



品壹號 B2B
匯



Silver Base

Silver Base Group Holdings Limited
銀基集團控股有限公司

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

Stock Code 股份代號: 886

Annual Report 2017 年報



品匯壹號B2B





品進壹號B2B

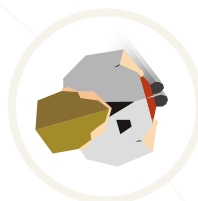


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品壹號
B2B



SUMMARY FINANCIAL INFORMATION 財務資料概要



		Year Ended 31 March 截至三月三十一日止年度				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	390,189	489,133	418,865	1,260,232	1,499,636
Gross profit/(loss)	毛利/(損)	32,302	(163,149)	82,683	233,979	410,233
Profit/(loss) before tax	除稅前利潤/(虧損)	(1,133,538)	(787,604)	(66,953)	19,799	6,202
Profit/(loss) for the year attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔年度利潤/(虧損)	(1,133,325)	(787,356)	(19,098)	130,408	6,150
Earnings/(loss) per share (HK cents)	每股盈利/(虧損) (港仙)					
Basic	基本	(91.04)	(58.12)	(1.41)	5.97 (restated) (經重列)	0.27
Diluted	攤薄	(91.04)	(58.12)	(1.41)	5.90 (restated) (經重列)	0.27
Non-current assets	非流動資產	51,753	46,309	31,117	20,535	24,560
Current assets	流動資產	2,851,694	1,312,312	1,385,544	2,003,370	2,041,324
Current liabilities	流動負債	1,669,835	854,635	904,687	1,182,739	1,042,785
Non-current liabilities	非流動負債	-	-	-	13,997	240,501
Net assets	資產淨值	1,233,612	503,986	511,974	827,169	782,598

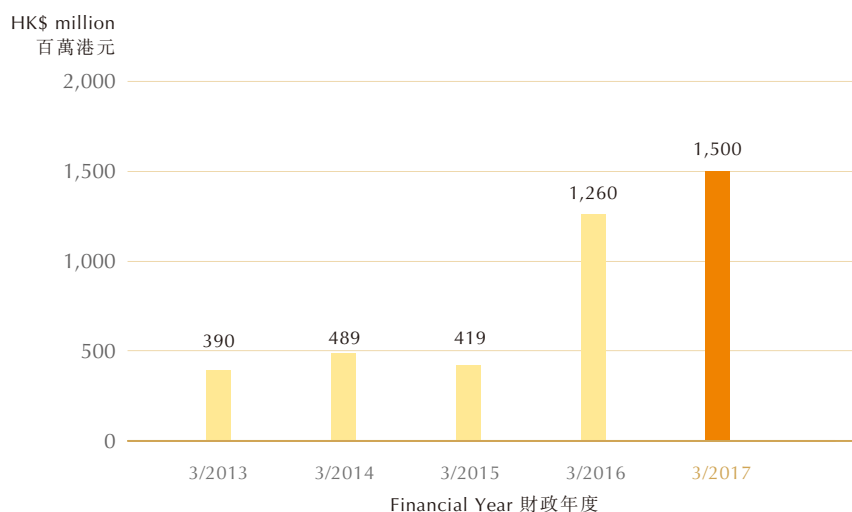




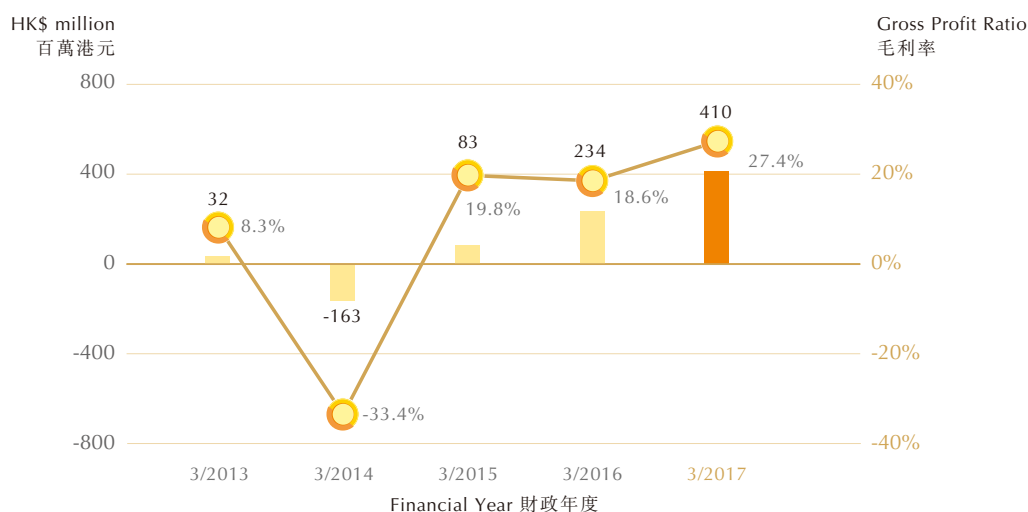
SUMMARY FINANCIAL INFORMATION

財務資料概要

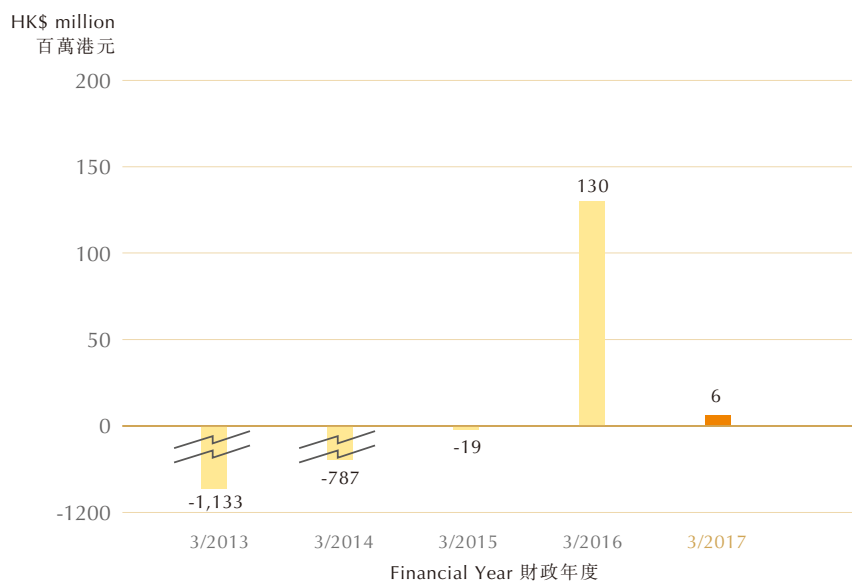
REVENUE 收益



GROSS PROFIT/(LOSS) 毛利/(損)



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





EXECUTIVE DIRECTORS

Mr. Liang Guoxing (*Chairman and Chief Executive Officer*)
Mr. Wang Jindong (*Chief Financial Officer*)
Ms. Cheung Mei Sze

NON-EXECUTIVE DIRECTORS

Mr. Wu Jie Si
Mr. Chen Sing Hung Johnny
Mr. Joseph Marian Laurence Ozorio
(passed away on 9 January 2017)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hung Sui Kwan
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward

COMPANY SECRETARY

Mr. Wong Hing Keung

AUDIT COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward

COMPLIANCE COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward
Ms. Cheung Mei Sze

執行董事

梁國興先生 (*主席兼行政總裁*)
王晉東先生 (*總財務總監*)
章美思女士

非執行董事

武捷思先生
陳陞鴻先生
柯進生先生
(於二零一七年一月九日離世)

獨立非執行董事

洪瑞坤先生
馬立山先生
李國強博士

公司秘書

黃興強先生

審核委員會

洪瑞坤先生 (*主席*)
馬立山先生
李國強博士

合規委員會

洪瑞坤先生 (*主席*)
馬立山先生
李國強博士
章美思女士



CORPORATE INFORMATION 公司資料

REMUNERATION COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward
Mr. Liang Guoxing
Ms. Cheung Mei Sze

薪酬委員會

洪瑞坤先生(主席)
馬立山先生
李國強博士
梁國興先生
章美思女士

NOMINATION COMMITTEE

Mr. Hung Sui Kwan (*Chairman*)
Mr. Ma Lishan
Dr. Lee Kwok Keung Edward
Mr. Liang Guoxing

提名委員會

洪瑞坤先生(主席)
馬立山先生
李國強博士
梁國興先生

AUTHORISED REPRESENTATIVES

Ms. Cheung Mei Sze
Mr. Wong Hing Keung

法定代表

章美思女士
黃興強先生

AUDITORS

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

核數師

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

REGISTERED OFFICE

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

註冊辦事處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1802-03, 18th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

香港總辦事處及 主要營業地點

香港
夏慤道16號
遠東金融中心
18樓1802-03室



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

5/F, Intelligence Valley
Mei Sheng Creative Valley
No. 10, Longchang Road
Block 68, Bao'an District
Shenzhen, PRC

中華人民共和國(「中國」)

總辦事處
中國深圳市
寶安區68區
隆昌路10號
美生創谷
智谷5樓

CAYMAN ISLANDS PRINCIPAL SHARE
REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

開曼群島股份過戶登記總處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

HONG KONG SHARE REGISTRAR AND
TRANSFER OFFICE

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

香港股份過戶登記處

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

PRINCIPAL BANKS

China Minsheng Banking Corporation Ltd.
Hong Kong Branch
Bank of China (Hong Kong) Limited
China CITIC Bank International Limited
Bank of Communications Co., Limited

主要往來銀行

中國民生銀行
香港分行
中國銀行(香港)有限公司
中信銀行(國際)有限公司
交通銀行股份有限公司

STOCK CODE

886

股份代號

886

WEBSITE OF THE COMPANY

www.silverbasegroup.com

公司網站

www.silverbasegroup.com

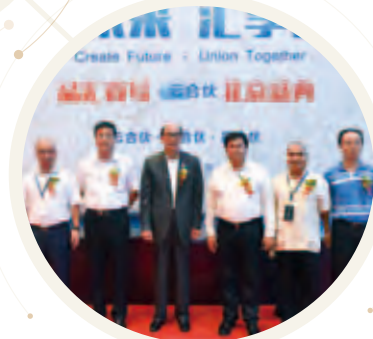
*(information on the website does not form part of this
annual report)*

(網站內的資訊並不構成本年報一部分)



2016/17 YEAR OVERVIEW OF SILVER BASE GROUP

二零一六 / 一七年度銀基集團大事記



27 July 2016, "Wine Kingdom • Cloud Partnership" Fuzhou stop

2016年7月27日「品匯壹號 • 雲合夥」大會福州站

2016

五月
May

七月
Jul

八月
Aug

29 May 2016, Silver Base Group officially launched the "Wine Kingdom • Cloud Partnership" B2B platform in Baoding, Hebei

2016年5月29日銀基集團在河北保定正式召開了「品匯壹號 • 雲合夥」大會B2B平台



"Wine Kingdom • Cloud Partnership" B2B platform launched in Beijing National Convention Center on 6 August 2016. There were more than 3,500 business associates participated in the ceremony and the key senior managements of Sichuan Yibin Wuliangye Group, Luzhou Group Co., Ltd., Guizhou Moutai Co. Ltd., Shanxi Xinghua Fen Wine Factory Co., Ltd. and Sichuan Jiannanchun (Group) Co., Ltd. also participated in the ceremony and expressed their interests in deepening cooperation with the Group in areas of product supply chain and big data analysis generated from "Wine Kingdom • Cloud Partnership" B2B platform.

2016年8月6日在北京國家會議中心舉辦之「品匯壹號 • 雲合夥」北京盛典，獲超過3,500位業內人士到場參與，同時，四川宜賓五糧液集團公司、瀘州老窖集團有限責任公司、貴州茅臺酒股份有限公司、山西杏花村汾酒廠股份有限公司及四川劍南春(集團)有限責任公司的高層管理人員均有出席，並表達了在產品供應鏈及「品匯壹號 • 雲合夥」的大數據市場分析等多方面的加深合作。



2016/17 YEAR OVERVIEW OF SILVER BASE GROUP 二零一六 / 一七年度銀基集團大事記



On 20 March 2017, Chairman of the Board of Silver Base Group, Mr. Liang Guoxing attended "Wine Kingdom. Cloud Partnership" platform press conference during the "Spring Confectionary and Liquor Exhibition in Chengdu". During the interaction with the media, Mr. Liang introduced the strategic plan of Wine Kingdom for the coming year, as well as shared the trends of the industry-internet integration and baijiu industry's B2B development.

2017年3月20日成都春季糖酒會，銀基集團董事局主席梁國興先生出席了品匯壹號媒體見面會。在與媒體記者的交流中，梁先生介紹了品匯壹號新一年的戰略規劃，並分享了產業互聯網及酒水B2B行業發展的趨勢。

26 September 2016, "Wine Kingdom • Cloud Partnership" Chengdu stop
2016年9月26日「品匯壹號•雲合夥」大會成都站



九月
Sep

九月
Sep

2017

三月
Mar

29 September 2016 evening, Silver Base Group held the second "Chinese Baijiu Cocktail" Tasting Evening at "Tycoon Tann" Central, Hong Kong. The cocktail event introduced 3 types of signature cocktails with the mix of Chinese baijiu. Management of Silver Base Group introduced the group latest B2B sales platform "Wine Kingdom . Cloud partnership " to the investors.

2016年9月29日晚，銀基集團於香港中環“大官廳”舉行了第二場投資者“中國白酒品匯夜”，酒會由得獎調酒師親自調製一共三款加入中國白酒的雞尾酒。當晚銀基集團管理層與各投資者交流及介紹銀基集團的線上B2B銷售平台「品匯壹號•雲合夥」。





PRODUCT HIGHLIGHT
產品介紹



五糧成玉液

天下三千年

五糧液





茅台

國酒





PRODUCT HIGHLIGHT
產品介紹



永福醬酒

十年磨一劍



老醬
Forever Happy
Jiang Flavor Style
永福醬酒
醬香型白酒

永福醬酒

500ml 宜興五輪酒業股份有限公司出品 西泠度53%vol
宜興酒業有限公司生產



貴州鴨溪窖

酒中美人





CHAIRMAN'S STATEMENT 主席報告



Dear Shareholders,

On behalf of Silver Base Group Holdings Limited (“Silver Base Group” or the “Company”), together with its subsidiaries, (collectively, the “Group”) and the board (the “Directors” or the “Board”) of the Company, I hereby present the annual report of the Group for the year ended 31 March 2017 (the “Year under Review”).

After more than 30 years of rapid development, China's economy has entered into “new normal” with an annual growth of about 6%. Given China has become the world's second largest economy, 6% annual growth rate is very impressive. In this context, consumption upgrades and industry adjustments for the China baijiu industry is becoming increasingly clear.

各位股東：

本人謹代表銀基集團控股有限公司（「本集團」或「本公司」），連同其附屬公司（統稱為「本集團」）和本公司董事（「董事」）會（「董事會」），向各位提呈本集團截至二零一七年三月三十一日止（「回顧年」）之年報。

中國經濟經過三十多年的高速發展之後，已進入每年大約增長6%的新常態。鑒於中國已成為世界第二大經濟體，所以每年6%左右的增長也仍然非常可觀。在這個背景下，中國白酒行業消費升級與行業調整的指向越來越明朗化。



The core business of the Group is the distribution of baijiu products in China with thousands of years of cultural heritage. With our enthusiasm and deep understanding of the industry, we decisively carried out product structure adjustment during recent years of critical development for baijiu industry. During the Year under Review, the Group also made significant changes in the sales model and overturned the distribution model of the baijiu industry which has been used for many years. The "Wine Kingdom B2B Platform" ("B2B Platform") was launched on 29 May 2016. It successfully and substantially eliminated various layers in the sales chain. B2B Platform has commenced operations for over a year, and is well-supported by baijiu manufacturers and retail operators, overall development pace and operating results are satisfactory. The number of business partners is healthily growing, laying a solid foundation for the platform future development.

At the same time, the Group has also noticed that consumption upgrade does not only refer to higher product quality, but also better shopping experience. To this end, the Group's B2B Platform operation system 2.0 was officially launched on 10 March 2017. The upgrade is to enhance systemization, standardization and the humane level of the platform; to boost the efficiency for the entire sales chain including order placing, product tracking, warehousing, logistics and financing; for building a solid foundation for a more diversified and larger-scale development of the platform. The Group expects to further expand the membership of the B2B Platform. In addition to the liquor and tobacco specialty stores, the Group will actively expand the membership to shopping malls, supermarkets, retail key accounts and sizeable retail chain stores. The Group is also seeking upstream manufacturer partners, who have suitable well-known mass consumption products for enriching our B2B Platform product lines, boosting market penetration and securing the position of the Group in the China baijiu industry.

本集團的核心業務是銷售有數千年文化承傳的中國白酒產品。憑藉我們對行業的熱誠及深刻理解，在這幾年白酒行業發展的關鍵時刻，果斷進行了產品結構的調整。回顧年內，本集團亦在銷售模式上進行了重大變革，顛覆了白酒行業延續多年的分銷模式，在二零一六年五月二十九日推出「品匯壹號•雲合夥」平台（「B2B 平台」），成功將銷售鏈中的流通環節大幅縮減。B2B平台啟動1年多以來，得到酒廠、終端銷售網站的大力支持，發展速度和成績令人欣喜。其中B端商家會員數目一直健康增長，為平台打造了穩健的基礎。

同時本集團亦留意到，消費升級不僅是對更高的產品質量的需求，也是對購物體驗的更高要求。為此，本集團的B2B平台的後台系統2.0亦已於二零一七年三月十日正式上線。升級旨在提升平台的系統化、規範化、人性化水準，更高效處理從下單、貨物跟蹤、倉儲、物流以至財務整個銷售鏈，為平台未來更多元、更大規模發展鋪墊穩健根基。本集團期望更進一步擴大B2B平台的會員覆蓋面，除煙酒店外，將積極把商超、KA賣場、大型零售連鎖機構等納入本集團品匯壹號B2B平台系統會員。本集團亦正積極尋求上游酒商合作夥伴，引入合適的大眾消費知名品牌產品，豐富B2B平台的產品線和市場滲透力。奠定本集團在中國白酒行業未來格局中的地位。



CHAIRMAN'S STATEMENT 主席報告

The Group expects that with the further development and breakthrough of e-commerce in the baijiu industry, it will experience complete transformation after continuous reform and achieve healthy and sustainable development. The Group is the only national distributor in the Chinese baijiu industry. Over the years, the Group has been committed in promoting the business development with high quality and reliable brands, comprehensive service and diversified sales platform. We are confident that we will establish our B2B Platform into one consolidated platform which combines internet and the traditional pipeline and effectively integrate resources within the business chain.

Mr. Joseph Marian Laurence Ozorio ("Mr. Ozorio"), the non-executive Director of the Company, passed away on 9 January 2017. On behalf of the Board, the management and the employees of the Group, I would like to express our appreciation to Mr. Ozorio for his valuable service and contributions to the Company in the past years and wishes to convey our deepest condolences to his family.

On behalf of the Board, I would like to express my heartfelt gratitude to the Directors, management team and all the employees for their efforts and hard work for the Group's business development. I would like to, on behalf of the Board, express my sincere thank you to the shareholders, business partners and customers for their long-standing support.

Liang Guoxing

Chairman

26 June 2017

本集團預期，隨著白酒行業電子商務的進一步創新和發展，中國白酒行業將在不斷革新和調整後實現全方位轉型，在理性、穩健的基礎上實現持續健康發展。本集團作為中國白酒行業唯一全國性經銷商，多年來致力以優質及可靠的品牌、完善的服務及多元創新的銷售平台推動業務發展，我們有信心將「品匯壹號•雲合夥」平台搭建成互聯網與傳統管道結、有效整合行業及產業鏈資源的平台。

本公司之非執行董事柯進生先生（「柯先生」）於二零一七年一月九日離世，本人謹代表董事會、本集團管理層及僱員衷心向柯先生家人感謝其多年來之寶貴貢獻和摯誠服務，以及表達深切的慰問。

最後，本人謹代表董事會對為本集團業務發展而不懈努力和辛勤工作的諸位董事、管理層和全體員工致以衷心的感謝，並向股東、業務夥伴及客戶長期以來給予的支持表達摯誠的謝意，我們期望以更理想的業績回饋各位。

主席

梁國興

二零一七年六月二十六日



BUSINESS REVIEW

Overview

For the year ended 31 March 2017 (the "Year under Review"), the Group recorded a total revenue of approximately HK\$1,499.6 million (2016: HK\$1,260.2 million), representing an increase of approximately 19.0%. Excluding the provision for inventories, during the Year under Review, the Group's gross profit was approximately HK\$411.7 million (2016: HK\$251.4 million). The gross profit margin before provision for inventories was approximately 27.5% (2016: 19.9%), while the profit attributable to the ordinary equity holders of the Company was approximately HK\$6.2 million (2016: HK\$130.4 million). Basic earnings per ordinary share was approximately HK0.27 cents (2016 (restated): HK5.97 cents).

During the Year under Review, the revenues generated from the PRC market and the international market accounted for approximately 79.6% (2016: 43.1%) and approximately 20.4% (2016: 56.9%) of the Group's total revenue respectively.

業務回顧

概覽

截至二零一七年三月三十一日止年度（「回顧年」），本集團錄得總收益約1,499.6百萬港元（二零一六年：1,260.2百萬港元），較去年增加約19.0%。撇除存貨撥備的因素，於回顧年內，本集團的毛利約411.7百萬港元（二零一六年：251.4百萬港元），存貨撥備前的毛利率約27.5%（二零一六年：19.9%）。本公司普通權益持有人應占年度利潤約6.2百萬港元（二零一六年：130.4百萬港元）。每股基本盈利約0.27港仙（二零一六年（經重列）：5.97港仙）。

回顧年內，來自中國市場的收入佔本集團總收益約79.6%（二零一六年：43.1%），來自國際市場的收入佔本集團總收益約20.4%（二零一六年：56.9%）。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

Baijiu Business

During the Year under Review, the performance of the Chinese baijiu industry was consistent with the Group's expectations over the past two years. Moutai and Wuliangye products are particularly favored by consumers. Their brand influence further expanded with their market share increased significantly. The gap between other liquor brands and Moutai and Wuliangye is growing wider.

During the Year under Review, Wuliangye and Moutai products accounted for more than 90% of the total sales of the Group. The Group obtained 8 Moutai exclusive distribution products in October 2014, 400 ml and 1,300 ml 53 degrees Feitian Moutai as well as 400 ml and 1,300 ml 43 degrees Feitian Moutai, was launched in 2015. The remaining 4 Moutai products are yet to be launched.

In May 2016, the Group began to make changes in the sales model of Chinese baijiu industry which has been adopted for many years. B2B model was introduced which directly sold to the retail operators including liquor and tobacco specialty stores. As of 31 March 2017, the Group has launched the B2B model in over 260 cities, with approximately 130,000 registered members of liquor and tobacco specialty stores. Benefited from the increased sales coverage due to the adjustment of the product structure and the change of the sales model in the previous two years, the Group recorded a significant increase in sales in the PRC during the Year under Review. The relatively larger amount of expense associated with the establishment of B2B Platform has brought a significant negative impact on the Group's net profit during the Year under Review. The Group believes that it will not incur similar expenses in cities where the B2B platform has been launched.

白酒業務

回顧年內，中國白酒行業的表現與本集團近兩年來的預期一致。茅台、五糧液產品受到消費者格外青睞，其品牌影響力進一步擴張，市場份額增加明顯。其他品牌白酒與茅台、五糧液的差距越來越大。

回顧年內，五糧液與茅台產品佔本集團銷售逾九成，本集團自二零一四年十月取得的8款茅台獨家總經銷產品中，53度400毫升、1300毫升裝飛天茅台，43度400毫升、1300毫升裝飛天茅台，於二零一五年起陸續上市。其餘4款茅台產品尚未上市。

本集團於二零一六年五月開始改變中國白酒行業沿續多年的分銷模式，以B2B的模式向白酒銷售終端網點之煙酒店直接供貨。於二零一七年三月三十一日，本集團已超過260個城市啟動了B2B模式，共有約130,000家煙酒店註冊成為本集團的會員。受益於前兩年產品結構的調整及行銷模式轉變帶來的銷售覆蓋範圍增加，本集團回顧年內，中國市場銷售錄得大幅增長。由於搭建B2B平台的費用較大，致回顧年內對本集團淨利潤帶來較大負面影響。本集團相信在已經啟動B2B平台運作的城市，不會再發生類似的費用。



Wine Kingdom B2B Platform

On 29 May 2016, the Group launched the “Wine Kingdom B2B platform” (“B2B Platform”), which revolutionised the Chinese baijiu sales model being used for many years. Under this model, cigarettes and tobacco specialty stores from each city directly register as the Group’s members. The Group selects several retail operators to be City Partners. City Partners are responsible for warehousing and logistics servicing for each city, and the Group pays commissions to City Partners according to the quantity of products delivered. The Group does not need to bear the local warehousing and logistics servicing costs. The development pace of the Group’s B2B Platform is faster than expected.

During the Year under Review, the Group actively enhanced the functionalities of the B2B Platform and the technologies associated with Internet of Things. The Group’s B2B Platform has solved problems associated with the baijiu sales model including excessive procedures, layered pricing and low efficiency. It has achieved the goal of direct sales to retail operators at “First Tier Wholesale Price”, which will bring revolutionary changes to the baijiu sales model in China. During the Year of Review, all members of the B2B Platform are liquor and tobacco specialty stores. The Group will actively expand the platform membership to shopping malls, supermarkets, retail key accounts and sizeable retail chain stores.

The Group believes that the expenses incurred in setting up the B2B Platform during the year is a one-off expense. The expenses will be substantially reduced upon the completion of the platform. The Group’s management believes that a large-scale liquors B2B Platform operator will emerge in the China market, who will be able to integrate retail operator network resources and upstream manufacturer product resources. We will strive to achieve this goal in an active and pragmatic manner, to secure the Group’s position in the future of the Chinese baijiu industry.

品匯壹號B2B平台

本集團於2016年5月29日啟動品匯壹號B2B平台(「B2B平台」)，變革了中國白酒行業一直沿用的白酒分銷模式。在這一模式中，每個城市的煙酒店直接在B2B平台上註冊成為本集團的會員。本集團在每個城市中選定若干個有終端門店的白酒經銷商為本集團在該城市的合夥人。合夥人負責本集團在該城市的倉儲配送工作，本集團按該合夥人配送數量給予合夥人佣金，本集團不需負責在該城市的倉儲物流費用。B2B平台搭建工作進展速度超出預期。

回顧年內，本集團亦積極完善B2B平台的功能及物聯網技術。本集團B2B平台，改變了白酒分銷模式環節多、層層加價、效率低的問題，實現了以一批價直接向終端供貨的目標，為中國的白酒銷售模式帶來革命性變化。回顧年內，B2B平台的會員全部為煙酒店商家。本集團將繼續積極將商超、KA賣場、大型零售連鎖機構等納入本集團品匯壹號B2B平台系統會員。

本集團相信，回顧年內為搭建B2B平台而支出的費用屬於一次性的支出，隨著搭建工作完成，該等費用將大幅減少。本集團管理層相信，中國市場會出現可以整合零售終端網點資源及上游生產廠家產品資源的大型酒水B2B平台商。我們將以此為目標，積極穩妥將其實現，奠定本集團在中國白酒行業未來的格局中的地位。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

Wine and Cigarettes Business

During the Year under Review, the Group's wine and cigarette business income was similar to the same period last year. The management believes that the demand for wine in the country is increasing, but operating wine business is challenging due to the large number of batches with small quantity per batch. The Group will pay close attention to the wine market as usual and make appropriate plans and adjustments upon new market development and changes.

E-Commerce Business

During the Year under Review, in addition to Wine Kingdom B2B Platform, the Group continued to maintain good cooperation relationships with the mainstream e-commerce shopping platforms and TV shopping platforms in China, such as Jingdong Mall, Yihaodian, T-mall, Vip.com, Rongyigou, Shunfeng Heike, Amazon, Hunnan Happigo and Anhui Jiajiamall etc.

Prospect and Future Development

During the Year under Review, China's baijiu industry experienced consumption upgrade and industry recovery. The Group expects 2017 to be a critical period for the development of the baijiu industry. Looking ahead, the Group will continue to seize this industry transformation opportunity. Through our B2B Platform, better integration of internet and traditional channels, healthier and more sustainable baijiu ecology can be achieved.

In terms of products and channel development, data collected through B2B Platform enables the management to better understand the baijiu consumption characteristics and market trends. The Group is actively seeking cooperation partners and suitable mass consumption brands products to enrich the product lines of the B2B Platform, to increase sales types and boost market share for revenue generation and better returns for shareholders.

葡萄酒及香煙業務

回顧年內，本集團的葡萄酒和香煙業務收益與去年同期相約。管理層認為葡萄酒在國內的需求雖然日漸提升，但葡萄酒各品種量少多批次的特點為規模經營帶來難處，使葡萄酒業務在經營上充滿挑戰性。本集團對葡萄酒市場會一如以往給予密切關注，並就市場發展和變化而作出適當的計畫和調整。

電子貿易業務

回顧年內，除品匯壹號B2B平台外，本集團亦繼續與國內主流電子商務購物平台及電視購物平台，如京東商城、1號店、天貓、唯品會、融易購、順豐嘿客、亞馬遜、湖南快樂購及安徽家家購物等維持良好的合作關係。

展望及未來發展

回顧年內，中國酒水行業消費升級與行業復蘇同步而來，本集團預期二零一七年是白酒行業發展的關鍵時期。展望未來，本集團將繼續抓緊行業調整這一難得機遇，通過我們的B2B平台把互聯網和傳統管道更好的結合，創造更健康及可持續發展的酒業生態。

在產品及管道建設方面，B2B平台收集的大資料，讓管理層更瞭解全國各個城市的白酒消費特點及市場動態。本集團亦積極尋求合作夥伴，及合適的大眾消費知名品牌產品，以豐富B2B平台的產品線、增加銷售品種和市場份額，為增加收入帶來正面的影響，為股東創造更好的回報。



In terms of operation management, the Group will continue reinforce its internal control; adopt a more prudent financial management and cost control policy to maintain a stable financial foundation for the Group's sustainable growth.

