | <b>採購手錶機芯由：</b>        |             |                 |                 |                 |                 |
| a member of Connected Persons Group                                  | 關連人士集團成員               | (iv)        | -               | -               | 359             | -               |
| <b>Provision of subsidised advertising and marketing support to:</b> | <b>提供廣告資助及市場推廣支援予：</b> |             |                 |                 |                 |                 |
| Lucky Linker Limited   | Lucky Linker Limited   | (i)         | -               | 208             | 3,000           | 1,950           |
| a member of Connected Persons Group                                  | 關連人士集團成員               |             | 2,496           | 953             | -               | -               |
|  |                        |             | <b>2,496</b>    | <b>1,161</b>    | <b>3,000</b>    | <b>1,950</b>    |
| <b>Leasing of offices and warehouses to:</b>                         | <b>租賃辦公室及倉庫予：</b>      |             |                 |                 |                 |                 |
| Lucky Linker Limited   | Lucky Linker Limited   | (ii)        | 360             | 360             | 264             | 126             |
| a member of Connected Persons Group                                  | 關連人士集團成員               |             | 947             | 862             | 866             | 564             |
| a member of Connected Persons Group                                  | 關連人士集團成員               |             | 729             | 748             | 758             | 738             |
|  |                        |             | <b>2,036</b>    | <b>1,970</b>    | <b>1,888</b>    | <b>1,428</b>    |
| <b>Purchase of products from:</b>                                    | <b>採購產品由：</b>          |             |                 |                 |                 |                 |
| a member of Connected Persons Group                                  | 關連人士集團成員               | (iii)       | 228             | 450             | 896             | 5,288           |
| a member of Connected Persons Group                                  | 關連人士集團成員               |             | -               | 8               | 64              | 67              |
| a member of Connected Persons Group                                  | 關連人士集團成員               |             | -               | 8               | 67              | 456             |
| Lucky Linker Limited   | Lucky Linker Limited   |             | 43              | 2,272           | 1,314           | 3,054           |
|  |                        |             | <b>271</b>      | <b>2,738</b>    | <b>2,341</b>    | <b>8,865</b>    |

Notes:

附註：

**(i) Provision of subsidised advertising and marketing support services**

The Group participated in the marketing programs and activities for promoting and enhancing the image of branded watches supplied by Lucky Linker Limited and a member of Connected Persons Group. In return, Lucky Linker Limited and a member of Connected Persons Group subsidised the Group by paying an advertising subsidy to the Group.

**(i) 提供廣告資助及市場推廣支援服務**

本集團參與由Lucky Linker Limited及關連人士集團成員提供之市場推廣計劃及活動，以促進和加強品牌手錶的形象。因此，由Lucky Linker Limited及關連人士集團成員向本集團支付廣告補貼作為資助本集團。

**(ii) Leasing of offices and warehouses**

The Group leased certain premises owned by the Group to Lucky Linker Limited and other members of the Connected Persons Group for rental income.

**(ii) 租賃辦公室及倉庫**

集團租用由本集團擁有之若干物業予Lucky Linker Limited及關連人士集團其他成員公司作為租金收入。

### (iii) Purchase of products

The Group purchased products from Lucky Linker Limited and other members of the Connected Persons Group including watches, watch spare parts and components (including watch movements), watch accessories and packaging. The Group also outsourced watch assembly, processing and after-sales services such as maintenance and repairs to the Connected Persons Group. The purchase of products includes the fees and charges for these services.

### (iv) Trading of watch movements

The Group conducted trading of watch movements with a member of the Connected Persons Group.

The continuing connected transactions have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as the case may be) independent third parties; and
- (c) on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

For the purpose of Rule 14A.56 of the Listing Rules, auditors of the Company, has confirmed to the Company regarding the continuing connected transactions disclosed above that nothing has come to the auditor's attention that causes them to believe that:

1. the disclosed continuing connected transactions have not been approved by the Company's board of directors;
2. the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
3. the transactions were not entered into, in all material respects, in accordance with the terms governing such transactions; and
4. have exceeded the cap.

The Company confirmed that it has disclosed the continuing connected transactions and the details of the continuing connected transactions mentioned above pursuant to the disclosure requirements of Chapter 14A of the Listing Rules.

### (iii) 採購產品

本集團從Lucky Linker Limited及關連人士集團其他成員採購產品包括手錶、手錶備用零部件及組件(包括手錶機芯)、鐘錶配件及包裝。本集團亦外包手錶組裝、加工及售後服務，例如提供予關連人士集團保養及維修。採購產品包括該等服務的費用及收費。

### (iv) 手錶機芯買賣

本集團與關連人士集團成員公司進行手錶機芯買賣。

獨立非執行董事已審閱持續關連交易。獨立非執行董事已確認經已訂立之持續關連交易：

- (a) 本集團之日常及一般業務；
- (b) 按正常商業條款，或條款不遜於獨立第三方提供予本集團或從本集團獲得的條款(視情況而定)；及
- (c) 條款屬公平合理，並符合股東之整體利益。

對於上市規則第14A.56條而言，本公司核數師確認，本公司就上文所披露有關持續關連交易，並無任何值得核數師關注並導致他們相信：

1. 所披露的持續關連交易尚未獲得本公司董事會批准；
2. 交易並無(在所有重大方面)按照本公司的定價政策；
3. 交易並無(在所有重大方面)根據規管該等交易的條款進行；及
4. 超逾上限。

本公司確認，上文所述之已披露持續關連交易及持續關連交易的細節，已根據上市規則第14A章之披露規定。

# DIRECTORS' REPORT

## 董事會報告

### RELATED PARTY TRANSACTION

Material related party transactions entered into by the Group during the year ended 31st March 2016, which may also constitute connected transactions or continuing connected transaction under the Listing Rules, are disclosed in Note 33 to the financial statements.

During the year, the above-mentioned connected transactions or continuing connected transaction are carried out and disclosed in compliance with the relevant requirements under Chapter 14A of the Listing Rules.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed herein the section headed "CONTINUING CONNECTED TRANSACTIONS", no transactions, arrangements or contracts of significance to which the Company, its parent company, its subsidiaries or fellow subsidiaries were a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### SHARE OPTION SCHEME

On 20th September 2002, the shareholders of the Company approved the adoption of a share option scheme (the "2002 Share Option Scheme").

The 2002 Share Option Scheme has been expired on 20th September 2012 and no new share option scheme has been adopted thereafter.

The Company has issued 146,800,000 and 34,170,000 share options to the qualifying grantees to subscribe for ordinary shares of HK\$0.02 each in the share capital of the Company under the 2002 Share Option Scheme on 31st March 2011 and 26th October 2011 of which the exercise prices were HK\$0.394 per share and HK\$0.263 per share respectively. Upon the completion of the share consolidation and rights issue in January 2013 and February 2013 respectively, both the exercise prices and the numbers of share options have been adjusted according to the 2002 Share Option Scheme. As of 31st March 2016, the outstanding amount of share options was 20,355,020.

### 關連人士交易

於截至二零一六年三月三十一日止年度期間，由本集團訂立的重大關連交易，根據上市規則其亦可能構成關連交易或持續關連交易，於財務報表附註33中披露。

年內，上述關連交易或持續關連交易，均遵照上市規則第14A章的有關要求進行及披露。

### 董事於交易、安排或合約之權益

除上文一節「持續關連交易」所披露者外，在今年年底或在年內任何時間並無重大交易、安排或合約，仍繼續存在其中本公司、其母公司或其附屬公司或同系附屬公司為一方當事人，以及其中本公司董事或其有關實體無論是直接或間接擁有重大權益。

### 購股權計劃

於二零零二年九月二十日，本公司股東批准採納購股權計劃（「二零零二年購股權計劃」）。

二零零二年購股權計劃已於二零一二年九月二十日屆滿及並無新購股權計劃隨後採納。

於二零一一年三月三十一日及二零一一年十月二十六日，本公司根據二零零二年購股權計劃，向合資格獲授予者發行146,800,000份及34,170,000份可認購本公司每股股本為0.02港元之普通股之購股權，其行使價分別為每股0.394港元及0.263港元。二零一三年一月及二零一三年二月之股份合併及供股分別完成後，根據二零零二年購股權計劃，購股權的行使價及數目，兩者經已作出調整。於二零一六年三月三十一日，尚未行使之購股權為20,355,020份。

# DIRECTORS' REPORT

## 董事會報告

As at 31st March 2016, the Directors and employees of the Company had the following interests in share options to subscribe for shares of the Company (market value per share at 31st March 2016 was HK\$0.185) granted for a nominal consideration under the 2002 Share Option Scheme of the Company. The share options are unlisted. Each share option gives the holder the right to subscribe for one ordinary share of HK\$0.2 of the Company.

於二零一六年三月三十一日，本公司董事及員工擁有以下根據本公司二零零二年購股權計劃以票面值代價授予之購股權權益以認購本公司之股份（於二零一六年三月三十一日每股市場價格為0.185港元）。該購股權為非上市證券，每一購股權給予持有人認購本公司0.2港元一股普通股之權利。



# DIRECTORS' REPORT

## 董事會報告

| Directors<br>董事   | No. of share<br>options<br>outstanding<br>at the<br>beginning of<br>the year<br>年初<br>尚未行使的<br>購股權數目 | No. of share<br>options<br>granted<br>during<br>the year<br>年內授出的<br>購股權數目 | No. of share<br>options<br>lapsed<br>during<br>the year<br>年內<br>失效之<br>購股權數目 | No. of shares<br>acquired on<br>exercise of<br>share<br>options<br>during<br>the year<br>年內行使<br>購股權獲得<br>之股份數目 | No. of share<br>options<br>re-classified<br>during the year<br>本年內重新<br>分類之購股權<br>數目 | No. of share<br>options<br>outstanding<br>at year end<br>年末<br>尚未行使的<br>購股權數目 | Date of grant<br>授出日期              | Period<br>during which<br>share options<br>are vested<br>已歸屬<br>購股權的期限 | Period during<br>which share<br>options are<br>exercisable<br>可行使<br>購股權的期限 | Exercise<br>price per<br>share<br>每股行使價 |
|---|--|--|---|---|--|---|------------------------------------|--|---|---|
|   |  |  |   |   |  |   |                                    |  |   |   |
| Mr. Eav Yin<br>楊仁先生   | 2,933,000  | -  | -   | -   | -  | 2,933,000   | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| Mr. Eav Ming Keong, Kinson<br>楊明強先生<br>(resigned on 21st August 2015)<br>(於二零一五年八月二十一日辭任) | 2,199,750  | -  | -   | -   | (2,199,750)  | -   | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| Mr. Lai Si Ming<br>賴思明先生  | 366,625  | -  | -   | -   | -  | 366,625   | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| Ms. Wong Wing Yue, Rosaline<br>王穎好女士  | 366,625  | -  | -   | -   | -  | 366,625   | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| Mr. Lee Tat Cheung, Vincent<br>李達祥先生  | 366,625  | -  | -   | -   | -  | 366,625   | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| Employees<br>員工   | 15,178,275   | -  | (1,055,880)   | -   | 2,199,750  | 16,322,145  | 31st March 2011<br>二零一一年<br>三月三十一日 | 30th March 2012 to<br>30th March 2016<br>二零一二年三月三十日至<br>二零一六年三月三十日     | 30th March 2012 to<br>30th March 2021<br>二零一二年三月三十日至<br>二零二一年三月三十日          | HK\$1.344<br>1.344港元                    |
| <b>Total<br/>總計</b>   | <b>21,410,900</b>  | <b>-</b>   | <b>(1,055,880)</b>  | <b>-</b>  | <b>-</b>   | <b>20,355,020</b>   |                                    |  |   |   |

The share options granted to the Directors are registered under the names of the Directors who are also the beneficial owners. The closing prices of the Company's shares immediately before the date of grant of the share options on 31st March 2011 and 26th October 2011 were HK\$0.39 and HK\$0.26 respectively.

During the year, 1,055,880 share options were lapsed under the 2002 Share Option Scheme.

授予各董事之購股權均以各董事之名義登記註冊，其亦為實益擁有人。於二零一一年三月三十一日及二零一一年十月二十六日，本公司之股份收市價緊隨授出購股權日期前分別為0.39港元及0.26港元。

年度內，根據二零零二年購股權計劃1,055,880份購股權已經失效。

### EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed "Share Option Scheme" and "Convertible Securities, Options, Warrants or Similar Rights", no equity-linked agreements were entered into during the year or subsisted at the end of the year.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the year, was the Company or any of its associated corporations a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors or their spouses or children under 18 years of age was granted any right to subscribe for any shares in, or debentures of, the Company or any of its associated corporations.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, no Director is considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules.

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

In addition to the share options granted under the 2002 Share Option Scheme as disclosed herein, the Company entered into a placing agreement with the placing agent on 31st August 2010, pursuant to which the placing agent conditionally agreed, to procure placees to subscribe for convertible notes (the "Convertible Notes") issued by the Company in an aggregate principal amount of up to HK\$100,800,000 on a "best-efforts" basis. On 27th September 2010, the Company completed the placing of HK\$100,800,000 Convertible Notes to independent placees. The Convertible Notes carry interest at 3% per annum and the principal amounts of all Convertible Notes shall be due and repayable on the third anniversary of the date of issue. The Convertible Notes entitle their holders to convert their outstanding principal amounts into new conversion shares at the initial conversion price of HK\$0.84 per conversion share (subject to anti-dilutive adjustment). Pursuant to the terms and conditions of the Convertible Notes, the Conversion Price of the Convertible Notes was adjusted from HK\$0.84 per Conversion Share to HK\$0.168 per subdivided share as a result of the share subdivision approved by the shareholders of the Company on 12th November 2010. The above adjustment took effect from the close of business of 15th November 2010. Upon the completion of the share consolidation and the rights issue in January 2013 and February 2013, the conversion price of the Convertible Notes was further adjusted to HK\$1.68 and HK\$0.573 per share respectively. The final adjustment was effective on 16th January 2013. The General Mandate (2009), which has not been used before the placing agreement, was used for the allotment and issue of the conversion shares. On 27th September 2013, all outstanding Convertible Notes have been redeemed by the Company.

### 股票掛鉤協議

除上文「購股權計劃」及「可換股證券、購股權、認股權證或類似權利」所披露外，本年度內，本公司並無就股票掛鉤協議訂立或存有任何合約。

### 董事購買股份或債券之權利

除上文所述者外，本公司或其任何相聯法團於年度內概無訂立任何安排，致使董事可藉著購買本公司或任何其他法人團體之股份或債券而獲取利益，且並無任何董事或其配偶或其年齡在十八歲以下之子女獲授予任何權利以認購本公司或其任何相聯法團之任何股份或債券。

### 董事於競爭的業務之權益

於本年度內及至本報告日止，並無董事被認為根據上市規則與本集團之業務競爭或有機會構成競爭之業務擁有權益。

### 可換股證券、購股權、認股權證或類似權利

根據二零零二年購股權計劃附加於授予購股權所披露，本公司與配售代理於二零一零年八月三十一日訂立配售協議，根據協議配售代理有條件同意，按「竭盡所能」基準，致力承配人認購累計本金金額最高達至100,800,000港元之本公司發行之可換股票據（「可換股票據」）。於二零一零年九月二十七日，本公司完成配售100,800,000港元之可換股票據予獨立承配人。可換股票據以3%之年利率計算，以及所有可換股票據之本金金額將會到期及在發行日期第三週年悉數償還。可換股票據賦予其持有人轉換其未行使之本金金額以每可換股股份0.84港元至新可換股股份（視乎調整而定）。根據可換股票據條款及條件，可換股票據之轉換價由每一可轉換股份0.84元調整至每一已拆細股份0.168元（由於二零一零年十一月十二日，本公司股東批准股份拆細）。上述調整於二零一零年十一月十五日交易日收市後生效。於二零一三年一月及二零一三年二月股份合併及供股完成後，可換股票據之轉換價分別進一步調整至每股1.68港元及0.573港元。最後調整已於二零一三年一月十六日生效。一般授權（二零零九）在配售協議前仍未使用，惟於可轉換股份發行及配置時使用。於二零一三年九月二十七日，本公司已贖回所有尚未行使的可換股票據。



# DIRECTORS' REPORT

## 董事會報告

On 13th September 2010, the shareholders of the Company approved the adoption of a share award plan (the "Share Award Plan 2010"). The Share Award Plan 2010 is a ten-year discretionary share award and ownership plan. It is primarily for encouraging or facilitating the holding of shares by those selected employees of the Group who, as determined by the Board, are eligible to participate in the plan and to whom new shares are or will be awarded. The Directors will make use of the plan to award new shares to those selected employees of the Group on suitable terms as incentives and rewards for their contribution to the Group.

No award was granted, exercised, cancelled or lapsed during the year. Save as disclosed herein, the Company had no other outstanding convertible securities, options, warrants or similar rights as at 31st March 2016 and there was no issue or exercise of any such other convertible securities, options, warrants or similar rights during the year.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st March 2016, so far as is known to any Directors and chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register kept by the Company or required to be notified under Section 336 of the SFO:

於二零一零年九月十三日，本公司股東批准採納股份獎勵計劃（「股份獎勵計劃（二零一零年）」）。股份獎勵計劃（二零一零年）乃十年期酌情股份獎勵及擁有權計劃，旨在鼓勵或便利該等由董事會釐定為合資格參與該計劃之本集團獲選僱員持有股份，並向其頒授新股份。董事將善用該計劃，以合適的條款作為對有關僱員為本集團作出貢獻之獎勵與回饋。

年度內無購股權被授出、行使、註銷或失效。除文內披露外，於二零一六年三月三十一日本公司並無未行使可換股證券、購股權、認股證或類似權利，以及於年內並無發行或行使任何該等及其他可換股證券、購股權、認股證或類似權利。

### 股本中之重大權益

於二零一六年三月三十一日，據任何本公司董事及主要行政人員所知，下列人士（本公司董事或主要行政人員除外）於本公司之股份及相關股份中擁有本公司已發行股本5%或更多，按照證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於本公司所存置之登記冊或按照證券及期貨條例第336條須予知會之權益或淡倉：

| Name of shareholder<br>股東名稱               |   | Notes<br>附註 | Number of<br>ordinary shares<br>of HK\$0.2 each/<br>underlying<br>shares held<br>實益持有<br>每股0.2港元<br>普通股/<br>相關股份數目 | Approximate<br>percentage of<br>issued share<br>capital<br>佔已發行股本<br>概約百分比<br>% |
|---|---|-------------|--|---|
| Mdm. Lam Kim Phung                        | 林金鳳女士                                     | 1           | 804,007,473  | 51.31   |
| Century Hero International<br>Limited     | 世雄國際有限公司                                  | 2           | 582,421,337  | 37.17   |
| Chanchhaya Trustee Holding<br>Corporation | Chanchhaya Trustee Holding<br>Corporation | 3           | 118,353,600  | 7.55  |
| Convenhills Limited                       | Convenhills Limited                       | 4           | 128,510,486  | 8.20  |

# DIRECTORS' REPORT

## 董事會報告

### Notes:

1. These shares include 5,309,200 shares held by Mdm. Lam Kim Phung and the remaining 798,698,273 shares represent the interest held by Mr. Eav Yin, spouse of Mdm. Lam Kim Phung, whose interests are disclosed in the above section headed "Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures".
2. Century Hero International Limited is wholly owned by Mr. Eav Yin who is also a director of this company.
3. Chanchhaya Trustee Holding Corporation is trustee of Eav An Unit Trust, a discretionary trust, the beneficiaries of which include Mr. Eav Yin, his wife and their children.
4. Convehills Limited is owned equally by the estate beneficiary of late Mr. Leong Lou Teck, Mr. Leong Lum Thye, Miss Leong Yoke Kheng and Mr. Leong Siew Khuen.

All the interests disclosed above represent long positions in shares of the Company.

Save as disclosed above, as at 31st March 2016, there were no other person (other than the Directors or chief executive of the Company) who was recorded in the register of the Company as having an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws although there is no restriction against such right under Bermuda law.

### EMPLOYEES AND REMUNERATION POLICY

There were 216 employees in the Group as at 31st March 2016. The Group offers competitive remuneration packages to employees in line with market trends. Incentives such as discretionary bonuses and shares under share award plan are offered to motivate employees.

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

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

### 附註：

1. 此等股份中5,309,200股股份由林金鳳女士所持有，而餘下798,698,273股股份則由楊仁先生（林金鳳女士之配偶）持有權益，楊仁先生之權益披露於上文「董事及主要行政人員於股份、相關股份及債券中之權益」內。
2. 世雄國際有限公司由楊仁先生全資擁有，楊仁先生亦為該公司之董事。
3. Chanchhaya Trustee Holding Corporation為全權信託Eav An Unit Trust之受託人，該信託之受益人包括楊仁先生、其妻子及彼等之子女。
4. Convehills Limited由已故梁留德先生之遺產受益人、Leong Lum Thye先生、Leong Yoke Kheng小姐及Leong Siew Khuen先生均等擁有。

上文所披露之所有權益均為本公司股份之好倉。

除上文所披露者外，於二零一六年三月三十一日，概無其他被列入本公司登記冊之人士（本公司董事或主要行政人員除外）於本公司股份及相關股份中擁有，而根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或須根據證券及期貨條例第336條規定列入本公司須予備存之登記冊內之權益或淡倉。

### 優先購買權

本公司之公司細則並無有關優先購買權之規定，而百慕達法例亦無對該項權利施加限制。

### 僱員及薪酬政策

於二零一六年三月三十一日，本集團共聘用216名僱員。本集團按市場趨勢向僱員提供具競爭力之薪酬組合，並提供獎勵（如酌情花紅及股份獎勵計劃下之股份）激勵僱員。

本集團僱員之薪酬政策乃由薪酬委員會設立，根據僱員之能力、資格及專長釐定薪酬。

本公司董事之酬金由薪酬委員會經考慮本公司經營業績、個人表現及可比較市場統計數據釐定。

# DIRECTORS' REPORT

## 董事會報告

### PUBLIC FLOAT

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

### Environmental policies

The Group puts great emphasis on environmental protection and sustainable development. The conscientious use of resources and the adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection, complies with environmental legislations and promotes awareness towards environmental protection to its employees. Several measures have been implemented by the Group in order to promote environmental protection, including, among others:

- (i) promoting energy saving by encouraging its staff to switch off all air-conditioners and lightings before leaving the office, and to utilise the timer-control function of all air-conditioning systems;
- (ii) reducing energy consumption by using energy-saving light bulbs in the corridors and the reception area of its offices;
- (iii) promoting recycling by placing recycle bins next to printers for collecting used papers for reusing and recycling purposes, and by encouraging two-sided printing and/or the use of scratch papers;
- (iv) reducing the use of disposable products by, for example, cancelling the distribution of plastic bags in office; and
- (v) reducing water consumption by replacing all water taps by automatic faucets in offices.

### Compliance with laws and regulations

During the year ended 31st March 2016 and up to the date of this report, we have complied with all the relevant laws and regulations in the mainland China and Hong Kong that have a significant impact on the Group.

### Donations

During the year, the Group did not make any charitable donations.

### 公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於本年報日，本公司已根據上市規則維持規定之公眾持股量。

### 環境保護政策

本集團高度重視環境保護及可持續發展。本集團承諾保護環境，並於業務過程中謹慎使用資源及採取最佳實踐。本集團鼓勵環境保護及遵守環境法例，努力提高僱員的環境保護意識。本集團採取若干環境保護措施，包括但不限於：

- (i) 透過鼓勵員工離辦公室關閉所有空調及照明工具以及使用空調系統定時功能促進節能；
- (ii) 透過於走廊及辦公室接待區域使用節能燈減少能源消費；
- (iii) 透過在打印機旁邊放置回收桶收集使用後紙張用於再利用及資源回收以及促進雙面打印及／或使用便簽促進循環利用；
- (iv) 減少使用一次性產品，如取消在辦公室派發塑料袋；及
- (v) 透過安裝感應水龍頭減少用水量。

### 遵守法律及法規

於截至二零一六年三月三十一日止年度及截至本年報公佈日，吾等已遵守其對本集團有重大影響的中國大陸及香港的所有相關法律及法規。

### 捐贈

年內，集團沒有作出慈善捐款。

### AUDITOR

The financial statements of the Company and its subsidiaries for the years ended 31st March 2014 and 2015 were audited by CCIF CPA Limited ("CCIF") who retired as auditor of the Company and its subsidiaries with effect from 16th September 2015.

On 16th September 2015, Crowe Horwath (HK) CPA Limited ("Crowe Horwath") was appointed as new auditor of the Company and its subsidiaries to fill the casual vacancy following the retirement of CCIF and to hold office until the conclusion of the next annual general meeting of the Company.

The financial statements for the year ended 31st March 2016 were audited by Crowe Horwath. A resolution will be submitted at the forthcoming annual general meeting of the Company to re-appoint Crowe Horwath as auditor of the Company.

### EXPRESSION OF GRATITUDE

The Board would like to take this opportunity to express its gratitude to all staff members, shareholders, bankers, customers, suppliers and professional advisors for the sincere support to the Group.

By Order of the Board

**Eav Yin**  
Chairman

Hong Kong, 30th June 2016

### 核數師

於截至二零一四年及二零一五年三月三十一日止年度期間本公司及其附屬公司之財務報表乃由陳葉馮會計師事務所有限公司(「CCIF」)進行審核，彼於二零一五年九月十六日退任為本公司及其附屬公司之核數師。

於二零一五年九月十六日，國富浩華(香港)會計師事務所有限公司(「國富浩華」)獲委任為本公司及其附屬公司之新核數師，以填補隨CCIF退任後出現的臨時空缺，任期至本公司下屆股東週年大會結束時止。

於截至二零一六年三月三十一日止年度期間之財務報表乃由國富浩華進行審核。續聘國富浩華為公司核數師的決議案，將在即將召開的股東週年大會上提呈。

### 致謝

董事會謹借此機會就所有員工、股東、往來銀行、客戶、供應商及專業顧問一直以來對本集團之親切支持致以深切之感謝。

承董事會命

**楊仁**  
主席

香港，二零一六年六月三十日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance practices by emphasising a quality board of directors, sound internal control, transparency and accountability to all the shareholders of the Company.

The Company has complied with all the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited throughout the year ended 31st March 2016 except for the deviation from the code provisions A.4.1 and D.1.4 and those discussed below:

The Company was incorporated in Bermuda and enacted by private act, the Asia Commercial Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the Bye-Laws. As the Company is bound by the provision of the 1989 Act, at this time, the Bye-Laws cannot be amended to fully reflect the requirements of the Code. As such, a special resolution was passed at the special general meeting held on 28th March 2007 to amend the Bye-Laws of the Company so that, inter alia, (i) every director (save for a director holding office as Chairman or Managing Director) of the Company shall be subject to retirement by rotation at least once every three years; (ii) a director may be removed by an ordinary resolution in general meeting instead of a special resolution; and (iii) any director appointed by the Board to fill a casual vacancy or as an additional director shall hold office until the next following general meeting, instead of the next annual general meeting.

To enhance good corporate governance practices, Mr. Eav Yin, the Chairman of the Board has confirmed to the Board that he will voluntarily retire from his directorship at annual general meeting of the Company at least once every three years in order for the Company to comply with the Code, provided that being eligible for re-election, he may offer himself for re-election at the annual general meeting. The Chairman is Mr. Eav Yin while the function of the chief executive officer is divided between the remaining executive directors.

Code provision A.4.1 of the Code provides that non-executive director should be appointed for a specific term, subject to re-election.

During the year, the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years and re-election at the annual general meeting in accordance with the Company’s Bye-Laws. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are not less exacting than those in the Code.

Code provision D.1.4 stipulates that directors should clearly understand delegation arrangements in place. Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointments.

### 企業管治常規

本公司致力透過高質素的董事會、有效的內部監控、對本公司全體股東之透明度及問責性維持高水平之企業管治常規。

於截至二零一六年三月三十一日止年度，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四企業管治守則（「守則」）所載的所有守則條文，惟對守則條文A.4.1條及D.1.4條以下之偏離者除外：

本公司於百慕達註冊成立及實施冠亞商業集團有限公司之私人法案，百慕達1989年公司法案（「1989年法案」）。根據1989年法案第3(e)條，擔任執行主席或董事總經理的董事毋須根據公司細則在每次股東週年大會上輪值退任。由於本公司受1989年法案之條文約束，現時無法修訂公司細則，以完全反映守則之規定。故此，本公司二零零七年三月二十八日舉行之股東特別大會上通過一項特別決議案修訂本公司之公司細則，從而令（其中包括），(i)每名本公司董事（不包括擔任主席或董事總經理之董事）最少每三年輪值退任一次；(ii)可於股東大會上藉普通決議案而非特別決議案罷免董事；及(iii)獲委任填補臨時空缺或作為董事會新增成員的董事，須於獲委任後首屆股東大會而非獲委任後的下一屆股東週年大會上經股東重選。

為提升良好企業管治常規，董事會主席楊仁先生已向董事會確認彼將自願最少每三年一次於本公司之股東週年大會上按照守則之規定退任董事職務，惟倘符合資格，彼可於股東週年大會上膺選連任。楊仁先生為主席，而行政總裁之職能則由餘下之執行董事分擔。

守則條例A.4.1規定，非執行董事應有指定任期，並須輪值退任。

年內，本公司之非執行董事並無指定任期，但須根據本公司之公司細則最少每三年輪值退任一次及須於股東週年大會上重選。因此，本公司認為已採取充足措施以確保本公司之企業管治常規並不比守則所定者寬鬆。

守則條文D.1.4條規定，董事應清楚地認識到適當委託安排。公司應該有正式的董事委任函件載列其委任之主要條款及條件。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company has not entered into any written letters of appointment with its Directors. However, the Board recognises that (i) the Directors have already been subject to the laws and regulations applicable to directors of a company listed on The Stock Exchange of Hong Kong Limited, including the Listing Rules as well as the fiduciary duties to act in the best interests of the Company and its shareholders; (ii) all of them are well established in their professions; and (iii) the current arrangement has been adopted by the Company for several years and has proven to be effective. Therefore, the Board considers that the Directors are able to carry out their duties in a responsible and effective manner under the current arrangement.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner. The Company is committed to maintain a high standard of corporate governance practices by emphasising a quality board of directors, sound internal control, transparency and accountability to all the shareholders of the Company.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by Directors of the Company (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Having made specific enquiry with all the Directors of the Company, all of them confirmed that they have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31st March 2016.

### BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's business, strategic decisions and financial performance. The management of the Group is responsible for the day-to-day management and operation of the respective individual business unit.

The Board currently comprises three Executive Directors and three independent non-executive Directors. The biographical details of the Directors are set out on pages 4 and 5 of this annual report.

The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the independent non-executive Directors of the Company in the Board meetings facilitate the maintenance of good corporate governance practices. One of the independent non-executive Directors has the appropriate professional accounting experience and expertise as required by Rule 3.10(2) of the Listing Rules. A balanced composition of Executive and non-executive Directors also generates a strong independent element on the Board, which allows independent and objective decision making process for the best interests of the Company.

本公司與其董事並無訂立任何書面委任信函。然而，董事會確認：(i)各董事已受到適用於香港聯合交易所有限公司上市公司董事的法律和法規(包括上市規則，以及受託責任)規管，以本公司及其股東之最佳利益行事；(ii)彼等在其專業中均信譽卓著；及(iii)本公司採納目前之安排已有數年及已證明有效。因此，董事會認為各董事在目前的安排下，可以負責任地及有效地履行自己的職責。

董事會將持續檢討及改善本公司之企業管治常規及標準，以確保業務經營及決策過程受到適當及審慎的規管。本公司致力維持高水平的企業管治常規，著重高質素的董事會、健全的內部監控、透明度及對本公司全體股東的問責性。

### 董事之證券交易

本公司已採納有關本公司董事進行證券交易之守則(「操守準則」)，該準則之條款之嚴格程序不遜於上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)之規定準則。

本公司全體董事經諮詢後，確認彼等於截至二零一六年三月三十一日止年度已遵守標準守則及操守準則所載之準則。

### 董事會

董事會負責領導及控制本公司以及監察本集團業務、策略性決策及財務表現。本集團管理層負責各業務部門日常管理及營運。

董事會現時由三名執行董事及三名獨立非執行董事所組成。董事履歷載於本年報第4及5頁。

董事會成員具備經營本公司業務所需之各種技能及經驗。本公司之獨立非執行董事於董事會會議上提出之意見有助維持良好之企業管治常規。其中一名獨立非執行董事擁有上市規則第3.10(2)條訂明之適當專業會計經驗及相關專業知識。執行董事及非執行董事之均衡組成比例亦大大提升董事會之獨立性，可有效發揮獨立判斷及客觀地為本公司之最佳利益制訂決策。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of them to be independent.

The Board meets regularly to review the financial and operating performance of the Group. During the year, 5 Board regular meetings were held. Moreover, 3 Audit Committee meetings, 1 Remuneration Committee meeting and 2 Nomination Committee meetings were held during the year. The individual attendance of Directors in these meetings was set out below:

| Name of Director<br>董事姓名                   |                | Board meetings<br>董事會會議 | Audit Committee meetings<br>審核委員會會議 | Remuneration Committee meetings<br>薪酬委員會會議 | Nomination Committee meetings<br>提名委員會會議 |
|--|----------------|-------------------------|-------------------------------------|--|--|
| <b>Executive Directors</b>                 | <b>執行董事</b>    |                         |                                     |  |  |
| Mr. Eav Yin                                | 楊仁先生           | 5/5                     | N/A不適用                              | 1/1  | 2/2                                      |
| Mr. Eav Ming Keong, Kinson<br>(Note)       | 楊明強先生<br>(附註)  | 3/3                     | N/A不適用                              | N/A不適用                                     | N/A不適用                                   |
| Mr. Duong Ming Chi, Henry                  | 楊明志先生          | 4/5                     | N/A不適用                              | N/A不適用                                     | N/A不適用                                   |
| Ms. Eav Guech Rosanna                      | 楊訪梅女士          | 3/3                     | N/A不適用                              | N/A不適用                                     | N/A不適用                                   |
| <b>Independent non-executive Directors</b> | <b>獨立非執行董事</b> |                         |                                     |  |  |
| Mr. Lai Si Ming                            | 賴思明先生          | 5/5                     | 3/3                                 | 1/1  | 2/2                                      |
| Ms. Wong Wing Yue, Rosaline                | 王穎好女士          | 4/5                     | 2/3                                 | 1/1  | 1/2                                      |
| Mr. Lee Tat Cheung, Vincent                | 李達祥先生          | 5/5                     | 3/3                                 | 1/1  | 2/2                                      |

Note: Mr. Eav Ming Keong, Kinson resigned as an Executive Director with effect from 21st August 2015.

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立身份而發出之年度確認聲明，而本公司認為所有獨立非執行董事均屬獨立人士。

董事會定期開會，以檢討本集團之財務及業務表現。本年度，董事會舉行五次定期會議。此外，本年度已舉行三次審核委員會會議，一次薪酬委員會會議及兩次提名委員會會議，該等會議各董事之獨立出席紀錄刊載如下：

附註：楊明強先生辭任執行董事，自二零一五年八月二十一日起生效。

Mr. Eav Yin, the Chairman of the Company, is the father of Mr. Eav Ming Keong, Kinson (resigned), Mr. Duong Ming Chi, Henry and Ms. Eav Guech Rosanna who are both Executive Directors of the Company. Save as disclosed herein, there is no financial, business, family or other material or relevant relationship among members of the Board or between the Chairman and the chief executive officer.

本公司主席楊仁先生為楊明強先生(已辭任)、楊明志先生及楊訪梅女士(兩者均為本公司執行董事)之父親。除本文所披露者外，董事會成員之間或主席與行政總裁之間並無財務、業務、家庭或其他重大或相關關係。

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is Mr. Eav Yin while the function of the chief executive officer is divided between the remaining Executive Directors.

### 主席及行政總裁

主席為楊仁先生，而行政總裁之功能由餘下之執行董事分擔。

### NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code provides that non-executive director should be appointed for a specific term, subject to re-election.

### 非執行董事

守則條文A.4.1條規定，非執行董事應有指定任期，並須輪值退任。

During the year, the non-executive Directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are not less exacting than those in the Code.

於本年度，本公司之非執行董事並無指定任期，但須根據本公司之公司細則最少每三年輪值退任一次及須於股東週年大會上重選。因此，本公司認為已採取充足措施以確保本公司之企業管治常規並不比守則所定者寬鬆。

### NOMINATION COMMITTEE

The Board has set up a nomination committee on 1st April 2012. The principle duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive.

The Nomination Committee comprises one Executive Director, namely Mr. Eav Yin and three independent non-executive Directors, namely Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent. The Nomination Committee is chaired by Mr. Eav Yin.

During the year, the Nomination Committee held 2 meetings to review the structure, size and composition of the Board and to assess the independence of independent non-executive directors, appoint of new executive director and make recommendations to the Board on the re-appointment of directors.

### BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (the "Policy") which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, culture and education background, ethnicity, professional experience, skills, knowledge and length of service.

The Board will review the Policy from time to time to ensure its continued effectiveness. At present, the Board has not set measurable objectives to implement the Policy.

### REMUNERATION COMMITTEE

The Board set up the Remuneration Committee on 15th July 2005 with specific written terms of reference which clearly deal with its authority and duties. The terms of reference have been updated during the year in line with the revised Corporate Governance Code requirement effective from 1st April 2012. The Remuneration Committee's role is to make recommendation to the Board on the remuneration policy and structure for Directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all Directors and senior management as well as reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

### 提名委員會

董事會於二零一二年四月一日成立提名委員會。提名委員會的主要職責包括至少每年一次檢討董事會的架構、規模及組成(包括技能、知識和經驗)，並在董事會任何建議之變動提供意見以配合本公司之企業策略，識別有資格成為董事會成員的合適人選，及對董事提名人選之選擇向董事會作出選擇或提供意見，評估獨立非執行董事的獨立性及就委任或重新委任董事及董事的繼任人選計劃，尤其是主席及行政總裁向董事會提供意見。

提名委員會包括一名執行董事，即楊仁先生，以及三名獨立非執行董事，即賴思明先生，王穎好女士及李達祥先生。楊仁先生為提名委員會之主席。

年內，提名委員會召開了兩次會議，以檢討董事會的架構、人數及組成，並評估獨立非執行董事的獨立性，委任新執行董事以及向董事會提出重新委任董事之建議。

### 董事會成員多元化政策

本公司已採納董事會成員多元化政策(「政策」)，當中載列為達致及保持董事會成員多元化以提升董事會之有效性之方針。根據該政策，本公司為尋求達致董事會成員多元化考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。

董事會將不時檢討政策，以確保政策，以確保該政策行之有效。目前，董事會並無制定任何可計量目標。

### 薪酬委員會

董事會於二零零五年七月十五日成立薪酬委員會，書面職權範圍已闡明其授權與職責。為配合自二零一二年四月一日起生效的經修訂企業管治守則要求，職權範圍已於年內更新。薪酬委員會之角色為就董事及高層管理人員之酬金政策及架構向董事會提出建議，以及已考慮到股東利益之情況下，確保彼等已按各自對本集團之整體貢獻得到公平回報。薪酬委員會之主要職責包括釐定全體執行董事及高層管理人員之酬金待遇，以及參考董事會不時議決之企業目標及宗旨，審閱及批准按表現訂定之酬金。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Remuneration Committee comprises one Executive Director, namely Mr. Eav Yin and three independent non-executive Directors, namely Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent. The Remuneration Committee is chaired by Mr. Lee Tat Cheung, Vincent.

During the year, the Remuneration Committee held 1 meeting to advise the Board on the Group's overall policy and structure of the remuneration of the Directors and senior management. No Director or any of his/her associates may be involved in any decisions as to his/her own remuneration. Based on the review and discussion at the meeting, the Remuneration Committee recommended to the Board to approve the Group's overall policy and structure of the remuneration of the Directors and senior management.

### AUDITORS' REMUNERATION

For the year ended 31st March 2016, the total remuneration of the auditors of the Group for statutory audit services and other services is HK\$1,268,000 (2015: HK\$1,566,000) and HK\$329,000 (2015: HK\$371,000) respectively.

### AUDIT COMMITTEE

The Board set up the Audit Committee on 1st January 1999 with specific written terms of reference which clearly deal with its authority and duties. The Audit Committee's role is to review the Group's financial reporting, internal controls and corporate governance issues and to make relevant recommendations to the Board.

The Audit Committee currently comprises three independent non-executive Directors namely Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent. The Audit Committee is chaired by Mr. Lai Si Ming.

Under its terms of reference, which were prepared and adopted with reference to the Code and "A Guide for the Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants, the Audit Committee is required, among other things, to oversee the relationship with the external auditors, to review the Group's interim and annual results, to review the scope, extent and effectiveness of internal control of the Group, to review accounting policies and practices adopted by the Group, to engage independent legal or other advisors as it determines is necessary and to perform investigations.

The Audit Committee held 3 meetings during the year to review, among other things, the interim and annual financial statements. Based on the review and discussion at the meetings, the Audit Committee recommended to the Board, among other things, to approve the interim and annual financial statements of the Group.

### TRAININGS OF DIRECTORS AND COMPANY SECRETARY

During the year, the Company has arranged training for all the Directors with a view to refresh their knowledge and skills. During the year, the Company Secretary of the Company has complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

### CONSTITUTIONAL DOCUMENTS

During the year under review, there is no change in the Company's constitutional documents.

薪酬委員會由一位執行董事楊仁先生及三位獨立非執行董事賴思明先生、王穎好女士及李達祥先生組成。李達祥先生為薪酬委員會之主席。

年內，薪酬委員會召開過1次會議，就集團董事及高層管理人員的整體薪酬政策及結構作出建議。並無董事或其任何聯繫人士涉及其個人薪酬之任何決定。薪酬委員會根據會議所檢討及商議，向董事會提出建議通過本集團董事及高層管理人員之整體薪酬政策及架構。

### 核數師酬金

截至二零一六年三月三十一日止年度，本集團核數師的法定核數服務及其他服務的酬金總額分別為1,268,000港元(二零一五年：1,566,000港元)及329,000港元(二零一五年：371,000港元)。

### 審核委員會

董事會於一九九九年一月一日成立審核委員會，書面職權範圍已闡明其授權與職責。審核委員會負責審閱本集團之財務報告、內部監控及企業管治事宜，並向董事會提出相關建議。

審核委員會現時由三名獨立非執行董事賴思明先生、王穎好女士及李達祥先生組成。賴思明先生為審核委員會之主席。

根據參考守則及香港會計師公會發出之「成立審核委員會之指引」而編製和採納的職權範圍，審核委員會的要求(其中包括)，包括監察與外聘核數師的關係、審閱集團的中期業績與年度業績、檢討集團內部控制的範疇、程度和有效性，審閱集團所採用的會計政策及常規，在認為有需要時委聘獨立的法律或其他顧問，以及進行調查。

審核委員會於年內曾舉行三次會議，以檢討(其中包括)中期及年度財務報表。根據於會上所進行之審閱及討論，審核委員會建議(其中包括)董事會批准本集團之中期及全年業績。

### 董事及公司秘書培訓

年內，本公司已安排全體董事培訓，以期更新其知識和技能。年內，本公司之公司秘書根據上市規則第3.29條，一直遵守相關的培訓需求。

### 章程文件

回顧年內，本公司之章程文件沒有任何改變。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### FINANCIAL REPORTING

The Board acknowledges its responsibilities for preparing the financial statements where were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about their reporting responsibilities is set out on pages 36 to 37 of this annual report. As far as the Board is aware, there are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

### INTERNAL CONTROL

During the year, the Board, with the establishment of internal audit department, had reviewed the effectiveness of the system of internal control of the Group including material controls over financial, operational and compliance controls and risk management functions.

In addition, the Board has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

### SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include general meetings, interim and annual reports, announcements and circulars. Procedure for voting by poll has been read out by the chairman at the general meetings.

At the annual general meeting held on 16th September 2015, all directors (except Ms. Wong Wing Yue, Rosaline) were present to answer questions raised by shareholders and a separate resolution was proposed by the chairman in respect of each separate issue, including re-election of Directors, and voted by way of poll. The Company announced the results of the poll in the manner prescribed under the Listing Rules.

### SHAREHOLDERS' RIGHTS

#### Procedures for special general meetings requisitioned by the shareholders

Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists") shall have the right to require a special general meeting to be called and propose any matter to be considered at the general meeting of the Company. The Requisitionists may deposit the written requisition for special general meeting (which shall specify the full name of the Requisitionists, the business and proposal to be considered at the general meeting of the Company, and shall be signed by the Requisitionists) to the principal place of business of the Company for the attention of the Board. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting in specified days as provided by the bye-laws of the Company and the Listing Rules, the Requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

### 財務報告

董事會明白其編製財務報表之責任，財務報表乃根據法定要求及適用之會計準則編製。核數師就其報告責任作出之聲明載於本年報第36頁至第37頁。就董事會所知，並無任何涉及可能會對本公司持續經營的能力構成疑問之事件或狀況之重大不明朗因素。

### 內部監控

年內，董事會已設立一個內部審核部門，對本集團之內部監控系統(包括對財務、營運及合規控制及風險管理職能的重大控制)的成效作出檢討。

此外，董事會已考慮本公司員工之會計及財務申報職能之資源充足量、資歷及經驗，以及其培訓課程及預算。

### 與股東聯繫

與股東聯繫之目標乃為本公司股東提供有關本公司之詳細資料，讓股東可於知情之情況下行使其股東權利。

本公司採用多種溝通途徑，確保其股東知悉重要業務發展，該等途徑包括股東大會、中期報告及年報、公告及通函。投票表決之程序，已由主席於舉行之股東大會上宣讀。

於二零一五年九月十六日舉行的股東週年大會上，所有董事均出席(王穎好女士除外)回答股東提問，及主席就每項獨立事項提呈獨立決議案，包括重選董事，以及選舉投票方式進行。本公司根據上市規則規定之方法宣佈投票結果。

### 股東之權利

#### 股東要求召開股東特別大會之程序

持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)十分之一的股東(「提呈人」)可要求召開股東特別大會及提呈於本公司股東大會上考慮的事宜。有關提呈人可將召開股東特別大會的書面要求(當中須列明有關提呈人之全名、當中述明於本公司股東大會上將予考慮之事項及提案，並須由提呈人簽署。)遞交至本公司主要營業地點，抬頭註明本公司董事會收啟。倘董事會並無於發出書面要求之日起計二十一日內召開將根據公司細則及遵守上市規則規定之相關日數內舉行股東特別大會，有關提呈人，可跟據不時修訂之百慕達一九八一年公司法第74(3)條舉行。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

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

Bye-law 103 of the Bye-laws of the Company provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

Accordingly, if a shareholder of the Company (the "Shareholder") wishes to propose a person other than a director of the Company for election as a director of the Company at the general meeting (the "Proposal"), he/she should lodge at the principal place of business in Hong Kong of the Company at 19th Floor, 9 Des Voeux Road West, Hong Kong (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected.

In order for the Company to inform all Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, include the person's biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and such other information (e.g. contact details, including residential address, telephone number, and HKID card/passport number, etc.), and be signed by the Shareholder concerned.

The period for lodgment of above written notices shall commence not earlier than the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of the general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the general meeting. If the above written notices are received by the Company less than 21 days prior to the general meeting, the Company may need to consider the adjournment of the general meeting.

### 股東提名某人選舉為董事之程序

本公司細則第103條規定，除非獲選舉委員會推薦參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事，除非以書面形式通知有意提名該人士選舉為董事，及由該人書面通知其參選意願，並須於指定進行股東大會日期起計至少七日前呈交往總辦事處或過戶登記處。遞交通知期限須根據本公司細則，將不早於指定進行有關選舉之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七天。

因此，如果本公司股東（「股東」）擬提名本公司董事以外之人士於股東大會上選舉作為本公司董事（「議案」），彼等應遞交(i)書面通知列明議案；及(ii)提名人簽署願意參選的書面通知遞交本公司於香港德輔道西9號19樓之主要營業地點。

本公司就議案通知全體股東，書面通知必須列明提名競選作為本公司董事之人士全名，包括根據香港聯合交易所有限公司上市規則第13.51(2)條（「上市規則」）規定的個人詳細履歷及其他資料（例如聯絡詳情，包括住址，電話號碼，香港身份證／護照號碼等），及有關股東簽署。

遞交上述書面通知的期限將不早於有關選舉之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七(7)天。本公司須根據上市規則第13.70條以補充通函或於股東大會前不超過十個工作日以公告方式提供有關議案的資料。若本公司召開的股東大會少於二十一日收到上述書面通知，本公司可能需要考慮股東大會續會。

### Procedures for shareholders to put forward proposals at general meetings

Pursuant to the Bermuda Companies Act, either any number of the registered shareholders holding not less than one-twentieth (5%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than 100 of such registered shareholders can request the Company in writing to: (a) give to shareholders of the Company entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the principal place of business of the Company with a sum reasonably sufficient to meet the Company’s relevant expenses, not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

For any enquiry to the Board, shareholders may put forward a written enquiry to the Company setting out details of contact (including address and fax number etc.) by the following means:

Address: 19/F, 9 Des Voeux Road West, Hong Kong  
Fax No.: 852-28179043

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out below which had been attended during the year:

1. develop and review the Company’s policies and practices on corporate governance and make recommendations;
2. review and monitor the training and continuous professional development of directors and senior management;
3. review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. review the Company’s compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

### 股東於股東大會提交議案之程序

根據百慕達公司法，持有本公司已繳足股本不少於二十分之一(5%)之登記股東(「提呈人」)可於本公司股東大會投票，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一次股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過一千字之任何陳述，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於(倘為要求通知決議案之呈請)大會舉行前六週或(倘為任何其他呈請)大會舉行前一週，遞交至本公司主要營業地點，並須支付足以彌補本公司相關開支之款項。惟倘在遞交呈請後六週或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

如欲向董事會作出任何查詢，股東可從以下途徑向本公司提交載有聯絡詳情(包括地址及傳真號碼等)的書面查詢：

地址：香港德輔道西9號19樓  
傳真號碼：852-28179043

### 企業管治職能

董事會於年內已出席其負責履行以下所列企業管治職責：

1. 制定及檢討本公司之企業管治政策及守則，並提出建議；
2. 檢討及監察董事及高級管理人員之培訓及持續專業發展；
3. 檢討及監察本公司有關遵從法律及監管規定之政策與守則；
4. 制定、檢討及監督適用於僱員及董事之行為守則及合規手冊(如有)；及
5. 檢討本公司遵守企業管治守則及根據上市規則附錄14企業管治報告進行之披露。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



國富浩華(香港)會計師事務所有限公司  
**Crowe Horwath (HK) CPA Limited**  
Member Crowe Horwath International

香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### TO THE SHAREHOLDERS OF ASIA COMMERCIAL HOLDINGS LIMITED (Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Asia Commercial Holdings Limited (the "Company") and its subsidiaries set out on pages 38 to 126, which comprise the consolidated statement of financial position as at 31st March 2016, the consolidated statement of profit or loss, 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.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

### 致冠亞商業集團有限公司股東 (於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第38頁至第126頁冠亞商業集團有限公司(「貴公司」)及其附屬公司的綜合損益表,其中包括於二零一六年三月三十一日的綜合財務狀況表、及截至該年度止之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要和其他附註資料。

### 董事就綜合財務報表須承擔的責任

公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例披露規定,真實公平編製綜合財務報表。以及各董事決定該等監控是否需要,以確保編製綜合財務報表不存在無論是欺詐或錯誤而引至重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見。本報告乃按照百慕達公司法第90條規定編製,僅向全體股東作出報告,除此之外,本報告別無其他目的。本核數師不會就本報告內容向任何其他人士負責或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31st 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.

### OTHER MATTER

The consolidated financial statements of the Company and its subsidiaries for the year ended 31st March 2015 were audited by another auditor who expressed an unmodified opinion on those statements on 30th June 2015.

### Crowe Horwath (HK) CPA Limited

*Certified Public Accountants*

Hong Kong, 30th June 2016

### Lam Cheung Shing

Practising Certificate Number P03552

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實公平地列報綜合財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及其附屬公司於二零一六年三月三十一日之財政狀況及 貴公司及其附屬公司截至該日止年度之財政表現和現金流量，並已遵從香港公司條例之披露規定妥善編製。

### 其他事項

於截至二零一五年三月三十一日止年度中，本公司及其附屬公司的綜合財務報表由另一核數師審核，其意見於二零一五年六月三十日該等報表中毫無保留地表達。

### 國富浩華(香港)會計師事務所有限公司

*執業會計師*

香港，二零一六年六月三十日

### 林長成

執業證書編號P03552

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

|  |           | Notes<br>附註 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-----------|-------------|----------------------------------|----------------------------------|
| <b>Revenue</b>                           | 營業收入      | 5           | <b>834,394</b>                   | 718,580                          |
| Cost of sales                            | 銷售成本      |             | <b>(668,661)</b>                 | (570,552)                        |
| <b>Gross profit</b>                      | 毛利        |             | <b>165,733</b>                   | 148,028                          |
| Valuation gains on investment properties | 投資物業之估值收益 |             | <b>262</b>                       | 40,481                           |
| Other revenue                            | 其他收益      | 6           | <b>23,320</b>                    | 24,962                           |
| Distribution costs                       | 分銷成本      |             | <b>(203,543)</b>                 | (230,213)                        |
| Administrative expenses                  | 行政費用      |             | <b>(28,080)</b>                  | (28,834)                         |
| Other net gains                          | 其他收益淨額    | 7           | <b>11,534</b>                    | 18,294                           |
| Finance costs                            | 財務成本      | 9(a)        | <b>(4,851)</b>                   | (7,691)                          |
| <b>Loss before taxation</b>              | 除稅前虧損     | 9           | <b>(35,625)</b>                  | (34,973)                         |
| Income tax                               | 所得稅       | 11          | <b>(53)</b>                      | (54)                             |
| <b>Loss for the year</b>                 | 本年度虧損     |             | <b>(35,678)</b>                  | (35,027)                         |
| <b>Attributable to:</b>                  | 歸屬於：      |             |                                  |                                  |
| <b>Owners of the Company</b>             | 本公司持有人    |             | <b>(35,678)</b>                  | (30,936)                         |
| <b>Non-controlling interests</b>         | 非控股股東權益   |             | <b>-</b>                         | (4,091)                          |
|  |           |             | <b>(35,678)</b>                  | (35,027)                         |
| <b>Loss per share</b>                    | 每股虧損      | 13          |                                  |                                  |
| Basic (HK cents)                         | 基本(港仙)    |             | <b>(2.28)</b>                    | (2.11)                           |
| Diluted (HK cents)                       | 攤薄(港仙)    |             | <b>(2.28)</b>                    | (2.11)                           |

The notes on pages 45 to 126 form part of these financial statements.

第45頁至第126頁之附註構成此財務報表之整體部份。

Details of dividends payable to owners of the Company attributable to profit for the year are set out in Note 12.

歸屬於本年度溢利之股息付予本公司持有人之詳情列載於附註12。

# 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 31st March 2016 截至二零一六年三月三十一日止年度

|   |                            | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| <b>Loss for the year</b>  | 本年度虧損                      | <b>(35,678)</b>                  | (35,027)                         |
| <b>Other comprehensive income/(loss) for the year</b>   | 本年度其他全面收益／(虧損)             |                                  |                                  |
| Items that may be reclassified subsequently to profit or loss:  | 隨後將可能被重新分類至損益之項目：          |                                  |                                  |
| Exchange differences on translation of financial statements of overseas subsidiaries (net of nil tax) | 換算海外附屬公司財務報表產生之匯兌差額(扣除零稅項) | <b>(3,287)</b>                   | (6,790)                          |
| Change in fair value reserve on revaluation of available-for-sale investments (net of nil tax)        | 重估可供出售投資之公允價值儲備變動(扣除零稅項)   | <b>(47)</b>                      | 190                              |
| Items that will not be reclassified subsequently to profit or loss:                                   | 隨後將不會被重新分類至損益之項目：          |                                  |                                  |
| Gain on revaluation of properties upon transfer to investment properties                              | 於轉入投資物業之物業重估收益             | <b>39,501</b>                    | -                                |
| Deferred tax liability arising on gain on revaluation of properties                                   | 來自物業重估收益之遞延所得稅負債           | <b>(6,519)</b>                   | -                                |
| Total other comprehensive income/(loss) for the year  | 本年度其他總全面收益／(虧損)            | <b>29,648</b>                    | (6,600)                          |
| <b>Total comprehensive loss for the year</b>  | 本年度總全面虧損                   | <b>(6,030)</b>                   | (41,627)                         |
| <b>Attributable to:</b>   | 歸屬於：                       |                                  |                                  |
| <b>Owners of the Company</b>  | 本公司持有人                     | <b>(6,030)</b>                   | (37,536)                         |
| <b>Non-controlling interests</b>  | 非控股股東權益                    | -                                | (4,091)                          |
|   |                            | <b>(6,030)</b>                   | (41,627)                         |

The notes on pages 45 to 126 form part of these financial statements.

第45頁至第126頁之附註構成此財務報表之整體部份。



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31st March 2016 於二零一六年三月三十一日

|   | Notes<br>附註         | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|---------------------|----------------------------------|----------------------------------|
| <b>Non-current assets</b>                           | <b>非流動資產</b>        |                                  |                                  |
| Property, plant and equipment                       | 物業、機器及設備            | 14                               | 15,250                           |
| Prepaid lease payments                              | 租賃預付款項              | 15                               | 19,866                           |
| Investment properties                               | 投資物業                | 16                               | 225,169                          |
| Available-for-sale investments                      | 可供出售之投資             | 18                               | 7,717                            |
| Rental deposits and prepayments                     | 租賃按金及預付款項           |                                  | 21,554                           |
|   |                     | <b>327,861</b>                   | 289,556                          |
| <b>Current assets</b>                               | <b>流動資產</b>         |                                  |                                  |
| Inventories   | 存貨                  | 19                               | 372,167                          |
| Prepaid lease payments                              | 租賃預付款項              | 15                               | 505                              |
| Trade and other receivables                         | 貿易及其他應收賬款           | 20                               | 38,475                           |
| Trading securities                                  | 證券買賣                | 21                               | 8,239                            |
| Pledged bank deposits                               | 已抵押銀行存款             | 22                               | 1,483                            |
| Cash and cash equivalents                           | 現金及現金等值物            | 22                               | 21,554                           |
|   |                     | <b>376,969</b>                   | 442,423                          |
| <b>Current liabilities</b>                          | <b>流動負債</b>         |                                  |                                  |
| Trade and other payables                            | 貿易及其他應付賬款           | 23                               | 172,011                          |
| Bank loans  | 銀行借貸                | 24                               | 62,081                           |
| Loans from a director                               | 董事之貸款               | 25                               | 47,000                           |
| Provision for store closure                         | 店舖結業撥備              | 26                               | -                                |
| Current income tax payable                          | 即期應繳所得稅             |                                  | 3,548                            |
|   |                     | <b>259,788</b>                   | 284,640                          |
| <b>Net current assets</b>                           | <b>流動資產淨額</b>       | <b>117,181</b>                   | 157,783                          |
| <b>Total assets less current liabilities</b>        | <b>總資產減流動負債</b>     | <b>445,042</b>                   | 447,339                          |
| <b>Non-current liabilities</b>                      | <b>非流動負債</b>        |                                  |                                  |
| Rental deposits received and receipt in advance     | 預收已收之租賃按金及定金        |                                  | 1,967                            |
| Deferred tax liabilities                            | 遞延稅項負債              | 27                               | 6,790                            |
| Other liabilities                                   | 其他負債                | 28                               | 27,346                           |
|   |                     | <b>39,267</b>                    | 36,103                           |
| <b>Net assets</b>                                   | <b>資產淨額</b>         | <b>405,775</b>                   | 411,236                          |
| <b>Capital and reserves</b>                         | <b>股本及儲備</b>        |                                  |                                  |
| Share capital                                       | 股本                  | 29                               | 313,373                          |
| Reserves  | 儲備                  |                                  | 97,863                           |
| <b>Equity attributable to owners of the Company</b> | <b>歸屬於本公司持有人的權益</b> | <b>405,775</b>                   | 411,236                          |

Approved and authorised for issue by the Board of Directors on 30th June 2016 and signed on its behalf by:  
於二零一六年六月三十日獲董事會通過及授權刊發，並由下列董事代表簽署：

Eav Yin  
楊仁  
Director  
董事

Eav Guech Rosanna  
楊訪梅  
Director  
董事

The notes on pages 45 to 126 form part of these financial statements.

第45頁至第126頁之附註構成此財務報表之整體部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

|  |  | Attributable to owners of the Company<br>歸屬於本公司持有人權益 |                       |                             |                          |                         |                             |                               |                              |                            |                 | Total equity<br>權益總額 |
|--|--|--|-----------------------|-----------------------------|--------------------------|-------------------------|-----------------------------|-------------------------------|------------------------------|----------------------------|-----------------|----------------------|
|  |  | Share capital<br>股本                                  | Share premium<br>股份溢價 | Revaluation reserve<br>重估儲備 | Exchange reserve<br>匯兌儲備 | Capital reserve<br>股本儲備 | Contributed surplus<br>撥入盈餘 | Share option reserve<br>購股權儲備 | Fair value reserve<br>公允價值儲備 | Accumulated losses<br>累積虧損 | Sub-total<br>小計 | Total equity<br>權益總額 |
|  |  | HK\$'000<br>千港元                                      | HK\$'000<br>千港元       | HK\$'000<br>千港元             | HK\$'000<br>千港元          | HK\$'000<br>千港元         | HK\$'000<br>千港元             | HK\$'000<br>千港元               | HK\$'000<br>千港元              | HK\$'000<br>千港元            | HK\$'000<br>千港元 | HK\$'000<br>千港元      |
|  | 於二零一五年四月一日   | 313,373  | 143,310               | 28,389                      | 45,088                   | 252,381                 | 17,524                      | 16,786                        | 2,575                        | (408,190)                  | 97,863          | 411,236              |
|  | 本年度虧損  | -  | -                     | -                           | -                        | -                       | -                           | -                             | -                            | (85,678)                   | (85,678)        | (85,678)             |
|  | 其他全面收益/(虧損)  | -  | -                     | -                           | -                        | -                       | -                           | -                             | -                            | -                          | -               | -                    |
|  | Exchange differences on translation of financial statements of overseas subsidiaries | -  | -                     | -                           | (3,287)                  | -                       | -                           | -                             | -                            | -                          | (3,287)         | (3,287)              |
|  | Change in fair value reserve on revaluation of available-for-sale investments        | -  | -                     | -                           | -                        | -                       | -                           | (47)                          | -                            | -                          | (47)            | (47)                 |
|  | Gain on revaluation of properties upon transfer to investment properties             | -  | -                     | 39,501                      | -                        | -                       | -                           | -                             | -                            | -                          | 39,501          | 39,501               |
|  | Deferred tax liability arising on gain on revaluation of properties                  | -  | -                     | (6,519)                     | -                        | -                       | -                           | -                             | -                            | -                          | (6,519)         | (6,519)              |
|  |  | -  | -                     | 32,982                      | (3,287)                  | -                       | -                           | (47)                          | -                            | -                          | 29,648          | 29,648               |
|  | Total comprehensive income/(loss) for the year                                       | -  | -                     | 32,982                      | (3,287)                  | -                       | -                           | (47)                          | -                            | (85,678)                   | (6,030)         | (6,030)              |
|  | Recognition of equity settled share-based payment expenses                           | -  | -                     | -                           | -                        | -                       | -                           | 569                           | -                            | -                          | 569             | 569                  |
|  | Transfer to accumulated losses upon forfeiture of share options                      | -  | -                     | -                           | -                        | -                       | -                           | (667)                         | -                            | 667                        | -               | -                    |
|  | 於二零一六年三月三十一日   | 313,373  | 143,310               | 61,371                      | 41,801                   | 252,381                 | 17,524                      | 16,688                        | 2,528                        | (443,201)                  | 92,402          | 405,775              |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

|                      | Attributable to owners of the Company<br>歸屬於本公司持有人權益 |  |  |   |  |  |  |   |   |                                    |   |   |
|----------------------|--|--|--|---|--|--|--|---|---|------------------------------------|---|---|
|                      | Share capital<br>股本<br>HK\$'000<br>千港元               | Share premium<br>股份溢價<br>HK\$'000<br>千港元 | Revaluation reserve<br>重估儲備<br>HK\$'000<br>千港元 | Exchange reserve<br>匯兌儲備<br>HK\$'000<br>千港元 | Capital reserve<br>股本儲備<br>HK\$'000<br>千港元 | Contributed surplus<br>繳入盈餘<br>HK\$'000<br>千港元 | Share option reserve<br>購股權儲備<br>HK\$'000<br>千港元 | Fair value reserve<br>公允價值儲備<br>HK\$'000<br>千港元 | Accumulated losses<br>累積虧損<br>HK\$'000<br>千港元 | Sub-total<br>小計<br>HK\$'000<br>千港元 | Non-controlling interests<br>非控股股東權益<br>HK\$'000<br>千港元 | Total equity<br>權益總額<br>HK\$'000<br>千港元 |
| 於二零一四年四月一日           | 273,373  | 133,610                                  | 28,389   | 51,878                                      | 252,381                                    | 17,524   | 21,577   | 2,385   | (884,438)                                     | 123,306                            | 9,801   | 406,480                                 |
| 本年年報虧損               | -  | -  | -  | -   | -  | -  | -  | -   | (30,336)                                      | (30,936)                           | (4,091)   | (34,027)                                |
| 其他全面收益/(虧損)          | -  | -  | -  | -   | -  | -  | -  | -   | -   | -                                  | -   | -                                       |
| 換算海外附屬公司財務報表產生之匯兌差額  | -  | -  | -  | (6,790)                                     | -  | -  | -  | -   | -   | (6,790)                            | -   | (6,790)                                 |
| 重估持作出售之投資之公允價值儲備之變動  | -  | -  | -  | -   | -  | -  | -  | 190   | -   | 190                                | -   | 190                                     |
| 於二零一五年三月三十一日         | 313,373  | 143,310                                  | 28,389   | 45,088                                      | 252,381                                    | 17,524   | 16,786   | 2,575   | (408,190)                                     | 97,863                             | -   | 411,236                                 |
| 本年報總全面收益/(虧損)        | -  | -  | -  | (6,790)                                     | -  | -  | -  | 190   | (30,936)                                      | (37,536)                           | (4,091)   | (41,627)                                |
| 確認為股本結算以股份為基礎支付之開支   | -  | -  | -  | -   | -  | -  | (1,206)  | -   | -   | (1,206)                            | -   | (1,206)                                 |
| 於購股權失效後，轉撥至累計虧損      | -  | -  | -  | -   | -  | -  | (3,585)  | -   | 3,585   | -                                  | -   | -                                       |
| 根據購股權配售發行股份          | 40,000   | 11,000                                   | -  | -   | -  | -  | -  | -   | -   | 11,000                             | -   | 51,000                                  |
| 發行股份費用               | -  | (1,300)                                  | -  | -   | -  | -  | -  | -   | -   | (1,300)                            | -   | (1,300)                                 |
| 附屬公司於控制權不變下，其擁有權益之轉變 | -  | -  | -  | -   | -  | -  | -  | -   | 3,599   | (5,710)                            | -   | (2,111)                                 |
| (附註38)               | -  | -  | -  | -   | -  | -  | -  | -   | -   | -                                  | -   | -                                       |

The notes on pages 45 to 126 form part of these financial statements.