The management believes that the B2B sales model effectively eliminate excessive distribution procedures, to achieve effective product circulation and delivery, and lower transaction costs, which will bring huge benefits to the Group, as well as to the industry as a whole. The Group will continue to maintain the long-term symbiotic and cooperative partnership with baijiu manufacturers, for both parties to rise and shine under the brand new business environment.

Being the only nationwide distributor in Chinese baijiu industry, management of the Group has always focused on the development of baijiu business in China. Upon the recovery of baijiu market, together with the maturing B2B Platform, the Group is confident in generating satisfactory financial results by achieving significant increase in total sales in China in order to reward our shareholders of the Company, employees and customers for their continuous support.

在營運管理方面，本集團將繼續加強內部監控，採取更審慎的財務管理及成本控制策略，進一步控制營運開支，維持穩健財務基礎，以實現可持續的長期發展。

管理層認為B2B行銷模式能減少管道環節，實現高效的商品流通和配送體系，降低交易成本，為本集團以至整個行業及消費者帶來莫大益處，我們繼續維護長久以來與白酒生產企業建立的相互依存、相互合作關係，以使雙方能在全新的生態環境下共同健康成長。

作為中國白酒行業唯一全國性經銷商，本集團管理層一直十分重視中國業務的發展。本集團有信心，隨著白酒行業持續回暖，再配合日趨成熟的B2B平台，我們於國內的總銷售將一直提升，我們期望以更亮麗的業績，回饋股東、客戶及員工的長期支持。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL REVIEW

Revenue and Gross Profit

The Group generates its revenue primarily from sales of high-end liquors. For the year ended 31 March 2017, the Group recorded a total revenue of approximately HK\$1,499.6 million, representing an increase of approximately 19.0% compared to a total revenue of HK\$1,260.2 million for the year ended 31 March 2016. For the year ended 31 March 2017, approximately 79.6% of revenue was derived from the PRC market (2016: 43.1%).

The Group's revenue derived from the distribution of liquors represented approximately 99.5% of the total revenue for the year ended 31 March 2017 (2016: 99.6%) while the revenue derived from the distribution of cigarettes represented approximately 0.5% of the total revenue for the year ended 31 March 2017 (2016: 0.4%).

The Group's gross profit for the year ended 31 March 2017 was approximately HK\$410.2 million (2016: HK\$234.0 million). The increase in gross profit was mainly due to the increase in sales volume during the year. Excluding the factor of provision for inventories, the Group's gross profit for the year ended 31 March 2017 was approximately HK\$411.7 million (2016: HK\$251.4 million), the gross profit ratio before provision for inventories was approximately 27.5% (2016: 19.9%).

Other Income and Gains, net

Other income and gains, net amounted to approximately HK\$8.4 million for the year ended 31 March 2017 (2016: HK\$77.5 million). Such decrease was mainly due to the presence of purchase incentive from a supplier for the year ended 31 March 2016.

財務回顧

收益及毛利

本集團的收益主要來自銷售高端酒類。截至二零一七年三月三十一日止年度，本集團錄得總收益約1,499.6百萬港元，對比截至二零一六年三月三十一日止年度的總收益1,260.2百萬港元，增加約19.0%。截至二零一七年三月三十一日止年度，約79.6%的收益來自中國市場(二零一六年：43.1%)。

本集團來自經銷酒類產品的收益佔截至二零一七年三月三十一日止年度的總收益約99.5%(二零一六年：99.6%)，而來自經銷香煙產品的收益佔截至二零一七年三月三十一日止年度的總收益約0.5%(二零一六年：0.4%)。

本集團於截至二零一七年三月三十一日止年度的毛利約410.2百萬港元(二零一六年：234.0百萬港元)。毛利增加主要是由於年內銷售增加所致。撇除存貨撥備的因素，本集團於截至二零一七年三月三十一日止年度的毛利約411.7百萬港元(二零一六年：251.4百萬港元)，存貨撥備前的毛利率約27.5%(二零一六年：19.9%)。

其他收入及收益(淨額)

截至二零一七年三月三十一日止年度的其他收入及收益(淨額)約8.4百萬港元(二零一六年：77.5百萬港元)。該減少主要是由於在截至二零一六年三月三十一日止年度錄得來自一名供應商的購貨獎勵所致。



Selling and Distribution Expenses

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

Selling and distribution expenses amounted to approximately HK\$294.9 million (2016: HK\$180.8 million) accounting for approximately 19.7% (2016: 14.3%) of the revenue of the Group for the year ended 31 March 2017. Such increase was mainly due to the sharply increase in expenses related to the establishment of the B2B Platform and B2B conference events.

Administrative Expenses

Administrative expenses are mainly comprised of salaries and welfare, office rental expenses, professional fees and other administrative expenses.

Administrative expenses amounted to approximately HK\$80.7 million (2016: HK\$103.2 million) accounting for approximately 5.4% (2016: 8.2%) of the revenue of the Group for the year ended 31 March 2017. Such decrease was mainly due to the decrease in office rental expenses.

Write-back of Impairment, net

Gain recorded in this account amounted to approximately HK\$11.8 million (2016: HK\$17.8 million) for the year ended 31 March 2017. The change was mainly due to the decrease in write-back of impairment allowances of bills receivable, prepayments and other receivables.

銷售及經銷費用

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

截至二零一七年三月三十一日止年度的銷售及經銷費用約294.9百萬港元(二零一六年：180.8百萬港元)，佔本集團收益約19.7%(二零一六年：14.3%)。該增加主要是由於搭建B2B平台及B2B會議活動的相關費用急升所致。

行政費用

行政費用主要包括薪金和福利、辦公室租賃費用、專業費用及其他行政費用。

截至二零一七年三月三十一日止年度的行政費用約80.7百萬港元(二零一六年：103.2百萬港元)，佔本集團收益約5.4%(二零一六年：8.2%)。該減少主要是由於辦公室租賃費用減少所致。

撥回減值(淨額)

截至二零一七年三月三十一日止年度於本賬項錄得的收益約11.8百萬港元(二零一六年：17.8百萬港元)。該變動主要由於撥回應收票據、預付款項及其他應收款項之減值撥備減少所致。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

Finance Costs

Finance costs amounted to approximately HK\$48.7 million (2016: HK\$25.5 million) representing approximately 3.2% (2016: 2.0%) of the Group's revenue for the year ended 31 March 2017. The finance costs include interest on discounted bills, short-term bank loans and other loans. Such increase was mainly due to the increase in other loan interest and interest on bond payables.

Income Tax Credit/(Expense)

No provision for Hong Kong profits tax has been made for the year as the Group has available tax losses brought forward from prior years to offset the assessable profits generated during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

Profit Attributable to Ordinary Equity Holders of the Company

Taking into account of the aforementioned, the profit attributable to ordinary equity holders of the Company for the year ended 31 March 2017 amounted to approximately HK\$6.2 million, as compared to a profit attributable to ordinary equity holders of the Company of approximately HK\$130.4 million in 2016.

Dividends

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

The Board does not recommend the payment of a final dividend for the year ended 31 March 2017.

融資成本

截至二零一七年三月三十一日止年度的融資成本約48.7百萬港元(二零一六年: 25.5百萬港元), 佔本集團收益約3.2%(二零一六年: 2.0%)。融資成本包括貼現票據、短期銀行貸款及其他貸款之利息。該增加主要是由於其他貸款利息以及應付債券的利息增加所致。

所得稅抵免/(費用)

由於本集團有承前自以往年度之可動用稅務虧損以抵銷年內產生之應課稅利潤, 因此並無作出年度香港利得稅撥備。於其他國家或地區的應課稅利潤已按本集團營運所在的國家或司法權區的現行稅率計算稅項。

本公司普通權益持有人應佔利潤

經計及上述各項, 截至二零一七年三月三十一日止年度, 本公司普通權益持有人應佔利潤約6.2百萬港元, 二零一六年則錄得本公司普通權益持有人應佔利潤約130.4百萬港元。

股息

本公司於年內並無派付任何中期股息。

董事會不建議派發截至二零一七年三月三十一日止年度之末期股息。



Inventories

As at 31 March 2017, the Group's inventories was approximately HK\$697.8 million (2016: HK\$692.8 million). Only slight change in inventories level was mainly due to the similar purchases and sales volume during the year.

Trade and Bills Receivables

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

The increase in trade receivables was mainly due to the increase in credit sales and short credit terms granted by the Group to the customers. All trade receivables as at 31 March 2017 was settled up to the date of this annual report.

All the Group's distributors have been selected after careful and serious consideration. They generally possess extensive distribution networks, considerable financial strengths and competitive market positions. After careful assessment of the receivable balance's recoverability by taking into account of the current adverse operating environment, financial conditions of the distributors and aging of the balances, total impairment allowance in aggregate of approximately HK\$182.7 million (2016: HK\$197.4 million) had been made as at 31 March 2017.

As at 31 March 2017, the trade and bills receivables net of provision were approximately HK\$99.6 million (2016: HK\$71.3 million). Approximately 83.4% of the net trade and bills receivables were aged within two months as at 31 March 2017 (2016: 39.3%). All bills receivables were issued and accepted by banks.

存貨

於二零一七年三月三十一日，本集團的存貨約697.8百萬港元（二零一六年：692.8百萬港元）。存貨僅錄得輕微變動主要是由於年內的採購及銷量相若。

應收貿易款項及應收票據

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

應收貿易款項增加，主要是賒賬銷售及本集團向客戶授出短信貸期增加所致。直至本年報日期，截至二零一七年三月三十一日的全部應收貿易款項已經結清。

本集團所有經銷商，均是經過認真斟選而定，普遍具有銷售網絡廣泛、資金實力相當和具競爭力的市場地位的優勢。本集團考慮了當前艱難經營環境、各經銷商財務狀況及應收貿易款項賬齡等因素而對應收貿易款項之回收性作出謹慎之評估後，於二零一七年三月三十一日已作出合共約182.7百萬港元（二零一六年：197.4百萬港元）的減值撥備。

於二零一七年三月三十一日，應收貿易款項及應收票據（減值撥備後）約99.6百萬港元（二零一六年：71.3百萬港元）。於二零一七年三月三十一日，約83.4%的應收貿易款項及應收票據淨額之賬齡均在兩個月內（二零一六年：39.3%）。所有應收票據皆由銀行簽發及承兌。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

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

- (i) close and continuous communication and cooperation between the distributors and our sales managers in strengthening the sales channels and marketing strategies of the Group, which enables clearance of their accumulated inventories and settlements to the Group; and
- (ii) actively pursue cash-transaction business such as e-commerce TV shopping and B2B business.

Up to the date of this report, the Group's subsequent settlement of the trade and bills receivables was approximately HK\$42.9 million.

Trade and Bill Payables

As at 31 March 2017, the trade payables was approximately HK\$444.3 million (31 March 2016: HK\$625.1 million). The decrease in trade and bills payables was mainly due to the settlement of the bills payable during the year.

Liquidity and Financial Resources

As at 31 March 2017, the Group had cash and cash equivalents of approximately HK\$356.9 million (2016: HK\$300.7 million), approximately 73.2% (2016: 93.2%) of which was denominated in Renminbi ("RMB"), approximately 15.6% (2016: 6.7%) of which was denominated in Hong Kong dollars and approximately 11.2% (2016: 0.1%) of which was denominated in other currencies. The increase in cash and cash equivalents was mainly due to the proceeds from issue of bonds. As at 31 March 2017, the Group's net current assets were approximately HK\$998.5 million (2016: HK\$820.6 million).

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

- (i) 經銷商與銷售經理繼續緊密溝通及合作，加強本集團的銷售渠道及市場推廣策略，以使經銷商能清除積累的存貨及清償應向本集團支付的款項；及
- (ii) 大力發展電子商務、電視購物及B2B業務等現款交易業務。

直至本報告日期為止，本集團應收貿易款項及應收票據的期後收款約42.9百萬港元。

應付貿易款項及應付票據

於二零一七年三月三十一日，應付貿易款項約444.3百萬港元（二零一六年三月三十一日：625.1百萬港元）。應付貿易款項及應付票據減少主要是由於年內償還應付票據所致。

流動資產及財務資源

於二零一七年三月三十一日，本集團的現金及現金等值物約356.9百萬港元（二零一六年：300.7百萬港元），約73.2%（二零一六年：93.2%）以人民幣計值，約15.6%（二零一六年：6.7%）以港元計值，約11.2%（二零一六年：0.1%）以其他貨幣計值。現金及現金等值物增加主要是由於發行債券之所得款項所致。於二零一七年三月三十一日，本集團的流動資產淨值約998.5百萬港元（二零一六年：820.6百萬港元）。



Capital Structure of the Group

Total interest-bearing bank borrowings as at 31 March 2017 was approximately HK\$213.3 million (2016: HK\$222.0 million). The interest-bearing bank borrowings included trust receipt loans and bank loan. Approximately 76.6% (2016: 100.0%) of the total interest-bearing bank borrowings was denominated in RMB and approximately 23.4% (2016: Nil) of which was denominated in United States dollars.

The Group's trust receipt loans were denominated in United States dollars.

The Group's bank loan was denominated in RMB. The Group's bank loan in the amount of approximately HK\$163.3 million (2016: Nil) containing a repayment on demand clause is included within current interest-bearing bank borrowings.

Based on the maturity terms of the bank loan, the amounts repayable in respect of the bank loan are: approximately HK\$56.3 million (2016: Nil) repayable within one year and approximately HK\$107.0 million (2016: Nil) repayable over one year.

During the Year under Review, the Group issued bonds with an aggregate principal amount of approximately HK\$274.5 million, before related expenses of approximately HK\$48.7 million, to certain independent individuals. The bonds bear interest at rates ranging from 5.5% to 7.0% per annum and will mature in December 2018 to September 2024. Interest is payable by the Company semi-annually or annually from the issue dates of the bonds up to the respective maturity dates.

No particular seasonality trend for the borrowing requirements of the Group observed for the Year under Review.

本集團的資本結構

於二零一七年三月三十一日的計息銀行借貸總額約213.3百萬港元(二零一六年：222.0百萬港元)。計息銀行借貸包括信託收據貸款及銀行貸款。計息銀行借貸總額中約76.6%(二零一六年：100.0%)以人民幣計值及約23.4%(二零一六年：無)以美元計值。

本集團的信託收據貸款以美元計值。

本集團的銀行貸款以人民幣計值。本集團為數約163.3百萬港元(二零一六年：無)之銀行貸款包含須應要求償還的條款，乃計入流動計息銀行借貸。

根據銀行貸款之到期條款，該銀行貸款須償還之金額為：約56.3百萬港元(二零一六年：無)須於一年內償還而約107.0百萬港元(二零一六年：無)須於一年後償還。

於回顧年度內，本集團向若干獨立人士發行總本金額為約274.5百萬港元(未扣除相關費用約48.7百萬港元)之債券。債券按介乎5.5%至7.0%之年利率計息並將於二零一八年十二月至二零二四年九月到期。本公司須於相關債券發行日期起每半年或每年償還利息，直至相關到期日為止。

於回顧年度內，並無觀察到本集團之借貸需求有特定的季度變化趨勢。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

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

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

The Group monitors its capital using the gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, deposits received, other payables and accruals, bank advance for discounted bills, amounts due to a related party and directors and bond payables less cash and cash equivalents. Total capital represents equity attributable to the ordinary equity holders of the Company. As at 31 March 2017, the gearing ratio was approximately 52.5% (31 March 2016: 50.1%).

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

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

本集團使用槓桿比率監控資本，即債務淨額除以總資本加債務淨額。債務淨額包括計息銀行借貸、應付貿易款項、已收訂金、其他應付款項及應計負債、銀行貼現票據墊款、應付關聯方及董事款項以及應付債券的總和，減現金及現金等值物計算。總資本指本公司普通權益持有人應佔的權益。於二零一七年三月三十一日，槓桿比率為約52.5%（二零一六年三月三十一日：50.1%）。



Employment and Remuneration Policy

The Group had a total work force of 357 employees in Hong Kong and the PRC as at 31 March 2017 (2016: 203 employees). The total salaries and related costs (including Directors' fee) amounted to approximately HK\$103.3 million for the year ended 31 March 2017 (2016: HK\$80.8 million). The Group has implemented the remuneration policy, bonus and share option scheme based on the achievements and performance of employees. The Group has also participated in the mandatory provident fund scheme in Hong Kong and the state managed retirement benefit scheme in the PRC. The Group continues to provide training courses for its staff to enable them to achieve self-improvement and to enhance their skill and knowledge.

LITIGATION

In December 2013, one distributor of the Group (the "Plaintiff") filed a claim to a District People's Court in the PRC (the "PRC District People's Court") against one of the Group's subsidiaries in the PRC in relation to the Group's obligation to buy back certain inventories from the Plaintiff (the "Claim"). The Plaintiff demanded the purchase consideration and related compensation from the Group of approximately RMB20.1 million (equivalent to approximately HK\$22.6 million) in total.

According to a judgement dated 25 August 2015 issued by the PRC District People's Court, the Group was liable to buy back certain inventories from the Plaintiff with a total consideration of approximately RMB18.9 million (equivalent to approximately HK\$21.3 million). The Group has filed an appeal for such judgement to the PRC District People's Court in September 2015. According to a judgement dated 7 January 2016 issued by the PRC District People's Court, the appeal from the Group was dismissed and the original judgement dated 25 August 2015 was sustained.

僱員及薪酬政策

於二零一七年三月三十一日，本集團於香港及中國共有357名僱員（二零一六年：203名僱員）。截至二零一七年三月三十一日止年度的總薪金及相關成本（包括董事袍金）約103.3百萬港元（二零一六年：80.8百萬港元）。本集團根據僱員的成就及表現實施薪酬政策、花紅及購股權計劃。本集團亦參加香港的強制性公積金計劃及在中國參加國家管理的退休福利計劃。本集團繼續向員工提供培訓課程以讓彼等可不斷自我提升以及提高彼等的專業技能和知識。

訴訟

於二零一三年十二月，本集團一名經銷商（「原告人」）就本集團向原告人回購若干存貨的責任在中國地區人民法院（「中國地區人民法院」）對本集團於中國的其中一間附屬公司提出申索（「該申索」）。原告人要求本集團支付合共約人民幣20.1百萬元（相當於約22.6百萬港元）的購貨代價及相關賠償。

根據中國地區人民法院所頒佈日期為二零一五年八月二十五日的判決，本集團須向原告人回購若干存貨，總代價約人民幣18.9百萬元（相當於約21.3百萬港元）。本集團已於二零一五年九月就該判決向中國地區人民法院提出上訴。根據中國地區人民法院所頒佈日期為二零一六年一月七日的判決，本集團提出的上訴被駁回並維持日期為二零一五年八月二十五日的原判。



MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層討論及分析

At the date of approval of these financial statements, the Group and the Plaintiff are under the negotiation for the buy back arrangement of the inventories and the Group has not bought back any inventories from the Plaintiff. The directors of the Company are in the opinion that adequate provision has been made in the financial statements to cover any potential liabilities arising from the Claim.

於本財務報表獲批准日期，本集團與原告人正就購回有關存貨進行磋商，而本集團尚未向原告人購回任何存貨。本公司董事認為已於財務報表中就該申索可能產生的任何潛在負債作出足夠撥備。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Introduction

Silver Base Group Holdings Limited (together with its subsidiaries, "Silver Base Group") is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock code: 886). Silver Base Group (also referred to as "the Group", "we" or "us") is a leading operator of high-end liquor products in China and the world which owns a professional liquor sales platform. It is principally engaged in: (1) the distribution of a number of Chinese and overseas high-end liquor products, with baijiu as the most prominent items together with high quality wine and whiskey products from around the world; (2) the establishment of an international sales network which covers different regions of China as well as various countries in Europe and Asia by means of a self-operated online sales platform "Wine Kingdom", which carries a host of diverse wine and liquor products; (3) the development of the overseas market in the sales of various brands of Chinese cigarettes.

環境、社會及管治報告

引言

銀基集團控股有限公司(連同其附屬公司統稱「銀基集團」)於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號: 886)。銀基集團(又稱「本集團」或「我們」)乃中國及國際領先的高檔酒類營運商,擁有專業的酒類銷售平台,主要從事:(1)經銷中國以及海外多個高檔酒類產品,當中以白酒為首,並同時引進來自世界各地的高品質葡萄酒及威士忌產品;(2)建立了覆蓋全中國地域、歐洲及亞洲地區多個國家的世界性銷售網絡,擁有自營的網上銷售平台「品匯壹號」銷售旗下多元化的酒類產品;(3)開拓海外市場,銷售中國製造的多款品牌香煙。





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In recent years, the issues of environmental protection, energy and sustainable development have become a hot topic in countries around the world. With the people's increasing concerns in the environment, the Stock Exchanges has requested each of the listed companies to submit an annual Environmental, Social and Governance Reports ("ESG Report"). This report is therefore prepared with reference to the latest Environmental, Social and Governance Reporting Guide. The Group is carrying out the compliance tasks in relation to the ESG Report in two separate stages. The task of the first stage, preparation of the Group's first ESG Report, is included in this financial year. The Company has also started the tasks of the second stage, which include the distribution of questionnaires to all of the Group's stakeholders. According to their concerns of the Group's performance in various environmental and social aspects, the scope of general disclosure as well as material and related performance indicators which are to be reported by the Group is evaluated and defined. This will enable us to give detailed disclosure of key performance indicators which are valued by our stakeholders, and form a basis for the continuous improvements of the Group as well as a response to the stakeholders' opinions. In addition, the Company has already engaged an agency with recognised professional qualifications to assist the Group in establishing a more effective data collection system for key performance indicators and providing training to the heads of major department. More importantly, we aim to uplift our employees' concerns of environmental protection as well as their caring for the society.

Silver Base Group is committed to the improvement and optimisation of the three pillars of sustainable development — the environment, the society and governance. We believe that the commitment to sustainable development is no superficial effort, but a necessary condition for the development of the Group. Through practising the idea of sustainable development, we will eventually achieve competitive advantage, improve our market share and bring long-term benefits to the shareholders.

近年來環境保護以及能源可持續發展問題成為世界各國熱門話題，隨著人們對環境關注度的日益增長，聯交所要求各上市公司按年度開始提交環境、社會及管治報告（「ESG報告」）。因此，本報告即是通過參照聯交所最新的《環境、社會及管治報告指引》所編製。本集團將有關ESG報告的合規工作分為兩個階段執行，第一階段的工作包括於本財政年度內，編製本集團首份ESG報告。本公司亦已展開第二階段的工作，包括已向集團的各持份者派發諮詢問卷，按他們關注本集團在各環境、社會層面的表現程度，評估及釐訂集團須報告重要及相關的一般披露及關鍵績效指標的範疇，使我們能對各持份者重視的主要表現指標作詳細的披露，也可成為本集團不斷改善ESG報告及回應各持份者意見的依據。此外，本公司已聘請具有認可專業資格的中介機構，協助本集團構建更有效的關鍵績效指標數據收集系統以及為本集團主要部門主管提供培訓，更重要是可使本集團員工更關注環境保護的議題、更關懷社會。

銀基集團堅持採取措施以提高對可持續發展的三大支柱的完善程度 — 環境、社會及管治。我們相信，堅持可持續發展作風並非只是表面功夫，而是集團發展的必要條件，通過實踐可持續發展的理念，我們將最終贏得競爭優勢，提高我們的市場佔有率，並為股東帶來長遠利益。



1. The Environment

The Group has been relentless in implementing its sustainable development strategies. While focusing on the its own operating characteristics, the Group has developed a series of regulations and practices in accordance with relevant laws and regulations in Mainland China and Hong Kong, including the Energy Conservation Law of the PRC and the Road Traffic Ordinance of Hong Kong (with emphasis on automobile exhaust gas emission), and has worked together with relevant departments of the Group in contributing to the protection of the environment.

1.1 Reinforcing the Nurturing of Environmental Protection Awareness

We are aware of the numerous pressing environmental threats faced by the planet earth today, such as climate change, depletion of natural resources and disposal of wastes. All countries, enterprises and individuals must work together to address and solve the problem. As such, the focus on nurturing environmental protection awareness is the first priority task of the Group in environmental protection, with an aim to implant in the hearts and minds of the employees the idea of environmental protection, which will be passed on to their successors in generations to come.

For the systematic development of environmental protection awareness of the Group's employees, we have established the ESG Report working team to monitor and complete the relevant tasks. For example, the Group has introduced to the Board the contents and requirements of the ESG Report through slide shows and short videos, and organised environmental protection related promotion activities. Keeping in mind the idea of "not giving up to do good things though they may be trivial", the use of paper is minimised as much as possible through specific and refined measures such as the reduction of printed matters including the reduction of printing volumes of annual reports, interim reports, circulars and other corporate communication documents, the readjustment and rearrangement of line spacing for Chinese and English annual and interim reports. Emails are sent to shareholders

1. 環境

集團對於環境的可持續發展戰略的落實和貫徹從未懈怠，針對自身經營特點，遵照中國內地及香港之相關法律法規，包括：中華人民共和國節約能源法及香港道路交通條例（針對汽車廢氣排放），集團制定了一系列條例和規則，並聯手集團相關部門一起為保護環境盡我們所能及之力。

1.1 加強環保意識培養

我們意識到地球正面臨無數迫切的環境威脅，例如氣候變化、天然資源耗竭及廢物處理等問題。無論是國家、企業或個人均需用心協力，才能解決問題。基於此，注重培養環保意識是集團保護環境工作的首要任務，以此令環保概念根植於心，傳承千古。

為了系統培養集團員工的環保意識，我們專門組建了ESG報告工作小組來監督與完成相關工作，例如：通過播放幻燈片和短片的形式，集團已向董事會介紹過ESG報告的內容和要求；組織和環保相關的宣講活動，本著「勿以善小而不為」的理念，具體細化到如何合理地減少年報、中期業績報告、通函等公司通訊文件的印刷份數、對年報和中期業績報告的中英文編輯的行距在原基礎上如何重新調整安排，以此來盡可能的減少紙張的使用、通過對股東以電子郵件的形式發送通知信件來確認其是否需要公司文件的影印本，或電子檔版本即可等。通過抓住日



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to confirm if they will opt for receiving the Company's documents in photocopies or in electronic formats. By making use of the daily opportunities of environmental protection promotion, there has been an obvious improvement in the employees' awareness, which is an encouragement for us to continue with confidence. We admit that the achievements we made are only preliminary at this stage. Continuous efforts are necessary for the final objective in achieving sustainable development!

1.2 Disposal of Waste and Effective Use of Resources

In line with our strategy of environmental sustainable development, the Group has made further changes to the actual working environment as follows:

- (1) In respect of waste treatment, the Group has introduced waste classification guidelines to differentiate daily waste into recyclable waste, non-recyclable waste and recycled paper waste;
- (2) When printing corporate communications such as annual reports, interim reports and circulars and other related documents, the Group uses environmentally friendly paper as much as possible, in order to minimise the damage to the environment;
- (3) Employees are encouraged to print on both sides of paper and re-use waste paper whenever possible, and to make plans before printing to avoid paper waste. They are also encouraged to communicate by e-mail in order to reduce the unnecessary use of resources and to reduce unnecessary travelling by transport whenever possible;
- (4) Employees are requested to turn off office lights when they leave the office premises (at lunch time and after work), and to make intelligent use of water at workplace whenever possible to reduce unnecessary consumption of resources;

常點滴機會的環保宣傳方式，集團員工已經在意識層面上明顯有所提高，此現狀令我們深感鼓舞並十分有信心繼續邁步向前。我們承認我們目前的成就僅屬於起步階段，我們還需要堅持不懈的努力來最終實現未來真正的可持續發展目標！

1.2 廢物處理及對資源的合理使用

為了配合環境可持續發展的戰略，集團對實際工作的環境也作出了進一步的改變，具體如下：

- (1) 集團在垃圾處理方面，增設了垃圾的分類處理環節，將日常廢棄物分類，分為可循環使用廢棄物、不可循環使用廢棄物、紙類循環廢棄物等；
- (2) 集團在印刷年報、中期報告及通函等公司通訊文件等相關文件時，盡可能選擇環保紙張，以此來盡可能地減少對環境的破壞；
- (3) 集團鼓勵員工盡可能的雙面影印，並盡可能地發揮對廢棄紙張的再利用，同時引導員工在影印前做好計劃，避免紙張浪費，並鼓勵以電子郵件的方式進行提倡的溝通聯絡，以此來減少對資源的不必要使用以及盡可能地替代非必須的交通出行；
- (4) 集團要求員工外出就餐及下班時段隨手關燈，並在日常工作室盡可能的合理使用水資源，以減少對資源不必要的損耗；



(5) Employees are encouraged to travel by public transport to reduce the frequencies of using company's commercial vehicles. In addition, in view of the specific geographical location of the Group's Shenzhen office, the Company has arranged regular shuttle buses to run between the office and the nearest subway station for the convenience of the employees to access to public transportation when commuting to and from workplace. This arrangement helps reduce pollution and emission of greenhouse gas;

(5) 集團鼓勵員工外出乘坐公共交通工具，以減少商務用車的使用頻率；同時，針對本集團的深圳公司所處地理位置的具體情況，為方便員工上下班能對口接駁所處區域的公共交通設施，公司專門安排了定時往返與公司最近地鐵站之間的接駁巴士，有助減少污染及溫室氣體的排放；





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- (6) The Group has also formulated a series of rules in relation to the management of internal office equipment and environment. For example, computers are replaced only when necessary, rather than for the undue pursuit of updated styles or new generations of technology. When carrying out interior decoration, focus is placed on the capturing of natural daylight to reduce the use of electric lighting. The indoor temperature for offices is required to be set at 26 degree Celsius. Garden design is used at the terrace in the office lounge areas to achieve maximised green area ratio within limited space. This is not only beneficial to the health of the employees but also coincided with the needs of the environment protection;
- (7) The Group has introduced a new requirement for product packaging, which greatly reduces the waste of resources arising from excessive packaging by improving the existing packaging standards; and
- (8) The Group has made corresponding improvements in operational management. For example, the locations for warehouse selected in large cities to shorten the distance of product distribution; B2B online sales platform has been established to replace the previous multi-level distribution model, thus minimising the distribution processes. The new model has not only achieved the purpose of environment protection by simplifying sales processes, but has also made substantively advances to reduce the Company's financial expenditure.
- (6) 集團對內部辦公設施和辦公環境的管理，也制定了一系列的相關規定，例如：電腦僅在必要時才進行更換，不過度追求電子產品的款式更新以及新技術的更新換代；內部裝修時注重採光的設計，以此來減少日常燈光的使用；要求辦公場所室內溫度不低於26攝氏度；在辦公場所活動區域的平台採用園林的設計，盡可能的擴大有限空間綠化比例，既有利於員工的審議健康，也契合了保護環境的需要；
- (7) 集團對產品的包裝也做出了新的要求，通過對原有包裝標準的改進，大大減少了因過度包裝而造成的資源浪費；及
- (8) 集團在經營管理方面同時也做了相應的改進，例如：將倉庫的選址定位在大城市，以此減少產品配送的距離；集團同時設立了B2B網上銷售平台，盡可能的減少分銷程序，替代以往層層分銷的配送模式。這一模式的建立不僅通過簡化銷售環節而達到了保護了環境的目的，也同時對減少公司的財政開支進行了實質性的推進。



The Group has constantly been committed to improving itself on its path of environmental protection. While the Group continues to introduce measures to minimise resources utilization and reduce emissions, we believe there are still rooms for improvement. We consider the Group's operation does not involve high emission and large-scale use of resources. However, as a member of the community, the Group must lead by example and work with all social stakeholders to create a better living environment for our next generation.