第45頁至第126頁之附註構成此財務報表之整體部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

|  |             |                           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-------------|---------------------------|----------------------------------|----------------------------------|
|  | Notes<br>附註 |                           |                                  |                                  |
| <b>OPERATING ACTIVITIES</b>  |             | <b>經營業務</b>               |                                  |                                  |
| Loss before taxation   |             | 除稅前虧損                     | (35,625)                         | (34,973)                         |
| Adjustments for :  |             | 調整 :                      |                                  |                                  |
| Valuation gains on investment properties   | 16          | 投資物業之估值收益                 | (262)                            | (40,481)                         |
| Net realised and unrealised gain on trading securities                             | 7           | 證券買賣實現及未實現之收益淨額           | (6,261)                          | (4,563)                          |
| Write-down of inventories, net   | 19          | 存貨之撇減·淨額                  | 8,996                            | 21,722                           |
| Write-back of long outstanding payables and accruals                               | 7           | 撥回長期未償還應付款項及應計費用          | -                                | (2,962)                          |
| Impairment loss on trade receivables   | 7           | 貿易應收賬款減值虧損                | 18                               | 2,552                            |
| Reversal of other tax payable  | 7           | 其他應付稅項撥回                  | -                                | (34,467)                         |
| (Reversal of impairment loss)/impairment loss on other receivables and prepayments | 7           | 其他應收賬款及預付款項(減值虧損撥回)/減值虧損  | (1,709)                          | 13,413                           |
| Bank interest income   | 6           | 銀行利息收入                    | (50)                             | (57)                             |
| Interest expenses  | 9a          | 利息開支                      | 4,851                            | 7,691                            |
| Depreciation   | 14          | 折舊                        | 6,535                            | 10,027                           |
| Amortisation of prepaid lease payments   | 15          | 租賃預付款項攤銷                  | 487                              | 506                              |
| Share-based payments expenses  |             | 以股份為基礎之付款開支               | 569                              | (1,206)                          |
| Loss on write-off of rental deposits and prepayments                               |             | 撤銷租賃按金及預付款項之虧損            | 252                              | 5,046                            |
| Gain on disposal of property, plant and equipment                                  |             | 出售物業、機器及設備收益              | -                                | (10)                             |
| Loss on write-off of property, plant and equipment                                 |             | 撤銷物業、機器及設備之虧損             | -                                | 173                              |
| Decrease in provision for store closure  | 26          | 店舖結業撥備減少                  | -                                | (7,639)                          |
| Exchange differences   |             | 滙兌差額                      | 782                              | (210)                            |
| Changes in working capital   |             | 營運資金變動                    |                                  |                                  |
| Decrease in inventories  |             | 存貨減少                      | 38,557                           | 70,557                           |
| Decrease in trade and other receivables  |             | 貿易及其他應收賬款減少               | 453                              | 11,376                           |
| (Decrease)/increase in trade and other payables                                    |             | 貿易及其他應付賬款(減少)/增加          | (4,341)                          | 1,490                            |
| (Decrease)/increase in other liabilities   |             | 其他負債(減少)/增加               | (4,662)                          | 7,460                            |
| Increase/(decrease) in rental deposits received and receipt in advance             |             | 預收已收之租賃按金及定金增加/(減少)       | 1,345                            | (75)                             |
| <b>CASH GENERATED FROM OPERATIONS</b>  |             | <b>產生於營運之現金</b>           | <b>9,935</b>                     | <b>25,370</b>                    |
| PRC Corporate Income Tax paid  |             | 已繳之中國企業所得稅                | (53)                             | (21)                             |
| PRC Corporate Income Tax refunded  |             | 已退回之中國企業所得稅               | -                                | 21                               |
| <b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>                                |             | <b>產生於經營業務之現金淨額</b>       | <b>9,882</b>                     | <b>25,370</b>                    |
| <b>INVESTING ACTIVITIES</b>  |             | <b>投資業務</b>               |                                  |                                  |
| Payment for purchase of property, plant and equipment                              |             | 支付添置物業、機器及設備              | (5,022)                          | (6,781)                          |
| Sale proceeds of disposal of property, plant and equipment                         |             | 出售物業、機器及設備之所得銷售款項         | -                                | 10                               |
| Payment for purchase of trading securities   |             | 支付購買之買賣證券                 | (1,982)                          | -                                |
| Sale proceeds of disposal of trading securities                                    |             | 出售買賣證券所得款項                | 15,793                           | -                                |
| Decrease in pledged bank deposits  |             | 已抵押銀行存款減少                 | 1,483                            | 1,820                            |
| Bank interest income received  |             | 已收銀行利息收入                  | 50                               | 57                               |
| <b>NET CASH GENERATED FROM/ (USED IN) INVESTING ACTIVITIES</b>                     |             | <b>產生於/(已用於)投資業務之現金淨額</b> | <b>10,322</b>                    | <b>(4,894)</b>                   |

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

|   |                          |    | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|--------------------------|----|----------------------------------|----------------------------------|
| <b>FINANCING ACTIVITIES</b>                                     | <b>融資業務</b>              |    |                                  |                                  |
| Net proceeds from issuance of new shares                        | 發行新股所得淨款項                |    | -                                | 49,700                           |
| Proceeds from new bank loans                                    | 新銀行借貸所得款項                |    | 50,971                           | 61,204                           |
| Repayment of bank loans   | 償還銀行借貸                   |    | (67,076)                         | (134,587)                        |
| Interest paid on bank loans                                     | 銀行借貸支付之利息                |    | (1,914)                          | (5,006)                          |
| Payment for acquisition of additional interests in a subsidiary | 支付收購一間附屬公司額外的權益          | 38 | -                                | (2,111)                          |
| Proceeds from other borrowings                                  | 其他借貸所得款項                 |    | 10,000                           | -                                |
| Repayment of other borrowings                                   | 償還其他借貸                   |    | (10,000)                         | -                                |
| Interest paid on other borrowings                               | 其他借貸利息支出                 |    | (56)                             | -                                |
| Proceeds from loans from a director                             | 從董事之貸款所得款項               | 25 | 25,000                           | 13,000                           |
| Repayment of loans from a director                              | 償還董事之貸款                  | 25 | (15,000)                         | (18,000)                         |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>                    | <b>已用於融資活動之現金淨額</b>      |    | <b>(8,075)</b>                   | <b>(35,800)</b>                  |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>     | <b>現金及現金等值物增加/(減少)淨額</b> |    | <b>12,129</b>                    | <b>(15,324)</b>                  |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>   | <b>年初現金及現金等值物</b>        |    | <b>21,554</b>                    | <b>36,879</b>                    |
| <b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET</b>             | <b>匯率變動之影響，淨額</b>        |    | <b>(351)</b>                     | <b>(1)</b>                       |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>         | <b>年終現金及現金等值物</b>        |    | <b>33,332</b>                    | <b>21,554</b>                    |
| <b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>    | <b>現金及現金等值物結餘分析</b>      |    |                                  |                                  |
| Cash at bank and on hand  | 銀行存款及手頭現金                | 22 | 33,332                           | 21,554                           |

The notes on pages 45 to 126 form part of these financial statements.

第45頁至第126頁之附註構成此財務報表之整體部份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 1. GENERAL

Asia Commercial Holdings Limited (the “Company”) is an investment holding company. Its subsidiaries are principally engaged in trading of watches (retail and wholesale) and property leasing.

The Company is a limited company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are Canon’s Court, 22 Victoria Street, Hamilton, HM12, Bermuda and 19th Floor, 9 Des Voeux Road West, Hong Kong respectively. As at 31st March 2016, the directors of the Company consider that the immediate and ultimate holding company is Century Hero International Limited (“Century Hero”), a company which is incorporated in the British Virgin Islands. The ultimate controlling party of Century Hero is Mr. Eav Yin, the director of the Company. Century Hero does not produce financial statements available for public use.

These financial statements are presented in thousand of units of Hong Kong dollars (HK\$’000), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 30th June 2016.

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

### 2. GOING CONCERN

The Group incurred a loss attributable to owners of the Company of HK\$35,678,000 (2015: HK\$30,936,000) and had decrease in net current assets of HK\$40,602,000 (2015: HK\$15,281,000) and net debt of HK\$68,644,000 (2015: HK\$86,044,000) as stated in Note 32 to the consolidated financial statements as at 31st March 2016. In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group and the ability of the Group to attain profit and positive cash flows from operations in the immediate and longer term.

### 1. 一般事項

冠亞商業集團有限公司(「本公司」)為一間投資控股公司。其附屬公司主要從事鐘錶貿易(零售及批發)以及物業租賃。

本公司為一間在百慕達註冊成立之股份有限公司，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及主要營業地點分別為Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda及香港德輔道西9號19樓。於二零一六年三月三十一日，本公司董事認為直接及最終控股公司為世雄國際有限公司(「世雄」)(一間於英屬處女群島註冊成立之公司)。世雄的最終控制人士為本公司董事楊仁先生。世雄並無編製適用的財務報表供公眾參閱。

除非另外說明，否則本財務報表乃以千港元(「千港元」)呈列。本財務報表已於二零一六年六月三十日由董事會批准發佈。

本綜合財務報表乃以港元呈列，港元亦是本公司的功能貨幣。

### 2. 持續經營

本集團產生本公司持有人應佔虧損35,678,000港元(二零一五年：30,936,000港元)；及減少流動資產淨值40,602,000港元(二零一五年：15,281,000港元)，及債務淨額68,644,000港元(二零一五年：86,044,000港元)如於二零一六年三月三十一日綜合財務報表附註32所述。在編制該等綜合財務報表時，本公司董事已審慎考慮當前和預期的未來流動性對本集團的影響，以及本集團在短期及長遠的業務中，實現盈利和正面現金流的能力。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. GOING CONCERN (Continued)

In order to strengthen the Group's capital base and liquidity in the foreseeable future, the Group has taken the following measures:

- On 25th June 2014, the Group entered into a term loan facility agreement for HK\$150 million with Mr. Eav Yin, a director and controlling shareholder of the Company for a period from 25th June 2014 to 30th September 2015. The Group renewed the term loan facility agreement with Mr. Eav on 26th June 2015 for another year to 30th September 2016 with facility amount of HK\$80 million. The total amount utilized under the term loan facility agreement as at 31st March 2016 was HK\$57 million. The Group renewed the term loan facility agreement with Mr. Eav on 27th June 2016 for another year to 30th September 2017 with facility amount of HK\$60 million.
- the directors of the Company have been taking various cost control measures to tighten the costs of operations; and
- the directors of the Company have reviewed the performance of individual stores to close non-profitable stores if appropriate.

Based on the cash flow projections of the Group and having taken into account the available financial resources of the Group and the above measures, the directors have concluded that the Group is able to continue as a going concern and to meet their financial liabilities as and when they fall due in the foreseeable future.

### 2. 持續經營(續)

為加強本集團在可預見未來的資本基礎及流動資金，本集團已採取以下措施：

- 於二零一四年六月二十五日，本集團與楊仁先生(於二零一四年六月二十五日至二零一五年九月三十日期間，為本公司之董事及控股股東)訂立150,000,000港元之定期貸款融資協議。本集團於二零一五年六月二十六日與楊仁先生重續另一年至二零一六年九月三十日之80,000,000港元定期貸款融資協議。於二零一六年三月三十一日，根據定期貸款融資協議可動用的總金額為57,000,000港元。本集團與楊先生於二零一六年六月二十七日重續另一年至二零一七年九月三十日之60,000,000港元定期貸款融資協議。
- 本公司董事已採取多項成本控制措施以緊縮經營成本；及
- 本公司董事已檢討個別店舖的表現，並結束無利可圖的店舖(如適用)。

基於本集團的現金流量預測及經考慮本集團可動用財務資源及上述措施，公司董事會認為本集團能夠繼續持續經營，以及在可預見的將來其金融負債到期時能達到要求。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 4 provides information on initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31st March 2016 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- investment property (see note 3(f)); and
- financial instruments classified as available-for-sale or as trading securities (see note 3(e)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 37.

### 3. 主要會計政策

#### (a) 合規聲明

該等財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製，此統稱包括所有適用的個別香港財務報告準則，香港會計準則（「香港會計準則」）及由香港會計師公會（「香港會計師公會」）頒佈的詮釋（香港一般公認會計原則及香港公司條例規定之披露要求。該等財務報表亦符合香港聯合交易所有限公司證券上市規則適用之披露規定。本集團所採納的重要會計政策概要載列如下。

香港會計師公會已頒布若干修正及詮釋，其中已經或已經生效。若干新訂及經修訂香港財務報告準則亦已頒佈，其中為本集團及本公司於本會計期間首次生效或可提早採納。當前和以往會計期間初次應用該等與本集團有關的香港財務報告準則，已反映於該等財務報表內，有關資料列載於附註4。

#### (b) 編製財務報表基準

截至二零一六年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司。

在編製財務報表時所使用的計量基準為歷史成本基準，以下按其公允值呈列之資產如下文所載之會計政策所解釋除外：

- 物業投資（參閱附註3(f)）；及
- 分類為可供出售或證券買賣之金融工具（參閱附註3(e)）。

編製符合香港財務報告準則之財務報表需要管理層作出影響政策應用及所呈報資產、負債、收入及費用之數額之判斷、估計及假設。估計及相關假設乃根據過往經驗及在該等情況下乃屬合理之各種其他因素而作出，其結果構成對無法從其他來源中容易得出之資產及負債之賬面值作出判斷之基準。實際結果可能與於該等估計有所不同。

管理層按持續經營基準檢討估計及相關假設。倘修訂會計估計僅影響修訂之期間，則該修訂於該期間內確認，或倘修訂影響本期間及未來期間，則修訂於本期間及未來期間內確認。

管理層於應用香港財務報告準則時所作出構成對財務報表重大影響的判斷及估計不明朗因素的主要來源於附註37內討論。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

### 3. 主要會計政策(續)

#### (c) 附屬公司及非控股股東權益

附屬公司指本集團控制之實體。當本集團從參與某實體之業務獲得或有權獲得不同的回報，及有能力藉對實體行使其權力而影響其回報，則本集團控制該實體。當評估本集團是否有權力時，只考慮實質的權利(由本集團及其他人士持有)。

於附屬公司的投資由控制開始當日至控制終止當日綜合計入綜合財務報表。集團內公司間的交易結餘及交易以及現金流，與任何因集團內公司間交易而產生的未變現溢利均在編製綜合財務報表時全數對銷。集團內公司間交易所產生的未變現虧損以處理未變現收益的同樣方式對銷，惟僅會在無減值跡象的情況下進行。

非控股股東權益指並非由本公司直接或間接佔有之附屬公司權益，及有關本集團並未同意與該等權益持有人之任何附加條款，其將導致本集團整體上就有關符合金融負債定義之該等權益負上合約義務。

非控股股東權益呈列於綜合財務狀況表內之權益，與歸屬於本公司持有人之權益分開。非控股股東權益於本集團業績中在綜合損益表及綜合損益及其他全面收益表一欄內呈列，及綜合全面收益表為本年內利潤或虧損總額及全面收益總額在非控股股東權益及本公司持有人之間的分配。持有非控股股東權益及其他合同義務的貸款，對該等持有人於綜合財務狀況表作為金融負債呈列。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, the interest in subsidiaries is stated at cost less impairment losses (see Note 3(i)), unless the investment is classified as held for sale (or included in a disposed group that is classified as held for sale).

#### (d) Business combinations

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

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

### 3. 主要會計政策(續)

#### (c) 附屬公司及非控股股東權益(續)

本集團於附屬公司之權益轉變而不會導致失去控制權會以權益交易入賬，據此在綜合權益中控股和非控股股東權益之金額會作出調整，以反映相對權益之轉變，但商譽並無作出調整及並無收益或虧損確認。

當本集團失去一間附屬公司之控制權，則以出售該附屬公司之全部權益入賬，而產生的收益或虧損於損益中確認。在該前附屬公司失去控制權當日保留之任何權益則按公允值確認，及此金額被視為金融資產初始確認之公允值或，於聯營公司或合資企業投資初步確認之成本(如適用)。

於本公司之財務狀況表，附屬公司之權益以成本扣除減值虧損呈列(見附註3(i))，惟投資歸類為持作出售(或包括在被分類為持作出售之出售組別)的情況除外。

#### (d) 業務合併

收購業務採用收購法進行會計處理。業務合併中轉讓的代價會以公允值計量，而以公允值包括本集團向被收購方的前擁有人轉讓資產或承擔負債以及集團為換取被收購方控股權而發行的股本權益於收購日的公允值。與收購有關的成本一般會於發生時在損益確認。

於收購日，所收購的可識別資產及負債按其公允值予以確認，但以下各項除外：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Business combinations (Continued)

- 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 relating to share-based payment arrangements of the acquiree or share-based payment arrangement of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that Standard.

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

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 fair value or, when applicable, on the basis specified in another HKFRS.

### 3. 主要會計政策(續)

#### (d) 業務合併(續)

- 僱員福利安排相關的遞延所得稅資產或負債，及資產或負債分別按照香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」予以確認和計量；
- 有關被收購方以股份為基礎支付之安排，或以本集團以股份為基礎支付之安排取代被收購方以股份為基礎支付之安排有關之負債或股權工具，乃於收購日期按香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 按照香港財務報告準則第5號「持作出售的非流動資產及終止經營業務」劃歸為持作出售的資產(或出售組別)乃根據該準則予以計量。

商譽是以所轉撥之代價、於被收購方中任何非控股權益所佔金額、及收購方以往持有之被收購方股權之公允值(如有)之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨值後，所超出之差額計值。倘經過重新評估後，所收購可識別資產與所承擔負債於收購日期之淨額高於轉撥之代價、於被收購方中任何非控股權益所佔金額以及收購方以往持有之被收購方股權之公允值(如有)之總和，則差額即時於損益內確認為議價收購收益。

屬現時持有者權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股股東權益可初步按公允值或非控股股東權益應佔被收購公司可識別資產淨值之公允值比例計量，計量基準視乎個別交易作出選擇。其他類別非控股股東權益按其公允值或(如適用)，以此基礎之指定另一香港財務報告準則。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Business combinations (Continued)

Where 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 made 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 “Financial Instruments: Recognition and Measurement”, 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), and 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. 主要會計政策(續)

#### (d) 業務合併(續)

倘若本集團在業務合併中轉讓的代價包括或然代價安排所產生的資產或負債，則或然代價按其於收購日期的公允值計量，並包括為業務合併中轉讓的部分代價。符合計量期間調整的條件的或然代價公允值變動會追溯調整，並相應調整商譽。計量期間調整是指在計量期間(從收購日期起計不可超過一年)所獲取的關於收購日期存在的事實和環境的新信息而引致的調整。

倘若或然代價公允值的後續變動不符合計量期間調整的條件，則其後續會計處理須視乎或然代價如何分類而定。歸類為權益的或然代價在後續報告日期不會重新計量，而其後續結算會在權益中入賬。歸類為資產或負債的或然代價在後續報告日期均按照香港會計準則第39號「金融工具：確認和計量」重新計量，相關損益在損益中確認。

如果業務合併是分階段進行的，則應按收購日期(即本集團獲得控制權之日)的公允值重新計量本集團先前在被收購方中持有的權益，且相關的損益(如有)應計入損益。於收購日期前，以往在其他全面收益中確認的於被收購方的權益而產生的金額，獲重新分類至損益，而倘出售權益，重新分類至損益為合適計量方法。

倘於報告期末出現業務合併惟業務合併的初步入賬尚未完成，則本集團須報告尚未入賬的項目的暫定款額。該等暫定款額須於計量期間(見上文)內調整，及須確認額外資產或負債，以反映所取得有關於收購日期存在的事實及狀況的新資料(如有)對該日已確認金額的影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in Note 3(r).

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see note 3(i)).

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 3(i)). Dividend income from equity securities and interest income from debt securities calculated using the effective interest method are recognised in profit or loss in accordance with the policy set out in note 3(r). Foreign exchange gains and losses resulting from changes in amortised cost of debt securities are also recognised in profit or loss.

When the investments are derecognised or impaired (see Note 3(i)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

### 3. 主要會計政策(續)

#### (e) 其他債務及股本證券之投資

本集團及本公司於債務及股本證券投資之政策(於附屬公司之投資除外)如下:

債務及股本證券投資最初以公允值, 即其交易價格列賬, 除非判斷於初始確認時之公允值和交易價格有所不同, 而該公允值是以相同資產或負債在活躍市場的報價作依據, 或採用僅輸入可觀察市場數據的估值技術。成本包括應佔交易成本, 惟並不包括以下所述情況。該等投資其後將根據其分類按下列方式列賬:

持有作買賣用途之證券投資, 分類為流動資產。任何相關之交易成本於產生時在損益中確認。於每個報告期末, 公允值須重新計量, 任何產生之損益於損益中確認。於損益中確認的溢利或虧損淨額不包括任何由該等投資收取之股息或利息, 該等投資之股息或利息收入根據附註3(r)所載之政策確認。

有期債務證券為本集團及/或本公司有足夠能力和意向持至到期日的債務證券, 被歸類為持至到期證券。持至到期證券按攤銷成本扣減減值虧損呈列(見附註3(i))。

如於證券的投資並不屬於任何上述類別, 則其分類為可供出售證券。於各報告期間結束時公允值重新計量, 而任何所得損益均於其他全面收益內確認及於權益內的公允值儲備分開累計。除此之外, 相同工具於活躍市場並無報價且其公允值無法可靠地計量的股本證券投資乃按成本扣減減值虧損後於財務狀況表內確認(見附註3(i))。股本證券的股息收入及採用實際利率法計算的債務證券利息收入根據附註3(r)所載之政策於損益內確認。來自債務證券按攤銷成本變動而產生的匯兌收益及虧損亦於損益內確認。

當該投資被終止確認或出現減值時(見附註3(i)), 已於權益確認之累計盈虧會被重新分類至損益。於本集團承諾購入/出售投資或投資到期當日, 本集團會確認/終止確認有關投資。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 3(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in Note 3(r).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see Note 3(h)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in Note 3(h).

The investment property is transferred to property, plant and equipment at fair value when there is change in use evidenced by commencement of own-occupation.

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

The following items of property, plant and equipment are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (see Note 3(i)):

- land classified as being held under finance lease and buildings thereon;
- other items of property, plant and equipment.

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

### 3. 主要會計政策(續)

#### (f) 投資物業

投資物業乃擁有或以租賃權益(見附註3(h))持有作為賺取租金收入及/或資本升值之土地及/或樓宇。此等包括現時尚未確定將來用途之土地以及正在興建或為未來發展作為投資物業用途的物業。

投資物業按公允值呈列，除非其於報告期末仍在建造或開發過程中，及其公允值當時不能可靠地計量。任何因公允值變動或因報廢或出售某項投資物業所產生之收益或虧損均於損益內確認。投資物業的租金收入按附註3(r)所述入賬。

倘本集團以經營租賃持有物業權益以賺取租金收入或為資本增值，有關權益會按每項物業基準劃歸為投資物業。劃歸為投資物業之任何物業權益之入賬方式與以融資租賃(見附註3(h))持有之權益相同，且其適用之會計政策也與以融資租賃出租之其他投資物業相同。租賃款項如附註3(h)內所述計入。

當有證明開始改變為自用時，投資物業以公允值轉撥至物業、機器及設備。

#### (g) 物業、機器及設備

下列物業、機器及設備之項目乃按成本值減累計折舊及減值虧損於財務狀況表中呈列(見附註3(i)):

- 土地分類為融資租賃持有及建築物;
- 其他物業、機器及設備項目。

倘一項物業因使用狀況有變(即不再由業主自用)而列為投資物業，則該項目賬面值與於轉讓日期之公允值之差額於其他全面收益及累計重估儲備中確認。其後當該資產出售或停用時，有關重估儲備將直接轉撥至保留溢利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Property, plant and equipment (Continued)

Cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

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

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives.

#### (h) Leased assets

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

### 3. 主要會計政策(續)

#### (g) 物業、機器及設備(續)

成本值包括收購該資產直接應佔之開支。成本可包括從權益中轉撥的有關該物業、機器及設備利用外幣購買的合資格現金流量對沖產生的任何收益／虧損。

當與該項目有關之未來經濟利益很可能流入本集團，而且該項目之成本能被可靠計算時，其後成本方可列入資產之賬面值內或確認為獨立資產(如適用)。賬面值取代部份取消確認所有其他維修及保養成本均於其產生之財政年度，於損益中確認。

當資產之賬面值高於其估計可收回金額，則會即時將資產之賬面值撇減至其可收回金額。

報廢或出售物業、機器及設備項目所產生之收益或虧損釐定為出售所得款項淨額與項目賬面值間之差額，並於報廢或出售當日於損益中確認。

折舊的計算方法是採用直線法及其預計使用年限，撇銷物業、機器及設備項目的成本，減去預計剩餘價值(如有)。

#### (h) 租賃資產

倘本集團決定賦予一項安排(包括一項或連串交易)可於協定期限內使用某一特定資產或多項資產，以換取一次付款或連串付款之權利，則該安排屬於或包含租賃。該決定乃按對該安排之內容所進行之評估而作出，且不論該安排是否屬法定租賃形式。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Leased assets (Continued)

##### (i) Classification of assets leased to the Group

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

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see Note 3(f)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

##### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in Note 3(g). Impairment losses are accounted for in accordance with the accounting policy as set out in Note 3(i). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

### 3. 主要會計政策(續)

#### (h) 租賃資產(續)

##### (i) 本集團租賃資產之分類

對於本集團以租賃方式持有之資產，如租賃使擁有權之絕大部分風險及回報已轉移至本集團，有關之資產便會分類為以融資租賃持有；如租賃不會使擁有權之絕大部分風險和回報轉移至本集團，則分類為經營租賃，惟例外情況如下：

- 經營租賃項下持有之物業，倘符合投資物業之定義，則按個別物業之基準分類為投資物業，倘被分類為投資物業，則按融資租約項下持有之物業入賬(見附註3(f))；及
- 土地以經營租賃持作自用，但無法在租賃開始時將其公允值與建於其上的建築物的公允值分開計量的土地是按融資租賃持有方式入賬；但清晰地以經營租賃持有的建築物除外。就此而言，租賃的開始時間是指本集團首次訂立租約時，或自前承租人接收建築物時。

##### (ii) 以融資租賃收購之資產

若本集團以融資租賃收購資產使用權，租賃資產之公允值數額或最低租賃金額之現值之較低者，將列入物業、機器及設備及相關負債(扣除融資費用)並列作融資租賃責任。誠如附註3(g)所載，折舊為於相關租賃有效期間或資產可用期限之期間(若本集團將有可能取得資產所有權)，按撇銷資產成本之比率計算。減值虧損按附註3(i)所載之會計政策計算。租賃金額所包含之融資費用將於租賃期間計入損益，使各會計期間對責任結餘以相若之固定期間比率扣減。或然租金於其產生之會計期間內自損益扣除。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Leased assets (Continued)

##### (iii) Operating lease charges

The Group leases retail stores and office facilities. Most leases provide for monthly fixed minimum rentals or contingent rentals based upon sales in excess of stated amounts and normally require the Group to pay insurance, common area maintenance costs and other occupancy costs. The Group recognizes rent expense for leases that include scheduled and specified escalations of the minimum rent on a straight-line basis over the base term of the lease. Any difference between the straight-line rent amount and the amount payable under the lease is included in other liabilities in the consolidated statement of financial position. Contingent rental payments are expensed as incurred.

The cost of acquiring land held under an operating lease and is presented as "prepaid lease payments" in the consolidated statement of financial position, is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 3(f)).

#### (i) Impairment of assets

##### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### 3. 主要會計政策(續)

#### (h) 租賃資產(續)

##### (iii) 經營租賃開支

本集團租賃零售商店和辦公設施。大部分租賃訂明每月固定最低租金或基於超出規定數額的銷售額的或然租金，且一般要求本集團支付保險、共同區域維護成本及其他佔用成本。本集團按直線基準包括於預定及特定最低租金上調的租賃基本租期內確認其租賃開支。直線租金款項乃根據租賃應付的款項之間的任何差額於綜合財務狀況表列作其他負債。或然租金付款於產生時列作開支。

根據經營租賃持有土地之收購成本，並於綜合財務狀況表中的「預付租賃款項」呈報，以直線法於租賃期內攤銷，分類為投資物業的物業則除外(見附註3(f))。

#### (i) 資產減值

##### (i) 債務及股本證券投資及其他應收賬款減值

債務及股本證券投資及其他流動及非流動應收賬款以成本或攤銷成本列賬或分類為可供出售股本證券投資於每個報告期末作出檢討以釐定是否有減值之客觀證據。減值之客觀證據包括有下列一項或多項虧損事項引起本集團關注之客觀數據：

- 債務人之重大財政困難；
- 違約，如逾期支付或拖欠利息或本金還款；
- 債務人有可能破產或進行財務重組；
- 技術、市場、經濟或法律環境之重大變動對債務人產生不利影響；及
- 於股本工具投資之公允值出現顯著及持續下降並低於其成本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 3. 主要會計政策(續)

#### (i) 資產減值(續)

##### (i) 債務及股本證券投資及其他應收賬款減值(續)

如存在任何證據，減值虧損釐定及確認如下：

- 就無報價之股本證券按成本列賬，減值虧損乃根據金融資產之賬面值及以類同金融資產按現時市場之回報率折現預期未來現金流量的現值(當折現之影響為重大時)之差異計算。按成本賬之股本證券之減值虧損不可撥回。
- 貿易應收賬款及其他流動應收賬款及其他金融資產以攤銷成本列賬，減值虧損乃根據資產之賬面值及金融資產原實際之利率(即該等資產於首次確認時計算之實際利率)折現預期未來現金流量現值(當折現之影響為重大時)之差異計算。該等金融資產具備類似之風險特徵(例如類似之逾期情況及並未單獨被評估為出現減值)，此等資產會一併進行評估。金融資產之未來現金流量現值與該組被評估資產具根據有類似信貸風險特徵資產之過往虧損情況一同減值。

倘於其後減值虧損金額有所減少，而客觀上與確認減值虧損後發生之事件有關，有關減值虧損會撥回損益。減值虧損之撥回不應導致資產之賬面值超過其在過去年度沒有確認任何減值虧損而應已釐定之金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- For available-for-sale securities, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade receivables included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 3. 主要會計政策(續)

#### (i) 資產減值(續)

##### (i) 債務及股本證券投資及其他應收賬款減值(續)

- 對於可供出售證券而言，公允價值儲備中確認的累計虧損已被重新分類至損益。於損益內確認之累計虧損金額乃收購成本(扣除任何本金還款及攤銷)與即期公允價值之差額，減除該資產前期於損益內確認之任何減值虧損。

已於損益內確認之可供出售股本證券減值虧損並不能撥回損益。其後該資產公允價值之任何增加須直接在其他全面收益內確認。

有關可供出售債務證券之公允價值在日後增加，而有關的增加可以客觀地與確認減值虧損後發生的事件聯繫起來，便會將減值虧損撥回。撥回減值虧損在該等情況下須在損益中確認。

減值虧損直接於相應之資產撇銷，惟就貿易應收賬款(於貿易應收賬款及其他應收賬款內列值)確認之減值虧損除外，其金額之可收回性視為保留但並非不可能。在此情況下，呆賬之減值虧損使用撥備賬記錄。倘本集團認為收回金額可能性甚微，視為不可收回之金額會於貿易應收賬款中直接對銷，而撥備賬內關於該債務之任何金額會獲撥回。過去於撥備賬入賬之金額倘在其後收回，會於撥備賬內撥回。撥備賬之其他變動及先前直接撇銷之金額於其後收回，均於損益中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Impairment of assets (Continued)

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- prepaid lease payments;
- rental deposits and prepayments; and
- investments in subsidiaries

If any such indication exists, the asset's recoverable amount is estimated.

##### - Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### - Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

### 3. 主要會計政策(續)

#### (i) 資產減值(續)

##### (ii) 其他資產減值

於每個報告期末均對內部及外間資訊進行檢討，以識別下列資產是否已出現減值虧損或之前已確認之減值虧損是否已不存在或減少：

- 物業、機器及設備；
- 租賃預付款項；
- 租賃按金及預付款項；及
- 附屬公司的投資

倘出現任何減值虧損跡象，則須估計有關資產之可收回金額。

##### - 計算可收回金額

資產的可收回金額為其公允價值減去處置費用及其使用價值兩者中之較高者。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量的現值，而該折扣率反映當時市場對金錢價值之評估及該項資產的特有風險。如某類資產產生之現金流入不能獨立於其他資產所產生之現金量，可收回金額按最細資產組合（即現金產生單位）所產生之獨立現金流量計算。

##### - 確認減值虧損

倘某項資產或其所屬之現金產生單位之賬面值超過其可收回金額，便於收益內確認減值虧損。以現金產生單位確認之減值虧損，首先減少已分類至該現金產生單位（或該組單位）之任何商譽之賬面值，然後按比例減少其他單位（或該組單位）內資產之賬面值，惟資產之賬面值不得減少至低於其個別公允價值減去處置費用（倘可計量的），或使用價值（倘可釐定）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Impairment of assets (Continued)

##### (ii) Impairment of other assets (Continued)

###### – Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim Financial Reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Note 3(i)(i) and (ii)).