2. The Society

As a corporate citizen, Silver Base Group has been taking a proactive role in showing concerns for the society and fulfilling corporate social responsibility. Since our inception, we have been advocating harmonious integration with the society and environment. Our adherence to the concept of contributing to the society has never changed. We look forward to witnessing the day when the whole business community is fully aware of the importance of corporate citizenship, which involves the common development of enterprises, the society and the nature through voluntary practices by the business community. We have organised events for the promotion of traditional culture and activities such as "Caring for the Environment". Through a series of events contributing to the society, we hope to encourage the employees to realise their potentials and show their strengths in these corporate social responsibility activities, thereby developing a broad vision and cultivating a rich global view. Together with our employees, investors, customers, suppliers and the vast community, we look forward to creating a wonderful world of sustainable development.

在保護環境的道路上，集團一直在盡己所能的不斷完善。雖然集團不斷地推出減少使用資源及排放的措施，但我們深信，我們還有很多改善空間。我們認為集團的業務不屬於高排放及大量使用資源的行業，但作為社會的一份子，本集團必須以身作則，與各社會持份者共同努力為我們的下一代創造一個更美好的生活環境。

2. 社會

銀基集團作為企業公民，一直以來積極關心社會、履行企業社會責任，自成立之初至今，我們一直積極倡導與社會、環境和諧共融，堅持回饋社會的理念從未改變。我們期待有一天，整個商業社會能夠充分意識到企業公民的重要意義，並通過自願付諸實踐而令企業、社會和自然共同發展。舉辦發揚傳統文化活動以及組織「關愛環境」活動等等，我們希望通過一系列的回饋社會活動鼓勵員工在企業社會責任活動中發揮潛力，展現所長，提高格局意識並培養豐富的世界觀，並借此和我們的員工、投資者、客戶、供應商以及廣大社區攜手，期待共同創造一個可持續發展的美好世界。



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2.1 Promoting Traditional Culture and Bringing Colour to Life with Baijiu

To promote the traditional Chinese culture, the Group leveraged on its advantage as a distributor of wine and liquor products and successfully held several baijiu tasting events which featured baijiu cocktails in contemporary atmosphere. The success of the events did not only let the guests experience the richness and fragrance of Chinese baijiu, but also introduced to them the extensiveness and profoundness of Chinese wine culture, with in-depth understanding of the history and classical allusions implicated behind baijiu...cheers again! We believe the guests must have discovered a lot more flavours and tastes from the baijiu after these events. In fact, this is our intention. Through the preparation of baijiu cocktails of different tastes and flavours, we can promote the Chinese culture by encouraging more people to accept the taste of baijiu. At the same time, we also promote the positive implications of baijiu, and keep people away from the negative impacts of alcohol abuse on families and the society. Through our efforts, we hope to pass on the heritage of baijiu to the future in a healthier manner. We also encourage the pursuit of exquisite tastes in life and gatherings of families and friends, through which people can share moments of their living, enjoy lives and build a harmonious society.

2.1 弘揚傳統文化，讓白酒為生活添姿加彩

為弘揚中華傳統文化，集團借助自身為酒品經銷商之優勢，成功舉辦了數場融合了時代氣息的白酒雞尾酒品酒會。酒會的成功舉辦，不但讓到場的各位嘉賓體會了中國白酒的甘醇、濃香，更讓大家進一步深入的瞭解了中國酒文化的博大精深，熟識了比之前更多的白酒背後所蘊含的歷史與典故……再舉杯，相信到場嘉賓一定比來時喝出了更多不同的味道。當然，這也正是我們希望達到的目的，通過調製不同口味的白酒雞尾酒，讓更多的人能夠願意接納白酒的口味，弘揚中華文化；同時，更多的宣揚白酒背後所包含的積極意義，讓人們遠離酗酒對家庭對社會所引起的負面影響，通過我們的努力，希望全社會能以更健康的方式傳承白酒的未來，與此同時，我們推廣生活品味、家人朋友聚會，從中分享生活點滴、享受人生、構建和諧社會。



2.2 *Caring for the Environment Event: Picking up Pieces of Paper, and Communicate with Heart*

In addition to the above events, the Group also arranges weekend outdoor group activities for the employees and their family members from time to time. In the beginning of the year, we invited the employees and their families to a hiking activity along the country trails. Participants were given waste bags for the collection and classification of wastes. During the event, the participants enjoyed the close encounter with the nature and the friendly chit-chatting, while picking up the litters on the ground from time to time along the way. At the end of the event, everyone had “good result” and was very excited when sharing their feelings. As it was a healthy way to spend a weekend with families and friends and it provided an opportunity to help protect the environment, all participants showed enthusiastic responses and hoped for more of such activities.

Through organising these activities, we continuously gain experience during the process and hope to do better in the future. While liaising with the community, we come to notice that, as a corporate citizen, we can contribute to the society through different means. By focusing on the characteristics of the current activities, we are able to find directions for improvements. We hope that the upcoming activities organised by the Group can further penetrate into various social groups and further extend their influence so as to deliver more positive messages to the society.

2.2 關愛環境活動：撿起片片紙，傳遞深深情

除以上活動外，集團亦會不定期的組織員工及家屬週末時間進行戶外集體活動。我們於年初邀請員工及家屬前往郊遊徑進行遠足活動，參與者均獲發廢物袋作收集及廢物分類之用，活動開始後，在和大自然親密接觸及和友人暢談之時，大家還不時彎身撿起沿途地上的廢棄物。活動結束後，大家「收穫頗多」，但每個參加者談起感受都非常興奮，既能和家人朋友以十分健康的方式共度週日，又能夠為保護大自然盡一份力，紛紛表示這種活動應該多組織，響應熱烈。

通過這些活動，我們在組織的過程中也不斷學習並希望未來能夠做得更好，在和社區接觸的過程中，我們越來越意識到，作為企業公民，可以回饋社會的方式多種多樣，針對目前活動的特點，找到改進的方向，我們希望今後集團組織的活動性質可以更加的深入各類社會群體，並更進一步地擴大影響力，以此向社會傳遞更多地正能量。



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However, we still have a feeling that our contribution to the society is inadequate. In the coming days, we will further strengthen our effort in demonstrating the close relationship between the Group and the society.

3. Employment and Labour Practices

Silver Base Group believes that human resources is the key to corporate operation and development. It is also the core competitive advantage for the Group in the market, as well as a motivation for our continuous growth in the future. In order to create a solid and harmonious professional team, Silver Base Group provides an equal opportunity working environment which protects the basic rights and interests of the employees. While giving much concerns about the employees' demands, we also ensure their physical and mental health, so as to effectively enhance the team's enthusiasm and efficiency at work.

3.1 Employment Labor Standards

With regard to recruitment and protection of basic rights of its employees, Silver Base Group complies with relevant laws and regulations in Mainland China and Hong Kong, including the Labour Contract Law of the People's Republic of China (中華人民共和國勞動合同法), the Regulations on Payment of Wages for Shenzhen Employees (深圳市員工工資支付條例), the Employment Ordinance of Hong Kong and the Mandatory Provident Fund Schemes Ordinance of Hong Kong, formulates and strictly implement the relevant management system and measures. So far, all the employees of the Group meet the required minimum working age as stipulated in relevant laws and regulations in Mainland China and Hong Kong, and there is no illegal employment of child labour or forced labour.

儘管如此，我們還是感到對社會的回饋仍有不足，在未來的日子，我們將會在這方面加強工作，才可體現本集團是社會緊密一環的關係。

3. 僱傭及勞動常規

銀基集團相信，人力資源是企業營運和發展的關鍵，同時也是集團市場競爭優勢的核心，更是我們未來不斷發展的原動力。為打造團結和諧的專業團隊，銀基集團提供公平的工作環境，積極保護員工的基本權益，關注員工訴求，保障員工身心健康，從而有效提升團隊的工作積極性和工作效率。

3.1 僱傭勞工準則

在招聘員工以及保障員工基本權利方面，銀基集團遵照中國內地及香港至相關法規條例，包括：中華人民共和國勞動合同法，深圳市員工工資支付條例，香港僱傭條例及香港強制性公積金計劃條例，制定並嚴格執行相關管理制度及辦法。截至目前，集團所僱傭員工均符合中國內地及香港相關法律法規所規定的最低工作年齡要求，並無非法僱傭童工或強制勞工存在。



We highly value the diversity in recruitment. The Group opposes any act of discrimination, and sincerely hopes that all employees can contribute to Silver Base Group with the best of their abilities. We believe that an open, free and congenial environment will enable employees to willingly pursue their better selves. Also because of our diverse staff backgrounds, Silver Base Group is able to differentiate itself from its peers, and has become a leading high-end liquor operator in China and the world today.

我們在招聘員工時亦非常注重人才多元化問題，集團反對任何歧視行為的存在，並真誠希望每位員工都將自然界中存在的最美好的力量帶進銀基，因為我們相信，一個開放、自由、舒適的氛圍能夠令員工自願去追求更好的自己，也正是源於我們多元化的員工背景，銀基集團能夠從同業中突圍而出，成為如今中國及國際領先的高檔酒類營運商。



3.2 Concern about Employees Health and Safety

Silver Base Group is concerned about the physical health of employees. The Group purchases insurances for its employees and has formulated rules in relation to annual leave and sick leave in accordance with relevant laws and regulations in Mainland China and Hong Kong. We do not encourage employees to come to work when they are sick. Instead, we advocate a balanced work-life relationship for the employees. First aid kits and medicines are provided free in office premises for the use in emergency situations. In addition, the Group also values the employees' mental health. The Group tries its best to create a comfortable office environment and provide enriched living for the employees after work. Accordingly, we have built an outdoor leisure terrace with garden design, where a varieties of outdoor activities are organised for the employees and their family members from time to time.

3.2 注重員工健康與安全

銀基集團關心員工之身體健康。集團依據中國內地及香港相關法律法規，為員工購買相關保險，並且制定了相關的年假和病假條例，我們並不提倡員工帶病工作，我們更鼓勵員工平衡好「工作與生活」的關係。我們還在辦公場所設置免費供應急救箱和藥品，以在緊急情況是發揮重要作用。除此之外，集團亦十分注重員工的心理健康，集團盡可能為員工創造舒適的辦公環境，豐富員工的業餘生活，因此我們創建了採用園林設計的戶外休閒露台，並不定時的組織員工及家屬進行多樣化的戶外活動等。



3.3 Training and Development

The Group puts tremendous emphasis on internal and external learning and training, which are essential for the uplifting of the employees' level of education and ability. This will ensure the continuous improvement of work efficiency of the employees together with the steady development of Group. To this end, we have developed a customised personnel development plan which is consistent with the expansion needs of the Company. Internal trainings for relevant participants are organised on a regular basis. Each of the departments has their respective development budget for employees to participate in special external trainings or lectures to acquire professional knowledge.

In addition to training opportunities, the Group has also adopted an incentive system with regular assessments of the employees, in which the outstanding employees can further uplift their potentials with the provision of promotion opportunities.

3.3 發展與培訓

集團非常重視內部及外部之學習及培訓，以提升員工教育水平及能力，以此確保員工可隨集團的穩定發展而不斷提升自身的工作效率。為此，我們制定了符合公司發展需求的人才培養計劃，定期對相關人員進行內部培訓，同時，各部門已有各自發展預算，讓員工可以出席外界舉辦的專題培訓或講座，汲取專業知識。

除培訓機會外，集團採用激勵機制，定期通過測評，為優秀員工提供升職機會，以進一步提升其自身潛力。



4. Operational Management

To ensure smooth operation of the Company, the Group has established a series of management measures and methods, for the strict monitoring of processes, especially in the important areas of supply chain management, product liabilities and anti-corruption. It is expected that these measures will effectively help ensure the Group's sustainable development.

4.1 Supply Chain Management

The supply chain department of Silver Base Group adopts systematic management. It has developed a set of procurement management procedures to meet the Group's procedural requirements and carried out its strategic implementation. In addition, we also apply various management techniques such as Management by Objectives in which relevant performance indicators are defined and processes are controlled and improved accordingly.

We firmly believe that effective management of suppliers can ensure the sound operation of an enterprise and the quality and safety of products and services. As such, the Group has developed relevant management procedures according to the requirements of national and local regulations for the supplying entities of various products and services. This is to ensure that the procurement procedures comply with laws and regulations, and that the suppliers meet the required standards in terms of quality, environmental protection and safety.

4. 集團營運管理

為確保公司整體運營順利進行，集團為此制定了一系列的相關管理措施及辦法，尤其在供應鏈管理、產品責任、反貪污等重要環節進行嚴格監管，希望以此有效地為集團的可持續發展保駕護航。

4.1 供應鏈管理

銀基集團供應鏈部門採取系統化管理措施，制定一系列採購管理流程，滿足集團流程要求，並提供策略性執行。同時，我們採取諸如以目標為導向的管理等各種措施，制定相關績效指標，控制並完善工作流程。

我們堅信有效管理供應商能保障企業的穩健運營及各項產品與服務的質量與安全，因此，集團針對各項產品和服務的供應主體，按國家及地方相關規定，制定了相關管理流程，確保採購流程符合法規，並保證所算供應商在質量、環保、安全等方面管理達一定水平。



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4.2 Product Responsibility

The Group highly values product responsibility. To this end, we have developed detailed management policies which cover the areas of product quality control, product safety, after-sales services and customer satisfaction. The persons in charge and relevant personnel of supply chain and marketing departments attend relevant requirement meetings regularly to discuss existing issues in procurement and customer needs, and analyse the customers' buying decision process so as to identify the quality products that will meet the customers' requirements.

While ensuring that relevant measures comply with the laws and regulations, we would also like to maintain and protect the brand equity and related culture of the products that we operate more effectively.

4.3 Anti-corruption and Anti-money laundering

Silver Base Group puts tremendous emphasis on establishing the integrity of the internal administration of Group. According to the business nature of the Group with consideration of the practical conditions, we have established the relevant monitoring system and anti-corruption system. The publicity of common corruption vulnerabilities and the supervision of the employees in relevant departments are strengthened. At the same time, we instill the concept of integrity into the employees, we encourage the reporting of corruption and set up a whistle-blowing system. We want to stop any form of corruption acts as much as possible, and we strictly comply with relevant laws and regulations in Mainland China and Hong Kong. It is worth noting that, during the process of the Group's operation, we have consistently adhered to the principle of integrity, which has been deeply implanted in our corporate culture. While requiring every employee to comply with such principle, we also welcome the strict supervision by relevant authorities. In addition, the Group has developed a risk management system in strict compliance with the financial laws in Mainland China and Hong Kong and we resolutely oppose to the act of money laundering.

4.2 產品責任

集團高度重視產品責任，我們為此制定了詳細地相關管理政策，內容涵蓋產品質量監控、產品安全、售後服務、客戶滿意度等方面，供應鏈部門、銷售部門的相關負責人和人員按時參加相關需求會議，討論現在的採購問題和客戶需求，分析客戶採購心理尋找達到客戶要求的優質產品。

在確保相關措施符合法律法規要求的同時，我們亦希望能夠更好的維護和保障所經營產品的品牌權益和相關文化。

4.3 反貪污和反洗黑錢

銀基集團十分重視集團內部的廉政建設。我們就集團業務性質，結合實際情況建立了相關的監察制度和防貪腐制度，並針對常見的貪污漏洞重點向相關部門員工加強宣傳與監管，同時向員工灌輸廉潔觀念，鼓勵員工舉報，設立告發制度，最大可能的遏制任何形式的貪腐行為，嚴格遵守中國內地和香港之相關法律。值得說明的是，集團營運過程中，我們一貫堅守誠信原則，並已將此原則深深植入企業的文化當中，集團在要求每位員工必須遵守的同時，也歡迎接受相關部門的嚴格監管。另外，集團嚴格遵守中國內地和香港之金融法律，並配合制訂風險管理系統，堅決反對洗黑錢行為的存在。



"... I want to know my ancestors, all of them. I want to be a good strong link in the chain of generations. I want to protect my children and the children of ages to come.

We, who embody the local eyes and ears and the thoughts and feelings of the cosmos, we've begun to learn the story of our origins, star stuff, contemplating the evolution of matter. Tracing that long path to which it arrived at consciousness. We and the other living things on this planet carry a legacy of cosmic evolution, spanning billions of years. If we take that knowledge to heart, if we come to know and love nature as it really is, then we would surely be remembered by our descendants as good strong links in the chain of life. And our children will continue this sacred searching, seeing for us, as we have seen for those who came before.

Discovering wonders yet undreamt of, in the cosmos."

Neil deGrasse Tyson (Director of the Hayden Planetarium) — A Spacetime Odyssey

「.....。我渴望認識我所有的祖先，我渴望自己能成為連接歷史和未來的紐帶。我渴望能保護我的孩子、以及遙遠未來的子孫後代。

帶著對宇宙事物的所看所聽，以及產生的想法和感受，我們開始瞭解人類起源及星塵的故事，沉思物質的演進，在那漫長的路程中不斷地追索直至最終形成意識。我們以及在這個行星其他生物的身上承存著跨越數十億年的宇宙進化的遺產，如果我們心懷這份知識、如果我們能認識和深愛真正的大自然，那麼我們便可以肯定我們的子孫後代將會銘記我們是生命鏈中的強有力的一環。並因此，我們的子孫將會繼續這種神聖的探索，那時，他們將看見我們想看但看不到的事物，就正如我們看見那些我們先輩們想看但看不到的事物。

繼續發現那些連做夢都未想過的宇宙奇跡。」

尼爾·德葛拉司·泰森(紐約海登天象館館長) — 一段冒險的時空旅程



DIRECTOR PROFILES 董事履歷

EXECUTIVE DIRECTORS

Mr. Liang Guoxing, aged 51, was appointed on 12 September 2007. He is the founder, chairman of the Group and chief executive officer of the Company. Mr. Liang is also a member of the remuneration committee and the nomination committee of the Company. He is a director of a number of subsidiaries of the Company. Mr. Liang is primarily responsible for the overall corporate strategies, planning and business development of the Group. Mr. Liang has 20 years of experience in the sales and distribution of Chinese liquor and cigarettes. Mr. Liang obtained Doctor of Business Administration, honoris causa, from the Northern University in U.S.. He obtained the 13th World Outstanding Chinese Award co-organised by World Chinese Business Investment Foundation and United World Chinese Association Limited in April 2013. Mr. Liang is a standing committee member of the 11th Session of the Chinese People's Political Consultative Conference, Zhanjiang and a member of the 10th Session of the Chinese People's Political Consultative Conference, Guangdong Province. He is also a fellow member of the Hong Kong Institute of Directors.

Mr. Liang is the sole shareholder and a director of Keen Pearl Limited, a substantial shareholder of the Company.

執行董事

梁國興先生，51歲，於二零零七年九月十二日獲委任。彼為本集團創辦人、主席及本公司之行政總裁。梁先生亦為本公司薪酬委員會及提名委員會成員。彼為本公司若干附屬公司的董事。梁先生主要負責本集團的整體企業策略、規劃及業務發展的工作。梁先生於中國煙酒銷售及經銷擁有二十年經驗。梁先生獲美國北方大學頒授榮譽工商管理博士學位。於二零一三年四月彼榮獲世界華商投資基金會及世界華人協會合辦的第十三屆世界傑出華人獎。梁先生為第十一屆中國人民政治協商會議湛江市常務委員會委員及第十屆中國人民政治協商會議廣東省委員。彼亦為香港董事學會資深會員。

Keen Pearl Limited是本公司的主要股東，而梁先生則為Keen Pearl Limited之唯一股東及其董事。



Mr. Wang Jindong, aged 58, was appointed on 1 April 2010. He joined the Group in November 2008. He is the chief financial officer of the Group. Mr. Wang is responsible for overseeing the investment, legal and financial affairs, as well as general business development of the Group. Mr. Wang is currently a postgraduate student for a part-time Master's degree in Economics at the Central University of Finance and Economics, majoring in capital operation and investment and financing directions. He graduated from the Guangdong Radio and TV University (廣東廣播電視大學) with a Bachelor's degree in Accountancy and is a qualified accountant in the PRC. Mr. Wang has more than 30 years of experience in accounting and administration in government organization and the state owned enterprise in the PRC as well as overseas enterprises, including the Guangdong Administration of Coal Geology (廣東煤田地質局), Shenzhen Jewellery City Enterprise Company Limited (深圳市珠寶城企業有限公司) and K&M Asia Limited.

Ms. Cheung Mei Sze, aged 44, was appointed on 6 March 2008. She has been appointed as member of the remuneration committee and member of the compliance committee of the Company from 31 December 2012. She is the head of finance of the Group and a director of a subsidiary of the Company. She is an authorised representative of the Company as required under Rule 3.05 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Ms. Cheung joined the Group in September 2000 and is responsible for the financial and accounting affairs of the Group. Prior to joining the Group, Ms. Cheung was an assistant supervisor in Ting Ho Kwan & Chan, a CPA firm. Ms. Cheung holds a Bachelor's degree in Arts majoring in accountancy from the Hong Kong Polytechnic University.

王晉東先生，58歲，於二零一零年四月一日獲委任。彼於二零零八年十一月加入本集團。彼現為本集團總財務總監。王先生負責監察本集團投資、法律及財務事務以及一般業務發展。王先生現為中央財經大學在職經濟學碩士研究生，主修資本運營與投融資方向。彼畢業於廣東廣播電視大學，並持有會計學學士學位。彼為中國合資格會計師。王先生於中國政府機構及國有企業以至海外企業(包括廣東煤田地質局、深圳市珠寶城企業有限公司及K&M亞洲有限公司)擁有超過三十年會計及行政經驗。

章美思女士，44歲，於二零零八年三月六日獲委任。彼於二零一二年十二月三十一日起被委任為本公司之薪酬委員會成員及合規委員會成員。彼為本集團財務部主管及本公司一間附屬公司的董事。彼現為香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.05條規定之本公司授權代表。章女士於二零零零年九月加入本集團，並負責本集團的財務及會計事務。章女士加入本集團前，為一家執業會計師行丁何關陳會計師行的助理主管。章女士持有香港理工大學頒發的會計學學士學位。



DIRECTOR PROFILES

董事履歷

NON-EXECUTIVE DIRECTORS

Mr. Wu Jie Si, aged 65, was appointed on 6 March 2008. Mr. Wu has over 20 years of experience in finance and corporate management in the PRC. From 1984 to 1995, Mr. Wu served in numerous positions in the Industrial and Commercial Bank of China (“ICBC”), including the president of ICBC Shenzhen Branch. From 1995 to 1998, Mr. Wu served as the deputy mayor of the Shenzhen Municipal Government. From 1998 to 2000, Mr. Wu served as the assistant to the governor of Guangdong Province. From 12 February 2000 to 8 May 2001, Mr. Wu joined Guangdong Enterprise (Holdings) Limited (“GDE”) as a director during the process of assisting its debt restructuring. Mr. Wu ceased to be a director of GDE shortly after the closing of its debt restructuring on 22 December 2000. From 2000 to 2005, Mr. Wu was appointed as the chairman of Guangdong Yue Gang Investment Holdings Company Limited (廣東粵港投資控股有限公司) and GDH Limited (廣東控股有限公司). Mr. Wu has been appointed in various positions in companies listed on the Stock Exchange and the New York Stock Exchange. Mr. Wu served as the chairman of Guangdong Investment Limited (stock code: 270) (“GDI”) from March 2000 to March 2001, as a director of GDI from March 2000 to April 2005 and as the honorary president of GDI from March 2001 to April 2005. Mr. Wu also served as a director and honorary president of Guangdong Tannery Limited (stock code: 1058) from February 2004 to April 2005. Both companies are listed on the main board of the Stock Exchange. While Mr. Wu was serving as the chairman and then an honorary president of GDI, GDI and its subsidiaries underwent a debt restructuring, details of which were included in GDI’s announcements dated 23 December 2000 and 6 May 2003. From April 2005 to January 2008, Mr. Wu was appointed as the executive director and from June 2005 to January 2008, Mr. Wu was appointed as the managing director and the chief executive officer of Hopson Development Holdings Limited (stock code: 754), which is listed on the main board of the Stock Exchange. From September 2005 to July 2011,

非執行董事

武捷思先生，65歲，於二零零八年三月六日獲委任。武先生於中國金融及公司管理方面擁有逾二十多年的經驗。由一九八四年至一九九五年，武先生曾於中國工商銀行（「工商銀行」）擔任多個職位，包括工商銀行深圳分行行長。由一九九五年至一九九八年，武先生擔任深圳市政府副市長。由一九九八年至二零零零年，武先生擔任廣東省省長助理。由二零零零年二月十二日至二零零一年五月八日，武先生加盟粵海企業（集團）有限公司（「粵海企業」）出任董事，期間協助該公司進行債務重組。於債務重組在二零零零年十二月二十二日完成後不久，武先生不再為粵海企業的董事。由二零零零年至二零零五年，武先生獲委任為廣東粵港投資控股有限公司及廣東控股有限公司的董事長。武先生曾獲聯交所及紐約證券交易所多家上市公司委任不同職位。由二零零零年三月至二零零一年三月，武先生擔任粵海投資有限公司（股份代號：270）（「粵海投資」）的主席，而由二零零零年三月至二零零五年四月則擔任粵海投資的董事，而由二零零一年三月至二零零五年四月則擔任粵海投資的名譽董事長。由二零零四年二月至二零零五年四月，武先生亦擔任粵海制革有限公司（股份代號：1058）的董事及名譽董事長。上述兩家公司均於聯交所主板上市。武先生擔任粵海投資的主席及其後擔任名譽董事長期間，粵海投資及其附屬公司進行債務重組，詳情載於粵海投資日期為二零零零年十二月二十三日及二零零三年五月六日的公佈。由二零零五年四月至二零零八年一月，武先生獲委任為於聯交所主板上市的合生創展集團有限公司（股份代號：754）的執行董事，並於二零零五年六月至二零零八年一月獲委任為董事總經理兼行政總裁。由二零零五年九月至二零一一年七月，武先生獲委任為招商銀行股份有限公司



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

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

(股份代號：3968)的獨立非執行董事。由二零零七年五月至二零零八年八月，武先生亦擔任於紐約證券交易所上市的英利綠色能源控股有限公司(股份代號：YGE)的獨立非執行董事。由二零零八年七月十五日至二零零九年十二月二十三日，武先生為中國奧園地產集團股份有限公司(股份代號：3883)(「中國奧園」)的執行董事。由二零零九年十二月二十四日至二零一三年五月十九日，武先生為中國奧園的非執行董事兼副主席。由二零零六年二月十三日至二零一三年六月二十七日，武先生為中國水務集團有限公司(股份代號：855)的非執行董事。

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



DIRECTOR PROFILES 董事履歷

Mr. Chen Sing Hung Johnny, aged 49, was appointed as an executive director of the Company on 12 September 2007 and re-designated as a non-executive director of the Company on 25 September 2010. Mr. Chen joined the Group in January 2007. During the period from January 2007 to September 2010, he held a number of senior management positions of the Group including the director and chief executive officer of Silver Base International Development Co. Limited, a subsidiary of the Company and the chief executive officer of the Company. He was a member of the remuneration committee and a member of the compliance committee of the Company. Mr. Chen was responsible for the overall strategies implementation, business development of the Group. He was also involved in and supported all investor relationship and public relationship functions of the Group.

Mr. Chen is a responsible officer of Regal Portfolio Management Limited (“REIT Manager”), the manager of Regal Real Estate Investment Trust (stock code: 1881). He is also an executive director and a member of the disclosure committee of the REIT Manager.