Impairment losses recognised in an interim period in respect of unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### (j) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is calculated on a first-in, first-out basis and comprises all costs of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### 3. 主要會計政策(續)

#### (i) 資產減值(續)

##### (ii) 其他資產減值(續)

###### – 撥回減值虧損

若用以釐定可收回金額之評估因素產生有利變動，減值虧損將予撥回。

撥回之減值虧損以假設並無於過往年度確認減值虧損而應已釐定之資產賬面值為限。撥回之減值虧損於確認撥回之年度內計入損益。

##### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用等同本財政年度末之減值測試、確認、及撥回標準(見附註3(i)(i)及(ii))。

中期期間就按成本列賬無報價股本證券確認的減值虧損不會於往後期間撥回。假設在中期相關的財政年度結算時才評估減值，此時即使不用確認虧損或確認較少虧損時，亦不會撥回減值虧損。

#### (j) 存貨

存貨以成本及可變現淨值之較低者列賬。成本以先進先出法計算及包括所有採購成本、兌換成本及在運送存貨往其目前之地點及環境所引致之其他成本。

可變現淨值指正常業務過程中估計售價減估計完成成本及估計銷售成本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### (k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see Note 3(i)).

#### (l) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (m) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 3(q)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 3. 主要會計政策(續)

#### (j) 存貨(續)

於出售存貨時，此等存貨之賬面值即於相關收入確認之期間確認為開支。任何存貨撇減至可變現淨值及所有存貨虧損均將於撇減或虧損產生期間確認為開支。由於可變現淨值增加導致存貨撇減之任何撥回之金額乃於產生期間撥回並在存貨確認之開支金額內確認為一項扣減。

#### (k) 貿易及其他應收賬款

貿易及其他應收賬款初步按公允值確認，其後應用有效利率法按攤銷成本減呆壞賬減值虧損後列賬，惟倘應收賬款為向非關連人士作出且無固定還款期之免息貸款或貼現之影響不大情況則作別論。於該等情況下，應收賬款按成本減呆壞賬減值撥備列賬(見附註3(i))。

#### (l) 附息借款

附息借款按公允值減應佔交易成本初始確認。初始確認後，附息借款以攤銷成本列賬，而初始確認金額與贖回價值之任何差異，均以有效利率法於借款期內連同任何應付利息及費用在損益表中確認。

#### (m) 貿易及其他應付賬項

貿易及其他應付賬項初步按公允值確認。除財務擔保負債根據附註3(q)(i)外，貿易及其他應付賬項其後則按攤銷成本列賬，惟在貼現並無重大影響之情況下，則會按成本列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a components of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

#### (o) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

##### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

### 3. 主要會計政策(續)

#### (n) 現金及現金等值物

現金及現金等值物包括存於銀行及手頭之現金、銀行及其它財務機構之即期存款，及短期而高流動性之投資，即於購入時三個月內到期而在沒有涉及重大價值轉變之風險下可以隨時轉換為已預知金額現金之投資。按要求償還之銀行透支為本集團之現金管理不可或缺的一部份，亦包括於綜合現金流量表中現金及現金等值物之組合部份。

#### (o) 僱員福利

##### (i) 短期員工福利及界定供款退休計劃之供款

薪金、年終花紅、有薪年假、對定額供款退休計劃之供款及非金錢福利費用於僱員提供相關服務的年度計提。倘遞延付款或結算，且影響重大，則按現值將該等款項入賬。

##### (ii) 以股份為基礎之付款

授予僱員之購股權公允值於股本中之購股權儲備相應增加而確認為僱員成本。公允值於授出日使用二項式點陣法模式計算，並考慮授出購股權時之條款及條件。如僱員於無條件獲授購股權前須先符合歸屬條件，則計入購股權歸屬之可能性後，估計之購股權公允值總額按歸屬期計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Employee benefits (Continued)

##### (ii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option 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).

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

#### (p) Income tax

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss because of 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.

### 3. 主要會計政策(續)

#### (o) 僱員福利(續)

##### (ii) 以股份為基礎之付款(續)

於歸屬期內，將檢討預期歸屬之購股權數目。對過往年度確認的累計公允值所導致之任何調整將於檢討年度列支／計入損益內，相應之調整會於購股權儲備反映，惟初始僱員開支合資格於資產中確認除外。在歸屬日，確認為支出之數額將作出調整，以反映歸屬的實際購股權數目（相應之調整將於購股權儲備反映），惟只有因本公司之股份市價致使歸屬情況未能達到而引致作廢除外。權益金額於購股權儲備內確認，直至購股權被行使（在此情況下將轉至股份溢價內）或購股權屆滿（在此情況下將直接撥回保留溢利內）。

##### (iii) 終止福利

終止福利須於本集團不得再撤銷提供該等福利，及本集團確認涉及支付終止福利之重組之成本時（以較早者為準）確認。

#### (p) 所得稅

所得稅開支指當期應付稅項及遞延所得稅項總和。

當期應付稅項乃按本年度應課稅溢利計算。因為在其他年度的應課稅或可扣稅的收入或支出項目以及永不課稅或扣減的項目，應課稅溢利與綜合損益表所呈報之「稅前溢利」不同。本集團之本期所得稅負債乃採用報告期末時已頒佈或實質頒佈之稅率計算。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Income tax (Continued)

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 the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, 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 is 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. For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment properties are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for business combination.

### 3. 主要會計政策(續)

#### (p) 所得稅(續)

遞延稅項為就綜合財務報表資產及負債賬面值及計算應課稅溢利相應稅基暫時性差額而須確認之稅項。遞延稅項負債通常會就所有應課稅暫時性差額確認。一般確認為遞延所得稅資產可抵扣暫時性差異乃按可能出現可利用暫時性差額扣稅之應課稅溢利時確認。於並不影響應課稅溢利或會計溢利之交易中，倘暫時性差額由初步確認資產及負債(業務合併除外)產生，則不會確認該等資產及負債。

遞延稅項負債就有關投資於附屬公司所產生之可課稅暫時性差異而確認，惟倘本集團作為母公司可以控制暫時性差異之撥回，並暫時性差異在可預見未來不可能會撥回則除外。遞延稅項資產就該等投資及權益所產生之可抵扣暫時性差異而引起，只按可能將有足夠的應稅利潤可抵銷暫時性差異之利益的範圍內，並該等經營在可預見未來可扭轉而確認。

遞延稅項資產之賬面值於每個報告期末作檢討，並於不再可能有足夠之應課稅溢利可供扣減全部或部分資產時作調減。

遞延稅項資產及負債乃按於報告期末已頒佈或已實質頒佈，預期於負債清償或資產變現期間適用之稅率(及稅法)計量。遞延稅項負債及資產計量反映按該集團預計之方式，於報告期末可取回或解決其資產和負債的賬面金額所引致不確定之稅項。對於以公允價值計量之投資物業，為計量其遞延稅項負債或遞延稅項資產之目的，該等物業的賬面值被假定為透過出售可完全收回，除非該假定被推翻。當該投資物業為應折舊資產，而且以隨著時間實質地消耗該投資物業所包含之全部經濟利益，而不是通過出售之商業模式持有，則該假設可被推翻。當期及遞延稅項於損益中確認，惟當其於其他全面收益或直接於權益中確認之相關項目除外，在此情況下，當期及遞延稅項亦分別於其他全面收益或直接於股本中確認。其中來自初次會計處理的企業合併的當期稅項或遞延稅項，有關稅務影響包括在業務合併會計處理內。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of the debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with Note 3(q)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

##### (ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

### 3. 主要會計政策(續)

#### (q) 發出財務擔保、撥備和或然負債

##### (i) 所發出的財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具之條款於到期時付款而蒙受之虧損,而向持有人支付特定款項之合約。

當本集團發出財務擔保,該擔保之公允值最初確認為應付貿易及其他賬項內之遞延收入。已發出財務擔保的公允價值於發出時乃參照類似服務於公平磋商交易的過程中所收取的費用(如可獲得該等資料)而釐定,或參照息差作出估計,方法為以貸款人在獲提供擔保之情況下實際收取之利率與在不獲提供擔保之情況下貸款人將會收取之估計利率作比較(如該等資料能可靠地估計)。倘在發行該擔保時收取或可收取代價,該代價則根據適用於該類資產之本集團政策而予確認。倘並無有已收取或應予收取之代價,則於最初確認任何遞延收入時,即時於損益內確認開支。

最初確認為遞延收入之擔保款額按擔保年期於損益內攤銷為發出財務擔保收入。此外,倘(i)擔保持有人有可能根據擔保向集團追索;及(ii)向集團申索款額預期超過現時列於應付貿易及其他賬款內之擔保金額(即最初確認的金額減累計攤銷),則按附註3(q)(ii)確認有關撥備。

##### (ii) 其他撥備和或然負債

倘本集團或本公司須就已發生事件承擔法律或推定責任,因而預期會導致含有經濟效益之資源外流,於可作出可靠估計時,本集團或本公司便會就該時間或數額不定之其他負債計提準備。倘貨幣時間值重大,則按預計所需支出之現值計提撥備。

倘含有經濟效益之資源外流之可能性較低,或無法對有關數額作出可靠估計,便則將該責任披露為或有負債,但資源外流可能性極低者則除外。倘本集團之責任須視乎某宗或多宗未來事件是否發生才能確定是否存在,亦會披露為或有負債,但資源外流可能性極低者則除外。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (iii) Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

#### (r) Revenue recognition

Revenue is measured at fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follow:

Sales of goods are recognised when goods are delivered and the customer has accepted the goods and related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deducting of any trade discounts.

Revenue from provision of services is recognised when services are provided.

Interest income as it accrues using the effective interest method.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

Dividend income from unlisted investments is recognised when the shareholders' rights to receive payment have been established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

### 3. 主要會計政策(續)

#### (q) 發出財務擔保、撥備和或然負債(續)

##### (iii) 有償合約

根據有償合約產生的現時責任確認和計量為撥備。有償合約被視為存在當本集團擁有一份合約，根據合約符合責任之不可避免成本超過該合約預計將收到的經濟效益。

#### (r) 收入確認

收入按已收及應收代價之公允值計量。只要是經濟利益將有可能流入本集團，而收入和成本(如適用下列)能夠可靠地計量，收入將於損益內確認：

貨品之銷售收益在貨品付運予客戶，當客戶已接納該貨品及有關風險和擁有權時確認。收入不包括增值稅或其他銷售稅及扣除任何貿易折扣後。

提供服務之收入乃於提供服務時確認。

利息收入由於其累積採用實際利率法。

經營租賃之應收租金收入是根據租期所涵蓋的期間以等額於損益內確認，但如有其他基準對於來自使用該租賃資產所得利益之模式，能更具有代表性則例外。租賃優惠在損益內確認為一個應收租賃總額不可分割的一部分。或然租金於其賺取之會計期間內，確認為收入。

來自非上市投資之股息收入於股東收取付款的權利確定時予以確認。上市投資之股息收入在投資之股價除息時確認。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

## 3. 主要會計政策(續)

### (s) 外幣換算

年內之外幣交易均按交易日之適用匯率換算。於報告期末，以外幣為單位之貨幣資產及負債均按報告期末之適用匯率換算。匯兌盈虧均於損益內確認。

按歷史成本計值之外幣非貨幣資產及負債乃以交易日適用之匯率換算。按公允值計值之外幣非貨幣資產及負債乃以公允值獲計量日之適用匯率換算。

海外業務之業績按於交易日與外幣匯率相若之匯率換算為港元。財務狀況報表項目則按報告期末之外幣匯率換算為港元。所產生之匯兌差異於其他全面收益確認，並獨立累計於匯兌儲備之權益中。

於出售海外業務，有關該業務的匯兌差額之累計金額於權益中重新分類至損益，當出售之損益已獲確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (u) Related parties

- (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 the Group's parent;
- (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;

### 3. 主要會計政策(續)

#### (t) 借貸成本

凡直接與購置、興建或生產某項須經頗長時間籌備以作預定用途或出售資產有關之借貸成本，均資本化為該資產之部份成本。其他借款成本均於產生期間扣除。

借貸成本資本化作為合資格資產成本一部分，始於當該資產產生開支，借貸成本正在產生，及準備該資產擬定用途或銷售之活動正在進行。當準備該資產擬定用途或銷售之活動受到干擾或完成，借貸成本資本化會暫停或停止。

#### (u) 關連人士

- (a) 一名人士或為該人士之直系家屬，與本集團有關，而該人士：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本公司母公司之主要管理層成員；
- (b) 倘符合下列任何條件，一個實體與本集團有關：
- (i) 該實體與本集團屬同一集團之成員公司(即意指每一母公司，附屬公司及同系聯屬公司均互相關連)；
  - (ii) 一間實體為另一實體之聯營公司或合營企業(或集團成員公司之聯營公司或合營企業，其中其他實體為成員公司)；
  - (iii) 兩個實體均為相同第三方的合營企業；
  - (iv) 一間實體為第三方實體之合營企業，而另一實體則為該第三方實體之聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(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 a part, provides key management personnel services to the Group or to the Group's parent.

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.

#### (v) 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 board of directors of the Company, 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 in respect of the nature of products and services, the nature of production processes, the type or 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.

### 3. 主要會計政策(續)

#### (u) 關連人士(續)

(b) 倘符合下列任何條件，一個實體與本集團有關：(續)

(vi) 受上述(a)所識別之人士控制或共同控制之實體；

(vii) 於(a)(i)所識別之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員。

(viii) 一間實體，或本集團任何成員公司其為一個組織，提供予本集團或本集團之母公司主要管理人員服務。

某人士之直系家屬為該等直系家屬人士，預期可以影響或受到影響，該人與該實體之交易。

#### (v) 分部報告

經營分部及財務報表所呈報之各分部項目金額，乃根據就分配資源予本集團各項業務及地區分部及評估其表現而定期提供予本公司董事會(即集團最高級管理人員)之財務資料而確定。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合算。個別非重大的經營分部，如果符合上述大部分標準，則可進行合算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 4. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements.

- Amendments to HKAS 19 Employee benefits: Defined benefit plans: Employee contributions
- Annual improvements to HKFRSs 2010 – 2012 cycle
- Annual improvements to HKFRSs 2011 – 2013 cycle

#### **Amendments to HKAS 19, Employee benefits: Defined benefit plans: Employee contributions**

The amendments introduce a relief to reduce the complexity of accounting for certain contributions from employees or third parties under defined benefit plans. When the contributions are eligible for the practical expedient provided by the amendments, a company is allowed to recognise the contributions as a reduction of the service cost in the period in which the related service is rendered, instead of including them in calculating the defined benefit obligation. The amendments do not have an impact on these financial statements as the Group only operated the defined contribution plans for its employees.

#### **Annual Improvements to HKFRSs 2010-2012 Cycle and 2011-2013 Cycle**

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, Related party disclosures has been amended to expand the definition of a "related party" to include a management entity that provides key management personnel services to the reporting entity, and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group's related party disclosures as the Group does not obtain key management personnel services from management entities.

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 years and/or on the disclosures set out in these consolidated financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 4. 會計政策和披露之變動

香港會計師公會頒佈多項香港財務報告新準則及香港財務報告準則之修訂，其於本集團及本公司的現行會計期間首次生效。其中，下列變動與本集團的財務報表有關。

- 香港會計準則第19號(修訂本)退休福利計劃：僱員供款
- 二零一零年至二零一二年週期香港財務報告準則之年度改進
- 二零一一年至二零一三年週期香港財務報告準則之年度改進

#### **香港會計準則第19號之修訂，僱員福利：界定福利計劃：僱員供款**

該修訂引入了一項豁免，旨在簡化對僱員或第三方按界定福利計劃繳納之若干供款之會計處理。當供款滿足該修訂時，公司可以將供款確認為在相關服務提供期間對服務成本之扣減，而不再包含於界定福利責任之計算中。由於本集團僅為其僱員採用界定供款計劃，因此該修訂不會對財務報表產生影響。

#### **香港財務報告準則二零一零年至二零一二年週期及二零一一至二零一三年週期之年度改進**

此兩個週期的年度改進包含對九項準則的修訂及對其他準則的相應後續修訂。當中香港會計準則第24號「關連披露」已修訂，新修訂將「關連」的定義擴大至向報告實體提供關鍵管理人員服務的管理實體，並須披露管理實體所提供關鍵管理人員服務涉及的金額。由於本集團概無從管理實體獲得關鍵管理人員服務，因此該修訂不會對本集團的關聯方披露產生影響。

於本年度應用香港財務報告準則之修訂對本集團於目前及以往年度之財務表現及狀況及／或此等綜合財務報表所載之披露並無重大影響。

本集團概無應用任何尚未於本會計期間生效的新訂準則或詮釋。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 5. REVENUE

The principal activities of the Group are trading of watches (retail and wholesale) and property leasing.

Revenue represents (i) the gross proceeds received and receivable derived from the sale of watches, less the value added tax, other sales taxes and trade discounts and (ii) rental income from property leasing.

## 5. 營業收入

本集團之主要業務為鐘錶貿易（零售及批發）以及物業租賃。

營業收入即(i)鐘錶銷售之已收及應收之總款項，扣減增值稅，其他銷售稅及貿易折扣，以及(ii)物業租賃租金收入。

|  |             | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Sales of watches                         | 鐘錶銷售        | 827,100                          | 713,854                          |
| Rental income from investment properties | 來自投資物業之租金收入 | 7,294                            | 4,726                            |
|  |             | <b>834,394</b>                   | <b>718,580</b>                   |

## 6. OTHER REVENUE

## 6. 其他收益

|  |                            | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------------------|----------------------------------|----------------------------------|
| Bank interest income   | 銀行利息收入                     | 50                               | 57                               |
| Total interest income on financial assets not at fair value through profit or loss | 非透過損益按公允值處理的金融資產所產生的利息收入總額 | 50                               | 57                               |
| Gross rental income from sub-letting of a shop                                     | 分租一間店舖租金收入總額               | -                                | 623                              |
| Promotion income   | 推廣收入                       | 7,386                            | 8,854                            |
| Advertising income   | 廣告收入                       | 5,962                            | 2,310                            |
| Customer services income and others  | 顧客服務收入及其他                  | 9,922                            | 13,118                           |
|  |                            | <b>23,320</b>                    | <b>24,962</b>                    |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 7. OTHER NET GAINS

### 7. 其他收益淨額

|  |                               | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-------------------------------|----------------------------------|----------------------------------|
|  | Notes<br>附註                   |                                  |                                  |
| Net realised and unrealised gain on trading securities                             | 證券買賣實現及未實現之收益淨額               | 6,261                            | 4,563                            |
| Gain on disposals of property, plant and equipment                                 | 出售物業、機器及設備收益                  | -                                | 10                               |
| Store closure costs  | 店舖結業成本 (i)                    | (252)                            | (8,363)                          |
| Impairment loss on trade receivables   | 貿易應收賬款減值虧損                    | (18)                             | (2,552)                          |
| Reversal of impairment loss/(impairment loss) on other receivables and prepayments | 其他應收賬款及預付款項減值虧損撥回/(減值虧損) (ii) | 1,709                            | (13,413)                         |
| Write-back of long outstanding payables and accruals                               | 長期未償還應付賬款及應計費用撥回              | -                                | 2,962                            |
| Reversal of other tax payable  | 其他應付稅項撥回 (iii)                | -                                | 34,467                           |
| Others   | 其他                            | 3,834                            | 620                              |
|  |                               | <b>11,534</b>                    | <b>18,294</b>                    |

#### Notes:

#### (i) Store closure costs

The store closure costs for the year ended 31st March 2016 comprised a loss on write off of rental deposits of HK\$252,000 for early termination of operating leases.

The store closure costs for the year ended 31st March 2015 comprised compensations paid to landlords of HK\$2,888,000, other expenses for store closure of HK\$256,000, losses on write off of leasehold improvements and equipment of HK\$173,000 and write off of rental deposits of HK\$5,046,000 for early termination of operating leases.

#### (ii) Reversal of impairment loss/(impairment loss) on other receivables and prepayments.

Reversal of impairment loss on other receivables and prepayments for the year ended 31st March 2016 mainly represented the amounts recovered from the other receivables.

The impairment loss on other receivables and prepayments for the year ended 31st March 2015 mainly represented the payments for purchases made to a supplier became irrecoverable and the carrying amount of the rental prepayment exceeds its recoverable amount.

#### 附註：

#### (i) 店舖結業成本

於截至二零一六年三月三十一日止年度店舖結業成本包括因提前終止經營租賃撤銷租金按金252,000港元。

於截至二零一五年三月三十一日止年度店舖結業成本包括賠償予業主2,888,000港元，店舖結業其他開支256,000港元，租賃物業裝修及設備撇銷173,000港元以及提前終止經營租賃撤銷租金按金合共5,046,000港元。

#### (ii) 其他應收款項及預付款項減值虧損撥回/(減值虧損)。

於截至二零一六年三月三十一日止年度其他應收款項及預付款項減值虧損撥回指其他應收款項收回之金額。

於截至二零一五年三月三十一日止年度其他應收賬款及預付款項減值虧損主要指給予採購供應商的付款變成無法收回，以及租賃預付款項的賬面價值超逾其可收回金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 7. OTHER NET GAINS (Continued)

Notes: (Continued)

(iii) Reversal of other tax payable

In 2015, the directors of the Company are of the view that the value-added tax payable of approximately RMB27,549,000 (approximately HK\$34,467,000) provided in the previous years is no longer payable and the said sum is written back in the consolidated statement of profit or loss during the year ended 31st March 2015. In considering the outstanding value-added tax payable to be no longer payable, the directors of the Company have taken into account the facts and circumstances, among others, that the approval from the Shanghai Huangpu State Tax Bureau for the tax deregistration of the relevant subsidiary and the expiry of the relevant subsidiary's business registration with the Shanghai Administration for Industry and Commerce.

### 8. SEGMENT REPORTING

The Group manages its business by divisions. In a manner consistent with the way in which information is reported internally to the board of directors of the Company, being the chief operating decision maker ("CODM") for the purposes of resource allocations and performance assessments. The Group has presented two reportable segments: (i) sale of watches (retail and wholesale) and (ii) properties leasing. No operating segments have been aggregated to form these two reportable segments.

For the purposes of assessing segment performance and allocating resources between segments, the CODM monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note to the financial statements. Segment profit/(loss) represents the profit earned by/(loss) from each segment without allocation of central administration costs and corporate costs which cannot be meaningfully allocated to individual segment. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation and amortization of assets attributable to those segments.

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated statement of profit or loss.

All assets are allocated to reportable segments other than available-for-sale investments and other corporate assets.

All liabilities are allocated to reportable segments other than current income tax payable, deferred tax liabilities and borrowings not attributable to individual segments and other corporate liabilities.

### 7. 其他收益淨額(續)

附註：(續)

(iii) 其他應付稅項撥回

於二零一五年，本公司董事認為，於過往年度撥備之應付約27,549,000元人民幣(約34,467,000港元)增值稅已無須繳付，及上述金額已於截至二零一五年三月三十一日止年度期間之綜合損益賬內撥回。在考慮尚未償付之增值稅已無須再繳付，本公司董事考慮到實際情況和事實(除其他外)，來自上海黃浦國家稅務局對相關附屬公司的稅務登記註銷之批准，以及上海工商行政管理局對相關附屬公司的商業登記屆滿期限之批准。

### 8. 分部報告

本集團按部門劃分管理其業務。資料以內部呈報方式一致之方式向本公司董事會(為主要營運決策者)報告，目的為資源分配及表現評估。本集團呈報以下二個可報告分部：(i)鐘錶銷售(零售及分銷)及(ii)租賃物業。並無將任何經營分部合計以構成此等兩個可報告分部。

為評估分部表現及分部間資源分配，主要營運決策者按以下基礎監控各可報告分部之業績、資產及負債：

可報告分部之會計政策與本集團詳述於財務報表附註之會計政策相同。分部溢利/(虧損)指各分部所賺取溢利/(虧損)，並未分配中央行政成本及企業成本，其不能夠有意義地分配至獨立分部。此乃就分配資源至各分部及評估其表現向主要營運決策者報告之計量。

收益及開支乃經參考該等分部產生之營業收入及開支(該等分部應佔之折舊或攤銷資產所產生之開支除外)分配予報告分部。

向主要營運決策者報告的外部收入的計量基準與綜合損益表所採用者一致。

所有資產均分配至可供出售投資及其他企業資產以外之可報告分部。

所有負債均分配至可報告分部，除即期應納所得稅、遞延稅項負債及借貸，不能歸屬於獨立分部及其他企業負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. SEGMENT REPORTING (Continued)

The following is an analysis of the Group's revenue, results, assets and liabilities by operating segment.

### 8. 分部報告(續)

以下為回顧年內本集團經營分部之營業收益、業績、資產及負債之分析：

|   |                   | 2016<br>二零一六年                              |   |  |  |                                |
|---|-------------------|--|---|--|--|--------------------------------|
|   |                   | Sale of watches<br>鐘錶銷售<br>HK\$'000<br>千港元 | Properties leasing<br>租賃物業<br>HK\$'000<br>千港元 | Segmental total<br>分部總計<br>HK\$'000<br>千港元 | Unallocated<br>未經分類<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
| External revenue (Note)   | 對外收益(附註)          | 827,100                                    | 7,294   | 834,394                                    | -                                      | 834,394                        |
| Operating profit/(loss)   | 經營溢利/(虧損)         | (40,202)                                   | 5,178   | (35,024)                                   | (7,596)                                | (42,620)                       |
| Valuation gains on investment properties                            | 投資物業之估值收益         | -  | 262   | 262  | -                                      | 262                            |
| Interest income   | 利息收入              | 50   | -   | 50   | -                                      | 50                             |
| Other net gains   | 其他收益淨額            | 5,273                                      | -   | 5,273                                      | 6,261                                  | 11,534                         |
| Finance costs   | 財務成本              | (4,851)                                    | -   | (4,851)                                    | -                                      | (4,851)                        |
| Segment results   | 分部業績              | (39,730)                                   | 5,440   | (34,290)                                   | (1,335)                                | (35,625)                       |
| Income tax  | 所得稅               |  |   |  |  | (53)                           |
| Loss for the year   | 本年度虧損             |  |   |  |  | (35,678)                       |
| Loss on write off of rental deposits                                | 租金按金撇銷虧損          | (252)                                      | -   | (252)                                      | -                                      | (252)                          |
| Write-down of inventories   | 撇減存貨              | (8,996)                                    | -   | (8,996)                                    | -                                      | (8,996)                        |
| Impairment loss of trade receivables                                | 貿易應收賬款減值虧損        | (18)                                       | -   | (18)                                       | -                                      | (18)                           |
| Reversal of impairment loss of other receivables and prepayments    | 其他應收賬款及預付款項減值虧損撥回 | 1,709                                      | -   | 1,709                                      | -                                      | 1,709                          |
| Net realised and unrealised gain on trading securities              | 證券買賣實現及未實現之收益淨額   | -  | -   | -  | 6,261                                  | 6,261                          |
| Depreciation and amortisation                                       | 折舊及攤銷             | (6,711)                                    | (311)   | (7,022)                                    | -                                      | (7,022)                        |
| Segment assets  | 分部資產              | 433,489                                    | 256,439                                       | 689,928                                    | 7,232                                  | 697,160                        |
| Available-for-sale investments                                      | 可供出售之投資           |  |   |  |  | 7,670                          |
| Total assets  | 總資產               |  |   |  |  | 704,830                        |
| Additions to non-current segment assets during the reporting period | 本報告期間非流動分部資產之增加   | 7,878                                      | 16  | 7,894                                      | -                                      | 7,894                          |
| Segment liabilities   | 分部負債              | 270,004                                    | 8,894   | 278,898                                    | 3,383                                  | 282,281                        |
| Current income tax payable  | 即期應納所得稅           |  |   |  |  | 3,465                          |
| Deferred tax liabilities  | 遞延稅項負債            |  |   |  |  | 13,309                         |
| Total liabilities   | 總負債               |  |   |  |  | 299,055                        |

Note: There were no inter-segment sales during the year ended 31st March 2016.

附註：於截至二零一六年三月三十一日止年度期間並無分部間銷售。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 8. SEGMENT REPORTING (Continued)

## 8. 分部報告(續)

|  |                      | 2015<br>二零一五年                                  |   |  |   |                                 |
|--|----------------------|--|---|--|---|---------------------------------|
|  |                      | Sale of<br>watches<br>鐘錶銷售<br>HK\$' 000<br>千港元 | Properties<br>leasing<br>租賃物業<br>HK\$' 000<br>千港元 | Segmental<br>total<br>分部總計<br>HK\$' 000<br>千港元 | Unallocated<br>未經分類<br>HK\$' 000<br>千港元 | Total<br>總計<br>HK\$' 000<br>千港元 |
| External revenue (Note)  | 對外收益(附註)             | 713,854  | 4,726   | 718,580  | -                                       | 718,580                         |
| Operating profit/(loss)  | 經營溢利/(虧損)            | (82,463)                                       | 3,864   | (78,599)                                       | (7,515)                                 | (86,114)                        |
| Valuation gains on investment<br>properties                            | 投資物業之估值收益            | -  | 40,481  | 40,481   | -                                       | 40,481                          |
| Interest income  | 利息收入                 | 56   | -   | 56   | 1                                       | 57                              |
| Other net gains  | 其他收益淨額               | 13,444   | 79  | 13,523   | 4,771                                   | 18,294                          |
| Finance costs  | 財務成本                 | (7,691)  | -   | (7,691)  | -                                       | (7,691)                         |
| Segment results  | 分部業績                 | (76,654)                                       | 44,424  | (32,230)                                       | (2,743)                                 | (34,973)                        |
| Income tax   | 所得稅                  |  |   |  |   | (54)                            |
| Loss for the year  | 本年度虧損                |  |   |  |   | (35,027)                        |
| Loss on write off of property,<br>plant and equipment                  | 物業、機器及設備撇銷虧損         | (173)  | -   | (173)  | -                                       | (173)                           |
| Loss on write off of rental deposits                                   | 租金按金撇銷虧損             | (5,046)  | -   | (5,046)  | -                                       | (5,046)                         |
| Write-down of inventories  | 撇減存貨                 | (21,722)                                       | -   | (21,722)                                       | -                                       | (21,722)                        |
| Write-back of long-outstanding<br>payables and accruals                | 長期未償還應付賬款及<br>應計費用撥回 | 2,684  | 79  | 2,763  | 199                                     | 2,962                           |
| Impairment loss of trade receivables                                   | 貿易應收賬款減值虧損           | (2,552)  | -   | (2,552)  | -                                       | (2,552)                         |
| Impairment loss of other<br>receivables and prepayments                | 其他應收賬款及<br>預付款項減值虧損  | (13,413)                                       | -   | (13,413)                                       | -                                       | (13,413)                        |
| Reversal of other tax payable  | 其他應付稅項撥回             | 34,467   | -   | 34,467   | -                                       | 34,467                          |
| Net realised and unrealised gain<br>on trading securities              | 證券買賣實現及<br>未實現之收益淨額  | -  | -   | -  | 4,563                                   | 4,563                           |
| Depreciation and amortisation  | 折舊及攤銷                | (10,336)                                       | (197)   | (10,533)                                       | -                                       | (10,533)                        |
| Segment assets   | 分部資產                 | 479,304  | 227,754   | 707,058  | 17,204                                  | 724,262                         |
| Available-for-sale investments   | 可供出售之投資              |  |   |  |   | 7,717                           |
| Total assets   | 總資產                  |  |   |  |   | 731,979                         |
| Additions to non-current segment<br>assets during the reporting period | 本報告期間非流動分部<br>資產之增加  | 7,299  | 230   | 7,529  | 33                                      | 7,562                           |
| Segment liabilities  | 分部負債                 | 298,960  | 7,872   | 306,832  | 3,573                                   | 310,405                         |
| Current income tax payable   | 即期應納所得稅              |  |   |  |   | 3,548                           |
| Deferred tax liabilities   | 遞延稅項負債               |  |   |  |   | 6,790                           |
| Total liabilities  | 總負債                  |  |   |  |   | 320,743                         |

Note: There were no inter-segment sales during the year ended 31st March 2015.

附註：於截至二零一五年三月三十一日止年度期間並無分部間銷售。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. SEGMENT REPORTING (Continued)

#### (a) Geographic information

The following is an analysis of geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, prepaid lease payments, investment properties and rental deposits and prepayments. The geographical location of customers is referred to the location at which the services were provided or the goods delivered. The geographical locations of non-current assets are based on the physical location of the assets.

### 8. 分部報告(續)

#### (a) 經營地區資料

以下為(i)本集團來自外部客戶之收益及(ii)本集團之物業、機器及設備、租賃預付款項、投資物業及租賃按金及預付款項之地理位置分析。客戶經營地區參考自提供服務或貨物遞送之地點。經營地區之非流動資產是基於資產之實際地點作考慮。

|   | Revenues from external customers<br>來自外部客戶之收益 |                                  | Non-current assets<br>非流動資產      |                                  |
|---|---|----------------------------------|----------------------------------|----------------------------------|
|   | 2016<br>二零一六年<br>HK\$'000<br>千港元              | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
| The People's Republic of China, excluding Hong Kong | 376,219                                       | 343,113                          | 65,234                           | 59,129                           |
| Hong Kong (place of domicile)                       | 456,700                                       | 374,488                          | 241,597                          | 208,912                          |
| Switzerland   | 1,475   | 979                              | 13,360                           | 13,798                           |
|   | <b>834,394</b>                                | <b>718,580</b>                   | <b>320,191</b>                   | <b>281,839</b>                   |

#### (b) Information about major customers

For the year ended 31st March 2016, revenue of approximately HK\$160,242,000 was derived from a single external customer who contributed more than 10% of total revenue of the Group. This revenue was attributable to the sales of watches segment.

For the year ended 31st March 2015, no revenue derived from transactions with a single customer represented 10% or more of the Group's total revenue.

#### (b) 關於主要客戶資料

於截至二零一六年三月三十一日止年度，約160,242,000港元的收入來自單一外部客戶，其貢獻佔集團總收益10%以上。該等收益來自鐘錶銷售分部的貢獻。

於截至二零一五年三月三十一日止年度，沒有單一客戶從交易所得之收益佔集團的總收益10%或以上。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 9. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

### (a) Finance costs

|  |                                   | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-----------------------------------|----------------------------------|----------------------------------|
| Interest on bank borrowings  | 銀行借款利息                            | 1,754                            | 4,903                            |
| Interest on other borrowings   | 其他借款利息                            | 56                               | -                                |
| Interest on loans from a director  | 董事之貸款利息                           | 3,041                            | 2,788                            |
| <b>Total interest expenses on financial liabilities not at fair value through profit or loss</b> | <b>非透過損益按公允值處理的金融負債所產生的利息支出總額</b> | <b>4,851</b>                     | <b>7,691</b>                     |

### (b) Staff costs

|  |                        | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|------------------------|----------------------------------|----------------------------------|
| Salaries, wages and other benefits (including directors' fee and emoluments) | 薪金、工資及其他福利 (包括董事袍金及酬金) | 45,931                           | 50,907                           |
| Equity settled share-based payment expenses                                  | 按股權結算以股份為基礎之付款開支       | 569                              | (1,206)                          |
| Retirement benefits scheme contribution                                      | 退休福利計劃供款               | 4,455                            | 4,959                            |
|  |                        | <b>50,955</b>                    | <b>54,660</b>                    |

### (c) Other items

|   |  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|--|----------------------------------|----------------------------------|
| Rental receivable from investment properties less direct outgoings of HK\$342,000 (2015: HK\$252,000) | 投資物業應收租金扣除直接支出 342,000港元(二零一五年: 252,000港元) | (6,952)                          | (4,474)                          |
| Net exchange loss   | 滙兌虧損淨額                                     | 496                              | 1,057                            |
| Auditors' remuneration  | 核數師酬金                                      | 1,268                            | 1,566                            |
| Audit services  | 核數服務                                       | 329                              | 371                              |
| Other services  | 其他服務                                       | 6,535                            | 10,027                           |
| Depreciation for property, plant and equipment  | 物業、機器及設備折舊                                 | 487                              | 506                              |
| Amortisation of prepaid lease payments  | 租賃預付款項攤銷                                   | 18                               | 2,552                            |
| Impairment loss on trade receivables  | 貿易應收賬款減值虧損                                 | (1,709)                          | 13,413                           |
| (Reversal of impairment loss)/impairment loss on other receivables and prepayments                    | 其他應收賬款及預付款項 (減值虧損撥回)/減值虧損                  |                                  |                                  |
| Operating lease rentals in respect of rented premises   | 租賃物業之經營租賃租金                                |                                  |                                  |
| - Minimum rentals   | - 最低租金                                     | 126,827                          | 135,619                          |
| - Contingent rentals  | - 或然租金                                     | 2,031                            | 1,813                            |
| <b>Cost of inventories recognised as expenses</b>   | <b>確認為開支之存貨成本</b>                          | <b>128,858</b>                   | <b>137,432</b>                   |
|   |  | <b>668,661</b>                   | <b>570,552</b>                   |

## 9. 除稅前虧損

除稅前虧損已扣除/(計入)以下各項:

### (a) 財務成本

|  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Interest on bank borrowings  | 1,754                            | 4,903                            |
| Interest on other borrowings   | 56                               | -                                |
| Interest on loans from a director  | 3,041                            | 2,788                            |
| <b>Total interest expenses on financial liabilities not at fair value through profit or loss</b> | <b>4,851</b>                     | <b>7,691</b>                     |

### (b) 員工成本

|  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Salaries, wages and other benefits (including directors' fee and emoluments) | 45,931                           | 50,907                           |
| Equity settled share-based payment expenses                                  | 569                              | (1,206)                          |
| Retirement benefits scheme contribution                                      | 4,455                            | 4,959                            |
|  | <b>50,955</b>                    | <b>54,660</b>                    |

### (c) 其他項目

|   | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Rental receivable from investment properties less direct outgoings of HK\$342,000 (2015: HK\$252,000) | (6,952)                          | (4,474)                          |
| Net exchange loss   | 496                              | 1,057                            |
| Auditors' remuneration  | 1,268                            | 1,566                            |
| Audit services  | 329                              | 371                              |
| Other services  | 6,535                            | 10,027                           |
| Depreciation for property, plant and equipment  | 487                              | 506                              |
| Amortisation of prepaid lease payments  | 18                               | 2,552                            |
| Impairment loss on trade receivables  | (1,709)                          | 13,413                           |
| (Reversal of impairment loss)/impairment loss on other receivables and prepayments                    |                                  |                                  |
| Operating lease rentals in respect of rented premises   |                                  |                                  |
| - Minimum rentals   | 126,827                          | 135,619                          |
| - Contingent rentals  | 2,031                            | 1,813                            |
| <b>Cost of inventories recognised as expenses</b>   | <b>128,858</b>                   | <b>137,432</b>                   |
|   | <b>668,661</b>                   | <b>570,552</b>                   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

#### (i) Directors' emoluments

The emoluments of each director for the years ended 31st March 2016 and 2015 are set out below:

### 10. 董事酬金及最高酬金人士

#### (i) 董事酬金

於截至二零一五年及二零一六年三月三十一日止年度每位董事之酬金載列如下：

|  |                      | 2016<br>二零一六年   |                |                               |  |              |                                     |              |
|--|----------------------|-----------------|----------------|-------------------------------|--|--------------|-------------------------------------|--------------|
|  |                      | Directors' fees | Basic salaries | Allowances and other benefits | Employer's contribution to retirement benefit scheme | Sub-total    | Equity-settled share-based payments | Total        |
|  |                      | 董事袍金            | 基本薪金           | 津貼及其他福利                       | 退休福利計劃僱主供款   | 小計           | 按股權結算以股份為基礎之付款                      | 總計           |
|  |                      | HK\$'000        | HK\$'000       | HK\$'000                      | HK\$'000   | HK\$'000     | HK\$'000                            | HK\$'000     |
|  |                      | 千港元             | 千港元            | 千港元                           | 千港元  | 千港元          | 千港元                                 | 千港元          |
| <b>Executive Directors</b>                               | <b>執行董事</b>          |                 |                |                               |  |              |                                     |              |
| Eav Yin  | 楊仁                   | 238             | 4,175          | 1,041                         | -  | 5,454        | 105                                 | 5,559        |
| Eav Guech Rosanna<br>(appointed on 21st August 2015)     | 楊訪梅 (於二零一五年八月二十一日委任) | -               | 515            | 2                             | -  | 517          | -                                   | 517          |
| Eav Ming Keong, Kinson<br>(resigned on 21st August 2015) | 楊明強 (於二零一五年八月二十一日辭任) | 92              | 875            | 447                           | 8  | 1,422        | 30                                  | 1,452        |
| Duong Ming Chi, Henry                                    | 楊明志                  | -               | -              | -                             | -  | -            | -                                   | -            |
|  |                      | <b>330</b>      | <b>5,565</b>   | <b>1,490</b>                  | <b>8</b>   | <b>7,393</b> | <b>135</b>                          | <b>7,528</b> |
| <b>Independent Non-executive Directors</b>               | <b>獨立非執行董事</b>       |                 |                |                               |  |              |                                     |              |
| Lai Si Ming  | 賴思明                  | 238             | -              | -                             | -  | 238          | 13                                  | 251          |
| Wong Wing Yue, Rosaline                                  | 王穎好                  | 238             | -              | -                             | -  | 238          | 13                                  | 251          |
| Lee Tat Cheung, Vincent                                  | 李達祥                  | 238             | -              | -                             | -  | 238          | 13                                  | 251          |
|  |                      | <b>714</b>      | <b>-</b>       | <b>-</b>                      | <b>-</b>   | <b>714</b>   | <b>39</b>                           | <b>753</b>   |
|  |                      | <b>1,044</b>    | <b>5,565</b>   | <b>1,490</b>                  | <b>8</b>   | <b>8,107</b> | <b>174</b>                          | <b>8,281</b> |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

## 10. 董事酬金及最高酬金人士(續)

### (i) Directors' emoluments (Continued)

### (i) 董事酬金(續)

|  |  | 2015<br>二零一五年   |                |                               |  |           |                                     |          |
|--|--|-----------------|----------------|-------------------------------|--|-----------|-------------------------------------|----------|
|  |  | Directors' fees | Basic salaries | Allowances and other benefits | Employer's contribution to retirement benefit scheme | Sub-total | Equity-settled share-based payments | Total    |
|  |  | 董事袍金            | 基本薪金           | 津貼及其他福利                       | 退休福利計劃僱主供款   | 小計        | 按股權結算以股份為基礎之付款                      | 總計       |
|  |  | HK\$'000        | HK\$'000       | HK\$'000                      | HK\$'000   | HK\$'000  | HK\$'000                            | HK\$'000 |
|  |  | 千港元             | 千港元            | 千港元                           | 千港元  | 千港元       | 千港元                                 | 千港元      |
| <b>Executive Directors</b>                           | <b>執行董事</b>                              |                 |                |                               |  |           |                                     |          |
| Eav Yin  | 楊仁                                       | 238             | 4,175          | 1,053                         | -  | 5,466     | 234                                 | 5,700    |
| Eav Ming Keong, Kinson                               | 楊明強                                      | 238             | 2,099          | 647                           | 17   | 3,001     | 176                                 | 3,177    |
| Duong Ming Chi, Henry                                | 楊明志                                      | -               | -              | -                             | -  | -         | -                                   | -        |
| André Francois Meier<br>(resigned on 31st July 2014) | André Francois Meier<br>(於二零一四年七月三十一日辭任) | -               | 495            | -                             | 5  | 500       | (2,493)                             | (1,993)  |
|  |  | 476             | 6,769          | 1,700                         | 22   | 8,967     | (2,083)                             | 6,884    |
| <b>Independent Non-executive Directors</b>           | <b>獨立非執行董事</b>                           |                 |                |                               |  |           |                                     |          |
| Lai Si Ming  | 賴思明                                      | 238             | -              | -                             | -  | 238       | 29                                  | 267      |
| Wong Wing Yue, Rosaline                              | 王穎好                                      | 238             | -              | -                             | -  | 238       | 29                                  | 267      |
| Lee Tat Cheung, Vincent                              | 李達祥                                      | 238             | -              | -                             | -  | 238       | 29                                  | 267      |
|  |  | 714             | -              | -                             | -  | 714       | 87                                  | 801      |
|  |  | 1,190           | 6,769          | 1,700                         | 22   | 9,681     | (1,996)                             | 7,685    |

#### Notes:

#### 附註:

- There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31st March 2016 and 2015.
  - No emolument was paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office for the years ended 31st March 2016 and 2015.
  - As at 31st March 2016, the directors held share options under company's share option scheme. The details of the share options are disclosed under the paragraph "share option scheme" in the report of the directors and Note 30(a).
  - The Company has not appointed Chief Executive, and the role and function of the Chief Executive has been performed by the executive directors.
- 於二零一五年及二零一六年三月三十一日止年度期間，並無董事放棄或同意放棄任何酬金之安排。
  - 於截至二零一五年至二零一六年三月三十一日止之年度，本集團並無支付予董事作為吸引其加入或於加入本集團後，或作為離職補償之酬金。
  - 於二零一六年三月三十一日，董事根據公司購股權計劃持有購股權。購股權詳情於董事會報告之「購股權之計劃」段及附註30(a)中披露。
  - 本公司並無委任行政總裁及行政總裁的角色及職能已由執行董事履行。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

#### (ii) Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2015: two) are directors whose emoluments are disclosed in Note 10(i). The aggregate of the emoluments in respect of the other three (2015: three) individuals is as follows:

|  |                | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Basic salaries, allowances and other emoluments      | 基本薪金、津貼及其他福利   | 3,788                            | 3,921                            |
| Performance related incentive payments               | 表現獎勵款項         | 8                                | 3                                |
| Employer's contribution to retirement benefit scheme | 退休福利計劃僱主供款     | 46                               | 46                               |
| Equity-settled share-based payment expense           | 按股權結算以股份為基礎之付款 | 100                              | 116                              |
|  |                | <b>3,942</b>                     | <b>4,086</b>                     |

The emoluments of the remaining three (2015: three senior management) individuals with the highest emoluments are within the following bands:

|                               |                           | Number of individuals<br>人數 |               |
|-------------------------------|---------------------------|-----------------------------|---------------|
|                               |                           | 2016<br>二零一六年               | 2015<br>二零一五年 |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元 – 1,500,000港元 | 2                           | 2             |
| HK\$1,500,001 – HK\$2,000,000 | 1,500,001港元 – 2,000,000港元 | 1                           | 1             |
|                               |                           | <b>3</b>                    | <b>3</b>      |

### 10. 董事酬金及最高酬金人士(續)

#### (ii) 最高酬金人士

五位最高薪人士中，兩位(二零一五年：二位)董事之酬金於附註10(i)披露。其他三位(二零一五年：三位)人士年內之酬金總額如下：

|  |                | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Basic salaries, allowances and other emoluments      | 基本薪金、津貼及其他福利   | 3,788                            | 3,921                            |
| Performance related incentive payments               | 表現獎勵款項         | 8                                | 3                                |
| Employer's contribution to retirement benefit scheme | 退休福利計劃僱主供款     | 46                               | 46                               |
| Equity-settled share-based payment expense           | 按股權結算以股份為基礎之付款 | 100                              | 116                              |
|  |                | <b>3,942</b>                     | <b>4,086</b>                     |

餘下三位(二零一五年：三位高級管理層)最高酬金人士介乎下列範圍：

|                               |                           | Number of individuals<br>人數 |               |
|-------------------------------|---------------------------|-----------------------------|---------------|
|                               |                           | 2016<br>二零一六年               | 2015<br>二零一五年 |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元 – 1,500,000港元 | 2                           | 2             |
| HK\$1,500,001 – HK\$2,000,000 | 1,500,001港元 – 2,000,000港元 | 1                           | 1             |
|                               |                           | <b>3</b>                    | <b>3</b>      |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 11. 綜合損益表內之所得稅

|                                      |             | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--------------------------------------|-------------|----------------------------------|----------------------------------|
| Current tax                          | 即期稅項        |                                  |                                  |
| PRC Corporate Income Tax             | 中國企業所得稅     |                                  |                                  |
| – Charge for the year                | – 本年度所得稅    | 53                               | 21                               |
| – Tax refund                         | – 所得稅退款     | –                                | (21)                             |
|                                      |             | 53                               | –                                |
| Deferred tax                         | 遞延稅項        |                                  |                                  |
| Origination of temporary differences | 暫時性差異之產生及撥回 | –                                | 54                               |
|                                      |             | 53                               | 54                               |

The subsidiaries in Hong Kong are subject to Hong Kong Profits Tax at the rate of 16.5% (2015: 16.5%). No Hong Kong Profits Tax has been provided for the years ended 31st March 2016 and 2015 as the Group has no estimated assessable profits in Hong Kong.

香港附屬公司的香港利得稅率為16.5% (二零一五年：16.5%)。由於本集團於截至二零一五年及二零一六年三月三十一日止之年度並無香港估計應課稅溢利，故並無就香港利得稅作出撥備。

Taxation for the PRC subsidiaries is provided at the rate of 25% (2015: 25%).

中國附屬公司之稅率為25% (二零一五年：25%) 作出撥備。

The subsidiary in Switzerland is subject to Switzerland Profits Tax at the rate of 17% (2015: 17%). No Switzerland Profits Tax has been provided for the years ended 31st March 2016 and 2015 as the Group has no estimated assessable profits in Switzerland.

於瑞士之附屬公司瑞士利得稅率為17% (二零一五年：17%)。於截至二零一五年及二零一六年三月三十一日止年度，由於本集團並無瑞士之任何估計應課稅溢利，故沒有瑞士利得稅撥備。

Pursuant to the rules and regulations of Bermuda and the British Virgin Islands, the Group is not subject to any income tax in these jurisdictions.

根據百慕達及英屬處女群島條例規定，本集團在這些司法管轄區不受到任何所得稅管制。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

Reconciliation between tax expenses and accounting loss at applicable tax rates:

### 11. 綜合損益表內之所得稅 (續)

稅項開支與會計虧損按適用稅率計算之對賬：

|   |                            | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| Loss before taxation  | 除稅前虧損                      | (35,625)                         | (34,973)                         |
| Notional tax on loss before taxation, calculated at the tax rates applicable to losses in the countries concerned | 按所在國家的有關虧損的適用稅率計算的除稅前虧損之稅項 | (5,350)                          | (6,528)                          |
| Tax effect of non-deductible expenses   | 在稅務上不能扣減之支出之稅務影響           | 4,598                            | 15,488                           |
| Tax effect of non-taxable income  | 在稅務上不需課稅之收入之稅務影響           | (7,547)                          | (22,488)                         |
| Tax effect of tax losses not recognised   | 未被確認之稅項虧損之稅務影響             | 8,192                            | 14,560                           |
| Tax effect of temporary difference not recognised   | 未被確認之暫時差異之稅務影響             | 160                              | (58)                             |
| Tax effect of deductible temporary differences previously not recognised  | 過往未確定的可扣稅暫時差異之稅務影響         | -                                | (742)                            |
| Tax effect of utilisation of unused tax losses  | 使用未曾使用之稅務虧損之稅務影響           | -                                | (157)                            |
| Tax refund  | 所得稅退款                      | -                                | (21)                             |
| Actual tax expenses   | 實際稅項支出                     | 53                               | 54                               |

### 12. DIVIDENDS

The directors do not propose any payment of final dividend for the years ended 31st March 2016 and 2015.

### 12. 股息

董事不建議派發截至二零一五年及二零一六年三月三十一日止年度之任何末期股息。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 13. LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share is based on loss attributable to owners of the Company of HK\$35,678,000 (2015: HK\$30,936,000) and the weighted average number of 1,566,866,000 ordinary shares (2015: 1,462,757,000 ordinary shares) in issue during the year, calculated as follows:

|  |                  | 2016<br>二零一六年<br>'000<br>千股 | 2015<br>二零一五年<br>'000<br>千股 |
|--|------------------|-----------------------------|-----------------------------|
| Issued ordinary shares at 1st April                      | 於四月一日發行之普通股      | 1,566,866                   | 1,366,866                   |
| Effect of issue on shares pursuant to share placement    | 根據股份配售而發行股份的影響   | -                           | 95,891                      |
| Weighted average number of ordinary shares at 31st March | 於三月三十一日普通股加權平均股數 | <b>1,566,866</b>            | <b>1,462,757</b>            |

### (b) Diluted loss per share

Diluted loss per share is equal to the basic loss per share for the years ended 31st March 2016 and 2015.

The share option had no dilutive effect because the average market price of ordinary shares did not exceed the exercise price of the share option for the years ended 31st March 2016 and 2015.

## 13. 每股虧損

### (a) 每股基本虧損

每股基本虧損乃按本公司持有人應佔虧損 35,678,000 港元 (二零一五年: 30,936,000 港元) 以及於年內發行之 1,566,866,000 股普通股加權平均數 (二零一五年: 1,462,757,000 股普通股) 計算如下:

### (b) 每股經攤薄虧損

於截至二零一五年及二零一六年三月三十一日止年度每股經攤薄虧損相等於每股基本虧損。

購股權並無攤薄影響，因為其普通股之平均市場價格不超過截至二零一五年及二零一六年三月三十一日止年度之購股權行使價。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、機器及設備

|                                     |                | Land and<br>buildings | Furniture,<br>fixtures and<br>fittings | Leasehold<br>improve-<br>ments | Machinery<br>and<br>equipment | Motor<br>vehicles | Total    |
|-------------------------------------|----------------|-----------------------|--|--------------------------------|-------------------------------|-------------------|----------|
|                                     |                | 土地及樓宇                 | 傢具、設備<br>及裝置                           | 租賃物業<br>裝修                     | 機器及<br>設備                     | 汽車                | 總額       |
|                                     |                | HK\$'000              | HK\$'000                               | HK\$'000                       | HK\$'000                      | HK\$'000          | HK\$'000 |
|                                     |                | 千港元                   | 千港元                                    | 千港元                            | 千港元                           | 千港元               | 千港元      |
| At 1st April 2014                   | 於二零一四年四月一日     |                       |  |                                |                               |                   |          |
| Cost                                | 成本值            | 10,806                | 3,446                                  | 64,652                         | 27,627                        | 2,885             | 109,416  |
| Accumulated depreciation            | 累計折舊           | (3,042)               | (3,321)                                | (57,716)                       | (23,283)                      | (2,829)           | (90,191) |
| Carrying amount                     | 賬面淨值           | 7,764                 | 125                                    | 6,936                          | 4,344                         | 56                | 19,225   |
| Year ended 31st March 2015          | 二零一五年三月三十一日止年度 |                       |  |                                |                               |                   |          |
| Opening carrying amount             | 期初賬面淨值         | 7,764                 | 125                                    | 6,936                          | 4,344                         | 56                | 19,225   |
| Translation differences             | 換算差額           | (386)                 | -                                      | 11                             | (181)                         | -                 | (556)    |
| Additions                           | 添置             | -                     | 55                                     | 6,134                          | 592                           | -                 | 6,781    |
| Write-off                           | 撇銷             | -                     | (16)                                   | (39)                           | (118)                         | -                 | (173)    |
| Depreciation charge                 | 折舊支出           | (277)                 | (57)                                   | (7,187)                        | (2,450)                       | (56)              | (10,027) |
| Closing carrying amount             | 期末賬面淨值         | 7,101                 | 107                                    | 5,855                          | 2,187                         | -                 | 15,250   |
| At 31st March 2015                  | 於二零一五年三月三十一日   |                       |  |                                |                               |                   |          |
| Cost                                | 成本值            | 10,261                | 3,265                                  | 46,960                         | 23,338                        | 2,578             | 86,402   |
| Accumulated depreciation            | 累計折舊           | (3,160)               | (3,158)                                | (41,105)                       | (21,151)                      | (2,578)           | (71,152) |
| Carrying amount                     | 賬面淨值           | 7,101                 | 107                                    | 5,855                          | 2,187                         | -                 | 15,250   |
| Year ended 31st March 2016          | 二零一六年三月三十一日止年度 |                       |  |                                |                               |                   |          |
| Opening carrying amount             | 期初賬面淨值         | 7,101                 | 107                                    | 5,855                          | 2,187                         | -                 | 15,250   |
| Translation differences             | 換算差額           | (83)                  | -                                      | (115)                          | (22)                          | -                 | (220)    |
| Additions                           | 添置             | -                     | 7                                      | 4,687                          | 328                           | -                 | 5,022    |
| Transfer from investment properties | 轉撥自投資物業        | 12,500                | -                                      | -                              | -                             | -                 | 12,500   |
| Transfer to investment properties   | 轉入投資物業         | (2,910)               | -                                      | -                              | -                             | -                 | (2,910)  |
| Depreciation charge                 | 折舊支出           | (324)                 | (40)                                   | (4,924)                        | (1,247)                       | -                 | (6,535)  |
| Closing carrying amount             | 期末賬面淨值         | 16,284                | 74                                     | 5,503                          | 1,246                         | -                 | 23,107   |
| At 31st March 2016                  | 於二零一六年三月三十一日   |                       |  |                                |                               |                   |          |
| Cost                                | 成本值            | 18,638                | 3,270                                  | 47,414                         | 23,212                        | 2,578             | 95,112   |
| Accumulated depreciation            | 累計折舊           | (2,354)               | (3,196)                                | (41,911)                       | (21,966)                      | (2,578)           | (72,005) |
| Carrying amount                     | 賬面淨值           | 16,284                | 74                                     | 5,503                          | 1,246                         | -                 | 23,107   |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) Property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

|                                  |  |
|----------------------------------|--|
| Freehold land is not depreciated |  |
| Leasehold land                   | 2% or over the remaining terms of the leases, if shorter |
| Buildings                        | 2 – 4% or over the remaining lease period, if shorter    |
| Furniture, fixtures and fittings | 15 – 20%   |
| Leasehold improvements           | 5 – 50% or over the remaining lease period, if shorter   |
| Machinery and equipment          | 20 – 50%   |
| Motor vehicles                   | 20%  |

- (b) At 31st March 2016, land and buildings of HK\$14,435,000 (2015: HK\$642,000) were pledged as securities for bank loans as detailed in Note 24.

## 15. PREPAID LEASE PAYMENTS

|                                   |        |  |  |
|-----------------------------------|--------|--|--|
| At 1st April                      | 於四月一日  |  |  |
| Transfer to investment properties | 轉入投資物業 |  |  |
| Translation difference            | 換算差額   |  |  |
| Amortisation                      | 攤銷     |  |  |

At 31st March 於三月三十一日

|                                     |            |  |  |
|-------------------------------------|------------|--|--|
| Analysis for reporting purposes as: | 出於報告目的之分析： |  |  |
| Current portion                     | 流動部分       |  |  |
| Non-current portion                 | 非流動部分      |  |  |

At 31st March 2016, certain prepaid lease payments of HK\$18,055,000 (2015: HK\$519,000) were pledged as securities for bank loans as detailed in Note 24.

## 14. 物業、機器及設備 (續)

附註：

- (a) 物業、機器及設備以直線法按下列年率計算折舊：

|             |                         |
|-------------|-------------------------|
| 永久業權土地不計提折舊 |                         |
| 租賃土地        | 2%或按租約餘下年期(以較短者為準)      |
| 樓宇          | 2 – 4%或按租約餘下年期(以較短者為準)  |
| 傢具、設備及裝置    | 15 – 20%                |
| 租賃物業裝修      | 5 – 50%或按租約餘下年期(以較短者為準) |
| 機器及設備       | 20 – 50%                |
| 汽車          | 20%                     |

- (b) 於二零一六年三月三十一日，14,435,000港元之土地及樓宇(二零一五年：642,000港元)已作為銀行貸款之抵押，詳情載於附註24。

## 15. 租賃預付款項

|                                     |            | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-------------------------------------|------------|----------------------------------|----------------------------------|
| At 1st April                        | 於四月一日      | 20,371                           | 20,871                           |
| Transfer to investment properties   | 轉入投資物業     | (1,062)                          | –                                |
| Translation difference              | 換算差額       | (767)                            | 6                                |
| Amortisation                        | 攤銷         | (487)                            | (506)                            |
| At 31st March                       | 於三月三十一日    | 18,055                           | 20,371                           |
|                                     |            | HK\$'000<br>千港元                  | HK\$'000<br>千港元                  |
| Analysis for reporting purposes as: | 出於報告目的之分析： |                                  |                                  |
| Current portion                     | 流動部分       | 479                              | 505                              |
| Non-current portion                 | 非流動部分      | 17,576                           | 19,866                           |
|                                     |            | 18,055                           | 20,371                           |

於二零一六年三月三十一日，若干價值18,055,000港元(二零一五年：519,000港元)的租賃預付款項作銀行貸款抵押，詳情載於附註24。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. INVESTMENT PROPERTIES

### 16. 投資物業

|  |                    | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| At valuation   | 估值列值               |                                  |                                  |
| At the beginning of the year   | 於年初                | 225,169                          | 185,529                          |
| Translation difference   | 換算差額               | (1,216)                          | (841)                            |
| Transfer from prepaid lease payments and property, plant and equipment | 轉撥自租賃預付款項及物業、機器及設備 | 43,473                           | -                                |
| Transfer to property, plant and equipment                              | 轉入物業、機器及設備         | (12,500)                         | -                                |
| Fair value gains   | 公允值收益              | 262                              | 40,481                           |
| At the end of the year   | 於年末                | <b>255,188</b>                   | <b>225,169</b>                   |

During the year ended 31st March 2016, the Group transferred certain of its property interests with historical carrying values before transfer of HK\$2,910,000 from property, plant and equipment and HK\$1,062,000 from prepaid lease payments to investment properties. The resulting revaluation surplus of HK\$39,501,000 relating to such property interests as at the date of transfer had been credited to the revaluation reserve. The Group also transferred certain of its property interests with fair value before transfer of HK\$12,500,000 from investment properties to property, plant and equipment.

The fair values of the above properties at the dates of change of the use were valued by DTZ Cushman & Wakefield Limited and DTZ Debenham Tie Leung Limited, independent qualified professional valuers not related to the Group. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions at respective dates.