陳陞鴻先生，49歲，於二零零七年九月十二日獲委任為本公司執行董事及於二零一零年九月二十五日調任為本公司非執行董事。陳先生於二零零七年一月加入本集團。於二零零七年一月至二零一零年九月期間，他曾擔任本集團多個高級管理層職位，包括銀基國際發展有限公司(為本公司的附屬公司)董事及行政總裁，以及本公司行政總裁。彼曾為本公司薪酬委員會成員及合規委員會成員。陳先生過往負責本集團整體策略的實施、業務發展工作。彼亦曾參與及支援本集團所有投資者關係及公共關係的職能。

陳先生現為富豪資產管理有限公司(富豪產業信託(股份代號: 1881)之管理人(「產業信託管理人」))之負責人員。彼亦為產業信託管理人之執行董事及披露委員會成員。



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

陳先生於銷售及經銷電子、機械及消費產品的業務發展、國際貿易及項目管理擁有豐富知識及經驗。陳先生加入本集團前，為飛龍貿易(香港)有限公司的總經理，及為國美電器(香港)有限公司的營運總監。此外，陳先生由一九九三年九月至二零零二年七月於聯交所主板上市公司其士國際集團有限公司(股份代號：25)的多家附屬公司擔任管理職位，期間彼負責中國市場及不同的海外市場(如美國、越南、緬甸、菲律賓及日本)的工作。陳先生持有工商管理碩士學位、行政研究學士學位及文學學士(商務數學專業)學位。陳先生為中國人民政治協商會議廣州市越秀區前委員。彼亦為香港董事學會資深會員及香港證券及投資學會會員。



DIRECTOR PROFILES

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hung Sui Kwan, aged 47, was appointed on 6 March 2008. He is the chairman of the audit committee, the compliance committee, the remuneration committee and the nomination committee of the Company. Mr. Hung was an executive director and the chief executive officer of Get Nice Holdings Limited (stock code: 64), a company listed on the main board of the Stock Exchange, for the period from 28 April 2011 to 7 April 2016. On 24 September 2015, he was appointed as an executive director and the chief executive officer of Get Nice Financial Group Limited (stock code: 1469), a company whose shares were listed on the main board of the Stock Exchange on 8 April 2016. Mr. Hung has over 20 years' experience as certified public accountant in Hong Kong and is currently a director of Venture Partners CPA Limited. Mr. Hung is a licensed person under the Securities and Futures Ordinances for regulated activity "advising on corporate finance". Mr. Hung obtained a Bachelor of Science degree from the University of Hong Kong and is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and a member of The Hong Kong Institute of Certified Public Accountants.

獨立非執行董事

洪瑞坤先生，47歲，於二零零八年三月六日獲委任。彼為本公司審核委員會、合規委員會、薪酬委員會及提名委員會主席。洪先生於二零一一年四月二十八日至二零一六年四月七日期間曾任為於聯交所主板上市的結好控股有限公司(股份代號：64)的執行董事及行政總裁。於二零一五年九月二十四日，彼獲委任為結好金融集團有限公司(股份代號：1469)(該公司的股份於二零一六年四月八日在聯交所主板上市)的執行董事及行政總裁。洪先生於香港持有執業會計師資歷共二十年，目前為柏萊會計師事務所有限公司之董事，並為證券及期貨條例下「就機構融資提供意見」的受規管活動之持牌人士。洪先生獲香港大學頒發理學士學位，彼現為英國特許公認會計師公會資深會員及香港會計師公會會員。



Mr. Ma Lishan, aged 65, was appointed on 6 March 2008. He is a member of the audit committee, the remuneration committee, the compliance committee and the nomination committee of the Company. Mr. Ma has extensive experience in corporate operation and management of modern large enterprises and listed companies. Mr. Ma graduated from Beijing Foreign Studies University in the PRC in 1975. Mr. Ma has served various positions such as chairman, executive director and general manager in certain large-scale joint ventures under China Foods Import and Export (Group) Co., Ltd. (COFCO), as well as Great Wall Wine Industrial Company (長城葡萄酒實業公司). From January 1996 to June 2003, Mr. Ma served as an executive director of China Foods Limited, a company listed on the Stock Exchange (stock code: 506). From May 1997 to June 2003, Mr. Ma served as an executive director and the managing director of China Foods Limited. From June 2000 to June 2003, Mr. Ma served as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. (COFCO). Mr. Ma was the deputy chairman of Top Glory International Holdings Limited (a shareholder of COFCO Property (Group) Co., Ltd.) from June 2003 to July 2005. From June 2008 to January 2009, Mr. Ma was an executive director of Sino Resources Group Limited, a company listed on the Stock Exchange (stock code: 223). From 2 August 2009 to present, he is an independent non-executive director of Sunac China Holdings Limited, a company listed on the Stock Exchange (stock code: 1918). From September 2010 to August 2012, he was the executive director, chief executive officer and chairman of Hao Tian Resources Group Limited (now known as Hao Tian Development Group Limited), a company listed on the Stock Exchange (stock code: 474). From August 2012 to August 2016, he was the senior consultant of Hao Tian Development Group Limited. From 31 March 2016 to present, Mr. Ma is currently an independent non-executive director of SRE Group, a company listed on the Stock

馬立山先生，65歲，於二零零八年三月六日獲委任。彼為本公司審核委員會、薪酬委員會、合規委員會及提名委員會成員。馬先生在現代大型企業及上市公司的經營和管理等方面擁有豐富的經驗。馬先生於一九七五年畢業於中國北京外語大學。馬先生先後在中糧集團有限公司(COFCO)旗下若干大型合資企業及長城葡萄酒有限公司出任董事長、執行董事、總經理等職位。自一九九六年一月至二零零三年六月，馬先生出任聯交所上市公司中國食品有限公司(股份代號：506)之執行董事。自一九九七年五月至二零零三年六月，馬先生擔任中國食品有限公司執行董事及總經理。於二零零零年六月至二零零三年六月，馬先生出任中糧集團有限公司(COFCO)副總經理。馬先生曾於二零零三年六月至二零零五年七月出任鵬利國際集團有限公司(中糧地產(集團)股份有限公司股東)副董事長。於二零零八年六月至二零零九年一月，馬先生為聯交所上市公司神州資源集團有限公司(股份代號：223)之執行董事。自二零零九年八月二日至今，彼為聯交所上市公司融創中國控股有限公司(股份代號：1918)之獨立非執行董事。自二零一零年九月至二零一二年八月，彼為聯交所上市公司昊天能源集團有限公司(現稱昊天發展集團有限公司)(股份代號：474)之執行董事、行政總裁兼主席。於二零一二年八月至二零一六年八月，彼為昊天發展集團有限公司高級顧問。自二零一六年三月三十一日起，馬先生為聯交所上市公司上置集團有限公司(股份代號：1207)之獨立非執行董事。自二零一六年六月二十八日起，彼為聯交所上市公司中民築友科技集團有限公司(股份代號：726)之獨立非執行董事。自二零一六年八月十九日起，彼為聯交所上市公司華融國際金融控股有限公司(股份代號：993)之獨立非執行董事。



DIRECTOR PROFILES

董事履歷

Exchange (stock code: 1207). From 28 June 2016 to present, he is currently an independent non-executive director of China Minsheng Drawin Technology Group Limited (stock code: 726), a company listed on the Stock Exchange. From 19 August 2016 to present, he is currently an independent non-executive directors of Huarong International Financial Holdings Limited, a company listed on the Stock Exchange (stock code: 993).

Dr. Lee Kwok Keung Edward, aged 62, was appointed on 24 June 2014. He is a member of the audit committee, compliance committee, remuneration committee and nomination committee of the Company.

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

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

With 38 years of experience as a professional interior designer and furniture retailer, Dr. Lee was appointed as the chairman of the Furniture and Decoration Industries Group by the Federation of Hong Kong Industries and the vice-chairman for Hong Kong Furniture and Decoration Trade Association Limited. The Government of Hong Kong Special Administrative Region has appointed Dr. Lee as a standing committee member of The Public Affair Forum in 2009.

Dr. Lee has also participated in a number of social community service groups, such as a director of The Chinese General Chamber of Commerce, a vice-chairman of the New Territories District Liaison and a Vice-President of New Territories General Chamber of Commerce, In addition, Dr. Lee is an executive council member of The Hong

李國強博士，62歲。於二零一四年六月二十四日獲委任。彼為本公司審核委員會、合規委員會、薪酬委員會及提名委員會成員。

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

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

憑藉三十八年的專業室內設計師及傢俬零售商經驗，李博士歷任香港工業總會傢俬裝飾業主席及香港傢俬裝飾廠商總會副主席。並於二零零九年獲香港政府任命為公共事務論壇委員。

除了對社區基礎工作作出重要貢獻外，李博士亦參與多項社會公職，繼有香港中華總商會會董及新界聯絡處副主任、新界總商會副會長、香港董事學會執行理事、國際扶輪



Kong Institute of Directors, a district secretary of Rotary International District 3450, a chairman of Preserve Planet & Earth of Rotary International District 3450, a director of China Council for the Promotion of International Trade, council member of Innovation China and a director of CPPCC (Luohu District of Shenzhen) Hong Kong And Macao Members Association.

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

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

3450地區秘書、國際扶輪3450地區保護地球委員會主席、中國對外貿易理事會理事、創新中國企業聯盟理事及深圳市羅湖區政協歷屆港澳委員聯誼會一理事等。

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

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



SENIOR MANAGEMENT PROFILES 高級管理層履歷

Mr. Yan Jun, aged 43, Mr. Yan joined the Group on 1 May 2017 as the President of Silver Base Trading and Development (Shenzhen) Co. Limited, and is now responsible for the business development in Mainland China. He has over 20 years of experience in fast moving product brands and supply chains. Before joining the Group, Mr. Yan was the group vice-president of 怡亞通供應鏈股份有限公司 (Eternal Asia Supply Chain Co., Limited) (the “EASC”) in Shenzhen, as well as the co-founder and president of 深度380分銷集群 (In-Dept 380 Distribution Group) (“DDG”) of the EASC. Mr. Yan was responsible for the building, operating and management of the platform of DDG (the “Platform”). The Platform comprises online and offline business-to-business distribution networks (including the distribution of Moutai and Wuliangyi liquor products), logistic service, supply chain finance service, logistic service and other platforms.

Furthermore, Mr. Yan worked with other renowned fast moving brands and supply chain corporations, such as 紅牛維他命飲料有限公司 (Red Bull Vitamin Beverages Company Limited) and Miyakoshi Corporation (日本宮越商事會社).

Mr. Wong Hing Keung, aged 55, the company secretary of the Group. He joined the Group in April 2014. Mr. Wong is mainly responsible for overseeing the Group’s corporate governance, regulatory compliance and legal matters and advising on corporate development, information disclosure and internal control policies and procedures of the Group. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained a master’s degree in professional accounting from the Hong Kong Polytechnic University in 2002. Mr. Wong has over 20 years of experience in the areas of auditing, finance and accounting. He is also experienced in the compliance duties of company listed on the Stock Exchange. He is an authorised representative of the Company under Rule 3.05 of the Listing Rules.

嚴俊先生，43歲，嚴先生於二零一七年五月一日加入銀基貿易發展(深圳)有限公司為總裁。現負責國內市場業務發展工作。彼具備二十多年的資深名快消品牌及供應鏈行業經驗。於加入本公司之前，嚴先生曾任深圳市怡亞通供應鏈股份有限公司集團副總裁，並為旗下的深度380分銷集群總裁及聯合創始人，全面負責深度380平台的搭建、運營及管理，該平台業務範圍包含線下分銷網路(包括分銷茅台、五糧液等酒類產品)、線上B2B平台、物流服務平台、供應鏈金融服務平台、行銷媒體平台等多個子業務。

此外，嚴先生亦曾任職於紅牛維他命飲料有限公司及日本宮越商事會社等知名快消品牌及供應鏈企業。

黃興強先生，55歲，本集團公司秘書。彼於二零一四年四月加入本集團。黃先生主要負責監察本集團的企業管治、合規及法律事宜，以及為本集團企業發展、披露資訊、加強內部監控等政策及程序提供建議。黃先生為香港會計師公會會員及特許公認會計師公會資深會員。彼於二零零二年獲香港理工大學頒發專業會計碩士學位。黃先生擁有逾二十年的審計、財務及會計經驗。彼亦具備聯交所上市公司遵例責任方面的豐富經驗。彼現為香港聯合交易所有限公司證券上市規則第3.05條所規定的公司授權代表。



Ms. Chan Sing Doris, aged 42, is the vice president of the Company. Ms. Chan joined the Group in November 1997. She is responsible for sales and distribution of high-ended Chinese liquor in Hong Kong market and maintaining close relationship with the customers. Ms. Chan performed as manager of administration and human resources of the Group previously, and was proficient in the Group's business operation. Ms. Chan holds a postgraduate diploma in international management in The International Institute of Management and obtained a degree of Master of Business Administration in Bulacan State University in Philippines.

Mr. Hua Shangsheng, aged 43, is the chief operation officer of Silver Base Trading and Development (Shenzhen) Co. Limited ("Silver Base Trading Shenzhen"). Mr. Hua joined the Group in October 2015, and is now responsible for the overall management of the Group's operation. Mr. Hua has worked for banking institutions, a wellknown management consulting firm in China and a listed company in the beer industry. He has access to resources in the industry as well as outside of the industry, and he has extensive experience in establishing sales channels, marketing planning, sales and business management. Mr. Hua graduated in 1998 from Guangzhou Financial College (廣州金融高等專科學校) with a major in accounting.

Mr. Yang Jingke, aged 36, is the vice president of Silver Base Trading Shenzhen. Mr. Yang joined the Group in July 2007. He is responsible for offline marketing and management of the Group. Mr. Yang graduated from the Beijing Bailie University (北京培黎職業學院) majoring in International Trading and subsequently obtained a Bachelor's degree in Business Administration from Jinggangshan University (井岡山大學). He is now pursuing a master degree in business administration at Xiamen University (廈門大學). Mr. Yang has been engaging in the sales of wine and liquor for more than 10 years, during which he accumulated extensive experience in the industry. Mr. Yang was engaged as an operation manager upon joining the Group and served as regional manager and vice general manager before his promotion to vice president of Silver Base Trading Shenzhen.

陳星女士，42歲，本公司副總裁。陳女士於一九九七年十一月加入本集團。彼現時主要負責香港市場的中國高端白酒之經銷及銷售，以及與顧客保持緊密關係事宜。彼曾擔任本集團行政及人事部經理，彼對本集團業務運作非常熟悉。陳女士持有國際專業管理學會之國際管理深造文憑及於菲律賓比立勤國立大學取得工商管理碩士學位。

華尚生先生，43歲，銀基貿易發展(深圳)有限公司(「深圳銀基貿易」)的首席運營官。華先生於二零一五年十月加入本集團，現負責全面的運營管理工作。華先生先後就職於銀行機構、國內知名管理諮詢公司以及啤酒行業上市公司，擁有極為豐富的行業及跨行業資源、管道建設、市場佈局、銷售與運營管理經驗。華先生於一九九八年於廣州金融高等專科學校會計專業畢業。

楊敬科先生，36歲，深圳銀基貿易副總裁，於二零零七年七月加入本集團，現負責集團線下營銷管理工作。楊先生畢業於北京培黎職業學院就讀國際貿易專業後，取得井岡山大學工商管理專業本科學歷，現正修讀於廈門大學工商管理碩士。楊先生從事酒類銷售十餘年，積累了豐富的行業資源及具備深厚的工作經驗。楊先生加入本集團任職業務經理，歷任省區負責人、公司副總經理、之後升任為銀基深圳副總裁。



SENIOR MANAGEMENT PROFILES 高級管理層履歷

Ms. Li Yuxi, aged 34, is the senior vice president of Silver Base Trading Shenzhen. Ms. Li joined the Group in November 2012 to participate in market development and the exploration, establishment, sales and marketing of all Internet-related channels. She is responsible for the establishment and sales of O2O, B2C and B2B integrated business models, and also the layout of various new channels of the Group in the PRC, product planning, market operations, team building, sales management, and other related matters. Ms. Li obtained a Bachelor's degree in International Economics and Trading from Jiangnan University (江漢大學).

Ms. Lin Xingyu, aged 32, is the vice president of Silver Base Trading Shenzhen. Ms. Lin joined the Group in August 2012, and is responsible for the Group's integrated supplier management, global shopping business, administration and human resources management, the liaison with the suppliers of baijiu and handling of export of Chinese branded wine. Ms. Lin graduated from Shenzhen Polytechnic (深圳職業技術學院) in 2007 and is experienced in the alcoholic beverage business.

李昱熹女士，34歲，深圳銀基貿易高級副總裁，李女士於二零一二年十一月加入本集團，從事市場深耕與互聯網全管道的開拓、建設、銷售及推廣工作，現負責O2O、B2C與B2B綜合商業模式的搭建與銷售，承擔集團境內各類新型管道的佈局、產品規劃、市場營運、團隊搭建、銷售管理等相關事務。李女士大學畢業於江漢大學國際經濟與貿易專業。

林星宇女士，32歲，深圳銀基貿易副總裁，林女士於二零一二年八月加入本集團，現負責本集團供應商綜合管理、全球購業務、行政人力管理，白酒供應商的對接工作與處理出口中國知名酒類業務。林女士於二零零七年在深圳職業技術學院專科畢業，並擁有多多年從事酒水行業之經驗。



The directors (the “Directors”) of Silver Base Group Holdings Limited (the “Company”) hereby present their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2017 (the “Financial Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries as at 31 March 2017 are set out in note 41 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the Financial Year.

RESULTS AND APPROPRIATION

The Group’s profit for the Financial Year and the Group’s financial position at that date are set out in the financial statements on pages 130 to 244.

No interim dividend was paid during the Financial Year.

To reserve the resources for the Group’s business development, the board did not recommend the payment of a final dividend for the Financial Year.

ANNUAL GENERAL MEETING

The annual general meeting of the Company (“Annual General Meeting”) will be held in Hong Kong on Friday, 18 August 2017. Notice of the Annual General Meeting will be issued and despatched to the shareholders of the Company (the “Shareholders”) together with this annual report.

銀基集團控股有限公司(「本公司」)董事(「董事」)謹此提呈董事會報告以及本公司及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止年度(「財政年度」)的經審核合併財務報表。

主要業務

本公司之主要業務為投資控股，其主要附屬公司於二零一七年三月三十一日的主要業務詳情載於財務報表附註41，而本集團的主要業務性質於財政年度內並無重大改變。

業績及分配

本集團於財政年度的利潤，以及本集團於該日的財政狀況，乃載列於第130頁至第244頁的財務報表內。

財政年度內，並無派付中期股息。

為保留資源以發展本集團之業務，董事會不建議派發財政年度之末期股息。

股東週年大會

本公司將於二零一七年八月十八日(星期五)在香港舉行股東週年大會(「股東週年大會」)。股東週年大會通告將刊發並連同本年報寄發予本公司股東(「股東」)。



REPORT OF THE DIRECTORS 董事會報告

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both dates inclusive, during which period no transfer of share(s) will be effected, for the purpose of determining Shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 14 August 2017.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Details of movements in the property, plant and equipment, and investment property of the Group during the Financial Year are set out in notes 13 and 14 to the financial statements, respectively.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Financial Year are set out in note 26 to the financial statements.

PRE-EMPTIVE RIGHTS

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

暫停辦理股份過戶登記

本公司將於二零一七年八月十五日(星期二)至二零一七年八月十八日(星期五)(首尾兩日包括在內)止期間暫停辦理股份過戶登記手續,以釐定有權出席股東週年大會並於會上投票之股東名單。為符合出席股東週年大會並於會上投票的資格,所有股份之過戶文件連同有關股票須於二零一七年八月十四日(星期一)下午四時三十分(香港時間)之前送達本公司之香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)辦理登記手續。

物業、廠房及設備以及投資物業

於財政年度內,本集團物業、廠房及設備以及投資物業的變動詳情分別載於財務報表附註13及14。

股本

於財政年度內,本公司股本的變動詳情載於財務報表附註26。

優先購買權

本公司章程細則或開曼群島法律並無有關優先權的條文規定本公司須按持股比例向現有股東發售本公司新股份。



SHARE OPTION SCHEME

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

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

購股權計劃

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

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



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



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

On 28 September 2016 (the "Date of Grant 1"), the Company granted share options to certain Directors, a substantial Shareholder and employees of the Group to subscribe for a total of 151,300,000 ordinary shares of HK\$0.10 each in the capital of the Company under the Share Option Scheme. The exercise price is HK\$0.64 per share. Details of the grant of share options, including the validity of the share options can be referred to the announcement of the Company on the Date of Grant 1.

As at 31 March 2017, the number of share options to subscribe for a total of 253,400,000 shares in the Company, representing approximately 11.1% of the number of issued ordinary shares of the Company, may still be granted under the Share Option Scheme as the date of this report.

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

於二零一六年九月二十八日（「授出日期一」），本公司根據購股權計劃向若干董事、一名主要股東及本集團僱員授出可認購合共151,300,000股本公司股本中每股面值0.10港元之普通股的購股權。行使價為每股0.64港元。有關授出購股權之詳情，包括購股權之有效期，請參閱本公司於授出日期一之公告。

於二零一七年三月三十一日，根據購股權計劃仍可授出可認購合共253,400,000股本公司股份（相當於本公司於本報告日期的已發行普通股數目約11.1%）的購股權。



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Subsequent to 31 March 2017 at the extraordinary general meeting held on 11 April 2017 (the “2017 EGM”), the shareholders of the Company duly approved to renew the total maximum number of shares of the Company which may be issued upon the exercise of options to be granted under the Share Option Scheme to be up to 10% of the Company’s issued share capital as at the date of the 2017 AGM, which amounted to 227,280,894 shares of the Company.

The Listing Committee of the Stock Exchange subsequently granted the approval for the listing of, and permission to deal in, the shares to be issued pursuant to the renewed Share Option Scheme mandate as described above.

On 5 May 2017 (the “Date of Grant 2”), the Company granted share options to certain employees of the Group to subscribe for a total of 80,000,000 ordinary shares of HK\$0.10 each in the capital of the Company under the Share Option Scheme. The exercise price is HK\$0.50 per share. Details of the grant of share options, including the validity of the share options can be referred to the announcement of the Company on the Date of Grant 2.

於二零一七年三月三十一日後，在二零一七年四月十一日舉行之股東特別大會（「二零一七年股東特別大會」）上，本公司股東已正式批准更新因根據購股權計劃將授出之購股權獲行使而可予發行之本公司股份總數上限至最多為本公司於二零一七年股東特別大會當日已發行股本之10%，即227,280,894股本公司股份。

聯交所上市委員會已於其後批准根據上述經更新之購股權計劃授權將發行之股份上市及買賣。

於二零一七年五月五日（「授出日期二」），本公司根據購股權計劃向若干僱員授出可認購合共80,000,000股本公司股本中每股面值0.10港元之普通股的購股權。行使價為每股0.50港元。有關授出購股權之詳情，包括購股權之有效期，請參閱本公司於授出日期二之公告。



Details of the share options outstanding as at 31 March 2017 under the Share Option Scheme are as follows:

於二零一七年三月三十一日，購股權計劃下之未行使購股權之詳情如下：

Grantees 承授人	Exercise period 行使期	Exercise price per share under the share options 每股購股權之行使價 HK\$ 港元	Options held as at 1 Apr 2016 於二零一六年四月一日持有之購股權	No. of shares involved in options lapsed before completion of the bonus issue* 於發行紅股*完成前失效之購股權所涉及之股份數目	Options completion of the bonus issue* 於發行紅股*完成前之購股權	Exercisable price per share under the share options after completion of the bonus issue* 於發行紅股*完成後之每股購股權之行使價 HK\$ 港元	Options after completion of the bonus issue* 於發行紅股*完成後之購股權	No. of shares involved in options granted after bonus issue* 於發行紅股*後授出之購股權所涉及之股份數目	No. of shares involved in options exercised during the year 於年內行使之購股權所涉及之股份數目	No. of shares involved in options lapsed after bonus issue* 於發行紅股*後失效之購股權所涉及之股份數目	No. of shares involved in options cancelled during the year 於年內註銷之購股權所涉及之股份數目	No. of shares involved in options held as at 31 March 2017 於二零一七年三月三十一日持有之購股權所涉及之股份數目
Directors:												
董事:												
Wang Jindong 王晉東	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	6,000,000	-	6,000,000	0.73	9,000,000	-	-	-	-	9,000,000
	28 Sep 2017 to 27 Sep 2022 二零一七年九月二十八日至二零二二年九月二十七日	0.64	-	-	-	-	-	3,000,000	-	-	-	3,000,000
												12,000,000
Cheung Mei Sze 章美思	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	3,000,000	-	3,000,000	0.73	4,500,000	-	-	-	-	4,500,000
	28 Sep 2017 to 27 Sep 2022 二零一七年九月二十八日至二零二二年九月二十七日	0.64	-	-	-	-	-	500,000	-	-	-	500,000
												5,000,000
Wu Jie Si 武捷思	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	1,000,000	-	1,000,000	0.73	1,500,000	-	-	-	-	1,500,000
Chen Sing Hung Johnny 陳陞鴻	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	500,000	-	500,000	0.73	750,000	-	-	-	-	750,000
Joseph Marian Laurence Ozorio (Note i) 柯達生(附註i)	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	500,000	-	500,000	0.73	750,000	-	-	-	-	750,000
Hung Sui Kwan 洪瑞坤	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	1,000,000	-	1,000,000	0.73	1,500,000	-	-	-	-	1,500,000
Ma Lishan 馬立山	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	500,000	-	500,000	0.73	750,000	-	-	-	-	750,000
Lee Kwok Keung Edward 李國強	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至二零一六年四月二十一日	1.09	500,000	-	500,000	0.73	750,000	-	-	-	-	750,000



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Grantees	Exercise period	Exercise price per share under the share options	Options held as at 1 April 2016	No. of shares involved in options lapsed before completion of the bonus issue* 於發行紅股* 完成前失效	Options before completion of the bonus issue* 於發行紅股* 完成前	Exercisable price per share under the share options after completion of the bonus issue* 於發行紅股* 完成後	Options after completion of the bonus issue*	No. of shares involved in options granted after bonus issue* 於發行紅股* 後授出之	No. of shares involved in options exercised during the year 於年內行使	No. of shares involved in options lapsed after bonus issue* 於發行紅股* 後失效之	No. of shares involved in options cancelled during the year 於年內註銷之	No. of shares involved in options held as at 31 March 2017 於二零一七年三月三十一日持有之
Substantial Shareholder of the Company: 本公司主要股東:												
Luo Li (Note ii) 羅俐(附註ii)	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至 二零二一年四月二十一日	1.09	700,000	-	700,000	0.73	1,050,000	-	-	-	-	1,050,000
	28 Sep 2017 to 27 Sep 2022 二零一七年九月二十八日至 二零二二年九月二十七日	0.64	-	-	-	-	1,000,000	-	-	-	-	1,000,000
												2,050,000
Others: 其他:												
Other employees of the Group 本集團其他僱員	22 Apr 2016 to 21 Apr 2021 二零一六年四月二十二日至 二零二一年四月二十一日	1.09	92,500,000	(600,000)	91,900,000	0.73	137,850,000	-	-	(6,900,000)	-	130,950,000
	28 Sep 2017 to 27 Sep 2022 二零一七年九月二十八日至 二零二二年九月二十七日	0.64	-	-	-	-	146,800,000	-	-	(49,400,000)	-	97,400,000
												228,350,000
Total 總計			106,200,000	(600,000)	105,600,000		158,400,000	151,300,000	-	(56,300,000)	-	253,400,000

* Pursuant to the announcement of the Company dated 2 August 2016, bonus issue was made on the basis of one (1) bonus share for every two (2) existing shares in issue hold on 25 July 2016. In addition, the number of shares of the Company to be allotted and issued upon full exercise of the subscription rights attaching on the share options were adjusted with effect from 2 August 2016.

* 根據本公司日期為二零一六年八月二日之公告，發行紅股乃根據於二零一六年七月二十五日每持有兩(2)股現有已發行股份可獲發一(1)股紅股之基準進行。此外，於購股權所附認購權獲悉數行使時將予配發及發行之本公司股份數目已作調整，並由二零一六年八月二日起生效。

Note:

附註:

(i) Mr. Joseph Marian Laurence Ozorio, a non-executive Director passed away on 9 January 2017 (the "Date of Cessation"). Pursuant to the Share Option Scheme, the share options immediately vested at the Date of Cessation to his legal personal representative, who was entitled to exercise the option within a period of 12 months from the Date of Cessation.

(i) 非執行董事柯進生先生於二零一七年一月九日(「離世日期」)離世。根據購股權計劃，購股權已於離世日期即時歸屬予其法定遺產代理人，其法定遺產代理人有權於離世日期起計12個月期間內行使購股權。



(ii) As at 31 March 2017, Yinji Investments Limited held 720,318,750 Shares representing approximately 31.69% of the issued share capital of the Company. The entire issued share capital of Yinji Investments Limited is directly owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly wholly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing, and Miss Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. Mr. Liang Guoxing is the chairman, an executive Director, chief executive officer and a substantial shareholder of the Company.

(ii) 於二零一七年三月三十一日，Yinji Investments Limited 持有 720,318,750 股股份，相當於本公司已發行股本約 31.69%。Yinji Investments Limited 之全部已發行股本均由 Grand Base Holdings Limited（一間於英屬維爾京群島註冊成立之公司）直接擁有，並由一個全權酌情信託間接全資擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。梁國興先生為主席、執行董事、行政總裁兼本公司主要股東。

RESERVES AND DISTRIBUTABLE RESERVES

As at 31 March 2017, distributable reserves of the Company, calculated in accordance with the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to HK\$416.9 million (as at 31 March 2016: HK\$529.1 million).

儲備及可供分派儲備

於二零一七年三月三十一日，根據開曼群島的公司法（一九六一年第 3 號法例，經綜合及修訂）第 22 章計算本公司可供分派儲備為 416.9 百萬港元（於二零一六年三月三十一日：529.1 百萬港元）。

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 3 in this annual report. The summary does not form part of the audited financial statements.

財務資料概要

本集團過去五個財政年度的業績及資產與負債的概要（摘錄自經審核合併財務報表並經適當重列／重新分類）載於本年報第 3 頁。此概要並不構成經審核財務報表的一部份。

FINANCIAL KEY PERFORMANCE INDICATOR

The Group regards both the current ratio and the gearing ratio are important indicators of its financial health.

財務表現關鍵指標

本集團視流動比率和槓桿比率為其財務狀況是否穩健的重要指標。

Current Ratio

The current ratio is the balance of current assets at the end of the financial year divided by the balance of current liabilities at the end of the financial year. As at 31 March 2017, the current ratio was 2.0 (2016: 1.7) which means the Group is able to meet the creditors' demands.

流動比率

流動比率是將財政年度年結時的流動資產結餘除以財政年度年結時的流動負債結餘而得出。於二零一七年三月三十一日，流動比率為 2.0（二零一六年：1.7），此意味著本集團能夠滿足債權人的要求。



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Gearing Ratio

Gearing ratio is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, deposits received, other payables and accruals, bank advance for discounted bills and amounts due to related parties and directors less cash and cash equivalents. Total capital represents equity attributable to the ordinary equity holders of the Company. As at 31 March 2017, the gearing ratio was approximately 52.5% (2016: 50.1%). From a long-term perspective, the management is committed to maintain an optimal and stable gearing ratio, in order to achieve maximum capital efficiency.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the Financial Year.

CHARITABLE CONTRIBUTIONS

During the Financial Year, the Group did not make any charitable contributions (2016: Nil).

槓桿比率

槓桿比率為即債務淨額除以總資本加債務淨額。債務淨額包括計息銀行及其他借貸、應付貿易款項、已收訂金、其他應付款項及應計負債、銀行貼現票據墊款以及應付關聯方及董事款項的總和，減現金及現金等值物計算。總資本指本公司普通權益持有人應佔的權益。於二零一七年三月三十一日，槓桿比率約為52.5%（二零一六年：50.1%）。長遠而言，管理層致力維持最佳而穩定的槓桿比率，以達致最高的資本效益。

購買、出售或贖回本公司之上市證券

本公司或任何其附屬公司概無於財政年度內購買、出售或贖回本公司之上市證券。

慈善捐款

財政年度內，本集團並無作出慈善捐款（二零一六年：無）。



BOARD OF DIRECTORS

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

Executive Directors

Mr. Liang Guoxing (*Chairman and Chief Executive Officer*)

Mr. Wang Jindong (*Chief Financial Officer*)

Ms. Cheung Mei Sze

Non-executive Directors

Mr. Wu Jie Si

Mr. Chen Sing Hung Johnny

Mr. Joseph Marian Laurence Ozorio
(passed away on 9 January 2017)

Independent Non-executive Directors

Mr. Hung Sui Kwan

Mr. Ma Lishan

Dr. Lee Kwok Keung Edward

In accordance with Article 84 of the Company's articles of association, Mr. Wang Jindong, Ms. Cheung Mei Sze ("Ms. Cheung"), Mr. Chen Sing Hung Johnny and Dr. Lee Kwok Keung Edward shall retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Ms. Cheung had not offered herself for re-election and will retire from the Board at the conclusion of the Annual General Meeting. Ms. Cheung will continue to serve as the head of finance of the Group and a director of a subsidiary of the Company following her retirement as executive Director.

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

The profiles of the Directors and senior management of the Group are set out on pages 46 to 58 of this annual report.

董事會

於財政年度內及直至本報告日期為止的在任董事如下：

執行董事

梁國興先生 (*主席兼行政總裁*)

王晉東先生 (*總財務總監*)

章美思女士

非執行董事

武捷思先生

陳陞鴻先生

柯進生先生

(於二零一七年一月九日離世)

獨立非執行董事

洪瑞坤先生

馬立山先生

李國強博士

根據本公司章程細則第84條，王晉東先生、章美思女士（「章女士」）、陳陞鴻先生及李國強博士須於應屆股東週年大會上輪值退任，彼等合資格並願意膺選連任。

章女士不擬膺選連任並將於股東週年大會結束時從董事會退任。章女士退任執行董事後將繼續擔任本集團財務部主管及本公司一間附屬公司的董事。

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第46至58頁。



REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' SERVICE CONTRACTS

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

董事的服務合約

各董事均已與本公司訂立服務合約，自以下日期開始為固定年期三年：

Name of Directors 董事姓名	Commencement Date 開始日期
Mr. Liang Guoxing (Note 1) 梁國興先生(附註1)	12 September 2016 二零一六年九月十二日
Mr. Wang Jindong (Note 2) 王晉東先生(附註2)	1 April 2016 二零一六年四月一日
Ms. Cheung Mei Sze (Note 3) 章美思女士(附註3)	6 March 2017 二零一七年三月六日
Mr. Wu Jie Si (Note 4) 武捷思先生(附註4)	6 March 2017 二零一七年三月六日
Mr. Chen Sing Hung Johnny (Note 5) 陳陸鴻先生(附註5)	25 September 2016 二零一六年九月二十五日
Mr. Joseph Marian Laurence Ozorio (Notes 6 & 7) 柯進生先生(附註6及7)	10 April 2016 二零一六年四月十日
Mr. Hung Sui Kwan (Note 8) 洪瑞坤先生(附註8)	6 March 2017 二零一七年三月六日
Mr. Ma Lishan (Note 9) 馬立山先生(附註9)	6 March 2017 二零一七年三月六日
Dr. Lee Kwok Keung Edward (Note 10) 李國強博士(附註10)	24 June 2017 二零一七年六月二十四日

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

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



Notes:

1. The previous service contract of Mr. Liang expired on 11 September 2016 and a new service contract was entered into between the Company and Mr. Liang for a term of three (3) years commencing from 12 September 2016.
2. The previous service contract of Mr. Wang expired on 31 March 2016 and a new service contract was entered into between the Company and Mr. Wang for a term of three (3) years commencing from 1 April 2016.
3. The previous service contract of Ms. Cheung expired on 5 March 2017 and a new service contract was entered into between the Company and Ms. Cheung for the period from 6 March 2017 to 18 August 2017 or to the conclusion of the Annual General Meeting or any adjournment thereof, whichever in later. Ms. Cheung has not offered herself for re-election and will retire from the Board at the conclusion of the Annual General Meeting.
4. The previous service contract of Mr. Wu expired on 5 March 2017 and a new service contract was entered into between the Company and Mr. Wu for a term of three (3) years commencing from 6 March 2017.
5. The previous service contract of Mr. Chen expired on 24 September 2016 and a new service contract was entered into between the Company and Mr. Chen for a term of three (3) years commencing from 25 September 2016.
6. The previous service contract of Mr. Ozorio expired on 9 April 2016 and a new service contract as non-executive Director was entered into between the Company and Mr. Ozorio for a term of three (3) years commencing from 10 April 2016.
7. Mr. Ozorio has passed away on 9 January 2017.
8. The previous service contract of Mr. Hung expired on 5 March 2017 and a new service contract was entered into between the Company and Mr. Hung for a term of three (3) years commencing from 6 March 2017.
9. The previous service contract of Mr. Ma expired on 5 March 2017 and a new service contract was entered into between the Company and Mr. Ma for a term of three (3) years commencing from 6 March 2017.
10. The previous service contract of Dr. Lee expired on 23 June 2017 and a new service contract was entered into between the Company and Dr. Lee for a term of three (3) years commencing from 24 June 2017.

附註：

1. 梁先生的前服務合約已於二零一六年九月十一日屆滿，而本公司與梁先生已訂立由二零一六年九月十二日開始為期三(3)年的新服務合約。
2. 王先生的前服務合約已於二零一六年三月三十一日屆滿，而本公司與王先生已訂立由二零一六年四月一日開始為期三(3)年的新服務合約。
3. 章女士的前服務合約已於二零一七年三月五日屆滿，而本公司與章女士已訂立由二零一七年三月六日開始至二零一七年八月十八日或至股東週年大會或其任何續會結束為止(以較後者為準)期間的新服務合約。章女士不擬膺選連任並將於股東週年大會結束時從董事會退任。
4. 武先生的前服務合約已於二零一七年三月五日屆滿，而本公司與武先生已訂立由二零一七年三月六日開始為期三(3)年的新服務合約。
5. 陳先生的前服務合約已於二零一六年九月二十四日屆滿，而本公司與陳先生已訂立由二零一六年九月二十五日開始為期三(3)年的新服務合約。
6. 柯先生的前服務合約已於二零一六年四月九日屆滿，而本公司與柯先生已訂立有關其出任非執行董事，由二零一六年四月十日開始為期三(3)年的新服務合約。
7. 柯先生於二零一七年一月九日離世。
8. 洪先生的前服務合約已於二零一七年三月五日屆滿，而本公司與洪先生已訂立由二零一七年三月六日開始為期三(3)年的新服務合約。
9. 馬先生的前服務合約已於二零一七年三月五日屆滿，而本公司與馬先生已訂立由二零一七年三月六日開始為期三(3)年的新服務合約。
10. 李博士的前服務合約已於二零一七年六月二十三日屆滿，而本公司與李博士已訂立由二零一七年六月二十四日開始為期三(3)年的新服務合約。



REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' REMUNERATION

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

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

As at 31 March 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

董事酬金

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

董事及最高行政人員於股份、相關股份及債券的權益

於二零一七年三月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有權益及淡倉而須(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例上述規定被當作或視為擁有的權益及淡倉）；或(ii)根據證券及期貨條例第352條須登記於該條所述登記冊；或(iii)根據上市規則所載的標準守則須知會本公司及聯交所如下：



(i) Shares of the Company

(i) 本公司股份

Name of Director	Number or attributable number of shares held or short positions	Position	Nature of interests	Approximate percentage or attributable percentage of shareholding of the Company
董事姓名	所持或應佔股份數目或淡倉數目	倉盤	權益性質	於本公司股權概約百分比或應佔百分比
Liang Guoxing	275,895,000 (Note 1)	Long	Interest in controlled corporation	12.14%
梁國興	275,895,000 (附註1)	好倉	於受控法團之權益	
	720,318,750 (Note 2)	Long	Founder and beneficial object of a discretionary trust	31.69%
	720,318,750 (附註2)	好倉	全權信託之創辦人及受益人	
	2,050,000 (Note 3)	Long	Family interest	0.09%
	2,050,000 (附註3)	好倉	家族權益	



REPORT OF THE DIRECTORS

董事會報告

(ii) Share Options

(ii) 購股權

Name of Directors 董事姓名	Underlying shares pursuant to the share options as at 31 March 2017 於二零一七年 三月三十一日 購股權所涉及之 相關股份數目	Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權 概約百分比或 應佔百分比
Wang Jindong (Note 4) 王晉東(附註4)	12,000,000	0.52%
Cheung Mei Sze (Note 4) 章美思(附註4)	5,000,000	0.21%
Wu Jie Si (Note 4) 武捷思(附註4)	1,500,000	0.06%
Chen Sing Hung Johnny (Note 4) 陳陞鴻(附註4)	750,000	0.03%
Joseph Marian Laurence Ozorio (Notes 4 & 5) 柯進生(附註4及5)	750,000	0.03%
Hung Sui Kwan (Note 4) 洪瑞坤(附註4)	1,500,000	0.06%
Ma Lishan (Note 4) 馬立山(附註4)	750,000	0.03%
Lee Kwok Keung Edward (Note 4) 李國強(附註4)	750,000	0.03%

Notes:

- (1) These Shares were held by Keen Pearl Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Mr. Liang Guoxing, an executive Director, the chairman and the chief executive officer of the Company.

附註：

- (1) 該等股份由Keen Pearl Limited(一間於英屬維爾京群島註冊成立之公司)持有，而其全部已發行股本則由本公司執行董事、主席兼行政總裁梁國興先生擁有。



- | | |
|---|--|
| <p>(2) These Shares were held by Yinji Investments Limited. The entire issued share capital of Yinji Investments Limited is beneficially owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing and Miss Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. HSBC International Trustee Limited was deemed to be interested in the shares in the capacity of a trustee of the discretionary trust as aforementioned.</p> | <p>(2) 該等股份由Yinji Investments Limited持有。Yinji Investments Limited之全部已發行股本由Grand Base Holdings Limited（一間於英屬維爾京群島註冊成立之公司）實益擁有，並由一個全權信託間接擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。滙豐國際信託有限公司為上述全權信託之受託人，故被視為於該等股份中擁有權益。</p> |
| <p>(3) These interests represent the share options granted to Ms. Luo Li, the spouse of Mr. Liang Guoxing under the share option scheme of the Company.</p> | <p>(3) 此等權益代表根據本公司購股權計劃下授予梁國興先生的配偶羅俐女士之購股權。</p> |
| <p>(4) These interests represent the share options granted to the Directors under the share option scheme of the Company.</p> | <p>(4) 此等權益代表根據本公司購股權計劃下授予董事之購股權。</p> |
| <p>(5) Mr. Joseph Marian Laurence Ozorio, a non-executive Director passed away on 9 January 2017 (the "Date of Cessation"). Pursuant to the Share Option Scheme, the share options immediately vested at the Date of Cessation to his legal personal representative, who was entitled to exercise the option within a period of 12 months from the Date of Cessation.</p> | <p>(5) 非執行董事柯進生先生於二零一七年一月九日（「離世日期」）離世。根據購股權計劃，購股權已於離世日期即時歸屬予其法定遺產代理人，其法定遺產代理人有權於離世日期起計12個月期間內行使購股權。</p> |

Save as disclosed above, as at 31 March 2017, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

除上文所披露者外，於二零一七年三月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有或被視為擁有任何權益或淡倉而須(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例上述規定被當作或視為擁有的權益或淡倉）；或(ii)根據證券及期貨條例第352條須登記於該條所述登記冊；或(iii)根據上市規則所載的標準守則須知會本公司及聯交所。



REPORT OF THE DIRECTORS 董事會報告

SUBSTANTIAL SHAREHOLDER' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to the Directors and the chief executive of the Company, as at 31 March 2017, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

主要股東於股份及相關股份之權益

就董事及本公司最高行政人員所知，於二零一七年三月三十一日，下列人士（非董事或本公司最高行政人員）於本公司的股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露之權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，又或須通知本公司及聯交所之權益或淡倉：



Name of shareholders	Number or attributable number of shares held or short positions	Position	Nature of interests	Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權概約持股百分比或應佔百分比
股東名稱	所持或應佔股份數目或淡倉數目	倉盤	權益性質	
Keen Pearl Limited	275,895,000 (Note 1)	Long	Beneficial Owner	12.14%
Keen Pearl Limited	275,895,000 (附註1)	好倉	實益擁有人	
Yinji Investments Limited	720,318,750 (Note 2)	Long	Beneficial Owner	31.69%
Yinji Investments Limited	720,318,750 (附註2)	好倉	實益擁有人	
Grand Base Holdings Limited	720,318,750 (Note 2)	Long	Interest in controlled corporation	31.69%
Grand Base Holdings Limited	720,318,750 (附註2)	好倉	於受控法團之權益	
HSBC International Trustee Limited	720,318,750 (Note 2)	Long	Trustee of discretionary trust	31.69%
滙豐國際信託有限公司	720,318,750 (附註2)	好倉	全權信託之受託人	
Luo Li	722,368,750 (Notes 2 & 3)	Long	Beneficial object of a discretionary trust, beneficial owner	31.73%
羅俐	722,368,750 (附註2及3)	好倉	全權信託之受益人、實益擁有人	
Liang Gia Li Melody	720,318,750 (Note 2)	Long	Beneficial object of a discretionary trust	31.69%
梁嘉麗	720,318,750 (附註2)	好倉	全權信託之受益人	
Liu Yang	318,167,000 (Note 4)	Long	Interest in controlled corporation	13.99%
劉央	318,167,000 (附註4)	好倉	於受控法團之權益	
Atlantis Capital Holdings Limited ("Atlantis Capital")	318,167,000 (Note 4)	Long	Interest in controlled corporation	13.99%
西京資本控股有限公司 (「西京資本」)	318,167,000 (附註4)	好倉	於受控法團之權益	
Riverwood Asset Management (Cayman) Limited	205,603,000 (Note 5)	Long	Interest in controlled corporation	9.05%
Riverwood Asset Management (Cayman) Limited	205,603,000 (附註5)	好倉	於受控法團之權益	



REPORT OF THE DIRECTORS

董事會報告

Name of shareholders 股東名稱	Number or attributable number of shares held or short positions 所持或應佔股份 數目或淡倉數目	Position 倉盤	Nature of interests 權益性質	Approximate percentage or attributable percentage of shareholding of the Company 於本公司股權 概約持股百分比 或應佔百分比
Central Huijin Investment Ltd. 中央匯金投資有限責任 有限公司	846,213,750 (Notes 6 & 7)	Long 好倉	Interest in controlled corporation 於受控法團之權益	37.23%
China Construction Bank Corporation 中國建設銀行股份有限公司	846,213,750 (Notes 6 & 7)	Long 好倉	Interest in controlled corporation 於受控法團之權益	37.23%

Notes:

1. These shares were held by Keen Pearl Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Mr. Liang Guoxing, an executive Director, the chairman and the chief executive officer of the Company.
2. These shares were held by Yinji Investments Limited. The entire issued share capital of Yinji Investments Limited was beneficially owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing, Ms. Luo Li, the spouse of Mr. Liang Guoxing, and Miss Liang Gia Li Melody, the daughter of Mr. Liang Guoxing. HSBC International Trustee Limited was deemed to be interested in the shares in the capacity of a trustee of the discretionary trust as aforementioned.
3. These interests included interest in 2,050,000 share options granted to Ms. Luo Li, spouse of Mr. Liang Guoxing under the share option scheme of the Company.

附註:

1. 該等股份由Keen Pearl Limited (一間於英屬維爾京群島註冊成立之公司) 持有，而其全部已發行股本由本公司執行董事、主席兼行政總裁梁國興先生擁有。
2. 該等股份由Yinji Investments Limited持有。Yinji Investments Limited之全部已發行股本由Grand Base Holdings Limited (一間於英屬維爾京群島註冊成立之公司) 實益擁有，並由一個全權信託間接擁有，該信託之受益人為梁國興先生、梁國興先生的配偶羅俐女士，以及梁國興先生的女兒梁嘉麗小姐。滙豐國際信託有限公司為上述全權信託之受託人，故被視為於該等股份中擁有權益。
3. 此等權益包括根據本公司購股權計劃下授予梁國興先生的配偶羅俐女士之2,050,000股購股權。



4. Pursuant to the disclosure of interests notices filed by each of Ms. Liu Yang and Atlantis Capital on 15 November 2016, among others, Atlantis Investment Management (Hong Kong) Limited (“Atlantis Investment”) was disclosed as having direct interest in 318,167,000 Shares and was wholly-owned by Ms. Liu Yang. Therefore, Ms. Liu Yang and Atlantis Capital are deemed to be interested in the shares held by Atlantis Investment.
4. 根據劉央女士及西京資本於二零一六年十一月十五日分別存檔的披露權益通知，(其中包括)西京投資管理(香港)有限公司(「西京投資」)按披露為於318,167,000股股份中擁有直接權益並且由劉央女士全資擁有。因此，劉央女士及西京資本被視為於西京投資持有之股份中擁有權益。
5. Pursuant to the disclosure of interests notices filed by each of Ms. Liu Yang and Riverwood Asset Management (Cayman) Ltd on 27 January 2017, among others, Riverwood Asset Management (Cayman) Ltd was disclosed as having direct interest in 205,603,000 Shares and was wholly-owned by Ms. Liu Yang. Therefore, Ms. Liu Yang is deemed to be interested in the Shares held by Riverwood Asset Management (Cayman) Ltd.
5. 根據劉央女士及Riverwood Asset Management (Cayman) Ltd於二零一七年一月二十七日分別存檔的披露權益通知，(其中包括)Riverwood Asset Management (Cayman) Ltd按披露為於205,603,000股股份中擁有直接權益並且由劉央女士全資擁有。因此，劉央女士被視為於Riverwood Asset Management (Cayman) Ltd持有之股份中擁有權益。
6. China Construction Bank Corporation is a subsidiary owned as to 57.31% by Central Huijin Investment Ltd. By virtue of the SFO, China Construction Bank Corporation and Central Huijin Investment Ltd. are deemed to be interested in an aggregate of 846,213,750 Shares.
6. 中國建設銀行股份有限公司為由中央匯金投資有限公司擁有57.31%之附屬公司。根據證券及期貨條例，中國建設銀行股份有限公司及中央匯金投資有限公司被視為於合共846,213,750股股份中擁有權益。
7. Cheer Hope Holdings Limited, an indirect wholly-owned subsidiary of China Construction Bank Corporation charged 846,213,750 Shares as security for a loan.
7. 中國建設銀行股份有限公司之間接全資附屬公司Cheer Hope Holdings Limited已質押846,213,750股股份作為一筆貸款之抵押品。

Save as disclosed above, as at 31 March 2017, the Directors and the chief executive of the Company were not aware of any other person (other than Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一七年三月三十一日，董事及本公司最高行政人員並不知悉有任何其他人士(董事及本公司最高行政人員除外)於本公司股份或相關股份中擁有或被視為擁有權益或淡倉而根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露，或須記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，又或須通知本公司及聯交所之權益或淡倉。



REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

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

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

董事於重要交易、安排或合約中的權益

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

控股股東於合約之權益

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

董事購買股份或債券的權利

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



RETIREMENT BENEFITS SCHEMES

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

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

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

MAJOR CUSTOMERS AND SUPPLIERS

During the Financial Year, sales to the Group's five largest customers and purchases from the five largest suppliers accounted for around 58.7% and 98.0% of the total sales and total purchases for the year, respectively. The Group's largest customer and supplier accounted for around 22.9% and 52.7% of the total sales and total purchases for the Financial Year, respectively. The purchases excluded inventory buy-back portion.

During the Financial Year, none of the Directors or any of their close associates or any Shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital, had any interest in the Group's five largest customers and suppliers.

退休福利計劃

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

董事於競爭性業務中的權益

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

主要客戶及供應商

於財政年度內，來自本集團五大客戶的銷售額及五大供應商的採購額分別佔本年度內總銷售額及總採購額約58.7%及98.0%。本集團最大客戶及供應商的財政年度內總銷售額及總採購額分別佔約22.9%及52.7%。採購額不包括存貨回購部份。

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



RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details on related party transactions for the year are set out in note 33 to the financial statements. Details of any related party transaction which constitute continuing connected transaction under Rule 14A of the Listing Rules, together with those transactions entered with a connected party not classified as a related party in the consolidated financial statements, are disclosed below. The Company has complied with the applicable requirements in accordance with Chapter 14A of the Listing Rules in respect of such transactions.

Continuing Connected Transactions

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

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

關聯方交易及持續關連交易

本年度之關聯方交易詳情載於財務報表附註33。凡根據上市規則第14A章構成持續關連交易之關聯方交易連同與一名關連人士訂立而在合併財務報表中並無分類為關聯方交易之該等交易的詳情乃於下文披露。本公司已就有關交易遵守上市規則第14A章之適用規定。

持續關連交易

於財政年度內，本集團與以下核心關連人士（定義見上市規則）訂立多項持續關連交易：

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



During the Financial Year, the Group entered into the following continuing connected transactions:

- (a) On 29 January 2016, Silver Base International Development Co. Limited (“Silver Base International”) an indirect wholly-owned subsidiary of the Company, entered into an agreement (the “Tenancy Agreement”) with SBH in relation to the leasing of House No. 8, No. 33 Island Road, Hong Kong for the continuation and renewal of the agreement for a term of one year commencing from 1 April 2016 at a monthly rent of HK\$600,000 (exclusive of management fee, rates, and all other outgoings).

On 14 February 2017, Silver Base International and SBH entered into another agreement for the continuation and renewal of the Tenancy Agreement (the “Renewed Tenancy Agreement”) for a term of three years commencing from 1 April 2017 at the following monthly rent (exclusive of management fee, rates, and all other outgoings), payable in advance on the first day of each calendar month in cash:

- (i) the first twelve months of the lease period of the Renewed Tenancy Agreement: HK\$700,000;
- (ii) the second twelve months of the lease period of the Renewed Tenancy Agreement: HK\$750,000; and
- (iii) the third twelve months of the lease period of the Renewed Tenancy Agreement: HK\$800,000.

於財政年度內，本集團訂立以下持續關連交易：

- (a) 於二零一六年一月二十九日，本公司之間接全資附屬公司銀基國際發展有限公司（「銀基國際」）與銀基（集團）訂立協議（「租約」），內容有關租賃香港香島道33號8號屋，以延續及更新該協議，由二零一六年四月一日起，為期一年，月租600,000港元（不包括管理費、差餉及所有其他支出）。

於二零一七年二月十四日，銀基國際與銀基（集團）訂立另一份協議以延續及更新該租約（「更新租約」），由二零一七年四月一日起，為期三年。以下月租（不包括管理費、差餉及所有其他支出）須在每月的第一天以現金提前支付：

- (i) 更新租約租期內的第一個十二個月：700,000港元；
- (ii) 更新租約租期內的第二個十二個月：750,000港元；及
- (iii) 更新租約租期內的第三個十二個月：800,000港元。



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Details of the Tenancy Agreement and the Renewed Tenancy Agreement were stated in the Company's announcements dated 29 January 2016 and 14 February 2017, respectively.

During the Financial Year, the Group paid rent to SBH amounted to approximately HK\$7,200,000 (with the annual cap set at HK\$7,200,000 for the same period).

(b) The distribution agreement and supplemental agreement dated 1 April 2011 and 29 May 2013 respectively entered into by Silver Base Trading and Development Shenzhen) Co., Limited (銀基貿易展(深圳)有限公司) ("Silver Base Trading Shenzhen"), an indirect wholly-owned subsidiary of the Company, with Guizhou Yaxi Cellar Liquors Distribution Co. Limited (貴州鴨溪窖酒銷售有限公司) (Guizhou Yaxi), in relation to the purchase and supply of baijiu products expired on 30 September 2014. On 8 August 2014, Silver Base Trading Shenzhen entered into a new distribution agreement with Guizhou Yaxi regarding the purchase and supply of baijiu products for a term of three years commencing retrospectively from 1 April 2014 to 31 March 2017 (the "2014 Distribution Agreement"). Details of the terms and conditions of the 2014 Distribution Agreement can be referred to the announcement and circular of the Company dated 8 August 2014 and 5 September 2014, respectively.

該租約及更新租約之詳情已分別載於本公司二零一六年一月二十九日及二零一七年二月十四日之公告。

於財政年度內，本集團已向銀基(集團)支付約7,200,000港元之租金(同期之年度上限訂為7,200,000港元)。

(b) 本公司之間接全資附屬公司銀基貿易發展(深圳)有限公司(「深圳銀基貿易」)與貴州鴨溪窖酒銷售有限公司(「貴州鴨溪」)就購買及供應白酒產品所訂立日期為二零一一年四月一日之經銷協議及日期為二零一三年五月二十九日之補充協議已於二零一四年九月三十日屆滿。於二零一四年八月八日，深圳銀基貿易與貴州鴨溪就購買及供應白酒產品訂立新經銷協議，追溯自二零一四年四月一日開始至二零一七年三月三十一日為止，為期三年(「二零一四年經銷協議」)。有關二零一四年經銷協議之條款及條件之詳情，請參閱本公司日期為二零一四年八月八日之公告及日期為二零一四年九月五日之通函。



On 14 February 2017, Silver Base Trading Shenzhen entered into the conditional distribution agreement with Guizhou Yaxi in relation to the purchase and supply of the Products for a term of three years commencing from 1 April 2017 to 31 March 2020 (the “2017 Distribution Agreement”).

Details of the terms and conditions of the 2017 Distribution Agreement can be referred to the announcement and circular of the Company dated 14 February 2017 and 22 March 2017, respectively.

During the Financial Year, the total procurement from Guizhou Yaxi Distribution by Silver Base Trading Shenzhen amounted to approximately RMB1,666,631 (with the annual cap set at RMB300,000,000 for the same period).

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

For providing additional information purpose, it is also reported that:

於二零一七年二月十四日，深圳銀基貿易與貴州鴨溪就購買及供應該等產品訂立有條件經銷協議，自二零一七年四月一日開始至二零二零年三月三十一日為止，為期三年（「二零一七年經銷協議」）。

有關二零一七年經銷協議之條款及條件之詳情，請參閱本公司日期為二零一七年二月十四日之公告及日期為二零一七年三月二十二日之通函。

於財政年度內，深圳銀基貿易向貴州鴨溪銷售採購之總額約為人民幣1,666,631元（同期之年度上限訂為人民幣300,000,000元）。

除上文披露者外，並無其他持續關連交易須根據上市規則於年報內披露。

就提供額外資料而言，亦謹此報告：



REPORT OF THE DIRECTORS 董事會報告

(c) On 4 October 2013, Silver Base International entered into a framework agreement with Zhuhai Jianlong, pursuant to which Zhuhai Jianlong will provide warehousing, logistics and related services to Silver Base International and other members of the Company. The framework agreement expired on 31 March 2016. During the Financial Year, the Group paid service fee to Zhuhai Jianlong. The board of Directors (included all independent non-executive Directors) confirmed that the transaction amount was below the de minimis threshold under Chapter 14A.76 of the Rules Governing the Listing of Securities (the "Listing Rules"). Accordingly, the transaction was fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 14A.74 of the Listing Rules.

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

The independent non-executive Directors have further confirmed that:

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

(c) 於二零一三年十月四日，銀基國際與珠海建龍訂立框架協議，據此，珠海建龍將向銀基國際以及本公司之其他成員公司提供倉儲、物流及相關服務。框架協議已於二零一六年三月三十一日屆滿。於財政年度內，本集團已向珠海建龍支付服務費。董事會（包括全體獨立非執行董事）確認，有關交易金額低於證券上市規則（「上市規則」）第14A.76條之最低豁免限額。因此，根據上市規則第14A.74條，該項交易完全豁免遵守股東批准、年度審查及所有披露規定。

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

獨立非執行董事進一步確認：

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



The auditor of the Company has reviewed the above-mentioned continuing connected transactions set out in (a) and (b) pursuant to rule 14A.56 of the Listing Rules and advised the Board in writing (with a copy provided to the Stock Exchange) that the transactions set out in (a) and (b): (i) have been approved by the Board, (ii) were, in all material respects, in accordance with the pricing policies of the Group where the transactions involve the provisions of goods or services by the Group; (iii) have been entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and (iv) have not exceeded their respective annual caps.

ENVIRONMENT POLICIES AND PERFORMANCE

The subject of sustainability has gone far beyond a slogan to use. It is an important issue to our customers, shareholders, government and the general public.

Our environmental strategy is, in order to reduce the pressure on our environment, to achieve a balance between the quality and efficiency of our services on one hand, and greenhouse gas emissions on the other hand. Having branches, offices and warehouses located in various provinces in the PRC, the Group is able to deliver our products from our warehouses to our clients in a timely manner yet reducing amount of greenhouse gas emitted arising from the delivery of our products.

As a member of the globe, the Group is committed to reduce its carbon footprint and consumption of natural resources in all possible aspects.