The Group's property interests held to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

於截至二零一六年三月三十一日止年度期間，本集團在轉移2,910,000港元物業、機器及設備，以及投資物業之1,062,000港元租賃預付款項前，已以歷史賬面值轉移其部份物業權益。在轉移當日由此產生有關該等財產權益約39,501,000港元之重估盈餘，已被記入重估儲備。從物業權益轉移約12,500,000港元至物業、機器及設備前，本集團也轉移了若干其物業之公允值權益。

本集團投資物業的公允值由戴德梁行高緯環球有限公司及戴德梁行有限公司（與本集團並無關連之獨立合資格專業估值師），於更改物業權益用途當日估值。估值乃參照相應的日期相同位置及相同條件下，以相類似的物業市場成交價格為憑而達成。

本集團持有以賺取租金的物業權益乃採用公允值模式計量，並分類及以投資物業入賬。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 16. INVESTMENT PROPERTIES (Continued)

Note:

### (a) Fair value measurement of investment properties

#### (i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

## 16. 投資物業(續)

附註：

### (a) 投資物業的公允價值計量

#### (i) 公允價值層級

下表呈列本集團於每個報告期末按經常基準所計量的投資物業公允價值。該等物業已歸入《香港財務報告準則》第13號—「公允價值計量」所界定的三個公允價值層級。本集團參照以下估值方法所採用的輸入值的可觀察程度和重要性，從而釐定公允價值計量數值所應歸屬的層級：

- 第一級估值：公允價值計量只使用第一級數據，即於計量日根據相同資產或負債於活躍市場之未經調整報價。
- 第二級估值：公允價值計量使用第二級數據，即可觀察數據未能達到第一級，及並未使用重大不可觀察之數據。不可觀察之數據為其市場數據並不適用之數據。
- 第三級估值：公允價值計量使用重大不可觀察之數據。

Fair value measurements as at  
31st March 2016 categorised into  
於二零一六年三月三十一日之  
公允價值計量分類

|   |                  | Fair value<br>at<br>31st March<br>2016<br>於二零一六年<br>三月三十一日<br>之公允價值<br>HK\$'000<br>千港元 | Level 1<br>第1層級<br>HK\$'000<br>千港元 | Level 2<br>第2層級<br>HK\$'000<br>千港元 | Level 3<br>第3層級<br>HK\$'000<br>千港元 |
|---|------------------|--|------------------------------------|------------------------------------|------------------------------------|
| <b>Recurring fair value measurement</b> | <b>經常性公允價值計量</b> |  |                                    |                                    |                                    |
| Investment properties:                  | 投資物業：            |  |                                    |                                    |                                    |
| - Hong Kong                             | - 香港             | 207,800  | -                                  | -                                  | 207,800                            |
| - Mainland China                        | - 中國大陸           | 36,679   | -                                  | -                                  | 36,679                             |
| - Switzerland                           | - 瑞士             | 10,709   | -                                  | -                                  | 10,709                             |
|   |                  | <b>255,188</b>   | <b>-</b>                           | <b>-</b>                           | <b>255,188</b>                     |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. INVESTMENT PROPERTIES (Continued)

#### (a) Fair value measurement of investment properties (Continued)

##### (i) Fair value hierarchy (Continued)

|   |                     | Fair value<br>at<br>31st March<br>2015<br>於二零一五年<br>三月三十一日<br>之公允<br>HK\$'000<br>千港元 | Level 1<br>第1層級<br>HK\$'000<br>千港元 | Level 2<br>第2層級<br>HK\$'000<br>千港元 | Level 3<br>第3層級<br>HK\$'000<br>千港元 |
|---|---------------------|--|------------------------------------|------------------------------------|------------------------------------|
| <b>Recurring fair value measurement</b> | <b>經常性公允<br/>計量</b> |  |                                    |                                    |                                    |
| Investment properties:                  | 投資物業：               |  |                                    |                                    |                                    |
| - Hong Kong                             | - 香港                | 178,900  | -                                  | -                                  | 178,900                            |
| - Mainland China                        | - 中國大陸              | 37,846   | -                                  | -                                  | 37,846                             |
| - Switzerland                           | - 瑞士                | 8,423  | -                                  | -                                  | 8,423                              |
|   |                     | <b>225,169</b>   | <b>-</b>                           | <b>-</b>                           | <b>225,169</b>                     |

During the years ended 31st March 2016 and 2015, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued as at 31st March 2016 and 2015. The valuations of investment properties located in Hong Kong and the PRC as at 31st March 2016 and 2015 were carried out by DTZ Cushman & Wakefield Limited and DTZ Debenham Tie Leung Limited, respectively, the firms of independent professional qualified valuers in Hong Kong and the PRC with recent experience in the location and category of properties being valued. The valuations of investment properties located in Switzerland as at 31st March 2016 and 2015 were carried out by Pierre Berest S.A., a firm of independent professional qualified valuers in Switzerland with recent experience in the location and category of properties being valued. The Group's finance manager and the chief financial officer have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

### 16. 投資物業(續)

#### (a) 投資物業的公允價值計量(續)

##### (i) 公允價值層級(續)

Fair value measurements as at  
31st March 2015 categorised into  
於二零一五年三月三十一日之  
公允價值計量分類

於截至二零一五年及二零一六年三月三十一日止年度，在第一與第二層級之間並無出現任何公允價值轉移，亦無任何公允價值轉入第三層級或自第三層級轉出。本集團的政策是在公允價值層級之間出現轉移的報告期完結時確認有關變動。

本集團的所有投資物業已於二零一五年及二零一六年三月三十一日進行重估。於二零一五年及二零一六年三月三十一日，位於香港及中國投資物業的估值工作分別由香港及中國獨立、專業的合資格估值師戴德梁行高緯環球有限公司及戴德梁行有限公司進行，該測量師行近期在重估物業的所在地點和類別均積累了經驗。於二零一五年及二零一六年三月三十一日，位於瑞士投資物業的估值工作由瑞士一家獨立、專業的合資格估值師Pierre Berest S.A.進行，該測量師行近期在重估物業的所在地點和類別均積累了經驗。本集團之財務管理人及財務總監已與測量師討論在各中期及年度報告日進行估值的假設和結果。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. INVESTMENT PROPERTIES (Continued)

### 16. 投資物業(續)

#### (a) Fair value measurement of investment properties (Continued)

#### (a) 投資物業的公允值計量(續)

##### (ii) Information about Level 3 fair value measurements

##### (ii) 第三層級公允值計量資料

|   | Valuation techniques<br>估值技術             | Key unobservable inputs<br>主要不可觀察之數據  | Range or weighted average<br>範疇或加權平均                         | Relationship of unobservable inputs to fair value<br>公允值不可觀察數據關係                       |
|---|--|---|--|--|
| Investment properties located in the PRC<br>位於中國之投資物業     | Market comparison approach<br>市場比較法      | Premium/(discount) to transaction price (to reflect location age and maintenance)<br>溢價/(折讓)交易價格(以反映地點、樓齡及保養) | (15)%–4%<br>(2015: (14)%–12%)<br>(二零一五年: (14)%–12%)          | The higher the adjusted transaction price, the higher the fair value<br>調整價格愈高, 公允值愈高  |
| Investment properties located in Hong Kong<br>位於香港之投資物業   | Market comparison approach<br>市場比較法      | Premium/(discount) to transaction price (to reflect location age and maintenance)<br>溢價/(折讓)交易價格(以反映地點、樓齡及保養) | (27)%–10%<br>(2015: (7)%–25%)<br>(二零一五年: (7)%–25%)           | The higher the adjusted transaction price, the higher the fair value<br>調整價格愈高, 公允值愈高  |
| Investment properties located in Switzerland<br>位於瑞士之投資物業 | Income capitalization approach<br>收入資本化法 | Capitization rate (derived from monthly market rent)<br>資本化比率(由每月市場租金衍生)                                      | 6.25%<br>(2015: 5.79%)<br>(二零一五年: 5.79%)                     | The higher the capitalization rate, the lower the fair value<br>資本化比率愈高, 公允值愈低         |
|   |  | Market monthly rent rate<br>市場每月租金率   | 10<br>(2015: SFr10)<br>每平方米<br>10<br>瑞士法郎<br>(二零一五年: 10瑞士法郎) | The higher the monthly market rent rate, the higher the fair value<br>每月市場租金率愈高, 公允值愈高 |

The fair value of investment properties located in Hong Kong and the PRC is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square feet or meter basis, adjusted for a premium or discount specific to the quality of the Group's properties compared to the recent sales. Higher premium for higher quality properties will result in a higher fair value measurement.

位於中國及香港之投資物業之公允值乃使用市場比較法釐定, 其經參考可供比較物業按每平方呎或平方米價格基準計算之近期售價, 且已就本集團物業質量之特定溢價或折讓(與近期銷售交易比較所得)作出調整。倘物業質量較佳溢價亦會較高, 將導致計量所得之公允值亦較高。

The fair value of investment properties located in Switzerland is determined using income capitalization approach by reference to the market rentals of all lettable units of the properties and assessed by reference to the rental achieved in the lettable units. The capitalization rate adopted is made by reference to the yield rate observed by the valuer for the similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

位於瑞士的投資物業的公允值採用收入資本化法參照物業所有可出租單位的市場租賃價格, 並評估可出租單位實現的租金後釐定。所採用的資本化比率乃參照經由估值師觀測當地類似物業之收益率, 並根據估值師特定對有關物業因素的知識進行調整。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. INVESTMENT PROPERTIES (Continued)

#### (a) Fair value measurement of investment properties (Continued)

##### (ii) Information about Level 3 fair value measurements (Continued)

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

The changes in fair value of investment properties amounting to HK\$262,000 (2015: gain of HK\$40,481,000) are recognised in the consolidated statements of profit or loss.

Translation difference is recognised in other comprehensive income in "exchange reserve"

(b) The Group's investment properties outside Hong Kong with carrying amount of HK\$5,252,000 (2015: HK\$5,358,000) are registered under the name of other persons in trust for the Group.

(c) At 31st March 2016, certain investment properties of HK\$229,116,000 (2015: HK\$175,900,000) were pledged as securities for bank loans as detailed in Note 24.

### 16. 投資物業(續)

#### (a) 投資物業的公允值計量(續)

##### (ii) 第三層級公允值計量資料(續)

上年度使用的估值方法目前還沒有變更。

投資物業公允值金額262,000港元(二零一五年: 40,481,000港元收益)之變動於綜合損益表內確認。

匯兌差額於其他全面收益的「匯兌儲備」中確認。

(b) 本集團位於香港以外地區賬面金額5,252,000港元(二零一五年: 5,358,000港元)之投資物業乃由出任本集團信託人之其他人士名下登記。

(c) 於二零一六年三月三十一日, 價值229,116,000港元(二零一五年: 175,900,000港元)的若干投資物業用作銀行貸款抵押, 詳情載於附註24。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 17. SUBSIDIARIES

The following is a list of the principal subsidiaries at 31st March 2016:

| Name of subsidiary<br>附屬公司名稱  | Place of incorporation or establishment or registration/ business<br>註冊或成立地點/<br>經營地點 | Paid up issued ordinary share capital/<br>registered capital<br>實繳已發行普通<br>股本/註冊資本 | Proportion of issued share capital/<br>registered capital<br>held by the Company<br>本公司所持已發行股本/<br>註冊資本之百分比 |                  | Principal activities<br>主要業務  |
|---|---|--|---|------------------|---|
|   |   |  | Directly<br>直接  | Indirectly<br>間接 |   |
| AC (Overseas) Limited   | British Virgin Islands<br>英屬處女群島  | HK\$10,000<br>10,000港元   | 100%<br>100%  | –<br>–           | Investment holding<br>投資控股  |
| Juvenia Montres S.A.  | Switzerland<br>瑞士   | SFr.1,875,000<br>1,875,000瑞士法郎   | –   | 100%             | Assembling and marketing of gold and jewellery watches<br>裝配及經銷金錶及寶石錶 |
| 冠亞名表城(上海)貿易有限公司   | The People's Republic of China*<br>中華人民共和國*   | RMB128,403,300   | –   | 100%             | Watch trading<br>鐘錶貿易   |
|   |   | 128,403,300人民幣   | –   | 100%             |   |
| Time City (Hong Kong) Limited<br>冠亞名表城(香港)有限公司                        | Hong Kong<br>香港   | 3,000,000 shares<br>3,000,000股   | –   | 100%             | Watch trading<br>鐘錶貿易   |
|   |   | –  | –   | 100%             |   |
| Juvenia (Hong Kong) Company Limited<br>尊皇(香港)有限公司                     | Hong Kong<br>香港   | 5,000,000 shares<br>5,000,000股   | –   | 100%             | Brand development and watch trading<br>品牌發展及鐘錶貿易                      |
|   |   | –  | –   | 100%             |   |
| Accord Watch & Jewellery (International) Limited<br>艾卓鐘錶珠寶(國際)有限公司    | Hong Kong<br>香港   | 3,500,100 shares<br>3,500,100股   | –   | 100%             | Brand development and watch trading<br>品牌發展及鐘錶貿易                      |
|   |   | –  | –   | 100%             |   |
| Wakmann Watch (International) Company Limited (Note)<br>威克曼國際有限公司(附註) | Hong Kong<br>香港   | 20,000,000 shares<br>20,000,000股   | –   | 100%             | Brand development and watch trading<br>品牌發展及鐘錶貿易                      |
|   |   | –  | –   | 100%             |   |
| 沈陽遼灣拿鐘錶珠寶有限公司   | The People's Republic of China*<br>中華人民共和國*   | RMB1,000,000   | –   | 100%             | Watch trading<br>鐘錶貿易   |
|   |   | 1,000,000人民幣   | –   | 100%             |   |
| Wakmann Watch (Shanghai) Trading Limited<br>威刻(上海)鐘錶貿易有限公司            | The People's Republic of China*<br>中華人民共和國*   | RMB500,000   | –   | 100%             | Watch trading<br>鐘錶貿易   |
|   |   | 500,000人民幣   | –   | 100%             |   |
| Asia Commercial Property Holdings Limited                             | British Virgin Islands/<br>Hong Kong<br>英屬處女群島/香港                                     | US\$1<br>1美元   | 100%  | –                | Property holding and investment<br>物業持有及投資                            |
|   |   | –  | 100%  | –                |   |

\* Registered under the laws of The People's Republic of China as a wholly foreign-owned enterprise.

# Registered under the laws of The People's Republic of China as a domestic enterprise.

**Note:** The Group holds 50% of the issued and paid-up capital of Wakmann Watch (International) Company Limited ("Wakmann") before 31st March 2015. Under the supplementary agreement dated 31st March 2012, the Group controls the composition of the board of directors of Wakmann. Therefore, the Group controls Wakmann and classified it as subsidiary.

On 31st March 2015, the Group acquired additional 50% of the equity interest in Wakmann at a consideration of approximately HK\$2,099,000 and Wakmann became a wholly-owned subsidiary of the Company as at 31st March 2015 and thereafter.

### 17. 附屬公司

以下表列於二零一六年三月三十一日主要附屬公司詳情：

以下表列於二零一六年三月三十一日主要附屬公司詳情：

以下表列於二零一六年三月三十一日主要附屬公司詳情：

以下表列於二零一六年三月三十一日主要附屬公司詳情：

以下表列於二零一六年三月三十一日主要附屬公司詳情：

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以下表列於二零一六年三月三十一日主要附屬公司詳情：

以下表列於二零一六年三月三十一日主要附屬公司詳情：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 18. AVAILABLE-FOR-SALE INVESTMENTS

### 18. 可供出售之投資

|  |                | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Investments in Club debentures, net (Note) | 投資於會所債券，淨額(附註) | 6,720                            | 6,767                            |
| Unlisted equity securities in Hong Kong    | 香港非上市股本證券      | 950                              | 950                              |
|  |                | <b>7,670</b>                     | <b>7,717</b>                     |

*Note:*

The club debentures are measured at fair value. Fair value of the club debentures has been determined by reference to the bid price quoted in the second hand market. The decrease in carrying amount of HK\$47,000 for the year ended 31st March 2016 (2015: increase of HK\$190,000) was due to the decrease in their fair values.

*附註：*

會所債券按公允值計量。此會所債券之公允值乃參照二手市場上之買價而釐定。截至二零一六年三月三十一日止年度，此投資以帳面值減值47,000港元(二零一五年：增值190,000港元)，乃因為其重估之公允值增加。

### 19. INVENTORIES

### 19. 存貨

|                  |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------|-----------|----------------------------------|----------------------------------|
| <b>Watches</b>   | <b>鐘錶</b> |                                  |                                  |
| Raw materials    | 原材料       | 41,402                           | 44,021                           |
| Work in progress | 半製成品      | 494                              | 659                              |
| Finished goods   | 製成品       | 275,794                          | 327,487                          |
|                  |           | <b>317,690</b>                   | <b>372,167</b>                   |

At 31st March 2015, certain inventories of HK\$120,901,000 were pledged as securities for bank loans as detailed in Note 24. No inventories were pledged as at 31st March 2016.

於二零一五年三月三十一日，若干存貨120,901,000港元已抵押作為銀行貸款的擔保，詳情載於附註24，於二零一六年三月三十日並無存貨作為抵押。

The analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

確認為開支之存貨金額並列入綜合損益表的分析如下：

|                                       |          | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---------------------------------------|----------|----------------------------------|----------------------------------|
| Carrying amount of inventories sold   | 出售存貨之賬面值 | 659,665                          | 548,830                          |
| Write-down of inventories             | 存貨撇減     | 11,898                           | 24,370                           |
| Reversal of write-down of inventories | 存貨撇減撥回   | (2,902)                          | (2,648)                          |
|                                       |          | <b>668,661</b>                   | <b>570,552</b>                   |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 20. TRADE AND OTHER RECEIVABLES

## 20. 貿易及其他應收賬款

|                              |         | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------------------|---------|----------------------------------|----------------------------------|
| Trade receivables            | 貿易應收賬款  |                                  |                                  |
| – Third parties              | – 第三方   | 14,159                           | 14,564                           |
| – Related parties            | – 關連公司  | 2,173                            | 4,213                            |
|                              |         | 16,332                           | 18,777                           |
| Allowance for doubtful debts | 呆賬撥備    | (2,510)                          | (2,552)                          |
|                              |         | 13,822                           | 16,225                           |
| Other receivables            | 其他應收賬款  |                                  |                                  |
| – Third parties              | – 第三方   | 3,410                            | 1,159                            |
| – Related parties            | – 關連公司  | –                                | 3,914                            |
|                              |         | 3,410                            | 5,073                            |
| Loans and receivables        | 貸款及應收賬款 | 17,232                           | 21,298                           |
| Deposits and prepayments     | 按金及預付款項 | 7,547                            | 17,177                           |
|                              |         | 24,779                           | 38,475                           |

The carrying amounts of the Group's trade and other receivables at 31st March 2016 and 2015 approximate their fair values.

於二零一五年及二零一六年三月三十一日本集團之貿易及其他應收賬款之賬面值與公允值相若。

All of the trade and other receivables are expected to be recovered or recognised as expenses within one year.

所有貿易及其他應收款項預期可於一年內收回或確認為費用。

### (a) Aging analysis

The Group allows credit period of up to 180 days to its customers. The aging analysis of the trade receivables of HK\$13,822,000 (2015: HK\$16,225,000) at the end of the reporting period based on invoice date and net of allowance for doubtful debt is as follows:

### (a) 賬齡分析

本集團給予顧客由即期至180日之信貸期。於報告期末，根據發票日期及扣除呆賬撥備之貿易應收賬款13,822,000港元（二零一五年：16,225,000港元）之賬齡分析如下：

|                 |          | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-----------------|----------|----------------------------------|----------------------------------|
| Up to 90 days   | 即期至90日   | 11,178                           | 11,678                           |
| 91 to 180 days  | 91至180日  | 504                              | 415                              |
| 181 to 365 days | 181至365日 | 1,310                            | 1,515                            |
| Over 365 days   | 365日以上   | 830                              | 2,617                            |
|                 |          | 13,822                           | 16,225                           |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 20. TRADE AND OTHER RECEIVABLES (Continued)

#### (b) Impairment of trade receivables

Impairment losses in respect of the trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against the trade receivables directly.

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components is as follows:

|                              |         | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------------------|---------|----------------------------------|----------------------------------|
| At the beginning of the year | 於年初     | 2,552                            | -                                |
| Translation differences      | 換算差額    | (60)                             | -                                |
| Impairment loss recognised   | 確認之減值損失 | 18                               | 2,552                            |
| At the end of the year       | 於年末     | <b>2,510</b>                     | <b>2,552</b>                     |

Included in the above provision for impairment of trade receivables as at 31st March 2016 is a provision for individually impaired trade receivables of HK\$2,510,000 with a carrying amount before provision of HK\$2,569,000. The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered.

As at 31st March 2015, the impairment of trade receivables is a provision for individually impaired trade receivables of HK\$2,552,000 which were fully impaired.

#### (c) Trade receivables that are not impaired

The aging analysis of the trade receivables that are neither individually nor collectively considered to be impaired, based on due date, are as follows:

|                               |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-------------------------------|-----------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 並無逾期或減值   | 9,647                            | 11,636                           |
| Less than 90 days past due    | 逾期少於90日   | 1,959                            | 457                              |
| 91 to 180 days past due       | 逾期91至180日 | 1,251                            | 1,515                            |
| Over 180 days past due        | 逾期180日以上  | 965                              | 2,617                            |
|                               |           | <b>4,175</b>                     | <b>4,589</b>                     |
|                               |           | <b>13,822</b>                    | <b>16,225</b>                    |

### 20. 貿易及其他應收賬款(續)

#### (b) 貿易應收賬款減值

有關貿易應收賬款的減值虧損乃使用撥備賬記錄，除非本集團信納收回有關金額之可能性極低則作別論，在此情況下，減值虧損會直接撤銷貿易應收賬款。

年內呆賬之撥備賬變動(包括個別及共同虧損部份)如下所示：

|                              | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------------------|----------------------------------|----------------------------------|
| At the beginning of the year | 2,552                            | -                                |
| Translation differences      | (60)                             | -                                |
| Impairment loss recognised   | 18                               | 2,552                            |
| At the end of the year       | <b>2,510</b>                     | <b>2,552</b>                     |

於二零一六年三月三十一日包括在上述為應收賬款減值之撥備乃個別應收賬款2,510,000港元的減值撥備(其撥備前之賬面價值為2,569,000港元)。該個別減值的應收賬款涉及到客戶財政困難及只有一部分賬款可望被收回。

於二零一五年三月三十一日，應收賬款減值乃個別應收賬款2,552,000港元減值的撥備，經已全數減值。

#### (c) 無減值之貿易應收賬款

根據到期日，就無個別或集體被視作減值之貿易應收賬款賬齡分析如下：

|                               | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-------------------------------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 9,647                            | 11,636                           |
| Less than 90 days past due    | 1,959                            | 457                              |
| 91 to 180 days past due       | 1,251                            | 1,515                            |
| Over 180 days past due        | 965                              | 2,617                            |
|                               | <b>4,175</b>                     | <b>4,589</b>                     |
|                               | <b>13,822</b>                    | <b>16,225</b>                    |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 20. TRADE AND OTHER RECEIVABLES (Continued)

### (c) Trade receivables that are not impaired (Continued)

Trade receivables are generally due within 90 days from the date of billings. Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

## 20. 貿易及其他應收賬款(續)

### (c) 無減值之貿易應收賬款(續)

一般的貿易應收賬款是由賬單日起90日內到期。概無逾期或減值之貿易應收賬款包括在眾多並無近期欠款記錄之客戶內。

逾期但無減值之應收賬款與多名獨立客戶有關，該等客戶在本集團之信貸記錄良好。根據過往經驗，管理層認為，該等結餘毋須作出減值撥備，乃由於信貸質素並無重大變動，且結餘仍被視作可全數收回。本集團並無就此等結餘持有任何抵押品。

## 21. TRADING SECURITIES

## 21. 證券買賣

|  |          | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------|----------------------------------|----------------------------------|
| Listed equity securities at fair value | 上市證券之公允值 | 689                              | 8,239                            |

The fair value of listed equity securities is based on their closing bid price at the end of the reporting period.

上市證券之公允值以本報告期末其收市之買入價為基礎。

## 22. CASH AND CASH EQUIVALENTS

## 22. 現金及現金等值物

|  |                             | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|-----------------------------|----------------------------------|----------------------------------|
| Cash at bank and on hand   | 銀行存款及手頭現金                   | 33,332                           | 23,037                           |
| Less: pledged bank deposits<br>(Note 24)   | 扣減：已抵押銀行存款<br>(附註24)        | -                                | (1,483)                          |
| Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows | 於綜合財務狀況表及綜合現金流量表列示的現金及現金等值物 | 33,332                           | 21,554                           |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 22. CASH AND CASH EQUIVALENTS (Continued)

The Group's cash and cash equivalents include cash at bank and in hand of HK\$21,802,000 (equivalent to RMB18,183,000) held in the PRC as at 31st March 2016 (2015: HK\$8,856,000 (equivalent to RMB7,075,000)). The conversion of RMB denominated balance into foreign currencies and the remittance of such foreign-currency denominated bank balances and cash out of the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

During the year, cash at banks carry interest at market rates which range from 0.001% to 0.35% (2015: 0.001% to 0.35%) per annum. The bank balances are deposited with creditworthy banks with no recent history of default.

### 23. TRADE AND OTHER PAYABLES

|  |              |                |         |
|--|--------------|----------------|---------|
| Trade payables                                   | 貿易應付賬款       |                |         |
| – Third parties                                  | – 第三方        | 29,787         | 36,171  |
| – Related parties                                | – 關連公司       | 75             | 2,589   |
|  |              | <b>29,862</b>  | 38,760  |
| Other payables and accrued charges               | 其他應付賬款及應計費用  | 50,134         | 41,435  |
| Accrued interest to a director                   | 付予一名董事之累計利息  | 1,211          | 5,220   |
| Financial liabilities measured at amortised cost | 以攤銷成本計算之金融負債 |                |         |
| Rental received in advance                       | 預收租金         | 81,207         | 85,415  |
| Deposits received                                | 已收按金         | 96             | 75      |
| Other tax payable                                | 其他應付稅項       | 4,117          | 4,031   |
|  |              | <b>68,927</b>  | 82,490  |
|  |              | <b>154,347</b> | 172,011 |

The carrying amounts of the Group's trade and other payables at 31st March 2016 and 2015 approximate their fair values.

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The carrying amounts of the trade payables of the Group are mainly denominated in Renminbi and Hong Kong dollars.

### 22. 現金及現金等值物 (續)

於二零一六年三月三十一日本集團在中國內地之現金及現金等值物包括銀行及手頭現金為21,802,000港元(相等於18,183,000元人民幣)(二零一五年: 8,856,000港元(相等於7,075,000元人民幣))。人民幣計價結餘轉換至外幣及該等外幣計價的銀行匯款結餘及中國內地之套現, 受到中國政府頒佈的外匯管理條例及有關規則規管。

年內, 於銀行之現金按市場利率計息, 範圍介乎於年息0.001%至0.35%之間(二零一五年: 0.001%至0.35%)。銀行結餘存放於最近並無違約紀錄之信譽昭著的銀行。

### 23. 貿易及其他應付賬款

|  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Trade payables                                   |                                  |                                  |
| – Third parties                                  | 29,787                           | 36,171                           |
| – Related parties                                | 75                               | 2,589                            |
|  | <b>29,862</b>                    | 38,760                           |
| Other payables and accrued charges               | 50,134                           | 41,435                           |
| Accrued interest to a director                   | 1,211                            | 5,220                            |
| Financial liabilities measured at amortised cost |                                  |                                  |
| Rental received in advance                       | 81,207                           | 85,415                           |
| Deposits received                                | 96                               | 75                               |
| Other tax payable                                | 4,117                            | 4,031                            |
|  | <b>68,927</b>                    | 82,490                           |
|  | <b>154,347</b>                   | 172,011                          |

於二零一五年及二零一六年三月三十一日本集團貿易及其他應付賬款之賬面值與其公允值相若。

所有貿易及其他應付賬款預計於一年內結算或確認為收入, 或按要求償還。

本集團應付貿易賬款之賬面值主要以人民幣及港元列值。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 23. TRADE AND OTHER PAYABLES (Continued)

The aging analysis of trade payables based on date of receipt of goods as at the end of the reporting period is as follows:

## 23. 貿易及其他應付賬款(續)

於報告期末，根據收到貨品之日期之應付貿易賬款賬齡分析如下：

|                 |          | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-----------------|----------|----------------------------------|----------------------------------|
| Up to 90 days   | 即期至90日   | 25,616                           | 32,508                           |
| 91 to 180 days  | 91至180日  | 6                                | 1,085                            |
| 181 to 365 days | 181至365日 | -                                | 502                              |
| Over 365 days   | 365日以上   | 4,240                            | 4,665                            |
|                 |          | <b>29,862</b>                    | <b>38,760</b>                    |

## 24. BANK LOANS

## 24. 銀行借貸

|             |       | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-------------|-------|----------------------------------|----------------------------------|
| Bank loans  | 銀行借貸  |                                  |                                  |
| - secured   | - 有抵押 | 44,976                           | 37,100                           |
| - unsecured | - 無抵押 | -                                | 24,981                           |
|             |       | <b>44,976</b>                    | <b>62,081</b>                    |

The analysis of the carrying amount of bank loans is as follows:

銀行貸款之賬面金額分析如下：

|   |                               | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Current liabilities   | 流動負債                          |                                  |                                  |
| Portion of bank loans due for repayment within one year which contains a repayment on demand clause | 一年內到期償還部份銀行之貸款<br>其中包括按要求還款條款 | 44,976                           | 62,081                           |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 24. BANK LOANS (Continued)

The Group was unable to comply with certain financial covenants during the year ended 31st March 2015. On 10th June 2015, the Group entered into an amendment agreement with the bank and certain original financial covenants were revised with effect from 1st September 2014. The Group was thereafter able to meet all the revised financial covenants under the amendment agreement. The Group repaid all the corresponding bank borrowings during the year ended 31st March 2016.

During the year ended 31st March 2016, the Group obtained new banking facilities and the Group was able to meet all the financial covenants imposed by the banks as at 31st March 2016.

The bank loans are carried at amortised cost.

The effective interest rates (which are also equal to contractual interest rates) on the Group's bank loans ranged from 2.98% to 4.79% (2015: 5.00% to 6.16%) per annum.

As at 31st March 2016 and 2015, the secured bank loans were secured by (i) pledged of assets as disclosed in note 34, (ii) corporate guarantees given by the Company, (iii) subordination of the payables to the group companies owed by Time City (Hong Kong) Limited and (iv) assignment of rental income from certain investment properties.

### 25. LOANS FROM A DIRECTOR

|                           |      |
|---------------------------|------|
| At beginning of the year  | 於年初  |
| Addition during the year  | 年內增加 |
| Repayment during the year | 年內償還 |

|                    |     |
|--------------------|-----|
| At end of the year | 於年底 |
|--------------------|-----|

The loans are unsecured, bearing interest at the Hong Kong dollar prime rate as quoted by the Hong Kong and Shanghai Banking Corporation Limited ("HSBC") plus 1% per annum and repayable on demand.

### 24. 銀行借貸(續)

於截至二零一五年三月三十一日止年度期間，本集團未能遵守若干財務契約。於二零一五年六月十日，本集團與銀行達成修訂協議，以及修訂若干原財務契約，並於二零一四年九月一日生效。本集團隨後能夠符合修訂協議中所有經修訂的財務契約。於截至二零一六年三月三十一日止年度期間本集團已償還相應的銀行貸款。

截至二零一六年三月三十一日之年度內，本集團獲得新的銀行融資貸款及本集團能夠滿足於二零一六年三月三十一日銀行提出的所有財務契約。

銀行貸款按攤銷成本列賬。

本集團之銀行貸款實際利率(亦等於合約利率)範圍介乎於年息2.98%至4.79%(二零一五年: 5.00%至6.16%)不等。

於二零一五年及二零一六年三月三十一日，有抵押銀行貸款乃由(i)附註34所披露的資產抵押，(ii)由本公司提供之公司擔保，(iii)由冠亞名表城(香港)有限公司欠集團公司之次級應付款項及(iv)由若干投資物業租金收入的分配。

### 25. 董事之貸款

|                           |      | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---------------------------|------|----------------------------------|----------------------------------|
| At beginning of the year  | 於年初  | 47,000                           | 52,000                           |
| Addition during the year  | 年內增加 | 25,000                           | 13,000                           |
| Repayment during the year | 年內償還 | (15,000)                         | (18,000)                         |
| At end of the year        | 於年底  | 57,000                           | 47,000                           |

該貸款並無抵押，以香港上海滙豐銀行(「滙豐銀行」)報價之港元最優惠利率加年息1%計息及按要求償還。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 26. PROVISION FOR STORE CLOSURE

## 26. 店舖結業撥備

|                             |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-----------------------------|-----------|----------------------------------|----------------------------------|
| At beginning of the year    | 於年初       | -                                | 7,634                            |
| Store closure expenses paid | 已付店舖結業之開支 | -                                | (7,639)                          |
| Exchange difference         | 滙兌差額      | -                                | 5                                |
| At end of the year          | 於年底       | -                                | -                                |

The provision for store closure was made in connection with the close of various retail stores including the compensation to be paid to landlords and onerous lease contracts.

就有關結束不同的零售店舖包括將支付予業主及有償租賃合約之補償所作出的店舖結業撥備。

## 27. DEFERRED TAX LIABILITIES

## 27. 遞延稅項負債

### (a) Deferred tax liabilities recognised

The components of deferred tax liabilities recognised in the statement of financial position and the movements during the reporting period are as follows:

### (a) 已確認之遞延稅項負債

報告期間於財務狀況表中已確認遞延稅項負債之組成部份及其變動如下：

|                                       |              | Revaluation<br>of properties<br>物業重估<br>HK\$'000<br>千港元 |
|---------------------------------------|--------------|---|
| Deferred tax arising from:            | 遞延稅項產生來自：    |   |
| At 1st April 2014                     | 於二零一四年四月一日   | 6,736   |
| Charged to profit or loss             | 計入損益         | 54  |
| At 31st March 2015                    | 於二零一五年三月三十一日 | 6,790   |
| At 1st April 2015                     | 於二零一五年四月一日   | 6,790   |
| Charged to other comprehensive income | 計入其他全面收入     | 6,519   |
| At 31st March 2016                    | 於二零一六年三月三十一日 | 13,309  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 27. DEFERRED TAX LIABILITIES (Continued)

#### (b) Deferred tax assets not recognised

The Group has allowable tax losses arising in Hong Kong of approximately HK\$595,968,000 (2015: HK\$558,030,000) which are mainly arisen prior to the capital restructuring in 1997, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams. The tax losses do not expire under the current tax legislation. Tax losses of approximately HK\$71,167,000 (2015: HK\$70,813,000) attributable to the continuing operations in the PRC are available for offsetting against future profits that may be carried forward for five years for the PRC Corporate Income Tax purpose. Tax losses of approximately HK\$25,323,000 (2015: HK\$25,204,000) attributable to the continuing operations in Switzerland are available for offsetting against future profits that may be carried forward for seven years for Switzerland Profits Tax purposes.

#### (c) Withholdings tax

Pursuant to the PRC Corporate Income Tax Law which took effect from 1st January 2008, a 5% or 10% withholding tax was levied on dividends declared to foreign enterprise investors from the PRC effective from 1st January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign enterprise investors. On 22nd February 2008, Caishui (2008) No. 1 was promulgated by the PRC tax authorities to specify that dividends declared and remitted out of the PRC from the retained earnings as at 31st December 2007 determined based on the relevant PRC tax laws and regulations are exempted from the withholding tax. At 31st March 2016, temporary differences relating to the undistributed profits of subsidiaries amounted to HK\$16,958,000 (2015: HK\$15,371,000). Deferred tax liabilities in respect of these temporary differences have not been recognised, as the Company controls the dividend policy of the subsidiaries of the Group in the PRC and it has been determined that it is probable that the profits earned by the Group's subsidiaries in the PRC for the period from 1st January 2008 to 31st March 2016 will not be distributed in the foreseeable future.

### 28. OTHER LIABILITIES

The amounts represented the non-current portion of accrued rental expenses.