本公司之核數師已就上市規則第14A.56條之規定對(a)及(b)所載之持續關連交易進行審閱，並以書面通知董事會（函件副本已送交聯交所），確認(a)及(b)所載之該等持續關連交易(i)經由董事會批准；(ii)若交易涉及由本集團提供貨品或服務，在各重大方面均按照本集團的定價政策運行；(iii)在各重大方面均根據有關交易的協議條款進行；及(iv)並無超逾相關年度的上限。

環保政策和表現

可持續發展課題已經超越了口號形式而成為實際行動，這對於我們的客戶、股東、政府和普羅大眾均是重要議題。

為了減少環境所承受的壓力，我們的環保策略是在提供優質高效服務的同時，亦與溫室氣體排放之間取得平衡。本集團在中國不同省份設有分公司、辦事處和倉庫，既能適時將產品從倉庫送交客戶，亦能減少產品付運過程中的溫室氣體排放。

身為地球村的一分子，本集團致力在所有可能範疇減少其碳足跡和對天然資源的消耗。



REPORT OF THE DIRECTORS 董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

During the Financial Year, the Group had complied with the relevant laws and regulations that have a significant impact on the Group, inter alia, Food Safety Law of the PRC (中華人民共和國食品安全法) and Measures for the Administration of Alcohol Circulation (酒類流通管理辦法), as well as major local employment regulations at all locations of operations in the PRC.

Internally, to bring the operations in line with the Group's organisation's commitment to the highest possible standards of probity and accountability, a number of policies have been adopted and shared among our staff. These include the whistle-blowing policy, gifts and entertainment policy and guideline on Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong).

RELATIONSHIPS WITH EMPLOYEES

The employees of the Group are the one of most important assets and stakeholders of the Group and their contribution and support are cherished at all time.

The Group regularly reviews compensation and benefit policies according to industry benchmark, financial results as well as the individual performance of employees so as to offer fair and competitive compensation packages to the employees. Other fringe benefits including insurance, medical benefits and mandatory provident fund are provided to retain loyal employees with the aim to form a team of professional staff and management to fulfill the development needs of the Group.

遵守法律法規

於財政年度，本集團已遵守對本集團有重要影響的相關法律法規，包括《中華人民共和國食品安全法》和《酒類流通管理辦法》，以及本集團在中國的各個營業地點的主要地方就業法規。

在內部，集團上下致力恪守最高的廉潔和問責標準，為使營運體現此目標，本集團已採取多項政策並且在員工之間實行。這些措施包括舉報政策、餽贈和酬酢政策，以及有關《防止賄賂條例》(香港法例第201章)的指引。

僱傭關係

員工是本集團最寶貴的資產和最重要的持份者之一，本集團一直珍視員工的貢獻和支持。

本集團根據行業標準、財務業績以及僱員的個人表現，定期檢討薪酬和福利政策，為僱員提供公平及具競爭力的薪酬福利。本集團亦提供其他附帶福利以吸引地方僱員留效，包括保險、醫療福利和強制性公積金，務求組建一支由專業員工和管理人員組成的團隊，符合本集團發展所需。



The Group places great emphasis on the training and development of employees and regards excellent employees as its core competitiveness. With a view to further enhancing their job skills and industry knowledge, the Group has offered various training programs to its management staff and other employees. The Group implemented these programs not only to enhance the quality of its staff, but also to give best chances for development of their personal career.

RELATIONSHIPS WITH SUPPLIERS AND CUSTOMERS

Our Directors believe that maintaining good relationships with customers and suppliers has been one of the critical success factors of the Group.

We have maintained long-termed relationship with our major suppliers. Among them, Wuliangye Yibin Co., Ltd., one of the principal suppliers of premium baijiu products to our Group, have had nearly a decade's business relationship with our Group.

With the mission to providing the finest wine and liquor products to consumers, the Group is constantly screening, sourcing and introducing products that can fulfill the needs of the consumers, as well as the stringent requirements of the Group. The Group works closely with our existing suppliers who are also the producers of the products that the Group is selling, to develop new products that can create new demands from both the potential and the existing customers. The Group believes that it is an essential means to increase the sales of the Group and also the sales of our suppliers.

本集團極為重視僱員的培訓和發展，視優秀僱員為其核心競爭力的關鍵元素。為了進一步提升僱員的工作技能和增進其行業知識，本集團為管理人員和其他僱員提供各種培訓計劃。本集團推行這些計劃不單可提升員工才幹，同時亦為員工發展個人事業提供最佳機會。

與供應商和客戶之間的關係

董事相信，與客戶和供應商保持良好關係一直是本集團的關鍵成功因素之一。

我們一直與主要供應商維持長期合作關係，其中宜賓五糧液股份有限公司（為我們的上乘白酒產品的主要供應商之一），與本集團已建立接近十年的業務關係。

秉承為消費者提供最上乘的葡萄酒和白酒產品的信念，本集團不斷挑選、採購和引進能夠滿足消費者需要並且達到本集團嚴格要求的產品。本集團與現有供應商（彼等亦為本集團所銷售的產品的生產商）緊密合作，致力開發新產品以創造來自潛在和現有客戶的新需求。本集團相信，這是提高本集團以至供應商的銷售所必須。



REPORT OF THE DIRECTORS 董事會報告

It is the responsibility of the Group to supplying genuine and safe products to our customers. Our products are primarily sourced from producers that have complied with rigorous product testing procedures, regulations and standards of the countries in which they are produced. There was no reported case of product safety recall during the year.

In order to establish new and maintain relationships with our customers, during the Financial Year, we continued to carry out various advertising and marketing campaigns including sponsoring of booth at conventions with the aim of promoting and attracting potential sub-distributors, offering gifts to certain consumers who purchased in the designated retail outlets and placing advertisements in magazines circulated at international duty-free conferences.

The Group established partnerships with various PRC e-commerce companies with business terms that are both in the interest of the Group and those companies. The Group believes that the mutually beneficial business terms are important to create a win-win situation to both sides and to foster a long termed and reliable relationship with our customers.

PRINCIPAL RISKS AND UNCERTAINTIES

The Board is responsible for monitoring the business risk and formulating plans to mitigate potential risks and uncertainties that materially affect the business of the Group. The following principal risks and uncertainties may occur individually or simultaneously. There may be additional risk unknown and other risks which the Group currently believes to be immaterial, but turn out to be material. If the management team identifies any other risk to be material, the management team will report such risk to the Board and consider to implement a mitigation plan when appropriate.

本集團有責任為客戶提供安全正貨。我們主要向已經遵守產地的嚴格產品檢測程序、規例和準則的生產商採購產品。年內並無因為安全問題而回收產品的個案。

為了與客戶建立新關係並維持現有關係，於財政年度，我們繼續進行市場推廣活動，包括贊助大型會議的展位，以宣傳和吸引潛在的次經銷商，向在指定零售店購物的若干消費者送贈禮品，以及在國際免稅會議派發的雜誌刊登廣告。

本集團與不同的中國電子商務公司建立合作夥伴關係，有關商務條款乃符合本集團及該等公司的利益。本集團相信，互惠互利的商務條款對於為雙方締造雙贏局面，以及促進與客戶的長期互信關係是極為重要。

主要風險和不確定因素

董事會負責監察業務風險及制訂計劃，以減少可對本集團業務構成重大影響的潛在風險和不確定因素。以下主要風險和不確定因素可能單獨或同時出現。亦有可能出現其他未知風險，以及發生本集團目前相信並非重要但最終為重要的其他風險。倘若管理團隊發現任何其他重要風險，管理團隊將向董事會匯報該等風險，並考慮在適當情況實行減輕有關風險的計劃。



Risk

風險

Nature

性質

We rely on the supply of products from Wuliangye Yibin Co., Ltd. and its subsidiaries (the “Wuliangye Group”).

我們依靠宜賓五糧液股份有限公司及其附屬公司（「五糧液集團」）供應產品。

Regulatory decisions and changes in the legal and regulatory environment in the countries in which we operate could materially and adversely affect our business activities

我們經營業務所在國家的監管決定以及法律及監管環境的變化可對我們的業務活動產生重大不利影響。

We cannot control the quality of the products we distribute

我們無法控制所經銷產品的質素

Since Wuliangye Group is the largest supplier of the Group, the business and results of operations of the Group rely on, among other things, the continued and constant supply of the products from Wuliangye Group and the continued appointment of the Group as the exclusive distributor of certain products by Wuliangye Group.

由於五糧液集團是本集團的最大供應商，本集團的業務及經營業績倚賴（其中包括）五糧液集團持續穩定的產品供應以及五糧液集團繼續委任本集團為若干產品的獨家經銷商。

We operate in a highly regulated industry environment. Our business is subject to extensive regulatory requirements regarding production, distribution, marketing, advertising and labeling in various countries into which we distribute our products. Regulatory decisions or changes in the legal environments in these areas may have material and adverse impacts to our business.

我們在受到高度規管的行業環境中經營。我們的業務須遵守我們經銷產品的不同國家中廣泛的監管規定，涉及生產、經銷、市場營銷、廣告和標籤範疇。上述範疇的監管決定或法律環境的變化可對我們的業務產生重大不利影響。

As a distributor, we cannot control the quality of the products we distribute. Any contaminant in those raw materials or defects in the distillation or fermentation processes could lead to inferior quality and/or illness among or injury to our consumers and may result in reduced sales of the affected brand(s) or all of our brand(s).

作為經銷商，我們無法控制所經銷產品的質素。原材料若受污染，或蒸餾或發酵工藝中出現任何問題，皆可令到產品質素變差及／或令到消費者患病或受傷，並可能令到受影響的品牌或旗下所有品牌的銷售減少。



REPORT OF THE DIRECTORS 董事會報告

CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 94 to 119, the Company has complied with the code provisions of the Corporate Governance Code set out in Appendix 14 to the Listing Rules throughout the Financial Year.

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

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

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 39 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

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

企業管治

除第94至119頁之企業管治報告所披露者外，本公司於財政年度已遵守上市規則附錄十四所載之企業管治守則之守則條文。

本公司已採納上市規則附錄十所載之標準守則作為董事買賣本公司證券的行為準則。經向全體董事作出具體查詢後，本公司確定全體董事均已確認，彼等於財政年度內一直遵守標準守則所載之交易守則。

本公司已收到各位獨立非執行董事根據上市規則之規定發出的年度獨立確認書。本公司認為獨立非執行董事於財政年度是獨立於本公司管理層以及並無任何關係可嚴重干擾彼等作出獨立判斷。

報告期後事項

報告期後事項之詳情載於財務報表附註39。

足夠的公眾持股量

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



AUDIT COMMITTEE

The audit committee of the Company had reviewed the Group's annual results for the Financial Year and provided advice and comments thereon.

AUDITOR

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

On behalf of the Board

Liang Guoxing

Chairman and Chief Executive Officer

Hong Kong

26 June 2017

審核委員會

本公司審核委員會已審閱本集團於財政年度之全年業績並就此提供建議及意見。

核數師

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

代表董事會

主席兼行政總裁

梁國興

香港

二零一七年六月二十六日



CORPORATE GOVERNANCE REPORT 企業管治報告

INTRODUCTION

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

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

CORPORATE GOVERNANCE PRACTICES

Save as disclosed below, the Company has applied the principles and complied with the code provisions (“Code Provisions”) in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 March 2017 (the “Financial Year”).

Under Code Provision A.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

簡介

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

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

企業管治常規

除下文披露者外，本公司於截至二零一七年三月三十一日止年度(「財政年度」)內一直採用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載的企業管治守則(「守則」)之原則及遵守守則條文(「守則條文」)。

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



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

BOARD OF DIRECTORS

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

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

董事會

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



CORPORATE GOVERNANCE REPORT 企業管治報告

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

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

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

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

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

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

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

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

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

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



SUPPLY OF AND ACCESS TO INFORMATION

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

The Company Secretary and the chief financial officer of the Company, who is also an executive Director, attended all the Board meetings and Board committee meetings to advise on corporate governance, statutory compliance and accounting and financial matters, as appropriate.

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

BOARD COMPOSITION

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

The biographies of the Directors are set out on pages 46 to 55 of this report.

BOARD DIVERSITY POLICY

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

資料提供和索取

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

公司秘書及本公司總財務總監（彼亦為執行董事）已出席所有董事會會議及董事會委員會會議，以就企業管治、遵守法規，以及會計及財務事宜（如合適）提供意見。

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

董事會組成

董事會目前有八名董事，分別三名執行董事、兩名非執行董事及三名獨立非執行董事。

董事之履歷載於本報告第46至55頁。

董事會成員多元化政策

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



CORPORATE GOVERNANCE REPORT 企業管治報告

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

The Board has set measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The nomination committee of the Company will review the Board Diversity Policy from time to time to ensure its continued effectiveness.

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

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

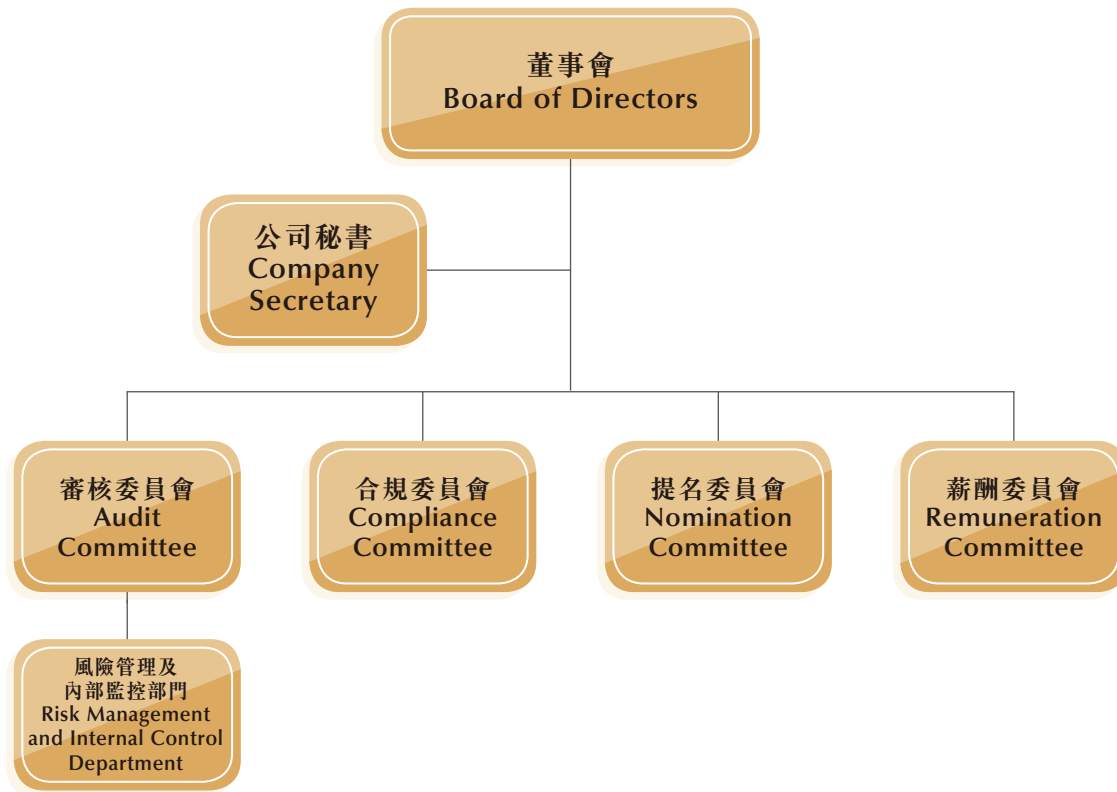


DELEGATION BY THE BOARD

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

董事會授權

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



BOARD COMMITTEES

The responsibilities and activities of each of the Board Committees during the Financial Year are as follows. The written terms of reference of the Board Committees are in line with the respective Code Provisions (if any) and are available on the Company’s website and the Stock Exchange’s website.

董事會委員會

各董事會委員會於財政年度之職責及活動如下。董事會委員會的書面職權範圍符合相關守則條文（如有）並可於本公司網站及聯交所網站查閱。



Audit Committee

The Audit Committee is responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and has the authority to raise questions regarding the resignation or dismissal of the auditors, reviewing of the Group's financial information and overseeing the Group's financial reporting systems, internal control procedures and risk management frameworks. It is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval.

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

The work performed by the Audit Committee for the Financial Year and up to the date of this annual report, among others, is summarised below:

- (a) reviewed with the external auditors the annual results and audited consolidated financial statements of the Group for the year ended 31 March 2016 and the interim results of the Group for the six months ended 30 September 2016 together with senior management's response to the accounting issues and major findings in the course of audit/review;
- (b) reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function;

審核委員會

審核委員會須就聘任、續聘及罷免外聘核數師向董事會提供推薦建議，及有權就核數師辭任或被辭退提出疑問，審閱本集團財務資料及監察本集團的財務申報制度、內部監控程序及風險管理架構等事宜。審核委員會亦負責事先審閱本集團的中期及末期業績，然後推薦供董事會批准。

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

審核委員會於財政年度內及直至本年報日期的工作（其中包括）概列如下：

- (a) 與外聘核數師一同審閱截至本集團二零一六年三月三十一日止年度的全年業績及經審核合併財務報表以及本集團截至二零一六年九月三十日止六個月的中期業績以及高級管理層對於審核／審閱過程中的會計問題及主要結果所作出的回應；
- (b) 檢討本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程和有關預算是否充足；



- (c) reviewed the continuing connected transactions entered into by the Group to ensure that the transactions had been conducted on normal commercial terms in the ordinary and usual course of the business of the Group and that the terms and annual caps are fair and reasonable and in the interest of the Group and the Shareholders as a whole;
- (d) reviewed with the senior management the accounting principles and practices adopted by the Group and discussed the auditing, risk management and internal controls and financial reporting matters of the Group; and
- (e) reviewed the audit fees proposal and terms of engagement of the external auditors of the Group for the Financial Year.
- (c) 審閱本集團進行之持續關連交易，以確保有關交易是於本集團之日常及一般業務範圍內按照本集團之正常商業條款進行，而相關條款及年度上限為公平合理，符合本集團及股東之整體利益；
- (d) 與高級管理層檢討本集團所採納的會計原則及慣例，並討論了本集團的核數、風險管理及內部監控以及財務報告事宜；及
- (e) 審閱財政年度之審核費用建議以及委聘外聘本集團核數師的條款。

At the date of this annual report, the Audit Committee reviewed the scope, quality and effectiveness of the Group's risk management and internal control systems and reported the conclusions of the review to the Board.

於本年報日期，審核委員會已檢討本集團之風險管理及內部監控制度之範疇、質素及成效並向董事會匯報檢討之結論。

During the Financial Year, the Board has not taken any view that is different from that of the Audit Committee nor rejected any recommendation proposed by the Audit Committee.

於財政年度，董事會並無持任何與審核委員會有異之意見，亦無拒絕接納審核委員會提呈之任何推薦建議。

The Audit Committee has reviewed the audited results of the Group for the Financial Year with the management and the Company's external auditors and recommended its adoption by the Board.

審核委員會已經與管理層及本公司之外聘核數師審閱本集團財政年度之經審核業績，而審核委員會已推薦董事會採納經審核業績。



Compliance Committee

The Compliance Committee is responsible for oversight of the Company's compliance with the legal and regulatory requirements of its business operations, including but not limited to the Listing Rules, as well as compliance with its code of conduct and/or business ethics policies and prevailing corporate governance practices and standards. The Compliance Committee has reviewed the confirmation given by Mr. Liang Guoxing and Yinji Investments Limited of their compliance with the deed of non-competition undertaking as disclosed in the prospectus of the Company dated 30 March 2009.

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

During the Financial Year and up to the date of this annual report, among others, the Compliance Committee reviewed the following:

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

合規委員會

合規委員會負責監督本公司就其業務營運遵守法律及監管規定(包括但不限於上市規則)的情況,以及遵守本身的操守守則及/或商業道德政策以及當前的企業管治慣例及準則的情況。合規委員會已審閱梁國興先生及Yinji Investments Limited就履行本公司日期為二零零九年三月三十日的招股章程所披露的不競爭承諾契據而發出之確認函。

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

合規委員會於財政年度內及直至本年報日期已(其中包括)審閱以下各項:

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



- (f) the annual confirmation from Mr. Liang Guoxing and Yinji Investments Limited. Details of the annual confirmation are set out in the paragraphs headed “Non-competition Undertaking” on page 111.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the Company’s policy and structure for remuneration of Directors and senior management of the Company and on the establishment of a formal and transparent procedures for developing remuneration policy.

The Remuneration Committee currently comprises three independent non-executive Directors including Mr. Hung Sui Kwan, Mr. Ma Lishan, Dr. Lee Kwok Keung Edward, and two executive Directors including Mr. Liang Guoxing and Ms. Cheung Mei Sze. Mr. Hung Sui Kwan is the chairman of the Remuneration Committee.

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

The work performed by the Remuneration Committee for the Financial Year and up to the date of this annual report, among others, is summarised below:

- (a) proposed the share options granted to certain Directors, a substantial Shareholder and employees of the Group;
- (b) reviewed the remuneration package of three executive Directors, two non-executive Directors and two independent non-executive Directors and made recommendations to the Board; and
- (c) approved the salary adjustment of an executive Director.

- (f) 來自梁國興先生及Yinji Investments Limited的年度確認函。年度確認函的詳情載於第111頁題為「不競爭承諾」的段落。

薪酬委員會

薪酬委員會負責就本公司有關本公司董事及高級管理層之薪酬的政策及架構，以及確立正式及透明之程序以制訂薪酬政策而向董事會提出推薦意見。

薪酬委員會目前由三名獨立非執行董事包括洪瑞坤先生、馬立山先生及李國強博士，以及兩名執行董事包括梁國興先生及章美思女士組成。洪瑞坤先生為薪酬委員會主席。

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

薪酬委員會於財政年度內及直至本年報日期的工作(其中包括)概列如下：

- (a) 建議向若干董事、一名主要股東及本集團僱員授出購股權；
- (b) 審閱三名執行董事、兩名非執行董事及兩名獨立非執行董事之薪酬待遇以及向董事會提供推薦意見；及
- (c) 批准一名執行董事之薪酬調整。



Nomination Committee

The Nomination Committee has a majority of independent non-executive Directors. Currently, the Nomination Committee comprises three independent non-executive Directors including Mr. Hung Sui Kwan, Mr. Ma Lishan, Dr. Lee Kwok Keung Edward and one executive Director, Mr. Liang Guoxing. Mr. Hung Sui Kwan is the Chairman of the Nomination Committee.

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

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

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategies;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors;
- (d) to make recommendations to the Board on the appointments or re-appointments of Directors and succession planning for Directors, in particular the chairman and the chief executive officer of the Company;

提名委員會

提名委員會以獨立非執行董事佔大多數。提名委員會目前由三名獨立非執行董事包括洪瑞坤先生、馬立山先生及李國強博士，以及一名執行董事梁國興先生組成。洪瑞坤先生為提名委員會主席。

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

提名委員會之主要職責包括(但不限於)下列各項：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的企業策略而擬作出的變動向董事會提出建議；
- (b) 物色具備合適資格可擔任董事會成員的人士，以及挑選提名有關人士出任董事或就此向董事會提出建議；
- (c) 評核獨立非執行董事的獨立性；
- (d) 就董事委任或重新委任，以及董事(尤其是本公司主席及行政總裁)繼任計劃，向董事會提出建議；



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| <p>(e) to monitor the implementation of the Board Diversity Policy and review such policy from time to time, to ensure the effectiveness of the Board Diversity Policy; and</p> <p>(f) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.</p> | <p>(e) 監察董事會成員多元化政策的實行並不時檢討有關政策，確保董事會成員多元化政策行之有效；及</p> <p>(f) 辦理任何有關事宜以讓提名委員會履行其獲董事會賦予之權力及職能。</p> |
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The work performed by the Nomination Committee for the Financial Year and up to the date of this annual report, among others, is set out below:

提名委員會於財政年度內及直至本年報日期的工作(其中包括)概列如下：

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| <p>(a) assessed the independence of independent non-executive Directors;</p> <p>(b) reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board and made recommendations to the Board on any proposed changes to complement the Company's corporate strategies;</p> <p>(c) approved and recommended the renewal of service contracts of (i) Mr. Liang Guoxing as executive Director and chief executive officer; (ii) Mr. Wang Jindong as executive Director and chief financial officer; (iii) Ms. Cheung Mei Sze as executive Director; (iv) Mr. Wu Jie Si, Mr. Chen Sing Hung Johnny and Mr. Joseph Marian Laurence Ozorio as non-executive Directors; and (v) Mr. Hung Sui Kwan and Mr. Ma Lishan as independent non-executive Directors; and</p> <p>(d) recommended (i) the re-election of Mr. Wang Jindong as executive Director; (ii) the re-election of Mr. Chen Sing Hung Johnny as non-executive Director; and (iii) the re-election of Dr. Lee Kwok Keung Edward as independent non-executive Director.</p> | <p>(a) 評核獨立非執行董事的獨立性；</p> <p>(b) 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的企業策略而擬作出的變動向董事會提出建議；</p> <p>(c) 批准及建議重續(i)梁國興先生出任執行董事兼行政總裁；(ii)王晉東先生出任執行董事兼總財務總監；(iii)章美思女士出任執行董事；(iv)武捷思先生、陳陞鴻先生及柯進生先生出任非執行董事；及(v)洪瑞坤先生及馬立山先生出任獨立非執行董事的服務合約；及</p> <p>(d) 建議(i)重選王晉東先生為執行董事；(ii)重選陳陞鴻先生為非執行董事；及(iii)重選李國強博士為獨立非執行董事。</p> |
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CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate governance functions of the Board

The Board is responsible for performing the corporate governance functions of the Company. The Board has reviewed this corporate governance functions and to ensure compliance with the Listing Rules.

董事會的企業管治職能

董事會負責履行本公司的企業管治職能。董事會已審閱其企業管治職能及確保遵守上市規則的規定。

The attendance of each Director for the Board meetings and the Board Committee meetings held during the Financial Year, is set out in the following table:

下表載列各董事於財政年度之董事會會議及董事會委員會會議的出席情況：

Directors 董事		Meetings Attended/Eligible to Attend 已出席之會議/合資格出席之會議						Annual	Extraordinary
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Compliance Committee 合規委員會	General Meeting 股東週年大會	General Meeting 股東特別大會	
Executive Directors 執行董事									
Mr. Liang Guoxing (Chairman and Chief Executive Officer)	梁國興先生 (主席兼行政總裁)	19/22	N/A*	5/5	3/4	N/A*	1/1	0/1	
Mr. Wang Jindong (Chief Financial Officer)	王晉東先生 (總財務總監)	19/22	N/A*	N/A*	N/A*	N/A*	1/1	1/1	
Ms. Cheung Mei Sze	章美思女士	22/22	N/A*	5/5	N/A*	2/2	1/1	1/1	
Non-Executive Directors 非執行董事									
Mr. Wu Jie Si	武捷思先生	18/22	N/A*	N/A*	N/A*	N/A*	1/1	0/1	
Mr. Chen Sing Hung Johnny	陳陸鴻先生	20/22	N/A*	N/A*	N/A*	N/A*	1/1	0/1	
Mr. Joseph Marian Laurence Ozorio (passed away on 9 January 2017)	柯進生先生(於二零一七年一月九日離世)	15/22	N/A*	N/A*	N/A*	N/A*	1/1	1/1	
Independent Non-Executive Directors 獨立非執行董事									
Mr. Hung Sui Kwan	洪瑞坤先生	20/22	2/2	5/5	4/4	2/2	1/1	0/1	
Mr. Ma Lishan	馬立山先生	19/22	2/2	5/5	4/4	2/2	1/1	1/1	
Dr. Lee Kwok Keung Edward	李國強博士	20/22	2/2	5/5	4/4	2/2	1/1	1/1	

* Not applicable 不適用



CONTINUOUS PROFESSIONAL DEVELOPMENT

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

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

持續專業發展

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

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



CORPORATE GOVERNANCE REPORT

企業管治報告

The individual training record of each Director received for the Year under Review is summarised below:

下文概列出本公司所收到各董事於回顧年度之個人培訓記錄：

Name of Directors 董事姓名	Type of continuous professional development 持續專業發展之類別		
	attending internal briefings and external seminars, training courses, conferences and programs 參與內部簡報會及 外界舉辦的研討會、 培訓課程、會議及課程	reading relevant materials and updates 閱讀相關資料及 最新消息	
Executive Directors	執行董事		
Liang Guoxing	梁國興	—	✓
Wang Jindong	王晉東	✓	✓
Cheung Mei Sze	章美思	—	✓
Non-executive Directors	非執行董事		
Wu Jie Si	武捷思	✓	✓
Chen Sing Hung Johnny	陳陸鴻	✓	✓
Joseph Marian Laurence Ozorio (passed away on 9 January 2017)	柯進生 (二零一七年 一月九日離世)	—	—
Independent Non-executive Directors	獨立非執行董事		
Hung Sui Kwan	洪瑞坤	✓	✓
Ma Lishan	馬立山	✓	✓
Lee Kwok Keung Edward	李國強	✓	✓

DIRECTORS'S AND OFFICER'S INSURANCE

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

董事及高級人員保險

本公司已就其董事及高級人員可能面對之法律行動而安排合適的保險保障。



APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

Save as disclosed under the paragraph headed “Board Composition” in this report, during the Financial Year, the Company has complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules regarding the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

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

委任及重選董事

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

除本報告「董事會組成」一段所披露外，於財政年度，本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條有關委任足夠數目的獨立非執行董事以及最少有一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長之規定。

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



CORPORATE GOVERNANCE REPORT 企業管治報告

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the Financial Year are set out in note 8 to the financial statements.

Pursuant to code provision B.1.5 of the Code, the annual remuneration of the members of the senior management (other than the Directors) for the Financial Year by band is set out below:

Remuneration band (in HK\$)		Number of individuals
酬金範圍 (港元)		人數
1,000,001 to 1,500,000	1,000,001至1,500,000	1
1,500,001 to 2,000,000	1,500,001至2,000,000	1
2,000,001 to 2,500,000	2,000,001至2,500,000	1

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors' securities transactions. Having made specific enquiries, all Directors confirmed that they have complied with the standards set out in the Model Code during the Financial Year.

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

董事及高級管理層的酬金

董事於財政年度的酬金詳情載於財務報表附註8。

根據守則的守則條文第B.1.5條，高級管理層成員(董事除外)於財政年度的年度酬金按範圍載列如下：

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的行為準則。經向全體董事作出具體查詢後，全體董事已確認，彼等於財政年度均一直遵守標準守則所載的準則。

本公司已確立「相關僱員進行證券交易之守則」的書面指引，此守則之條款與標準守則就有機會掌握本公司內幕消息之相關僱員進行證券交易的條款同樣嚴謹。



NON-COMPETITION UNDERTAKING

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

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibilities for evaluating and determining the nature and extent of the risks that the Group is willing to take in achieving its strategic objectives. The Board supervises the management of the Company to establish and maintain appropriate and effective risk management and internal control systems of the Group. The systems, among others, include risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects, if any.

The Board is also responsible for reviewing and monitoring the effectiveness of the systems on an ongoing basis. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

不競爭承諾

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

風險管理及內部監控

董事會確認其有責任評估及釐定本集團為達成戰略目標而願意承擔的風險性質及程度。董事會對本公司管理層進行監督，以確立及維護合適而有效的本集團風險管理及內部監控制度。該等制度（除其他事項外）包括風險管理程序以識別、評估及管理，顯著風險以及解決重大內部監控缺陷（如有）。

董事會亦負責持續檢討及監察該等制度的成效。審核委員會協助董事會履行其於本集團財務、營運、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管治角色。



CORPORATE GOVERNANCE REPORT 企業管治報告

The Group has employed its own risk management and internal control staff who are responsible to the Audit Committee, to perform regular and systematic reviews of the Group's risk management and internal control systems. The reviews provide reasonable assurance that the internal control system continues to operate satisfactorily and effectively within the Group and internally. Internal control staff prepare reports on a regular basis to review and assess risks and discuss solutions with the management of the Company to address material internal control defects, if any, including any improvement relevant to a given year. Results of such reports and discussions are organized with ratings of each risk and written response plans. The reports are presented to the Audit Committee and the Board for their review.

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. The systems and internal controls can only provide reasonable, but not absolute, assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The management is responsible for supervising enterprise risk management works and reviewing significant aspects of risk management of the Group. The operating units of the Group, as risk bearers, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to the Risk Management and Internal Control Department of the Group (the "RM&IC Department") during the period in which the Group prepares its interim reports and annual reports. The RM&IC Department assesses and discuss with the management of the Company at each regularly scheduled meeting.

本集團已僱用本身向審核委員會問責的風險管理及內部監控人員，定期及有系統地檢討本集團之風險管理及內部監控制度。該等檢討可合理保證內部監控制度繼續在本集團及本集團內令人滿意及有效地運行。內部監控人員定期編製報告，以檢討及評估風險，並與本公司管理層商討解決重大內部監控缺陷(如有)的辦法，包括作出與任何特定年度有關的改善，然後整理結果，為各項風險評定，並制定書面應對計劃。有關報告乃提呈審核委員會及董事會審閱。

適當的政策及監控已經訂立及制定，以確保資產不會在未經許可下使用或處置，並依從及遵守相關規則及規例，根據相關會計準則及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。有系統及內部監控只能就防範重大失實陳述或損失作出合理而非絕對的保證，其訂立旨在管理而非消除未能達致業務目標的風險。

管理層負責監管企業風險管理工作及就本集團的重大風險管理範疇進行檢討。本集團的各個營運單位(作為承擔風險單位)識別、評核、減低及監察其各自的風險，以及每年度中期報告及年度報告時向本集團之風險管理及內部監控部門(「風險管理及內部監控部門」)匯報該等風險管理工作。風險管理及內部監控部門於每個定期安排的會議上評估並與本公司管理層進行討論。



The RM&IC Department of the Group reports to the Audit Committee or the Board at each regular meeting of the Audit Committee or Board, the results of their works during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, identifying any failures in implementing any internal control systems or material weaknesses in those systems (if any).

The Board has reviewed the risk management and internal control systems and the effectiveness of such systems for the Financial Year and considers such systems are effective and adequate, also confirmed by the management of Group to the Board. The Board further considers that (i) there was no material issue relating to the internal controls, including financial, operational and compliance controls and risk management functions of the Group; and (ii) there were adequate resources, staff with appropriate qualifications, experience and trainings.

For the procedures relating to the handling and publishing of inside information, the management of the Group is responsible for assessing the potential impact of any significant urgent situations on the share price of the Company and its transaction volume, and reports to the Board so that the Board determines whether such information is considered as inside information and to disclose as soon as practicable in accordance with applicable rules and regulations. The Board considers that there are adequate and effective compliance procedures and controls in this area.

本集團風險管理及內部監控部門會於每一個定期審核委員會會議或董事會會議上向審核委員會或董事會匯報其於上一個期間有關內部監控是否足夠及有效的工作結果，包括但不限於指出無法執行任何該等監控程式的失誤或任何程式出現重大弱點（如有）。

董事會已檢討本集團財政年度風險管理及內部監控系統及該系統之有效性並認為該等系統有效且足夠，而此亦得到本集團管理層向董事會確認。董事會進一步認為，(i)本集團於財務、營運及合規監控以及風險管理職能方面概無出現任何重大內部監控事宜；及(ii)本集團在此方面之資源為足夠以及具合適資歷、經驗及已接受適當培訓的員工。

有關處理及發布內幕消息之程式，本集團管理層負責評估任何重大突發事件對本集團股份價格及其成交量的潛在影響，並向董事會匯報，由董事會決定有關資料是否應視為內幕消息，而根據適用規則及規例在合理可行的情況下盡快披露。董事會認為在此方面之合規程序及監控為足夠及有效。



CORPORATE GOVERNANCE REPORT 企業管治報告

DIRECTORS' AND EXTERNAL AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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

The Directors acknowledge their responsibility for preparing the financial statements for the Financial Year which were prepared in accordance with statutory requirements and applicable accounting standards.

The responsibility of the external auditor of the Group on the financial statements of the Group are set out on pages 120 to 129 of this annual report.

The Directors have confirmed that the Company has the ability to continue as a going concern. Your attention is also drawn to note 2.1 to the financial statements on pages 136 to 141 of this annual report.

董事及外聘核數師須就財務報表負上的責任

董事負責監督每個財務期間的財務報表編製，使賬目能真實和公平地反映本集團於該期間的財政狀況、財務表現及現金流量。於編製本集團財政年度的財務報表時，董事已選擇適當的會計政策並貫徹應用，採納與本集團業務及財務報表有關的適當香港財務報告準則及香港會計準則以及作出審慎合理判斷及估計，並按持續經營的基準編製財務報表。

董事確認彼等須負責編製財政年度的財務報表，而有關財務報表是根據法定規定及適用會計準則編製。

本集團外聘核數師對本集團財務報表的責任載於本年報第120至129頁。

董事確認本公司有能力繼續持續經營。此外，務請閣下垂注本年報第136至141頁之財務報表附註2.1。



EXTERNAL AUDITOR'S REMUNERATION

Messrs. Ernst & Young has been appointed as the external auditor of the Company by the Shareholders at the 2016 AGM. During the Financial Year, the fees paid/payable to Messrs. Ernst & Young in respect of audit and non-audit services provided to the Group were as follows:

外聘核數師之酬金

安永會計師事務所於二零一六年股東週年大會上獲股東委任為本公司之外聘核數師。於財政年度，就向本集團提供的核數及其他非核數服務而已付／應付予安永會計師事務所的費用如下：

Type of services	服務種類	For the year ended	For the year ended
		31 March 2017	31 March 2016
		截至二零一七年	截至二零一六年
		三月三十一日	三月三十一日
		止年度	止年度
		HK\$	HK\$
		港元	港元
Audit services	核數服務	2,768,000	2,600,000
Non-audit services	非核數服務	960,000	960,000
Total	總計	3,728,000	3,560,000

The non-audit services include interim review fee.

非核數服務包括中期審閱費。

COMPANY SECRETARY

The Company Secretary reports to the Chairman and is responsible for advising the Board on corporate governance matters. During the Financial Year, the Company Secretary has complied with the professional training requirements under the Code.

公司秘書

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

INVESTOR RELATIONS

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

與投資者的關係

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



CORPORATE GOVERNANCE REPORT 企業管治報告

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

SHAREHOLDERS' RIGHTS

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

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

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

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

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

股東權利

本公司明白其肩負保障股東利益之責任。

獲董事會批准之書面股東溝通政策可在本公司網站查閱。

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

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



Shareholder(s) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company can deposit a written requisition to convene an EGM at the head office of the Company in Hong Kong at the address stated on page 6 of this annual report for the attention of the Company Secretary. The same procedure also applies to any proposal to be tabled at general meetings for adoption.

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

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

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

任何持有不少於本公司繳入股本(附有於本公司股東大會表決權利)十分之一之任何一名或以上的股東，可以向本公司之香港總辦事處(地址載於本年報的第6頁)發出書面要求，以要求召開股東特別大會，請註明公司秘書為收件人。相同程序亦適用於在股東大會上提呈以供採納的任何建議。

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

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

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



CORPORATE GOVERNANCE REPORT 企業管治報告

The procedures by which enquiries may be put to the Board

The enquiries must be in writing with contact information of the Shareholder(s) and deposited at the head office of the Company in Hong Kong at the address stated on page 6 of this annual report for the attention of the Company Secretary.

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

A Shareholder may propose a person for election as a director of the Company at the general meeting of the Company by lodging the following documents at the head office of the Company in Hong Kong at the address stated on page 6 of this annual report for the attention of the Company Secretary:

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

可向董事會提出查詢之程序

有關查詢必須以書面方式提出及列明股東之聯絡資料，並請送交本公司之香港總辦事處（地址載於本年報的第6頁），請註明公司秘書為收件人。

股東提名其他人士參選本公司董事之程序

股東可提名其他人士於本公司舉行之股東大會上參選為本公司的董事，方法為將以下文件送交本公司之香港總辦事處（地址載於本年報的第6頁），請註明公司秘書為收件人：

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



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

The Company did not make any changes to its constitutional document during the Financial Year.

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

本公司於財政年度並無對其憲章文件作出任何更改。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



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

**致銀基集團控股有限公司
全體股東**
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Silver Base Group Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 130 to 244, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

意見

吾等已審核第130至244頁所載銀基集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的合併財務報表，包括於二零一七年三月三十一日的合併財務狀況表及截至該日止年度之合併損益表、合併全面收入表、合併權益變動表及合併現金流量表，以及合併財務報表附註，包括主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

吾等認為，合併財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一七年三月三十一日的合併財政狀況及其截至該日止年度的合併財務表現及其合併現金流量，並已按照香港公司條例的披露要求妥善編製。



BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1 to the consolidated financial statements which indicates that the Group recorded a consolidated profit before tax of HK\$6,202,000 during the year ended 31 March 2017, and the Group had net cash outflows used in operating activities of approximately HK\$171,791,000. These conditions, along with other matters as set forth in note 2.1 to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the ability of the Group to continue as a going concern. As explained in note 2.1 to the consolidated financial statements, these consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the ability of the Group to extend its short-term borrowings upon maturity, source additional debt financing and refinance its existing indebtedness; and to improve its operations to generate adequate cash flows to meet the Group’s financial obligations as and when they fall due in the foreseeable future. Our opinion is not modified in respect of this matter.

意見基準

吾等按照香港會計師公會所頒佈的香港審核準則（「香港審核準則」）進行審核工作。吾等在該等準則下承擔的責任已在本報告「核數師就審核合併財務報表須承擔的責任」一節中作進一步闡述。按照香港會計師公會頒佈的專業會計師道德守則（「守則」），吾等獨立於貴集團，並已按照守則履行其他道德責任。吾等相信，吾等所取得的審核憑證就提出吾等之審核意見而言屬充分恰當。

持續經營有關的重大不確定性

吾等謹請閣下垂注合併財務報表附註2.1，其中指出貴集團在截至二零一七年三月三十一日止年度錄得合併除稅前利潤6,202,000港元、貴集團亦錄得經營活動所用現金流出淨額約171,791,000港元。此等情況連同合併財務報表附註2.1所載列之其他事項，顯示存在可對貴集團的持續經營能力產生重大疑慮的重大不確定性。誠如合併財務報表附註2.1所闡釋，合併財務報表乃按持續經營基準編製，其有效性取決於貴集團能否於到期時延展其短期借貸、獲得額外債務融資以及為將現有債務作出再融資而定；此外亦取決於貴集團能否改善其營運以產生足夠現金流量，從而應付貴集團在可見未來到期之財務承擔。吾等不會就此事宜發表保留意見。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期間合併財務報表之審核最為重要之事項。該等事項是在吾等的審核整體合併財務報表及出具意見時處理，且吾等不會對該等事項提供單獨的意見。下文載有吾等的審核如何處理以下各項事項的資料。

除了「持續經營有關的重大不確定性」一節所述之事宜外，吾等已將下述事宜釐定為將於吾等的報告內溝通之關鍵審核事項。

吾等已履行本報告「核數師就審核合併財務報表須承擔的責任」一節所述之責任，包括有關該等事項之責任。因此，吾等的審核工作包括執行為應對合併財務報表重大錯報風險的評估而設的程序。審核程序（包括處理以下事項之程序）之結果，為吾等就隨附的合併財務報表之審核意見提供基礎。



KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等的審核如何處理關鍵審核事項
<i>Impairment assessment for inventories</i> 存貨的減值評估	
<p>As at 31 March 2017, the inventories of the Group amounted to approximately HK\$698 million which represented 34% of the Group's total current assets and the Group's total assets. A provision for inventories is made by the Group based on the current market conditions, historical experience of selling similar products and estimated net realisable value of inventories. The impairment assessment of inventories involved significant management's estimates and judgements.</p> <p>截至二零一七年三月三十一日，貴集團存貨約為698百萬港元，佔貴集團總流動資產和貴集團總資產的34%。貴集團根據當前市況、銷售相若產品的經驗和存貨的估計可變現淨值作出存貨撥備。存貨減值撥備涉及重大管理層估計和判斷。</p> <p>The details of the Group's inventories are included in notes 3 and 17 to the consolidated financial statements.</p> <p>貴集團存貨的詳情載於合併財務報表附註3及17。</p>	<p>In assessing the impairment of inventories, we selected samples of inventories and reviewed their net realisable value with reference to their selling price subsequent to the end of the reporting period or the Group's pricing policy to assess whether the inventories are measured at the lower of the cost and net realisable value. We discussed with management on any inventories with potential obsolescence problem. We also attended the physical inventory counts to note for any obsolete items.</p> <p>在評估存貨減值撥備時，吾等選出存貨樣本，並參考有關存貨在報告期末後的售價或貴集團的定價政策而審視其可變現淨值，從而評估存貨是否按成本或可變現淨值的較低者計量。吾等與管理層討論任何有潛在陳舊問題的存貨。吾等亦出席存貨盤點工作以留意是否有任何陳舊項目。</p>



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等的審核如何處理關鍵審核事項
<p><i>Impairment assessment for trade receivables</i> 應收貿易款項的減值評估</p>	
<p>As at 31 March 2017, the carrying amount of trade receivables of the Group amounted to approximately HK\$43 million, after an impairment provision of approximately HK\$183 million. Significant judgement is involved in the estimation of collectability of future cash flows from individual debtors. A number of factors are also considered by the Group in assessing the ultimate realisation of the trade receivables, including the historical and current year payment pattern and creditworthiness of each debtor, the default rates of current and prior years, aging of trade receivable balances, and the latest communication with individual debtors.</p> <p>於二零一七年三月三十一日，貴集團應收貿易款項的賬面值約為43百萬港元（已扣除減值撥備約183百萬港元）。估計向個別債務人可收回的未來現金流量涉及重大判斷。貴集團在評估應收貿易款項的最終實現情況時亦已考慮多項因素，包括各債務人的過去及本年度還款模式和信譽，本年度及過去年度的違約比率、應收貿易款項結餘的賬齡和最近與個別債務人溝通的情況。</p> <p>The details of the Group's trade receivables are included in notes 3 and 18 to the consolidated financial statements.</p> <p>貴集團應收貿易款項的詳情載於合併財務報表附註3及18。</p>	<p>Our procedures included reviewing management's assessment on the recoverability of trade receivables balances with reference to various factors such as historical settlement trend and settlement received from customers subsequent to the end of the reporting period. We evaluated the Group's aging classification of these balances, and identified overdue debts for further evaluation of their recoverability. We also evaluated management's assessment of credit quality of individual customers based on the historical sales trend and repayment pattern from customers.</p> <p>吾等的程序包括審視管理層就應收貿易款項之可收回性的評估，當中參考不同因素，如過往還款的趨勢以及在報告期末後已從客戶收到的還款。吾等已評估貴集團對此等結餘的賬齡分類，並已識別逾期債務，以進一步評估其可收回性。吾等亦根據客戶的過往銷售趨勢和還款模式，評估管理層對個別客戶信用質素的評估。</p>



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括合併財務報表及吾等就此發出之核數師報告。

吾等對合併財務報表之意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

就審核合併財務報表而言，吾等之責任是閱讀其他資料，及在此過程中，考慮其他資料是否與合併財務報表或吾等在審核過程中所瞭解之情況有重大不符，或者似乎有重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告有關事實。就此而言，吾等無需報告任何事項。

董事就合併財務報表須承擔的責任

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



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就合併財務報表須承擔的責任(續)

在編製合併財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適當情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助貴公司董事履行監督貴集團財務報告過程之責任。

核數師就審核合併財務報表須承擔的責任

吾等的目標，是對整體合併財務報表是否存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。本報告僅向全體股東出具，而無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。

合理保證是高水平之保證，但不能保證按照香港審核準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能會影響合併財務報表使用者所作出之經濟決定，則有關之錯誤陳述可被視作重大。



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核合併財務報表須承擔的責任(續)

在根據香港審核準則進行審核之過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦會：

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及取得充足和適當之審核憑證，作為吾等的意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險較因錯誤而導致之重大錯誤陳述之風險為高。
- 瞭解與審核相關之內部監控，以設計適當之審核程序，但目的並非對 貴集團內部監控之有效性發表意見。
- 評價董事所採用的會計政策之合適性及作出會計估計和相關披露資料之合理性。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

核數師就審核合併財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所得之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對 貴集團持續經營之能力構成重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者關注合併財務報表中之相關披露資料。假若有關披露資料不足，則吾等須出具非無保留意見的核數師報告。吾等的結論是基於截至核數師報告日止所取得之審核憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
- 評價合併財務報表之整體列報方式、結構及內容，包括披露資料，以及合併財務報表是否公允反映交易及事項。
- 就 貴集團實體或業務活動之財務資料獲取充分、適當之審核憑證，以對合併財務報表發表意見。吾等須負責指導、監督和執行集團審核。吾等對審核意見承擔全部負責。

吾等與審核委員會溝通計劃審核範圍、時間安排、重大審核發現等事項，包括吾等於審核期間識別出內部監控之任何重大缺陷。



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chung Yuk Man.

Ernst & Young
Certified Public Accountants
Hong Kong

26 June 2017

核數師就審核合併財務報表須承 擔的責任(續)

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性之相關道德要求，並與彼等溝通所有合理地被認為會影響吾等獨立性之關係和其他事項，以及(倘適用)相關之防範措施。

就與審核委員會溝通之事項而言，吾等釐定哪些事項對構成本期合併財務報表之審核最為重要，因而構成關鍵審核事項。吾等於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於吾等報告中溝通某事項而造成之負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告之審核項目合夥人是鍾育文。

安永會計師事務所
執業會計師
香港

二零一七年六月二十六日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

合併損益表

Year ended 31 March 2017 二零一七年三月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
REVENUE	收益	5	1,499,636	1,260,232
Cost of sales	銷售成本		(1,089,403)	(1,026,253)
Gross profit	毛利		410,233	233,979
Other income and gains, net	其他收入及收益(淨額)	5	8,406	77,463
Selling and distribution expenses	銷售及經銷費用		(294,870)	(180,752)
Administrative expenses	行政費用		(80,686)	(103,223)
Write-back of impairment, net	撥回減值(淨額)		11,817	17,843
Finance costs	融資成本	6	(48,698)	(25,511)
PROFIT BEFORE TAX	除稅前利潤	7	6,202	19,799
Income tax credit/(expense)	所得稅抵免/(費用)	10	(52)	110,550
PROFIT FOR THE YEAR	年度利潤		6,150	130,349
ATTRIBUTABLE TO:	應佔：			
ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人		6,150	130,408
NON-CONTROLLING INTERESTS	非控制性權益		-	(59)
			6,150	130,349
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人 應佔每股盈利			
Basic (HK cents) (2016 restated)	基本(港仙)(二零一六年 經重列)	12	0.27	5.97
Diluted (HK cents) (2016 restated)	攤薄(港仙)(二零一六年 經重列)	12	0.27	5.90

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

合併全面收入表

Year ended 31 March 2017 二零一七年三月三十一日止年度



		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
PROFIT FOR THE YEAR	年度利潤	6,150	130,349
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Other comprehensive loss to be reclassified/reclassified to profit or loss in subsequent periods:	於往後期間將重新分類／已重新分類至損益之其他全面虧損：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	(67,707)	(45,654)
Realisation of exchange fluctuation reserve upon dissolution of subsidiaries	因解散附屬公司而實現外匯波動儲備	-	(186)
Net other comprehensive loss to be reclassified/reclassified to profit or loss in subsequent periods	於往後期間將重新分類／已重新分類至損益之其他全面虧損淨額	(67,707)	(45,840)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年度其他全面虧損，扣除稅項	(67,707)	(45,840)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	年度全面收入／(虧損)總額	(61,557)	84,509
ATTRIBUTABLE TO:	應佔：		
ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人	(61,557)	84,568
NON-CONTROLLING INTERESTS	非控制性權益	-	(59)
		(61,557)	84,509



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

31 March 2017 二零一七年三月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	12,236	9,674
Intangible asset	無形資產	15	8,300	8,300
Deposits	按金	19	4,024	2,561
Total non-current assets	非流動資產總額		24,560	20,535
CURRENT ASSETS	流動資產			
Property held for sale	持有待售物業	16	–	9,606
Inventories	存貨	17	697,771	692,837
Trade receivables	應收貿易款項	18	42,851	23,013
Bills receivable	應收票據	18	56,771	48,249
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	801,992	853,956
Pledged deposits	已抵押存款	20	85,000	75,000
Cash and cash equivalents	現金及現金等值物	20	356,939	300,709
Total current assets	流動資產總額		2,041,324	2,003,370
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易款項	21	4,290	10,143
Bills payable	應付票據	21	439,968	615,000
Deposits received, other payables and accruals	已收訂金、其他應付款項及應計負債	22	256,582	240,544
Bank advance for discounted bills	銀行貼現票據墊款	18	56,771	28,800
Interest-bearing bank borrowings	計息銀行借貸	23	213,310	222,000
Bond payables	應付債券	24	10,529	–
Due to a related party	應付關聯方款項	33	–	160
Due to directors	應付董事款項	33	1	1,251
Tax payable	應付稅項		61,334	64,841
Total current liabilities	流動負債總額		1,042,785	1,182,739
NET CURRENT ASSETS	流動資產淨值		998,539	820,631
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,023,099	841,166
NON-CURRENT LIABILITY	非流動負債			
Bond payables	應付債券	24	240,501	13,997
Net assets	資產淨值		782,598	827,169
EQUITY	權益			
Equity attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔權益			
Issued capital	已發行股本	26	227,281	151,521
Reserves	儲備	28	556,370	676,701
Non-controlling interests	非控制性權益		783,651 (1,053)	828,222 (1,053)
Total equity	權益總額		782,598	827,169

梁國興
Liang Guoxing
董事
Director

王晉東
Wang Jindong
董事
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

Year ended 31 March 2017 二零一七年三月三十一日止年度



		Attributable to ordinary equity holders of the Company 本公司普通股權益持有人應佔										
		Issued capital	Share premium account	Capital reserve	Capital redemption reserve	Share option reserve	Statutory surplus reserve	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	溢價賬	資本儲備	贖回儲備	購股權儲備	盈餘公積金	波動儲備	累計虧損	總計	非控制性權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元 (note 28(i)) (附註28(i))	千港元	千港元	千港元 (note 28(ii)) (附註28(ii))	千港元	千港元	千港元	千港元	千港元
At 1 April 2015	於二零一五年四月一日	134,921	480,088	(380)	1,554	-	71,462	157,901	(332,578)	512,968	(994)	511,974
Profit/(loss) for the year	年度利潤/(虧損)	-	-	-	-	-	-	-	130,408	130,408	(59)	130,349
Other comprehensive income/(loss) for the year:	年度其他全面收入/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	-	-	(45,654)	-	(45,654)	-	(45,654)
Realisation of exchange fluctuation reserve upon dissolution of subsidiaries	因解散附屬公司而實現外匯波動儲備	-	-	-	-	-	-	(186)	-	(186)	-	(186)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	-	-	-	-	-	-	(45,840)	130,408	84,568	(59)	84,509
Equity-settled share option arrangements	以權益結算之購股權安排	27	-	-	-	18,667	-	-	-	18,667	-	18,667
Issue of shares	發行股份	26	16,600	200,860	-	-	-	-	-	217,460	-	217,460
Share issue expenses	股份發行費用	26	-	(5,441)	-	-	-	-	-	(5,441)	-	(5,441)
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日	151,521	675,507*	(380)*	1,554*	18,667*	71,462*	112,061*	(202,170)*	828,222	(1,053)	827,169
Profit for the year	年度利潤	-	-	-	-	-	-	-	6,150	6,150	-	6,150
Other comprehensive loss for the year:	年度其他全面收入:											
Exchange differences on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	-	-	(67,707)	-	(67,707)	-	(67,707)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	-	-	-	-	-	-	(67,707)	6,150	(61,557)	-	(61,557)
Equity-settled share option arrangements	以權益結算之購股權安排	27	-	-	-	16,986	-	-	-	16,986	-	16,986
Share options lapsed	購股權失效	-	-	-	-	(373)	-	-	373	-	-	-
Issue of shares	發行股份	26	75,760	(75,760)	-	-	-	-	-	-	-	-
At 31 March 2017	於二零一七年三月三十一日	227,281	599,747*	(380)*	1,554*	35,280*	71,462*	44,354*	(195,647)*	783,651	(1,053)	782,598

* These reserve accounts comprise the consolidated reserves of HK\$556,370,000 (2016: HK\$676,701,000) in the consolidated statement of financial position.

* 該等儲備賬包括合併財務狀況表內的合併儲備556,370,000港元(二零一六年: 676,701,000港元)。



CONSOLIDATED STATEMENT OF CASH FLOWS

合併現金流量表

Year ended 31 March 2017 二零一七年三月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
營運活動的現金流量			
Profit before tax		6,202	19,799
Adjustments for:			
Gain on disposal of an investment property	5	-	(10,306)
Gain on disposal of property held for sale	5	(1,626)	-
Interest income	5	(1,420)	(209)
Finance costs	6	48,698	25,511
Depreciation	7	4,794	8,323
Loss/(gain) on disposal of items of property, plant and equipment	7	(100)	508
Gain on dissolution of subsidiaries	7	-	(186)
Write-back of impairment allowance of trade receivables	7	(12,830)	(9,686)
Write-back of impairment allowance of bills receivable	7	-	(5,555)
Impairment allowance of prepayments and other receivables	7	1,013	1,850
Write-back of impairment allowance of prepayments and other receivables	7	-	(4,452)
Provision for inventories in respect of write-down to net realisable value	7	1,444	17,408
Provision for a claim	7	-	12,261
Equity-settled share option expense	7	16,986	18,667
		63,161	73,933
Decrease/(increase) in inventories		(5,479)	48,060
Increase in trade receivables	29	(8,357)	(12,172)
Decrease/(increase) in bills receivable	29	(8,522)	26,364
Decrease/(increase) in prepayments, deposits and other receivables		49,488	(484,375)
Increase/(decrease) in trade payables		(5,853)	6,286
Increase/(decrease) in bills payable		(175,032)	615,000
Increase in deposits received, other payables and accruals		16,488	60,029
Effect of foreign exchange rate changes, net		(61,488)	(53,834)
Cash generated from/(used in) operations		(135,594)	279,291
Interest received		1,420	209
Interest paid		(37,502)	(24,339)
Elsewhere tax paid		(115)	(32)
Elsewhere tax refunded		-	8,963
Net cash flows from/(used in) operating activities		(171,791)	264,092

CONSOLIDATED STATEMENT OF CASH FLOWS 合併現金流量表

Year ended 31 March 2017 二零一七年三月三十一日止年度



	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES			
投資活動的現金流量			
Purchases of items of property, plant and equipment	13	(7,903)	(6,260)
購買物業、廠房及設備項目			
Purchase of property held for sale	16, 29	-	(4,341)
購買持有待售物業			
Proceeds from disposal of items of property, plant and equipment		100	225
出售物業、廠房及設備項目的所得款項			
Proceed from disposal of an investment property	14	-	17,000
出售一項投資物業的所得款項			
Proceed from disposal of property held for sale	16	11,232	-
出售持有出售物業的所得款項			
Increase in pledged deposits		(10,000)	(59,850)
已抵押存款增加			
Effect of foreign exchange rate changes, net		(3,949)	(2,328)
匯率變動影響(淨額)			
Net cash flows used in investing activities		(10,520)	(55,554)
投資活動所用的現金流量淨額			
CASH FLOWS FROM FINANCING ACTIVITIES			
融資活動的現金流量			
Proceeds from issue of shares	26	-	217,460
發行股份的所得款項			
Share issue expenses	26	-	(5,441)
股份發行費用			
Decrease in amounts due to directors		(1,250)	(27,621)
應付董事款項減少			
Decrease in amounts due to related parties		(160)	(4,153)
應付關聯方款項減少			
Increase/(decrease) in bank advance for discounted bills		27,971	(44,740)
銀行貼現票據墊款增加/(減少)			
New bank and other loans and trust receipt loans		473,893	303,727
新增銀行及其他貸款以及信託收據貸款			
Repayment of bank and other loans and trust receipt loans		(482,583)	(535,624)
償還銀行及其他貸款以及信託收據貸款			
Proceeds from issue of bonds, net of paid related expenses	24	225,837	12,825
發行債券的所得款項，扣除已付相關費用			
Effect of foreign exchange rate changes, net		12,144	16,406
匯率變動影響(淨額)			
Net cash flows from/(used in) financing activities		255,852	(67,161)
融資活動所得/(所用)的現金流量淨額			
NET INCREASE IN CASH AND CASH EQUIVALENTS		73,541	141,377
現金及現金等值物增加淨額			
Cash and cash equivalents at beginning of year		300,709	170,058
年初現金及現金等值物			
Effect of foreign exchange rate changes, net		(17,311)	(10,726)
匯率變動影響(淨額)			
CASH AND CASH EQUIVALENTS AT END OF YEAR		356,939	300,709
年終現金及現金等值物			
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及現金等值物結餘分析			
Cash and cash equivalents as stated in the consolidated statement of financial position	20	356,939	300,709
合併財務狀況表所列的現金及現金等值物			



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2017 二零一七年三月三十一日

1. CORPORATE AND GROUP INFORMATION

Silver Base Group Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 12 September 2007. The registered office of the Company is located at the office of Conyers Trust Company (Cayman) Limited, whose address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at Room 1802-03, 18th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

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

2.1 BASIS OF PREPARATION

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

1. 公司及集團資料

銀基集團控股有限公司(「本公司」)於二零零七年九月十二日在開曼群島註冊成立為受豁免有限公司。本公司註冊辦事處位於Conyers Trust Company (Cayman) Limited的辦公室，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司在香港的主要營業地點位於香港夏慤道16號遠東金融中心18樓1802-03室。

本公司及其附屬公司(統稱「本集團」)的主要業務為經銷五糧液酒系列、國窖1573系列43度酒、貴州茅台酒產品、汾酒55度系列、紅汾世家系列、鴨溪典藏系列、老酒系列、葡萄酒、洋酒系列及中國香煙。

2.1 編製基準

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



2.1 BASIS OF PREPARATION (continued)

Going concern basis

The Group recorded revenue and a consolidated profit before tax of HK\$1,499,636,000 (2016: HK\$1,260,232,000) and HK\$6,202,000 (2016: HK\$19,799,000), respectively, for the year ended 31 March 2017. The Group had net cash outflows used in operating activities of approximately HK\$171,791,000 (2016: net cash inflow of approximately HK\$264,092,000) for the year ended 31 March 2017.