### 27. 遞延稅項負債(續)

#### (b) 未確認之遞延稅項資產

本集團自香港產生之可獲寬免稅務虧損約為595,968,000港元(二零一五年: 558,030,000港元), 主要於一九九七年資本重組前產生, 可用於抵銷虧損產生的公司未來應課稅溢利。由於未來溢利不能作出預測, 故並無就此等虧損確認遞延稅項資產。根據現行稅務法例, 稅項虧損不會逾期。就中國企業所得稅而言, 持續經營業務應佔於中國之稅務虧損約71,167,000港元(二零一五年: 70,813,000港元), 可用作抵銷未來溢利, 並結轉五年。歸屬於瑞士持續經營的稅務虧損約25,323,000港元(二零一五年: 25,204,000港元), 可用於抵銷未來利潤(可結轉七年瑞士利得稅)。

#### (c) 預扣稅

根據自二零零八年一月一日起生效的中國企業所得稅法, 就向外資企業投資者宣派來自中國的股息徵收5%或10%預扣稅, 自二零零八年一月一日起生效。倘中國與外資企業投資者所屬司法權區之間定有稅務優惠安排則可按較低預扣稅率繳稅。於二零零八年二月二十二日, 中國稅務機關頒佈財稅(2008)1號, 規定自二零零七年十二月三十一日的保留溢利宣派及匯出中國境外之股息根據相關中國稅務法律法規的釐定可獲豁免預扣稅。於二零一六年三月三十一日, 有關附屬公司未分派溢利的暫時差異總額為16,958,000港元(二零一五年: 15,371,000港元)。由於本公司控制本集團於中國附屬公司的股息政策, 並已確定有可能由本集團附屬公司於二零零八年一月一日至二零一六年三月三十一日期間在中國賺取的利潤, 在可預見的未來不會分派, 故就該等暫時性差異之遞延稅項負債尚未確認。

### 28. 其他負債

該金額即累計租金開支的非流動部分。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 29. SHARE CAPITAL

## 29. 股本

|   |                    | 2016<br>二零一六年   |                                 | 2015<br>二零一五年   |                                 |
|---|--------------------|---|---------------------------------|---|---------------------------------|
|   |                    | Number of<br>ordinary<br>shares of<br>HK\$0.2 each<br>每股面值<br>0.2港元之<br>普通股數目<br>'000<br>千股 | Amount<br>金額<br>HK\$'000<br>千港元 | Number of<br>ordinary<br>shares of<br>HK\$0.2 each<br>每股面值<br>0.2港元之<br>普通股數目<br>'000<br>千股 | Amount<br>金額<br>HK\$'000<br>千港元 |
| <b>Authorised:</b>  | 法定股本：              |   |                                 |   |                                 |
| At the beginning and at the end<br>of the year            | 於年初及年末             | 2,500,000   | 500,000                         | 2,500,000   | 500,000                         |
| <b>Issued and fully paid:</b>                             | 已發行及繳足：            |   |                                 |   |                                 |
| At the beginning of the<br>year                           | 於年初開始              | 1,566,866   | 313,373                         | 1,366,866   | 273,373                         |
| Issue of new shares pursuant to<br>share placement (Note) | 根據股份配售發行新股<br>(附註) | –   | –                               | 200,000   | 40,000                          |
| At the end of the year                                    | 於年末                | 1,566,866   | 313,373                         | 1,566,866   | 313,373                         |

Note:

Pursuant to the placing agreement dated 24th September 2014, the Company issued 200,000,000 ordinary shares at a price of HK\$0.255 per share for cash consideration on 8th October 2014 towards the capital base of the Company.

附註：

於二零一四年十月八日，本公司根據二零一四年九月二十四日之配售協議，以現金代價每股0.255港元發行200,000,000股普通股以增強本公司資本基礎。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 30. EQUITY COMPENSATION BENEFITS

#### (a) SHARE OPTION SCHEME

On 20th September 2002, the shareholders of the Company approved the adoption of a new share option scheme (the "2002 Share Option Scheme"). The purpose of the 2002 Share Option Scheme is to encourage qualifying grantees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Qualifying grantees of the 2002 Share Option Scheme mean (i) any employee or any business-related consultant, agent, representative or advisor of the Company or any subsidiary or any affiliate; or (ii) any supplier, agent or consultant who provide goods or services to the Company or any subsidiary or any affiliate; or (iii) any customer of the Company or any subsidiary or any affiliate; or (iv) any business ally or joint venture partner of the Company or any affiliate.

(i) The terms and conditions of the grants are as follows:

| Category of eligible persons<br>合資格人士之分類 | No. of share options granted<br>授出的購股權數目 | Date of grant<br>授出日期          | Vesting conditions<br>歸屬條件                             | Period during which share options are exercisable<br>購股權的期限 | Exercise price per share<br>每股行使價 | Contractual life of options<br>購股權之合約期 |
|--|--|--------------------------------|--|---|-----------------------------------|--|
| Directors<br>董事                          | 8,139,075                                | 31st March 2011<br>二零一一年三月三十一日 | 1 year from the date of grant (20%)<br>由授出日期起一年 (20%)  | 30th March 2012 to 30th March 2021<br>二零一二年三月三十日至二零二一年三月三十日 | HK\$1.344<br>1.344港元              | 10 years<br>十年                         |
|  |  |                                | 2 years from the date of grant (20%)<br>由授出日期起兩年 (20%) |   |                                   |  |
|  |  |                                | 3 years from the date of grant (20%)<br>由授出日期起三年 (20%) |   |                                   |  |
|  |  |                                | 4 years from the date of grant (20%)<br>由授出日期起四年 (20%) |   |                                   |  |
|  |  |                                | 5 years from the date of grant (20%)<br>由授出日期起五年 (20%) |   |                                   |  |

### 30. 股權補償福利

#### (a) 購股權計劃

於二零零二年九月二十日，本公司股東批准採納新購股權計劃（「二零零二年購股權計劃」）。二零零二年購股權計劃之目的乃鼓勵合資格承授人致力為本公司及其股東整體之利益提升本公司及其股份之價值。二零零二年購股權計劃的合資格承授人指(i)本公司或任何附屬公司或任何聯屬公司的任何僱員，或任何與業務有關之顧問、代理人、代表或顧問；或(ii)向本公司或任何附屬公司或任何聯屬公司提供貨物或服務之任何供應商、代理商或顧問；或(iii)本公司或任何附屬公司或任何聯屬公司之任何客戶；或(iv)本公司或任何附屬公司或任何聯屬公司之業務盟友或合資企業夥伴。

(i) 授出之條款及條件如下：

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 30. EQUITY COMPENSATION BENEFITS (Continued)

## 30. 股權補償福利(續)

### (a) SHARE OPTION SCHEME (Continued)

### (a) 購股權計劃(續)

(i) The terms and conditions of the grants are as follows:  
(Continued)

(i) 授出之條款及條件如下：(續)

| Category of eligible persons<br>合資格人士之分類 | No. of share options granted<br>授出的購股權數目 | Date of grant<br>授出日期            | Vesting conditions<br>歸屬條件   | Period during which share options are exercisable<br>可行使購股權的期限    | Exercise price per share<br>每股行使價 | Contractual life of options<br>購股權之合約期 |
|--|--|----------------------------------|--|---|-----------------------------------|--|
| Employees<br>員工                          | 34,917,365                               | 31st March 2011<br>二零一一年三月三十一日   | 1 year from the date at grant (20%)<br>由授出日期起一年(20%)<br><br>2 years from the date of grant (20%)<br>由授出日期起兩年(20%)<br>3 years from the date of grant (20%)<br>由授出日期起三年(20%)<br>4 years from the date of grant (20%)<br>由授出日期起四年(20%)<br>5 years from the date of grant (20%)<br>由授出日期起五年(20%) | 30th March 2012 to 30th March 2021<br>二零一二年三月三十日至二零一二年三月三十日       | HK\$1.344<br>1.344港元              | 10 years<br>十年                         |
| Director<br>董事                           | 10,022,061                               | 26th October 2011<br>二零一一年十月二十六日 | 1 year from the date at grant (20%)<br>由授出日期起一年(20%)<br><br>2 years from the date of grant (20%)<br>由授出日期起兩年(20%)<br>3 years from the date of grant (20%)<br>由授出日期起三年(20%)<br>4 years from the date of grant (20%)<br>由授出日期起四年(20%)<br>5 years from the date of grant (20%)<br>由授出日期起五年(20%) | 25th October 2012 to 25th October 2021<br>二零一二年十月二十五日至二零一二年十月二十五日 | HK\$0.897<br>0.897港元              | 10 years<br>十年                         |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 30. EQUITY COMPENSATION BENEFITS (Continued)

#### (a) SHARE OPTION SCHEME (Continued)

- (ii) The number and weighted average exercise prices of share options are as follows:

|  |         | 2016<br>二零一六年   |                               | 2015<br>二零一五年   |                               |
|--|---------|---|-------------------------------|---|-------------------------------|
|  |         | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價<br>HK\$<br>港元 | Number of<br>options<br>購股權數量 | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價<br>HK\$<br>港元 | Number of<br>options<br>購股權數量 |
| Outstanding at the beginning of the year | 本年初尚未行使 | 1.344   | 21,410,900                    | 1.212   | 34,072,661                    |
| Forfeited during the year                | 年內失效    | 1.344   | (1,055,880)                   | 0.990   | (12,661,761)                  |
| Outstanding at the end of the year       | 本年底尚未行使 | 1.344   | 20,355,020                    | 1.344   | 21,410,900                    |
| Exercisable at the end of the year       | 本年底可行使  | 1.344   | 20,355,020                    | 1.344   | 17,128,720                    |

The options outstanding at 31st March 2016 had exercise prices of HK\$1.344 (2015: HK\$1.344) and a weighted average remaining contractual lives of 5 years (2015: 6 years).

於二零一六年三月三十一日，尚未行使購股權之行使價1.344港元(二零一五年：1.344港元)及加權平均剩餘合約年期5年(二零一五年：6年)。

#### (b) Share Award Plan 2010

On 13th September 2010, the shareholders of the Company approved the adoption of a share award plan (the "Share Award Plan 2010").

The Share Award Plan 2010 is a ten-year discretionary share award and ownership plan. It is primarily for encouraging or facilitating the holding of shares by those selected employees of the Group who, as determined by the Board, are eligible to participate in the plan and to whom new shares are or will be awarded. The Directors will make use of the plan to award new shares to those selected employees of the Group on suitable terms as incentives and rewards for their contribution to the Group.

No award was granted, exercised, cancelled or lapsed during the years ended 31st March 2016 and 2015 and as at 31st March 2016 and 2015, there was no outstanding award granted under the Share Award Plan 2010.

### 30. 股權補償福利(續)

#### (a) 購股權計劃(續)

- (ii) 購股權之數量及加權平均行使價如下：

|  |         | 2016<br>二零一六年   |                               | 2015<br>二零一五年   |                               |
|--|---------|---|-------------------------------|---|-------------------------------|
|  |         | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價<br>HK\$<br>港元 | Number of<br>options<br>購股權數量 | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價<br>HK\$<br>港元 | Number of<br>options<br>購股權數量 |
| Outstanding at the beginning of the year | 本年初尚未行使 | 1.344   | 21,410,900                    | 1.212   | 34,072,661                    |
| Forfeited during the year                | 年內失效    | 1.344   | (1,055,880)                   | 0.990   | (12,661,761)                  |
| Outstanding at the end of the year       | 本年底尚未行使 | 1.344   | 20,355,020                    | 1.344   | 21,410,900                    |
| Exercisable at the end of the year       | 本年底可行使  | 1.344   | 20,355,020                    | 1.344   | 17,128,720                    |

於二零一六年三月三十一日，尚未行使購股權之行使價1.344港元(二零一五年：1.344港元)及加權平均剩餘合約年期5年(二零一五年：6年)。

#### (b) 股份獎勵計劃(二零一零年)

於二零一零年九月十三日，本公司之股東已通過採用股份獎勵計劃(「股份獎勵計劃(二零一零年)」)。

「股份獎勵計劃(二零一零年)」乃為期十年之酌情股份獎勵及持有計劃，主要為鼓勵或有利於經董事局決定之有資格參與該計劃及會或將會獲得新股份獎勵之本集團獲選僱員持有股份。董事將按適用條款使用該計劃獎勵新股份予該等獲選之本集團僱員作為該等員工對本集團之貢獻之鼓勵或獎勵。

於二零一五年及二零一六年三月三十一日止年度期間並無已授出、已行使、已註銷或已失效之獎勵及於二零一五年及二零一六年三月三十一日，並無授予「股份獎勵計劃(二零一零年)」下未行使之獎勵。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 31. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

## 31. 本公司財務狀況表及儲備變動

### (a) Statement of financial position of the Company

### (a) 本公司財務狀況表

|   |                      | Notes<br>附註 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|----------------------|-------------|----------------------------------|----------------------------------|
| <b>Non-current assets</b>                                 | <b>非流動資產</b>         |             |                                  |                                  |
| Interests in subsidiaries                                 | 於附屬公司之權益             |             | 268,394                          | 302,719                          |
| <b>Current assets</b>                                     | <b>流動資產</b>          |             |                                  |                                  |
| Other receivables   | 其他應收賬款               |             | 149                              | 149                              |
| Cash and cash equivalents                                 | 現金及現金等值物             |             | 5,409                            | 8,063                            |
|   |                      |             | 5,558                            | 8,212                            |
| <b>Current liabilities</b>                                | <b>流動負債</b>          |             |                                  |                                  |
| Amounts due to subsidiaries                               | 應付附屬公司款項             |             | 13,371                           | 13,379                           |
| Other payables  | 其他應付賬款               |             | 2,964                            | 3,155                            |
|   |                      |             | 16,335                           | 16,534                           |
| <b>Net current liabilities</b>                            | <b>流動(負債)/資產淨額</b>   |             | <b>(10,777)</b>                  | <b>(8,322)</b>                   |
| <b>Total assets less current liabilities</b>              | <b>總資產減流動負債</b>      |             | <b>257,617</b>                   | <b>294,397</b>                   |
| <b>Net assets</b>   | <b>資產淨額</b>          |             | <b>257,617</b>                   | <b>294,397</b>                   |
| <b>Capital and reserves</b>                               | <b>資本及儲備</b>         |             |                                  |                                  |
| Share capital   | 股本                   | 29          | 313,373                          | 313,373                          |
| Reserves  | 儲備                   | 31(b)       | (55,756)                         | (18,976)                         |
| <b>Total equity attributable to owners of the Company</b> | <b>歸屬於本公司持有人之總權益</b> |             | <b>257,617</b>                   | <b>294,397</b>                   |

Approved and authorised for issue by the Board of Directors on 30th June 2016 and signed on its behalf by:

於二零一六年六月三十日獲董事會通過及授權刊發，並由下列董事代表簽署：

**Eav Yin**

楊仁

Director

董事

**Eav Guech Rosanna**

楊訪梅

Director

董事

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 31. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

#### (b) Movement of reserves of the Company

The change in the reserves of the Company during the years ended 31st March 2016 and 2015 are as follows:

|   |                    | Share premium | Share option reserve | Contributed surplus | Accumulated losses | Total    |
|---|--------------------|---------------|----------------------|---------------------|--------------------|----------|
|   |                    | 股份溢價          | 購股權儲備                | 繳入盈餘                | 累計虧損               | 總計       |
|   |                    | HK\$'000      | HK\$'000             | HK\$'000            | HK\$'000           | HK\$'000 |
|   |                    | 千港元           | 千港元                  | 千港元                 | 千港元                | 千港元      |
| At 1st April 2014   | 於二零一四年四月一日         | 133,610       | 21,577               | 17,524              | (196,244)          | (23,533) |
| Loss for the year   | 本年度虧損              | -             | -                    | -                   | (3,937)            | (3,937)  |
| Other comprehensive income                                      | 其他全面收益             | -             | -                    | -                   | -                  | -        |
| Total comprehensive loss for the year                           | 本年全面虧損總額           | -             | -                    | -                   | (3,937)            | (3,937)  |
| Transaction with owners   | 與持有人之交易            |               |                      |                     |                    |          |
| Shares issued pursuant to subscription and placement            | 根據認購和配售發行股份        | 11,000        | -                    | -                   | -                  | 11,000   |
| Share issue expenses  | 發行股份費用             | (1,300)       | -                    | -                   | -                  | (1,300)  |
| Recognition of equity settled share-based payment expenses      | 確認按權益結算以股份為基礎支付的開支 | -             | (1,206)              | -                   | -                  | (1,206)  |
| Transfer to accumulated losses upon forfeiture of share options | 於購股權失效時轉入累計虧損      | -             | (3,585)              | -                   | 3,585              | -        |
| At 31st March 2015  | 於二零一五年三月三十一日       | 143,310       | 16,786               | 17,524              | (196,596)          | (18,976) |
| At 1st April 2015   | 於二零一五年四月一日         | 143,310       | 16,786               | 17,524              | (196,596)          | (18,976) |
| Loss for the year   | 本年度虧損              | -             | -                    | -                   | (37,349)           | (37,349) |
| Other comprehensive income                                      | 其他全面收益             | -             | -                    | -                   | -                  | -        |
| Total comprehensive loss for the year                           | 本年全面虧損總額           | -             | -                    | -                   | (37,349)           | (37,349) |
| Transaction with owners   | 與持有人之交易            |               |                      |                     |                    |          |
| Recognition of equity settled share-based payment expenses      | 確認按權益結算以股份為基礎支付的開支 | -             | 569                  | -                   | -                  | 569      |
| Transfer to accumulated losses upon forfeiture of share options | 於購股權失效時轉入累計虧損      | -             | (667)                | -                   | 667                | -        |
| At 31st March 2016  | 於二零一六年三月三十一日       | 143,310       | 16,688               | 17,524              | (233,278)          | (55,756) |

### 31. 本公司財務狀況表及儲備變動 (續)

#### (b) 本公司儲備變動

於截至二零一五年及二零一六年三月三十一日止之年度期間本公司儲備變動如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 31. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

#### Notes:

(a) Share premium

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended) (the "Companies Act").

(b) Revaluation reserve

The revaluation reserve has been set up and is dealt with the revaluation on properties reclassified to investment properties in accordance with the accounting policies adopted for land and buildings in Note 3(g).

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 3(s).

(d) Capital reserve

The capital reserve was set up upon debt restructuring which will be used for the purpose of repurchase of issued and fully paid ordinary share capital.

(e) Contributed surplus

The contributed surplus of the Group represents the amount transferred from the capital account due to the capital reduction effective on 28th March 2007. The balance of contributed surplus account may be utilised in the future in accordance with the Bye-Laws and the Companies Act, including distribution to the shareholders subject to compliance with the relevant statutory requirements on making distributions in the Companies Act.

(f) Share option reserve

The share option reserve relates to share options granted to employees under the Company's employee share option plan. Further information about share option is set out in Note 30.

(g) Fair value reserve

The fair value reserve represents accumulated gains and losses arising on the revaluation of available-for-sale investments that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those investments are disposed of or are determined to be impaired.

(h) Distributability of reserves

In accordance with Section 40 of the Companies Act, the share premium account of the Company is distributable to the shareholders of the Company in the form of fully paid bonus shares.

At 31st March 2016, the aggregate amount of reserves available for distribution to owners of the Company was HK\$Nil (2015: HK\$Nil) subject to the restriction on the share premium account as stated above. The directors do not recommend payment of a final dividend for the years ended 31st March 2016 and 2015.

### 31. 本公司財務狀況表及儲備變動 (續)

#### 附註：

(a) 股份溢價

股份溢價賬須根據一九八一年百慕達公司法第40條(經修訂)(「公司法」)應用。

(b) 重估儲備

重估儲備是為重新分類至投資物業的物業重新估值所產生，並根據附註3(g)所載有關土地及樓宇的會計政策處理。

(c) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生的所有匯兌差額。該儲備根據附註3(s)所載的會計政策處理。

(d) 股本儲備

股本儲備於債務重組後設立，將用於購回已發行及繳足普通股本。

(e) 繳入盈餘

本集團之繳入盈餘代表因削減股本於二零零七年三月二十八日生效而轉撥自股本賬之金額。繳入盈餘賬之結餘可於日後根據公司細則及公司法動用，包括向股東作出分派，惟於任何情況下須遵守公司法有關分派的法定規定。

(f) 購股權儲備

購股權儲備為有關根據本公司之員工購股權計劃授予員工之購股權。有關購股權之進一步資料載於附註30。

(g) 公允值儲備

公允值儲備即來自重估可供出售投資之累計收益及虧損，其已在其他全面收益表確認，當該等投資經已出售或決定減值，淨額重新分類至損益。

(h) 可供分配儲備

根據百慕達公司法第40條，本公司之股份溢價賬可以繳足紅利股份形式分配予本公司股東。

於二零一六年三月三十一日，受上文所列之股份溢價賬所限，可供分配予本公司持有之人之儲備總額為零港元(二零一五年：零港元)。於截至二零一五年及二零一六年三月三十一日止年度，董事不建議派發末期股息。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 32. FINANCIAL RISK MANAGEMENT

#### (a) Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and interest rate risk). The Group is also exposed to equity price risk arising from its equity investments in other entities. These risks are limited by the Group's financial management policies and practices described below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### (i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and the Group's credit risk primarily arises from cash at banks and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Cash at banks and bank deposits are placed with licensed financial institutions with high credit ratings. The Group monitors the exposure to each single financial institution.

For trade and other receivables, credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of trade and other receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group has no significant concentrations of credit risk with exposure spread over a number of counterparties and customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. Normally, the Group does not obtain collateral from customers.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 20.

The Group does not provide any guarantees which would expose the Group to credit risk.

##### (ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 32. 財務風險管理

#### (a) 財務風險因素

本集團之業務面對不同之財務風險包括信貸風險、流動資金風險及市場風險(包括外匯風險及利率風險)。本集團亦承受來自其他實體股票投資及其股票價格變動之股票價格風險。該等風險受下文所述之本集團財務管理政策及慣例所規限。管理層監察及管理該等風險以確保適時及有效地實施適當之措施。

##### (i) 信貸風險

信貸風險乃本集團的客戶或金融工具之交易對手未能履行其合約責任，而承受財務虧損之風險，而本集團之信貸風險主要涉及銀行現金及貿易及其他應收賬款。管理層已採用適當之信貸政策，且持續監察該等信貸風險。

銀行現金及銀行存款存放於國際信貸評級機構賦予高信貸評級之持牌金融機構。本集團會監察各單一財務機構之風險。

就貿易及其他應收賬款而言，信貸檢查乃正常營運過程之一部份，且有適當之嚴格檢查程序處理逾期債項。此外，本集團於每個報告期末評估貿易及其他應收賬款之可收回金額，以確保就無法收回之款項作出足夠減值虧損撥備。

貴集團於報告期末審閱各個個別債務的可收回金額，以確保就不可收回的金額作出足夠的減值虧損。

本集團並無任何重大之集中信貸風險，而風險分散於大量之對手及客戶。最高之信貸風險為財務狀況表中各項金融資產之賬面值扣除任何減值撥備。通常情況下，本集團並無從客戶取得抵押品。

有關本集團由貿易應收賬款及其他應收賬款所產生之信貸風險進一步之量化披露載於附註20。

本集團不提供任何擔保其將令本集團面對信貸風險。

##### (ii) 流動資金風險

流動資金風險為本集團將無法履行到期之財務責任之風險。本集團之政策為定期監察其現時及預期流動資金需求及遵守放貸契約之情況，以確保其維持足夠現金儲備及獲主要金融機構承諾提供足夠之資金，以應付其短期及較長期之流動資金需求。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 32. FINANCIAL RISK MANAGEMENT (Continued)

### (a) Financial risk factors (Continued)

#### (ii) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for loans which contain a repayment on demand clause which can be exercised at the creditor's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, i.e. if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

## 32. 財務風險管理 (續)

### (a) 財務風險因素 (續)

#### (ii) 流動資金風險 (續)

下表為本集團詳述金融負債於報告期末之餘下合約到期日(包括在報告期末以合約利率計算之利息如浮動,於報告期末之利率計算未折現現金流量)及本集團可能需要支付之最早日期計算:

尤其是,就包含可按債權人全權酌情行使之按要求償還條款之定期貸款而言,分析顯示基於實體可被要求付款(即倘放債人援引彼等之無條件權利即時償還貸款)之最早期間之現金流出。其他銀行借貸之到期日分析乃根據預定還款日期編製。

|                          |           | 2016<br>二零一六年                             |   |  |   |
|--------------------------|-----------|---|---|--|---|
|                          |           | Carrying amount<br>賬面值<br>HK\$'000<br>千港元 | Total contractual undiscounted cash flows<br>合約未折現現金流量總額<br>HK\$'000<br>千港元 | More than 1 year but less than 2 years<br>多於一年但少於兩年<br>HK\$'000<br>千港元 | Within 1 year or on demand<br>於一年內或按要求<br>HK\$'000<br>千港元 |
| Trade and other payables | 貿易及其他應付賬款 | 81,207                                    | 81,207  | -  | 81,207  |
| Bank loans               | 銀行借貸      | 44,976                                    | 44,976  | -  | 44,976  |
| Loans from a director    | 董事之貸款     | 57,000                                    | 57,000  | -  | 57,000  |
|                          |           | <b>183,183</b>                            | <b>183,183</b>  | <b>-</b>   | <b>183,183</b>  |
|                          |           | 2015<br>二零一五年                             |   |  |   |
|                          |           | Carrying amount<br>賬面值<br>HK\$'000<br>千港元 | Total contractual undiscounted cash flows<br>合約未折現現金流量總額<br>HK\$'000<br>千港元 | More than 1 year but less than 2 years<br>多於一年但少於兩年<br>HK\$'000<br>千港元 | Within 1 year or on demand<br>於一年內或按要求<br>HK\$'000<br>千港元 |
| Trade and other payables | 貿易及其他應付賬款 | 85,415                                    | 85,415  | -  | 85,415  |
| Bank loans               | 銀行借貸      | 62,081                                    | 62,081  | -  | 62,081  |
| Loans from a director    | 董事之貸款     | 47,000                                    | 47,000  | -  | 47,000  |
|                          |           | <b>194,496</b>                            | <b>194,496</b>  | <b>-</b>   | <b>194,496</b>  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 32. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Financial risk factors (Continued)

##### (ii) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. Taking into account of the Group's financial position, the directors of the Company do not consider it probable that the lenders will exercise its discretion to demand immediate repayment. The directors of the Company believe that such loans will be repaid in accordance with the scheduled repayment date set out in the loan agreements.

#### Maturity Analysis – Term Loans subject to a repayment on demand clause based on scheduled repayments

|                 |              | Within<br>1 year<br>於一年內<br>HK\$'000<br>千港元 | More than<br>1 year but<br>less than<br>2 years<br>多於一年<br>但少於兩年<br>HK\$'000<br>千港元 | More than<br>2 years but<br>less than<br>5 years<br>多於兩年<br>但少於五年<br>HK\$'000<br>千港元 | Total<br>undiscounted<br>cash<br>outflows<br>合約未折現<br>現金流量總額<br>HK\$'000<br>千港元 | Carrying<br>amount<br>賬面值<br>HK\$'000<br>千港元 |
|-----------------|--------------|---|---|--|---|--|
| 31st March 2016 | 於二零一六年三月三十一日 | 104,762                                     | -   | -  | 104,762   | 101,976                                      |
| 31st March 2015 | 於二零一五年三月三十一日 | 111,924                                     | -   | -  | 111,924   | 109,081                                      |

##### (iii) Foreign currency risk

Currency risk arises on financial instruments that are denominated in a currency other than the functional currency of the entity to which they relate.

The Group's exposure to currency risk is insignificant.

### 32. 財務風險管理 (續)

#### (a) 財務風險因素 (續)

##### (ii) 流動資金風險 (續)

下表概述作出載於貸款協議具有按要求償還條款之定期貸款協定之貸款到期日分析。該金額包括使用合約利率計算之利息付款。考慮到本集團的財務狀況，本公司董事認為貸款人不大可能行使其酌情權要求即時償還。本公司董事相信，該等貸款將根據貸款協議所載之預定還款日期償還。

#### 到期分析 – 根據預定償還須按要還款之定期貸款

##### (iii) 外匯風險

貨幣風險來自金融工具其所相關之實體之功能貨幣以外之貨幣列值。

本集團之貨幣風險微不足道。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 32. FINANCIAL RISK MANAGEMENT (Continued)

### (a) Financial risk factors (Continued)

#### (iv) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank loans (Note 24) and loans from a director (Note 25).

The Group's policy is to manage its interest rate risk to ensure there are no more exposures to significant interest rate movements and rates are relatively fixed. The Group does not account for any fixed rate financial liabilities at fair value through profit or loss, and the Group does not use derivative financial instruments to hedge its debt obligations.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

|                                  |                 | 2016<br>二零一六年   |                 | 2015<br>二零一五年   |                 |
|----------------------------------|-----------------|---|-----------------|---|-----------------|
|                                  |                 | Effective<br>interest rates<br>實際利率<br>%  | HK\$'000<br>千港元 | Effective<br>interest rates<br>實際利率<br>%  | HK\$'000<br>千港元 |
| <b>Variable rate borrowings:</b> | <b>可變動利率借款：</b> |   |                 |   |                 |
| Bank loans                       | 銀行借貸            | 2.98  | 15,000          | 5.00-6.16   | 62,081          |
| Loans from a director            | 董事之貸款           |   | 57,000          |   | 47,000          |
|                                  |                 | <b>Hong Kong dollar<br/>prime rate quoted<br/>by HSBC plus<br/>1% per annum<br/>滙豐銀行港元<br/>最優惠利率<br/>加年利率1%</b> |                 | <b>Hong Kong dollar<br/>prime rate quoted<br/>by HSBC plus<br/>1% per annum<br/>滙豐銀行港元<br/>最優惠利率<br/>加年利率1%</b> |                 |
|                                  |                 |   | <b>72,000</b>   |   | <b>109,081</b>  |
| <b>Fixed rate borrowings:</b>    | <b>固定利率借款：</b>  |   |                 |   |                 |
| Bank loans                       | 銀行借貸            | 4.79  | 29,976          | -   | -               |
| <b>Total borrowings</b>          | <b>總借款</b>      |   | <b>101,976</b>  |   | <b>109,081</b>  |

## 32. 財務風險管理 (續)

### (a) 財務風險因素 (續)

#### (iv) 利率風險

本集團面對有關短期銀行貸款(附註24)利率變動之流動資金風險及由一名董事貸款(附註25)之風險。

本集團之政策是管理其利率風險以確保沒有重大利率變動之風險承擔及利率相對穩定。本集團並無任何固定利率金融負債公允值計入損益，及本集團並無使用衍生金融工具對沖其債務。

#### (i) 利率概況

下表詳述本集團之借貸於本報告期末之借款利率概況：



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 32. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Financial risk factors (Continued)

##### (iv) Interest rate risk (Continued)

##### (ii) Sensitivity analysis

At 31st March 2016, it is estimated that a general increase/decrease of 100 basis points in interest rate, with all other variables held constant, would increase/decrease the Group's loss before taxation for the year and accumulated losses by approximately HK\$720,000. Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

At 31st March 2015, it is estimated that a general increase/decrease of 100 basis points in interest rate with all other variables held constant, would increase/decrease the Group's loss before taxation for the year and accumulated losses by approximately HK\$1,090,000. Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the beginning of the reporting period and had been applied to the exposure to interest rate risk for variable rate interest bearing financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The sensitivity analysis included in the financial statements for the year ended 31st March 2015 has been prepared on the same basis.

### 32. 財務風險管理 (續)

#### (a) 財務風險因素 (續)

##### (iv) 利率風險 (續)

##### (ii) 敏感度分析

於二零一六年三月三十一日，估計貸款利率變動普遍加／減100個基點，而所有其他變數保持之情況下，將導致本集團年內的稅前虧損及累積虧損增加／減少720,000港元。綜合權益之其他成分對增加／減少利率之反應概無影響。

於二零一五年三月三十一日，估計利率變動普遍加／減100個基點，而所有其他可變數保持不變之情況下，將導致本集團年內除稅前虧損及累計虧損增加／減少約1,090,000港元。綜合權益之其他成分對一般增加／減少利率之反應概無影響。

上述敏感度分析之釐定乃假設利率波動已於報告期初發生，並已將該變動運用於當日已經存在以浮動利率計息之金融工具之利率風險。該100個基點之增加或減少乃管理層評估直至下一年度報告期之期間利率合理可能之變動。包括在截至二零一五年三月三十一日止年度財務報表之敏感度分析已按相同基準編製。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 32. FINANCIAL RISK MANAGEMENT (Continued)

### (b) Capital management

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

The Group monitors capital using gearing ratio, which is net debt divided by the total equity. Net debt is calculated as bank loans, and loans from a director less pledged bank deposits and cash and cash equivalents as shown in the consolidated statement of financial position. Total equity comprises all components of equity. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting period were as follows:

|   |                    | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Bank loans (Note 24)                      | 銀行借貸 (附註24)        | 44,976                           | 62,081                           |
| Loans from a director (Note 25)           | 董事之貸款 (附註25)       | 57,000                           | 47,000                           |
|   |                    | <b>101,976</b>                   | 109,081                          |
| Less: Cash and cash equivalents (Note 22) | 扣減：現金及現金等值物 (附註22) | <b>(33,332)</b>                  | (21,554)                         |
| Pledged bank deposits (Note 22)           | 已抵押銀行存款 (附註22)     | -                                | (1,483)                          |
| Net debt                                  | 債務淨額               | <b>68,644</b>                    | 86,044                           |
| Total equity                              | 總權益額               | <b>405,775</b>                   | 411,236                          |
| Gearing ratio                             | 借貸比率               | <b>16.9%</b>                     | 20.9%                            |

### (c) Equity price risk

The Group is exposed to equity price risk arising from trading of listed securities classified as trading securities in the consolidated statement of financial position. The sensitivity analysis has been determined based on the exposure to equity price risk.

At 31st March 2016, if the quoted market prices of the trading securities had been 20% higher or lower while all other variables were held constant, the Group's loss before taxation would decrease or increase by HK\$138,000 (2015: HK\$1,648,000) as a result of changes in fair value of investments.

## 32. 財務風險管理 (續)

### (b) 資本風險管理

本集團管理資本之目標為確保集團內之實體將可以繼續持續經營，透過優化債項及股本餘額盡量提高給予持有人之回報。透過考慮資金成本及與每類股本有關之風險，管理層審閱資本結構。有鑒於此，本集團將以其認為合適及適當之情況，透過支付股息、發行新股及發行新債務或贖回現有債項，以平衡其整體資本結構。

本集團以借貸比率(其為淨負債除以總股本權益)監控資金運用。債務淨額計算為銀行貸款及董事貸款減已抵押銀行存款，和現金及現金等值物如綜合財務狀況表所示。總權益包括所有權益部分。本集團旨在保持在一個合理的資產負債比率水平。於本報告期末借貸比率如下：

### (c) 股票價格風險

本集團須承受來自上市證券買賣所產生之股票價格風險(於綜合財務狀況表中被分類為證券買賣)。敏感性分析乃根據所承擔之股票價格風險而決定。

於二零一六年三月三十一日，倘買賣之證券市場報價上升或下跌20%而其他所有變量維持不變，本集團之除稅前虧損將因投資之公允值變動而減少或增加138,000港元(二零一五年：1,648,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 32. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Fair value measurements recognised in the statement of financial position

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group has a team headed by the finance manager performing valuations for the financial instruments, including available-for-sale investments and trading securities which are categorised into Level 2 and Level 1 of the fair value hierarchy, respectively. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer and the audit committee is held twice a year, to coincide with the reporting dates.

### 32. 財務風險管理 (續)

#### (d) 確認於財務狀況表中之公允值計量

##### 公允值架構

下表呈列本集團金融工具之公允值，該等工具於報告期末按經常性基準計量，並分類為香港財務報告準則第13號，公允值計量所界定之三個層級之公允值架構。將公允值計量分類之層級乃參考以下估值方法所用輸入數據之可觀察性及重要性而釐定：

- 第一級估值：公允值計量只使用第一級數據，即於計量日根據相同資產或負債於活躍市場之未經調整報價。
- 第二級估值：公允值計量使用第二級數據，即可觀察數據未能達到第一級，及並未使用重大不可觀察之數據。不可觀察之數據為其市場數據並不適用之數據。
- 第三級估值：公允值計量使用重大不可觀察之數據。

本集團擁有由財務經理領導之團隊對金融工具進行估值，包括可供出售投資及買賣證券，其公允值層級分別被分為第一級及第二級。該團隊直接向首席財務官和審核委員會報告。每年的中期和年度報告日期，該團隊會編寫有關公允值變動分析的估值報告，並由首席財務官進行審核和批准。首席財務官和審核委員會對估值的過程和結果每年進行兩次討論，與財務報告日期一致。

|                                      | 2016<br>二零一六年  |   |  |                                | 2015<br>二零一五年  |   |  |                                |
|--------------------------------------|--|---|--|--------------------------------|--|---|--|--------------------------------|
|                                      | Quoted prices<br>in active<br>markets<br>(Level 1)<br>於活躍市場<br>之報價<br>(第一級)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>輸入數據<br>(第二級)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大不可觀察<br>輸入數據<br>(第三級)<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 | Quoted prices<br>in active<br>markets<br>(Level 1)<br>於活躍市場<br>之報價<br>(第一級)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>輸入數據<br>(第二級)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大不可觀察<br>輸入數據<br>(第三級)<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
| Recurring fair value<br>measurements | 經常性公允值計量   |   |  |                                |  |   |  |                                |
| Assets                               | 資產   |   |  |                                |  |   |  |                                |
| Available-for-sale<br>investments    | -  | 6,720   | -  | 6,720                          | -  | 6,767   | -  | 6,767                          |
| Trading securities                   | 689  | -   | -  | 689                            | 8,239  | -   | -  | 8,239                          |
| Total                                | 689  | 6,720   | -  | 7,409                          | 8,239  | 6,767   | -  | 15,006                         |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 32. FINANCIAL RISK MANAGEMENT (Continued)

### (d) Fair value measurements recognised in the statement of financial position (Continued)

During the years ended 31st March 2016 and 2015, there were no transfers between in Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The carrying amount of the Group's financial instruments carried at cost or amortised cost such as cash and cash equivalents, trade and other receivables, trade and other payables and bank and other borrowings are not materially different from their fair values as at 31st March 2016 and 2015 because of the immediate or short term maturity of these financial instruments.

### (e) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values financial instruments.

#### i) Trading securities

Fair value is based on closing bid price quoted in an active market at the end of the reporting period without any deduction for transaction costs.

#### ii) Available-for-sale investments

Fair value is determined by reference to the bid price quoted in the second hand market without any deduction for transaction costs.

## 33. MATERIAL RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with its related parties:

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of highest paid individuals as disclosed in Note 10, is as follows:

## 32. 財務風險管理 (續)

### (d) 確認於財務狀況表中之公允值計量 (續)

於截至二零一五年及二零一六年三月三十一日止年度期間，並無第一級及第二級之間的轉移，或轉入或轉出第三級。本集團之政策為於該報告期末發生期間，識別公允值層級之間的轉移。

本集團之金融工具之賬面值乃按成本或攤銷成本入賬，如現金和現金等值物，貿易及其他應收賬款，貿易及其他應付賬款及銀行及其他借貸，其公允值於二零一五年及二零一六年三月三十一日並無重大不同，概因該等金融工具即時或短期內到期。

### (e) 公允值的估計

以下概述用於評估金融工具公允值之主要方法和假設。

#### i) 證券買賣

公允值乃根據活躍市場之收市買入價於報告期末不扣除任何交易成本之市場報價。

#### ii) 可供出售之投資

公允值乃參考在二手市場不扣除任何交易成本的買入價報價而確定。

## 33. 重大有關連人士交易

年內，本集團與其有關連人士有以下之交易：

### (a) 主要管理人員薪酬

本集團主要管理人員薪酬，包括支付予本公司董事及若干最高薪人士(如附註10所披露)之金額如下：

|                              |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------------------|-----------|----------------------------------|----------------------------------|
| Short-term employee benefits | 短期僱員福利    | 12,219                           | 13,709                           |
| Post-employment benefits     | 退休後福利     | 54                               | 70                               |
| Share-based payment expenses | 以股份為基礎之付款 | 275                              | (1,880)                          |
|                              |           | <b>12,548</b>                    | <b>11,899</b>                    |

Total remuneration is included in "staff costs" (see Note 9(b)).

酬金總額已計入「員工成本」(見附註9(b))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 33. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

### 33. 重大有關連人士交易(續)

#### (b) Financing arrangements

#### (b) 財務安排

|                         |          | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|-------------------------|----------|----------------------------------|----------------------------------|
| Loans from a director   | 董事之貸款    | 57,000                           | 47,000                           |
| Accrued interest (Note) | 累計利息(附註) | 1,211                            | 5,220                            |
|                         |          | <b>58,211</b>                    | <b>52,220</b>                    |

Note:

附註：

- i) As at 31st March 2016, Mr. Eav Yin, the two related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin and the Group entered into a netting arrangement, pursuant to which these parties agreed to set off the total balances of HK\$7,049,000 owed by the two related companies with the accrued interest payable to Mr. Eav Yin.
- ii) The amount is included in "trade and other payables" to the consolidated statement of financial position.

- i) 於二零一六年三月三十一日，楊仁先生妻子最終擁有及楊仁先生控制的兩間關連公司，及本集團訂立淨額結算協議，據此，上述各方同意欠楊先生的應支付利息對銷該兩間關連公司拖欠的總餘額7,049,000港元。
- ii) 該款項包括在綜合財務狀況表的「貿易及其他應付賬款」。

Details of the new loans and loans repaid during the year are disclosed in note 25 to the consolidated financial statements.

年內償還貸款及新貸款詳情於綜合財務報表附註25中披露。

#### (c) Other transactions

#### (c) 其他交易

|  |  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|--|----------------------------------|----------------------------------|
| Sales of watch movements to a related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin  | 銷售手錶機芯予楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司                  | 690                              | 1,223                            |
| Provision of subsidised advertising and marketing support to a (2015: two) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin | 提供廣告資助及市場推廣支援予楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司(二零一五年：兩間) | 2,496                            | 1,161                            |
| Leasing of offices and warehouses to three related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin                               | 租賃辦公室及倉庫予楊仁先生妻子最終擁有及楊仁先生控制之三間關連公司                | 2,036                            | 1,970                            |
| Purchase of products from two (2015: four) related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin                               | 向楊仁先生妻子最終擁有及楊仁先生控制之兩間關連公司(二零一五年：四間)採購產品          | 271                              | 2,738                            |
| Consultancy fee paid to a related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin  | 支付顧問費予楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司                   | 889                              | 827                              |

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 33. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

### (c) Other transactions (Continued)

Notes:

#### (i) Provision of subsidised advertising and marketing support services

During the years ended 31st March 2016 and 2015, the Group participated in the marketing programs and activities for promoting and enhancing the image of branded watches supplied by the related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin. In return, the related companies subsidised the Group by paying an advertising subsidy to the Group.

#### (ii) Leasing of offices and warehouses

During the years ended 31st March 2016 and 2015, the Group leased an office and warehouse space to three related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin.

As at 31st March 2016, commitments under operating leases receivable from the companies over which ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin were as follows:

|  |            |
|--|------------|
| Not later than one year                          | 於一年內       |
| Later than one year and not later than five year | 超過一年及不超過五年 |

Leases for properties are negotiated for terms ranging from 0.25 to 5 years (2015: 1 to 5 years) and related commitments are included in Note 36.

## 33. 重大有關連人士交易 (續)

### (c) 其他交易 (續)

附註：

#### (i) 提供廣告資助及市場推廣支援服務

於截至二零一五年及二零一六年三月三十一日止年度期間，本集團參與由楊仁先生妻子最終擁有及楊仁先生控制的關連公司提供之市場推廣計劃及活動，以促進和加強品牌手錶的形象。於是相關之公司向本集團支付廣告補貼作為資助本集團。

#### (ii) 租賃辦公室及倉庫

於截至二零一五年及二零一六年三月三十一日止年度期間，本集團租賃辦公室及倉庫用地予楊仁先生妻子最終擁有及楊仁先生控制的三間關連公司。

於二零一六年三月三十一日，根據經營租賃合約應收公司(由楊仁先生妻子最終擁有及由楊仁先生控制之公司)賬款的承諾如下：

|  | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
|  | 964                              | 1,720                            |
|  | -                                | 346                              |
|  | 964                              | 2,066                            |

物業租賃條款期限介乎0.25至5年(二零一五年：一至五年)及相關承諾之磋商包括於附註36。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 33. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### (c) Other transactions (Continued)

Notes: (Continued)

#### (iii) Purchase of products

The Group purchased of products from the related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin during the years ended 31st March 2016 and 2015 which represented watches, watch spare parts and components (including watch movements), watch accessories and packaging. The Group also outsourced watch assembly, processing and after-sales services such as maintenance and repairs to these related parties. The purchase of products includes the fees and charges for these services.

#### (d) Balances with related parties

Trade and other receivables due from one (2015: three) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin (Note)

Trade payables due to one (2015: two) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin

Note:

As at 31st March 2016, Mr. Eav Yin, the two related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin and the Group entered into a netting arrangement, pursuant to which these parties agreed to set off the total balances of HK\$7,049,000 owed by the two related companies with the accrued interest payable to Mr. Eav Yin.

### 33. 重大有關連人士交易(續)

#### (c) 其他交易(續)

附註：(續)

#### (iii) 採購產品

於二零一五年及二零一六年三月三十一日止年度期間，本集團從楊仁先生妻子最終擁有及楊仁先生控制的關連公司採購產品包括手錶、手錶備用零部件及組件(包括手錶機芯)、鐘錶配件及包裝。本集團亦外包手錶組裝、加工及售後服務，例如提供予關連人士保養及維修。採買產品包括該等服務的費用及收費。

#### (d) 關連人士結餘

|   | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Trade and other receivables due from one (2015: three) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin (Note) | 2,173                            | 8,127                            |
| Trade payables due to one (2015: two) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin                         | 75                               | 2,589                            |

附註：

於二零一六年三月三十一日，楊仁先生妻子最終擁有及楊仁先生控制的兩間關連公司及本集團訂立淨額結算協議，據此，上述各方同意欠楊先生的應支付利息對銷該兩間關連公司拖欠的總餘額7,049,000港元。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 34. PLEDGE OF ASSETS

The assets pledged for certain banking facilities of the Group were as follows:

## 34. 資產抵押

本集團若干銀行信貸抵押資產如下：

|                        |         | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|------------------------|---------|----------------------------------|----------------------------------|
| Land and buildings     | 土地及樓宇   | 14,435                           | 642                              |
| Prepaid lease payments | 租賃預付款項  | 18,055                           | 519                              |
| Investment properties  | 投資物業    | 229,116                          | 175,900                          |
| Inventories            | 存貨      | -                                | 120,901                          |
| Pledged bank deposits  | 已抵押銀行存款 | -                                | 1,483                            |
|                        |         | <b>261,606</b>                   | <b>299,445</b>                   |

## 35. DEFINED CONTRIBUTION RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund ("MPF") scheme for all Hong Kong eligible employees. The assets of the MPF scheme are held separately from those of the Group in funds under the control of trustees.

The retirement benefit cost for MPF scheme charged to the consolidated statement of profit or loss represents contributions payable to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

Employees employed in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contribution under the scheme.

## 35. 界定退休福利供款計劃

本集團為所有香港合資格員工設立一項強制性公積金（「強積金」）計劃。該強積金計劃之資產與本集團之資產分開持有，由受托人以基金方式監管。

從損益表中扣除強積金計劃的退休福利成本，相當於本集團按強積金計劃規則訂明的供款率支付強積金計劃的供款。

在中國受僱之員工乃國家推行之退休計劃成員，該退休金計劃由中國政府管理。本集團須按員工薪金之若干比例，就退休計劃作出供款。本集團在該退休計劃中之責任，僅為按計劃之規定作出供款。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 36. OPERATING LEASE COMMITMENTS

#### As lessor

Property rental income earned during the reporting period was HK\$7,294,000 (2015: HK\$4,726,000). At 31st March 2016, the properties held have committed tenants for lease terms from 0.25 to 7 years (2015: 0.11 to 2.08 years), whose tenancy agreements include paying security deposits.

The Group had total future minimum lease receivables under the non-cancellable operating leases with the tenants falling due as follows:

|   |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Not later than one year                           | 不超過一年     | 6,463                            | 4,056                            |
| Later than one year and not later than five years | 超過一年不超過五年 | 13,393                           | 2,858                            |
| More than five years                              | 超過五年      | 4,335                            | -                                |
|   |           | <b>24,191</b>                    | <b>6,914</b>                     |

#### As lessee

The Group leases certain of its office properties and retail stores under operating lease arrangements. Leases for properties are negotiated for terms ranging from 0.5 to 6 years (2015: 0.25 to 6 years). Certain rentals for the use of retail stores are determined by reference to the revenue of the relevant retail stores for the year and the rentals for certain retail stores will be escalated by a fixed percentage per annum.

The Group's lease obligations primarily consist of non-cancellable leases of office and retail store space. Future minimum payments under non-cancellable leases were as follows:

|   |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Not later than one year                           | 不超過一年     | 98,877                           | 104,958                          |
| Later than one year and not later than five years | 超過一年不超過五年 | 175,215                          | 322,334                          |
|   |           | <b>274,092</b>                   | <b>427,292</b>                   |

### 36. 經營租賃承諾

#### 作為出租者

於報告期間所得之物業租金收入為7,294,000港元(二零一五年: 4,726,000港元)。於二零一六年三月三十一日, 所持有之物業已有租客承諾介乎0.25年至7年(二零一五年: 0.11年至2.08年)之租約, 其租賃協議包括支付擔保按金。

本集團根據與租客訂立之不可撤銷經營租約, 未來最低應收租金總額到期情況如下:

|   |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Not later than one year                           | 不超過一年     | 6,463                            | 4,056                            |
| Later than one year and not later than five years | 超過一年不超過五年 | 13,393                           | 2,858                            |
| More than five years                              | 超過五年      | 4,335                            | -                                |
|   |           | <b>24,191</b>                    | <b>6,914</b>                     |

#### 作為承租者

本集團根據經營租賃安排租賃若干辦公室物業及零售店舖。經磋商之物業租賃期限為0.5年至6年(二零一五年: 0.25年至6年)。若干零售店舖的租金會以該年度相關的零售店舖的收入來決定, 並且若干零售店舖的租金會以固定的年率遞增。

本集團的租賃責任主要包括不可撤銷之辦公室及零售商店租賃。根據不可撤銷租賃之未來最低付款如下:

|   |           | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Not later than one year                           | 不超過一年     | 98,877                           | 104,958                          |
| Later than one year and not later than five years | 超過一年不超過五年 | 175,215                          | 322,334                          |
|   |           | <b>274,092</b>                   | <b>427,292</b>                   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 37. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing these financial statements, management is required to exercise significant judgements in the selection and application of accounting principles, including making estimates and assumptions. The following is a review of the more significant accounting policies that are impacted by judgements and uncertainties and for which different amounts may be reported under a different set of conditions or using different assumptions.

#### (a) Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

##### (i) Provision for store closure

The provision for store closure of the Group consists of provisions for store closure costs, compensation to landlords and other related costs.

The Group recognises and measures a provision for store closure costs as a provision for onerous contract. In accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", an onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it.

The Group recognises a provision for store closure based on the estimated unavoidable costs of meeting all leases and other obligations under the retail stores, net of economic benefits expected to be received from the stores, if any. The Group estimates the provision based on the amount of compensation payment agreed with the landlord as a result of early termination of leases, unfulfilled lease obligations, and economic benefits estimated to be received from fulfilling the lease contracts. Management also consults with retail agencies for certain locations in respect of the current market trends. The Group also estimates the provision based on past experience of payout ratio of the total compensation to the landlords. Estimates differ depending on the current rent, location, lease exit terms and management's assessment of when the lease term can be terminated early and expected benefits to be received from fulfilling the leases. Except for stores which termination contracts have already been agreed with the landlords, the settlement of these contracts may be different from the Group's estimation subject to the negotiation with the landlords and the economic benefits estimated to be received. The Group recognises a provision for compensation to employees when the Group has a detailed formal plan for store closure and has communicated the plan to the employees affected by it. The Group recognises a provision for other related costs when obligations for direct expenditures necessarily entailed by the plan for store closure and not associated with the ongoing activities of the Group arise.

### 37. 關鍵會計判斷及估計

於編製此等財務報表時，管理層於選擇及實施會計原則時須作出重要判斷，包括作出估計及假設。以下評估將受判斷及不確定性影響之較重要會計政策，且該等政策可於不同條件或者採用不同假設時錄入不同數額。

#### (a) 應用本集團會計政策之關鍵判斷

於應用本集團會計政策的過程中，管理層已作出以下之會計判斷：

##### (i) 結束店舖撥備

本集團結束店舖作出的撥備包括就店舖結束成本，業主補償費用和其他相關費用的撥備。

本集團確認及計量店舖關閉成本撥備作為有償合約撥備。根據香港會計準則第37號「撥備、或然負債及或然資產」規定，有償合約是根據合約在履行合約責任下，而導致不可避免的成本超過可收取之預期經濟利益的一份合約。合約項下之不可避免成本反映終止該合約的最低淨成本，此乃按照履行合約而產生的成本與未能履行合約而產生的任何補償或懲罰兩者中的較低數額。

本集團確認店舖結束撥備乃根據零售店舖符合所有租賃及其他責任下估計的不可避免成本，扣除預計將可從店舖收到的經濟利益（如有）。本集團估計之撥備乃根據與業主因提早終止租約、未履行租賃義務、及履行租賃合約估計將獲得的經濟利益而議定的補償金額。管理層亦就某些地點的當前市場趨勢諮詢零售代理。本集團亦根據過往經驗補償總額予業主的支付比率估計撥備。估計的差異視乎於目前租金、位置、租賃終止條款，以及管理層評估租賃期限何時可提前終止及履行租約將收到的預期利益。除已經同意與業主終止合約的店舖外，解決此等合約可能會和本集團的估計有所不同，視乎與業主協商以及估計將可獲得的經濟效益而定。當本集團在店舖結束有了一份詳盡的正式計劃，並與受影響的員工傳達該計劃後，本集團確認員工賠償撥備。當店舖結束的計劃出現必須的直接支出責任，而非是本集團之持續業務所產生，本集團將確認其他相關費用的撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 37. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (a) Critical judgements in applying the Group's accounting policies (Continued)

##### (ii) Fair value of investment properties

Investment properties are stated at fair value based on valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions. In relying on the valuation report, the directors of the Company have exercised their judgment and are satisfied that the method of valuation is reflective of the current market conditions.

#### (b) Key sources of estimation uncertainty

Note 16 contain information about the assumptions and their risk factors relating to valuation of investment properties and fair value of share options granted. Other key sources of estimation uncertainty are as follows:

##### (i) Write-down of inventories

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write downs requires the use of estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write downs of inventories in the periods in which such estimate has been changed. As at 31st March 2016, the carrying amount of inventories is HK\$317,690,000 (2015: HK\$372,167,000).

##### (ii) Impairment loss on trade and other receivables

The policy for impairment losses is based on an assessment of the recoverability of trade and other receivables. Impairments are applied to trade and other receivables where events or changes in circumstances indicate that the balances may be uncollectible. The identification of impairment loss requires the use of estimates. Where the expectation is different from original estimates, such difference will impact the carrying value of receivables and impairment loss expenses in the period in which such estimate has been changed. As at 31st March 2016, the carrying amount of trade and other receivables is HK\$17,232,000 (2015: HK\$21,298,000).

### 37. 關鍵會計判斷及估計(續)

#### (a) 應用本集團會計政策之關鍵判斷(續)

##### (ii) 投資物業之公允值

投資物業以公允值列賬，以獨立專業估值師為基礎。公允值之釐定包括若干市場環境之假設。依據估值報告，本公司董事行使其判斷及有信心該估值方法反映在當時市場環境。

#### (b) 估計不明朗因素的主要來源

附註16包括有關投資物業估值及授予購股權的公允值，其有關之假設及其風險因素之資料。估計不明朗因素之其他主要來源如下：

##### (i) 撇減存貨

存貨根據可變現性之評估撇減至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時將被記錄為存貨撇減。識別撇減需要作出估計。當預期與原定估計有差異時，則該差異將會於估計已改變之期間內，影響存貨之賬面值及存貨之撇減。於二零一六年三月三十一日，存貨之賬面值為317,690,000港元(二零一五年：372,167,000港元)。

##### (ii) 貿易及其他應收賬款減值虧損

減值虧損之政策乃基於對貿易及其他應收賬款以及於附屬公司之權益之評估之可收回性。一旦事件發生或情況改變顯示該餘額有可能不能收回時，則會就貿易及其他應收賬款作出減值。識別減值虧損需要作出估計。倘預期與原定估計有差異時，則該差異將會於估計改變之期間內，分別影響應收賬款之賬面值及期間的減值虧損開支。於二零一六年三月三十一日，貿易及其他應收賬款之賬面金額為17,232,000港元(二零一五年：21,298,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 37. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (b) Key sources of estimation uncertainty (Continued)

#### (iii) Income tax and deferred taxation

The Group estimates its income tax provision in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from relevant tax authorities and any preferential tax treatment to which it is entitled in each location or jurisdiction in which the Group operates. 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 provisions in the period in which such determination is made.

The Group believes it has recorded adequate current tax provision based on the prevailing tax rules and regulations and its current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to current taxation may be necessary which would impact the Group's results or financial position. As at 31st March 2016, the carrying amount of current tax payable and deferred tax liabilities are HK\$3,465,000 (2015: HK\$3,548,000) and HK\$13,309,000 (2015: HK\$6,790,000) respectively.

## 37. 關鍵會計判斷及估計 (續)

### (b) 估計不明朗因素的主要來源 (續)

#### (iii) 所得稅及遞延稅項

本集團評估其所得稅撥備乃根據可適用之稅務條例及規則，並考慮任何相關稅務機構獲得之批准，以及本集團營運之每一地點獲得授予之任何優先稅務處理或裁判權。於日常業務運作中，有許多交易及計算其最終之稅項決定並不確定，本集團因預計稅務審查事件而評估將可能支付之額外稅項確認為負債。此等事件之最終稅務結果若和最初記錄之稅務金額不同，其差異在該決定期間，將會對所得稅及遞延稅撥備產生影響。

本集團相信可在可適用之稅務條例及規則之基礎下，已對現時之稅項作出充足撥備，其亦為現時之最佳評估及假設。在未來稅務條例及規則或有關環境轉變情況下，現時之稅項將可能需要作出適當調整，或會影響對本集團之業績或財務狀況。於二零一六年三月三十一日，目前應付稅項及遞延稅項負債之賬面金額分別為3,465,000港元（二零一五年：3,548,000港元）及13,309,000港元（二零一五年：6,790,000港元）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 38. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

On 31st March 2015, the Group acquired an additional 50% of the issued shares of Wakmann Watch (International) Company Limited (“Wakmann”) at a consideration of approximately HK\$2,099,000. The carrying amount of the non-controlling interest in Wakmann at the date of acquisition was approximately HK\$5,710,000. The Group recognised a decrease in non-controlling interests of HK\$5,710,000 and an increase in equity attributable to owners of the Company of HK\$3,599,000. The effect of changes in the ownership interest of the Group in the equity attributable to owners of the Company during the year is summarised as follows:

### 38. 與非控股股東權益之交易

於二零一五年三月三十一日，本集團收購威克曼國際有限公司（「威克曼」）額外之50%已發行股份，代價約為2,099,000港元。於收購日，在威克曼的非控制性權益賬面值約為5,710,000港元。本集團確認非控制性權益減少5,710,000港元，以及歸屬於本公司持有人之權益增加3,599,000港元。於本年度內，歸屬於本公司持有人所持有之本集團權益變化的影響概述如下：

|   |               | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
|---|---------------|----------------------------------|
| Carrying amount of non-controlling interests acquired | 收購非控股股東權益之賬面值 | 5,710                            |
| Consideration paid to non-controlling interests       | 支付予非控股股東權益之代價 | (2,099)                          |
| Transaction costs                                     | 交易成本          | (12)                             |
| Gain on acquisition recognised within equity          | 於權益中確認之收購收益   | <u>3,599</u>                     |

### 39. EVENTS AFTER THE REPORTING PERIOD

In April 2016, the Group repaid the bank borrowings of RMB5 million (equivalent to approximately HK\$6 million) to a bank in the PRC. In April and May 2016, the Group drew down bank borrowings of approximately HK\$40 million from a bank in Hong Kong.

### 39. 報告期後事項

於二零一六年四月，本集團償還5,000,000元人民幣（相當於約6,000,000港元）的銀行貸款予中國國內一間銀行。於二零一六年四月及五月，本集團在香港一間銀行提取約40,000,000港元的銀行貸款。

# NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

## 40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31ST MARCH 2016

Up to the date of issuance of these financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the year ended 31st March 2016.

The Group has not early applied any of the following new standards, amendments or interpretations that have been issued but are not yet effective.

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

|  |  |
|--|--|
| Amendments to HKFRSs                         | Annual improvements to HKFRSs 2012–2014 cycle <sup>3</sup>   |
| HKFRS 9                                      | Financial instruments <sup>1</sup>   |
| Amendments to HKFRS 10 and HKAS 28           | Sale or contribution of assets between an investor and its associate or joint venture <sup>2</sup> |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 | Investment entities: Applying the consolidation exception <sup>3</sup>                             |
| Amendments to HKFRS 11                       | Accounting for acquisitions of interests in joint operations <sup>3</sup>                          |
| HKFRS 15                                     | Revenue from contracts with customers <sup>1</sup>   |
| HKFRS 16                                     | Leases <sup>4</sup>  |
| Amendments to HKAS 1                         | Disclosure initiative <sup>3</sup>   |
| Amendments to HKAS 16 and HKAS 38            | Clarification of acceptable methods of depreciation and amortisation <sup>3</sup>                  |
| Amendments to HKAS 16 and HKAS 41            | Agriculture: Bearer plants <sup>3</sup>  |
| Amendments to HKAS 27                        | Equity method: separate financial statements <sup>3</sup>  |

- <sup>1</sup> Effective for annual periods beginning on or after 1st January 2018.
- <sup>2</sup> Effective for annual periods to be determined.
- <sup>3</sup> Effective for annual periods beginning on or after 1st January 2016.
- <sup>4</sup> Effective for annual periods beginning on or after 1st January 2019.

## 40. 截至二零一六年三月三十一日止年度已頒佈但未生效之修正、新訂準則及詮釋可能產生的影響

截至本財務報表發出日，香港會計師公會頒佈以下修正、新增準則及詮釋，其於截至二零一六年三月三十一日止年度仍未生效。

本集團並未提早採納任何下列已頒佈但仍未生效之新增準則、修正或詮釋。

### 已頒佈但尚未生效之新增／修訂香港財務報告準則

|   |   |
|---|---|
| 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 <sup>3</sup> |
| 香港財務報告準則第9號                               | 金融工具 <sup>1</sup>                       |
| 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資產銷售或投入 <sup>2</sup>     |
| 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(修訂本) | 投資實體：應用綜合入賬之例外情況 <sup>3</sup>           |
| 香港財務報告準則第11號(修訂本)                         | 收購共同營運權益的會計安排 <sup>3</sup>              |
| 香港財務報告準則第15號                              | 來自客戶合約之收益 <sup>1</sup>                  |
| 香港財務報告準則第16號                              | 租賃 <sup>4</sup>                         |
| 香港會計準則第1號(修訂本)                            | 披露計劃 <sup>3</sup>                       |
| 香港會計準則第16號及香港會計準則第38號(修訂本)                | 可接受之折舊及攤銷方式之澄清 <sup>3</sup>             |
| 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 <sup>3</sup>                   |
| 香港會計準則第27號(修訂本)                           | 獨立財務報表之權益法 <sup>3</sup>                 |

- <sup>1</sup> 於二零一八年一月一日或之後開始之年度生效。
- <sup>2</sup> 於商定之年度生效。
- <sup>3</sup> 於二零一六年一月一日或之後開始之年度生效。
- <sup>4</sup> 於二零一九年一月一日或之後開始之年度生效。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31ST MARCH 2016 (Continued)

#### HKFRS 16 Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 *Leases*, introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash payments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and these lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for these two types of leases differently.

The directors of the Company will assess the impact of application of HKFRS 16. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 16 until the Group performs a detail review.

The directors of the Company anticipate that the application of other new and revised HKFRSs will have no material effect on the Group's consolidated financial statements.

### 40. 截至二零一六年三月三十一日止年度已頒佈但未生效之修正、新訂準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第16號租賃

香港財務報告準則第16號於生效日期起將取代香港會計準則第17號租賃，引入單一承租人會計處理模式並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，於現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括如承租人合理肯定會行使選擇權延續租賃或不行使選擇權而終止租賃的情況下，將於選擇權期間內作出的付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據原準則香港會計準則第17號分類為經營租賃的租賃。

就出租人會計法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同的會計處理。

本公司董事將評估應用香港財務報告準則第16號之影響。在本集團進行詳細檢討前，現時仍未宜就應用香港財務報告準則第16號之影響提供合理估計。

本公司董事預期應用其他新訂及經修訂之香港財務報告準則將不會對本集團之綜合財務報表造成重大影響。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

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

### RESULTS

### 業績

|  |           | Year ended 31st March<br>截至三月三十一日止年度 |                                  |                                  |                                  |                                  |
|--|-----------|--------------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|  |           | 2012<br>二零一二年<br>HK\$'000<br>千港元     | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
| Revenue                                      | 營業收入      | 1,036,249                            | 1,098,593                        | 967,353                          | 718,580                          | 834,394                          |
| Loss before taxation                         | 除稅前虧損     | (50,728)                             | (208,351)                        | (152,990)                        | (34,973)                         | (35,625)                         |
| Income tax                                   | 所得稅       | (10,042)                             | (393)                            | (196)                            | (54)                             | (53)                             |
| Loss for the year                            | 年度虧損      | (60,770)                             | (208,744)                        | (153,186)                        | (35,027)                         | (35,678)                         |
| Equity attributable to owners of the Company | 歸屬於本公司持有人 | (60,770)                             | (208,746)                        | (153,278)                        | (30,936)                         | (35,678)                         |
| Non-controlling interests                    | 非控股股東權益   | -                                    | 2                                | 92                               | (4,091)                          | -                                |
|  |           | (60,770)                             | (208,744)                        | (153,186)                        | (35,027)                         | (35,678)                         |
| Basic loss per share                         | 每股基本虧損    | (6.12)¢                              | (20.76)¢                         | (11.21)¢                         | (2.11)¢                          | (2.28)¢                          |



# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

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

### ASSETS AND LIABILITIES

### 資產與負債

|  |                  | As at 31st March<br>於三月三十一日 |                 |                 |                 |                 |
|--|------------------|-----------------------------|-----------------|-----------------|-----------------|-----------------|
|  |                  | 2012<br>二零一二年               | 2013<br>二零一三年   | 2014<br>二零一四年   | 2015<br>二零一五年   | 2016<br>二零一六年   |
|  |                  | HK\$'000<br>千港元             | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Total assets                                 | 總資產              | 1,075,672                   | 1,053,139       | 840,152         | 731,979         | 704,830         |
| Total liabilities                            | 總負債              | 527,356                     | 506,112         | 433,672         | 320,743         | 299,055         |
| Net assets                                   | 資產淨額             | 548,316                     | 547,027         | 406,480         | 411,236         | 405,775         |
| Equity attributable to owners of the Company | 歸屬於本公司<br>持有人之權益 | 538,609                     | 537,318         | 396,679         | 411,236         | 405,775         |
| Non-controlling interests                    | 非控股股東權益          | 9,707                       | 9,709           | 9,801           | -               | -               |
| Total equity                                 | 總權益額             | 548,316                     | 547,027         | 406,480         | 411,236         | 405,775         |