As at 31 March 2017, the Group recorded outstanding bank loans of HK\$213,310,000 (2016: HK\$222,000,000) and bills payable of HK\$439,968,000 (2016: HK\$615,000,000), which are due for repayment or renewal within the next twelve months after 31 March 2017.

The bills payable of HK\$439,968,000 were arranged in respect of the Group's purchase prepayments to a supplier and are due for repayment in March 2018. In the event that the cash flows generated from the operating activities of the Group are insufficient to pay the bills payables on the due dates, the Group will negotiate with the grantor bank in the People's Republic of China ("PRC") for the extension or renewal of the facilities.

2.1 編製基準(續)

持續經營基準

本集團於截至二零一七年三月三十一日止年度錄得營業額及合併除稅前利潤分別為1,499,636,000港元(二零一六年: 1,260,232,000港元)及6,202,000港元(二零一六年: 19,799,000港元)。截至二零一七年三月三十一日止年度,本集團的經營活動所用現金流出淨額約171,791,000港元(二零一六年: 現金流入淨額約264,092,000港元)。

截至二零一七年三月三十一日,本集團將於二零一七年三月三十一日後未來十二個月內到期償還或重續的未償還銀行貸款213,310,000港元(二零一六年: 222,000,000港元)和應付票據439,968,000港元(二零一六年: 615,000,000港元)。

439,968,000港元的應付票據乃就本集團向一名供應商作出的購貨預付款而安排並將於二零一八年三月到期償還。倘若本集團經營活動產生的現金流量不足以在到期日支付應付票據,本集團將與授出人(為中華人民共和國(「中國」)的銀行)磋商延展或重續有關信貸。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

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

(1) *Bank facilities*

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

(2) *Fund raising activities*

The Group will actively seek opportunities to carry out fund raising activities including but not limited to issuance of bonds as alternative sources of funding. Subsequent to the end of the reporting period, the Group has issued unlisted bonds with an aggregate principal amount of HK\$76,400,000 for the Group's working capital.

2.1 編製基準(續)

持續經營基準(續)

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

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

(1) 銀行融資

本集團將積極與中國的銀行進行磋商，以於到期時重續本集團之中國銀行借貸及應付票據，從而取得必須融資以應付本集團於短期內的營運資金及財務需求。本公司董事已評估可取得之所有相關事實，並認為良好的往績或與銀行的良好關係將提升本集團於到期時重續本集團中國銀行貸款之能力。

(2) 集資活動

本集團將積極尋求進行集資活動的機會，包括但不限於發行債券作為替代的資金渠道。於報告期末後，本集團已發行本金總額為76,400,000港元的非上市債券以作本集團的營運資金。



2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

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

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

In order to enhance the Group's online sale and marketing channels for its winery products, the Group has entered into various service agreements with certain e-commerce platform service providers, and operated an online store. The Group also launched a liquor industry oriented Business-to-Business platform in the PRC in May 2016 to enhance the Group's services and support to business members and for the promotion of the liquor products.

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

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

2.1 編製基準(續)

持續經營基準(續)

(3) *達到獲利及正現金流營運*

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

為了提升本集團為旗下酒類產品而設的網上銷售及營銷渠道，本集團已經與若干電商平台服務供應商訂立不同的服務協議，並經營一間網店。本集團亦於二零一六年五月在中國推出以酒業為服務對象的B2B平台，以加強本集團對業務成員的服務及支持以及推廣酒類產品。

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

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



NOTES TO FINANCIAL STATEMENTS 財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 March 2017. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

2.1 編製基準(續)

持續經營基準(續)

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

合併基準

合併財務報表包括本集團截至二零一七年三月三十一日止年度之財務報表。附屬公司指本公司直接或間接控制的實體(包括結構性實體)。當本集團因參與被投資方的業務而可或有權獲得可變回報，並有能力透過對被投資方行使的權力(即賦予本集團目前支配被投資方相關活動的能力的現有權利)影響該等回報時，則視為擁有控制權。

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

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



2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

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

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

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

2.1 編製基準(續)

合併基準(續)

附屬公司之財務報表乃按與本公司相同的報告期間以一致的會計政策編製。附屬公司之業績自本集團取得控制權之日起直至該控制權終止之日止合併計算。

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

倘有事實及情況顯示上文所述之三項控制權因素中有一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。倘於一間附屬公司之擁有權權益出現變動而並無失去控制權，則列賬為權益交易。

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



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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above new and revised HKFRSs has had no significant financial effect on these financial statements.

2.2 會計政策的變動及披露

本集團於本年度的財務報表首次採納以下新增及經修訂香港財務報告準則。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)的修訂	<i>投資實體：應用合併豁免</i>
香港財務報告準則第11號的修訂	<i>收購合營運權益的會計法</i>
香港財務報告準則第14號	<i>監管遞延賬目</i>
香港會計準則第1號的修訂	<i>披露計劃</i>
香港會計準則第16號及香港會計準則第38號的修訂	<i>澄清可接受的折舊及攤銷方法</i>
香港會計準則第16號及香港會計準則第41號的修訂	<i>農業：生產性植物</i>
香港會計準則第27號(二零一一年)的修訂	<i>獨立財務報表的權益法</i>
<i>年度改進項目(二零一二年至二零一四年週期)</i>	對多項香港財務報告準則的修訂

採納上述新增及經修訂香港財務報告準則對本財務報表並無重要財務影響。



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ²
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ²
HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 7	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹
Amendments to HKAS 40	<i>Transfers of Investment Property</i> ²
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i> ²
Amendments to HKFRS 12 included in <i>Annual Improvements 2014-2016 Cycle</i>	<i>Disclosure of Interests in Other Entities</i> ¹
Amendments to HKFRS 1 included in <i>Annual Improvements 2014-2016 Cycle</i>	<i>First-time Adoption of Hong Kong Financial Reporting Standard</i> ²
Amendments to HKAS 28 included in <i>Annual Improvements 2014-2016 Cycle</i>	<i>Investments in Associates or Joint Ventures</i> ²

- ¹ Effective for annual periods beginning on or after 1 January 2017
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2019
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈尚未生效的香港財務報告準則

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

香港財務報告準則第2號的修訂	以股份付款交易的分類及計量 ²
香港財務報告準則第4號的修訂	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號及香港會計準則第28號(二零一一年)的修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 ⁴
香港財務報告準則第15號	客戶合約收益 ²
香港財務報告準則第15號的修訂	香港財務報告準則第15號客戶合約收益的澄清 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號的修訂	披露計劃 ¹
香港會計準則第12號的修訂	就未實現虧損確認遞延稅項資產 ¹
香港會計準則第40號的修訂	轉讓投資物業 ²
香港(國際財務報告詮釋委員會)-詮釋第22號	外幣交易及墊款代價 ¹
香港財務報告準則第12號的修訂, 收錄於年度改進項目(二零一四年至二零一六年週期)	披露於其他實體之權益 ¹
香港財務報告準則第1號的修訂, 收錄於年度改進項目(二零一四年至二零一六年週期)	首次採納香港財務報告準則 ²
香港會計準則第28號的修訂, 收錄於年度改進項目(二零一四年至二零一六年週期)	於聯營公司或合營企業之投資 ²

- ¹ 於二零一七年一月一日或之後開始的年度期間生效
- ² 於二零一八年一月一日或之後開始的年度期間生效
- ³ 於二零一九年一月一日或之後開始的年度期間生效
- ⁴ 尚未釐定強制生效日期但可供採納



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

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 April 2018. The Group is currently assessing the impact of the standard.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 April 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈尚未生效的香港財務報告準則(續)

預期適用於本集團之香港財務報告準則之進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段匯集於一起以取代香港會計準則第39號及香港財務報告準則第9號之所有先前版本。該準則引入分類及計量、減值及對沖會計處理的新規定。本集團預期自二零一八年四月一日起採納香港財務報告準則第9號。本集團目前正評估該準則的影響。

香港財務報告準則第15號建立了全新一套五步模式，將自客戶合約所產生之收入入賬。根據香港財務報告準則第15號，收入之金額按反映實體預期向客戶轉讓貨物或服務而有權換取之代價確認。香港財務報告準則第15號的原則為計量及確認收入提供更具結構性的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收入總額，有關履行責任、不同期間之間之合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該準則將取代香港財務報告準則項下所有現時收入確認的規定。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號之修訂，以解決識別履約責任、委託人與代理人之應用指引、知識產權許可以及過渡之實施問題。該等修訂亦旨在幫助確保實體於採納香港財務報告準則第15號時更貫徹應用及降低應用有關準則之成本及複雜性。本集團預期於二零一八年四月一日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號的影響。



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

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 April 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

2.3 已頒佈尚未生效的香港財務報告準則 (續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃–優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期內支付租賃款項為負債(即租賃負債)及代表可使用相關資產之權利為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號內投資物業之定義，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因支付租賃款項而減少。承租人將須分別確認租賃負債之利息開支及使用權資產之折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定未來租賃款項之一項指數或比率變更而引致該等款項變更。承租人一般將重新計量租賃負債之金額確認為對使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。本集團預期於二零一九年四月一日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號之影響。



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

Other than as further explained above regarding the impact of HKFRS 9, HKFRS 15 and HKFRS 16, the Group is also in the process of making an assessment of the impact of the other new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

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

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

2.3 已頒佈尚未生效的香港財務報 告準則(續)

除上文就香港財務報告準則第9號、香港財務報告準則第15號及香港財務報告準則第16號之影響所進一步說明者外，本集團亦正就其他新訂及經修訂香港財務報告準則於首次應用時的影響進行評估，但尚未能肯定該等新訂及經修訂香港財務報告準則會否對其經營業績及財政狀況產生任何重大影響。

2.4 重大會計政策概要

公平價值計量

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

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

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

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

2.4 重大會計政策概要(續)

公平價值計量(續)

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

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

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

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

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

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

2.4 重大會計政策概要(續)

非金融資產減值

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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

Related parties

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

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

or

2.4 重大會計政策概要(續)

非金融資產減值(續)

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

關聯方

在下列情況，一方被視為本集團的關聯方：

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

或



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (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); and
- (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 parent of the Group.

2.4 重大會計政策概要(續)

關聯方(續)

(b) 該人士為實體而符合下列任何一項條件，而：

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備均以成本減累計折舊及任何減值虧損列賬。當物業、廠房及設備項目分類為持作出售或當其屬於分類為持作出售的出售組別一部，則不予折舊及根據香港財務報告準則第5號入賬，進一步詳情於「非流動資產及持作出售組別」的會計政策說明。物業、廠房及設備之成本包括購買價及任何將資產達至用途所需的使用狀況及位置所產生的直接應計成本。

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

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

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

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

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

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

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

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

2.4 重大會計政策概要(續)

非流動資產及持作出售組別

倘賬面值主要通過出售交易而非通過持續使用而收回，則非流動資產及出售組別會分類為持作出售。在該情況，資產或出售組別必須為可於現況即時出售，且僅受銷售該等資產或出售組別之一般慣常條款規限，以及出售可能性極高。無論本集團是否於出售后保留於前附屬公司之非控股股東權益，分類為出售組別之附屬公司之全部資產及負債重新分類為持作出售。

分類為持作出售之非流動資產及出售組別(金融資產除外)以其過往賬面值及公平價值減出售成本(以較低者為準)計量。分類為持作出售之物業、廠房及設備以及無形資產不進行折舊或攤銷。



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

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

Operating leases

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

2.4 重大會計政策概要(續)

無形資產

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

營運租賃

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets

Initial recognition and measurement

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

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

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

2.4 重大會計政策概要(續)

金融資產

初始確認及計量

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

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

其後計量

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

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

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

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

2.4 重大會計政策概要(續)

終止確認金融資產

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

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

2.4 重大會計政策概要(續)

終止確認金融資產(續)

以擔保形式對已轉撥資產的持續參與，按資產原賬面值與本集團可能須償還最高代價兩者之較低者計量。

金融資產減值

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost

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

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

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

2.4 重大會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬的金融資產

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

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued) *Financial assets carried at amortised cost (continued)*

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

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Loans and borrowings

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

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

2.4 重大會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬的金融資產(續)

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

金融負債

初始確認及計量

金融負債於初始確認時分類為貸款及借貸。

所有金融負債按公平價值及(倘屬於貸款及借貸)扣除直接應佔交易成本初始確認。

其後計量

金融負債之其後計量乃取決於其分類，詳情如下：

貸款及借貸

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

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial guarantee contracts

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

Derecognition of financial liabilities

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

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融負債(續)

財務擔保合約

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

終止確認金融負債

金融負債於負債責任解除、取消或屆滿時終止確認。

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Offsetting of financial instruments

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

Inventories

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

Cash and cash equivalents

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

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

2.4 重大會計政策概要(續)

抵銷金融工具

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

存貨

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

現金及現金等值物

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

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

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

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

Income tax

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

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

2.4 重大會計政策概要(續)

撥備

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

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

所得稅

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

2.4 重大會計政策概要(續)

所得稅(續)

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

所有應課稅暫時性差異均確認為遞延稅項負債，惟以下情況除外：

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

2.4 重大會計政策概要(續)

所得稅(續)

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

- 如果有關可抵扣暫時性差異之遞延稅項資產是由初步確認並非屬業務合併之交易中之資產或負債而產生，及於進行交易時對會計利潤或應課稅利潤或虧損均無影響；及
- 就涉及於附屬公司之投資之可抵扣暫時性差異而言，只有在暫時性差異有可能在可預見將來撥回，且日後有可能出現可利用該等暫時性差異予以抵扣之應課稅利潤時，方會確認遞延稅項資產。

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

Revenue recognition

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

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

2.4 重大會計政策概要(續)

所得稅(續)

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

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

收益確認

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Paid leave carried forward

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

Pension schemes and other retirement benefits

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

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

2.4 重大會計政策概要(續)

僱員福利

有薪假期結轉

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

退休金計劃及其他退休福利

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

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

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

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

2.4 重大會計政策概要(續)

以股份付款

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

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

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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

2.4 重大會計政策概要(續)

以股份付款(續)

釐定獎勵之授出日公平價值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為本集團對最終歸屬之股本工具數目之最佳估計之一部份。市場表現條件反映在授出日之公平價值之內。附帶於獎勵中但並無相關聯服務要求之任何其他條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平價值若當中不包含服務及／或表現條件乃即時予以支銷。

因非市場表現及／或服務條件並無達成而最終並無歸屬之獎勵而言，不會確認開支。若獎勵包括市場或非歸屬條件，有關交易於達成所有其他表現及／或服務條件時視作歸屬而不論有否達成市場或非歸屬條件。

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

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

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

Borrowing costs

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

2.4 重大會計政策概要(續)

以股份付款(續)

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

未行使購股權的攤薄效應乃於計算每股盈利時以額外股份攤薄的形式反映。

借貸成本

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



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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

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

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

2.4 重大會計政策概要(續)

外幣

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

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



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

2.4 重大會計政策概要(續)

外幣(續)

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

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

3. 重大會計判斷及估計

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



NOTES TO FINANCIAL STATEMENTS 財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements

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

Impairment of assets

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

3. 重大會計判斷及估計(續)

判斷

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

資產減值

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



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Provision for inventories

Provision for inventories is made based on the current market conditions, historical experience of selling merchandise of similar nature and estimated net realisable value of inventories. The assessment of the provision amount requires management's estimates and judgements. Where the actual outcome or expectation in the future is different from the original estimate, such differences will impact the carrying value of inventories and the provision amount in the period in which such estimate has been changed. As at 31 March 2017, the carrying amount of inventories was HK\$697,771,000 (2016: HK\$692,837,000).

Income and other taxes

The Group has exposure to income and other taxes in various jurisdictions. Significant judgement is involved in determining the provision for income and other taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises income and other tax liabilities based on estimated assessable profits, the rate of tax prevailing in the countries of operation, and the existing tax legislations, interpretations, and practices in respect thereof. Where the final tax outcome is different from the amounts that were initially recognised, such differences will impact the income and other taxes and deferred tax provisions in the period in which such determination is made.

3. 重大會計判斷及估計 (續)

估計不確定因素

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

存貨撥備

存貨撥備是根據目前市況、銷售類似性質商品的經驗，以及存貨之估計可變現淨值而作出。評估撥備金額需要管理層作出估計及判斷。當未來實際結果有別於原本的估計，有關差額將於該等估計出現變動的期間影響存貨的賬面值及撥備金額。於二零一七年三月三十一日，存貨之賬面值為697,771,000港元(二零一六年：692,837,000港元)。

所得稅及其他稅項

本集團須繳納多個司法權區的所得稅及其他稅項。於釐定所得稅及其他稅項撥備時須作出重大判斷。於日常業務過程中，若干交易及計算方法難以明確作出最終的稅務釐定。本集團乃按估計應課稅利潤、經營所在國家適用的稅率以及該地的現行稅務法規、詮釋及慣例確認所得稅及其他稅項負債。倘最終稅務結果有別於最初確認的金額，則有關差額將對釐定作出期間的所得稅及其他稅項以及遞延稅項撥備構成影響。



NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2017 二零一七年三月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment allowance of trade receivables, bills receivable and other receivables

The Group's management determines the impairment allowance of trade receivables, bills receivable and other receivables in accordance with the accounting policy stated in note 2.4. Such impairment allowance is established if there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The Group's estimation of impairment allowance of trade receivables, bills receivable and other receivables reflects its best estimate of amounts that are potentially uncollectible. This determination requires significant judgement. The Group's customers mainly are distributors of liquor products, and they vary in size and types of products to be distributed. In making the judgement on the impairment allowance, the Group evaluates, among certain economic factors specific to each debtor and other factors, the historical and current year payment pattern and creditworthiness of each debtor, the default rates of current and prior years, aging of receivable balances, and the latest communication with individual debtors. To the extent the financial condition of any debtor deteriorates which results in an inability to make payments on time, or the debtors significantly exceed their credit terms and ask for payment extension, or if the Group incurs more bad debt than their original estimates, additional impairment allowance may be required. This assessment is based on the specific facts and circumstances of each customer. Management reassesses the impairment allowance at the end of each of the reporting periods to ensure the current impairment allowance is still appropriate. As at 31 March 2017, the carrying amounts of trade receivables, bills receivable and other receivables were HK\$42,851,000 (2016: HK\$23,013,000), HK\$56,771,000 (2016: HK\$48,249,000) and HK\$55,748,000 (2016: HK\$46,393,000), respectively.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

應收貿易款項、應收票據及其他應 收款項之減值撥備

本集團管理層根據附註2.4所載之會計政策，釐定有關應收貿易款項、應收票據及其他應收款項之減值撥備。倘有客觀跡象顯示本集團不能根據應收款項原有條款收回所有到期金額，則確定有關減值撥備。本集團關於應收貿易款項、應收票據及其他應收款項減值虧損的撥備金額估計反映其對於可能無法收回金額的最佳估計。這一決定的形成需要重大判斷。本集團的客戶主要是酒類產品的經銷商，這些經銷商的規模和經營的產品種類各不相同。在評估計提減值撥備的過程中，本集團評估(其中包括)各借款人特有的若干經濟因素及其他因素、各借款人的過去及本年度還款模式和信譽、本年度和過去年度的違約比率、應收款項結餘的賬齡和最近與個別借款人溝通的情況。當任何借款人的財務狀況惡化導致其未能按時還款，或借款人的應付款項嚴重超過信貸期並要求延長付款期，或本集團實際錄得的壞賬超過初始估計，本集團將需要計提額外的減值撥備。上述評估是建立在每一名客戶的具體事實和情況。管理層於報告期末重新評估有關減值撥備以確保當時計提之減值撥備仍屬恰當。於二零一七年三月三十一日，應收貿易款項、應收票據及其他應收款項之賬面值分別為42,851,000港元(二零一六年：23,013,000港元)、56,771,000港元(二零一六年：48,249,000港元)及55,748,000港元(二零一六年：46,393,000港元)。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Valuation of share options

The fair value of options granted under a share option scheme is determined using the binomial option pricing model. The significant inputs into the model were the risk-free interest rate, expected volatility, expected life of options and expected dividend yield. When the actual results of the inputs differ from management's estimate, it will have an impact on the fair value of share options and the related share option reserve of the Company. Further details are given in note 27.

4. OPERATING SEGMENT INFORMATION

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

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

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

During the year ended 31 March 2017, the financial results of the cigarettes and property investment segments, which were reported as separate segments in prior years' financial statements, are reported in aggregate under the "Cigarettes and others" segment. Comparative figures of the segment information have been reclassified to conform with the current year's presentation.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

購股權的估值

根據購股權計劃授出的購股權的公平價值，是以二項式期權定價模式釐定。代入該模式的重要參數是無風險利率、預期波幅、購股權的預期有效期及預期股息收益。當代入參數的實際結果有別於管理層的估計時，將對本公司的購股權公平價值及相關購股權儲備產生影響。進一步詳情載於附註27。

4. 經營分部資料

就管理而言，本集團基於其產品及服務組成業務單位，並擁有以下兩個可報告經營分部：

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

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

於截至二零一七年三月三十一日止年度，於過往年度財務報表中呈報為個別分部之香煙分部及物業投資分部之財務業績，已合併呈報於「香煙及其他」分部之下。分部資料之可比數字已經重新分類以符合本年度之呈列方式。



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財務報表附註

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4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 March 2017

4. 經營分部資料(續)

二零一七年三月三十一日止年度

		Liquors 酒 HK\$'000 千港元	Cigarettes and others 香煙及其他 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue:	分部收益：			
Sales to external customers	銷售至外部客戶	1,492,736	6,900	1,499,636
Gain on disposal of property held for sale	出售持有待售物業之收益	1,626	-	1,626
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	100	-	100
Foreign exchange gains, net	外幣滙兌收益(淨額)	575	-	575
Total	合計	1,495,037	6,900	1,501,937
Segment results	分部業績	46,949	1,846	48,795
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income	利息收入			1,420
Other gains	其他收益			4,685
Finance costs	融資成本			<u>(48,698)</u>
Profit before tax	除稅前利潤			<u>6,202</u>
Other segment information:	其他分部資料：			
Depreciation	折舊	4,766	28	4,794
Write-back of impairment allowance of trade receivables	撥回應收貿易款項之減值撥備	(12,830)	-	(12,830)
Impairment allowance of prepayments and other receivables	預付款項及其他應收款項之減值撥備	1,013	-	1,013
Provision for inventories in respect of write-down to net realisable value	有關撇減至可變現淨值之存貨撥備	1,444	-	1,444
Capital expenditure*	資本支出*	7,903	-	7,903

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

* 資本支出包括物業、廠房及設備項目之添置。



4. OPERATING SEGMENT INFORMATION
(continued)

Year ended 31 March 2016

4. 經營分部資料(續)

二零一六年三月三十一日止年度

		Liquors 酒 HK\$'000 千港元	Cigarettes and others 香煙及其他 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue:	分部收益：			
Sales to external customers	銷售至外部客戶	1,255,492	4,740	1,260,232
Purchase incentive from a supplier	來自一名供應商的購貨獎勵	64,223	-	64,223
Gain on disposal of an investment property	出售投資物業之收益	-	10,306	10,306
Foreign exchange gains, net	外匯收益(淨額)	207	-	207
Total	合計	1,319,922	15,046	1,334,968
Segment results	分部業績	30,709	11,874	42,583
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income	利息收入			209
Other gains	其他收益			2,518
Finance costs	融資成本			(25,511)
Profit before tax	除稅前利潤			19,799
Other segment information:	其他分部資料：			
Depreciation	折舊	8,279	44	8,323
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	508	-	508
Write-back of impairment allowance of trade receivables	撥回應收貿易款項之減值撥備	(9,686)	-	(9,686)
Write-back of impairment allowance of bills receivable	撥回應收票據之減值撥備	(5,555)	-	(5,555)
Impairment allowance of prepayments and other receivables	預付款項及其他應收款項之減值撥備	1,850	-	1,850
Write-back of impairment allowance of prepayments and other receivables	撥回預付款項及其他應收款項之減值撥備	(4,452)	-	(4,452)
Provision for inventories in respect of write-down to net realisable value	有關撇減至可變現淨值之存貨撥備	17,408	-	17,408
Provision for a claim	申索撥備	12,261	-	12,261
Capital expenditure*	資本支出*	6,260	-	6,260

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

* 資本支出包括物業、廠房及設備項目之添置。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2017 二零一七年三月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

		地區資料		
		Hong Kong	Mainland	Total
		香港	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Year ended 31 March 2017	二零一七年三月三十一日 止年度			
Revenue from external customers*	來自外部客戶之收益*	305,935	1,193,701	1,499,636
Non-current assets**	非流動資產**	10,060	10,476	20,536
Year ended 31 March 2016	二零一六年三月三十一日 止年度			
Revenue from external customers*	來自外部客戶之收益*	717,482	542,750	1,260,232
Non-current assets**	非流動資產**	11,372	6,602	17,974

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

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

Information about major customers

Revenues from two major customers of approximately HK\$343,991,000 (2016: Nil) and HK\$305,822,000 (2016: HK\$631,686,000) respectively for the year ended 31 March 2017 were derived from sales by the Liquors segment and the Cigarettes and others segment, including sales to two entities which are known to be under common control of one major customer.

4. 經營分部資料 (續)

地區資料

		Hong Kong	Mainland	Total
		香港	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元

Year ended 31 March 2017	二零一七年三月三十一日 止年度			
Revenue from external customers*	來自外部客戶之收益*	305,935	1,193,701	1,499,636
Non-current assets**	非流動資產**	10,060	10,476	20,536
Year ended 31 March 2016	二零一六年三月三十一日 止年度			
Revenue from external customers*	來自外部客戶之收益*	717,482	542,750	1,260,232
Non-current assets**	非流動資產**	11,372	6,602	17,974

* 收益的資料是根據客戶所在地而得出。

** 非流動資產的資料是根據資產所在地而得出，當中並不包括金融工具。

有關主要客戶的資料

於截至二零一七年三月三十一日止年度，來自兩名主要客戶分別約343,991,000港元(二零一六年：無)及305,822,000港元(二零一六年：631,686,000港元)收益是來自酒分部以及香煙及其他分部的銷售(包括向兩間實體的銷售，而有關實體據悉是在一名主要客戶同一控制之下)。



5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

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

5. 收益、其他收入及收益（淨額）

收益指已減去退貨備抵及貿易折扣後的已售貨物發票淨值。

本集團的其他收入及收益（淨額）分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Purchase incentive from a supplier	來自一名供應商的購貨獎勵	-	64,223
Gain on disposal of an investment property	出售投資物業之收益	-	10,306
Gain on disposal of property held for sale	出售持有待售物業之收益	1,626	-
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備之收益	100	-
Bank interest income	銀行利息收入	1,420	209
Foreign exchange gains, net	外幣滙兌收益（淨額）	575	207
Others	其他	4,685	2,518
		8,406	77,463

6. FINANCE COSTS

6. 融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on discounted bills	貼現票據之利息	1,348	2,568
Interest on bank, trust receipt and other loans	銀行、信託收據及其他貸款之利息	32,722	21,482
Interest on bond payables	應付債券之利息	14,628	1,173
Others	其他	-	288
		48,698	25,511



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7. PROFIT BEFORE TAX

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

7. 除稅前利潤

本集團的除稅前利潤已扣除/(計入)：

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Notes 附註		
Cost of inventories sold**	已售存貨成本**		1,087,959	1,008,845
Depreciation:	折舊：			
Property, plant and equipment	物業、廠房及設備	13	4,794	8,306
Investment property	投資物業	14	-	17
			4,794	8,323
Minimum lease payments under operating leases	根據營運租賃的最低租賃付款		33,404	43,210
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)		(100)	508
Gain on dissolution of subsidiaries	解散附屬公司的收益	41	-	(186)
Write-back of impairment allowance of trade receivables*	撥回應收貿易款項之減值撥備*		(12,830)	(9,686)
Write-back of impairment allowance of bills receivable*	撥回應收票據之減值撥備*		-	(5,555)
		18	(12,830)	(15,241)
Impairment allowance of prepayments and other receivables*	預付款項及其他應收款項之減值撥備*	19	1,013	1,850
Write-back of impairment allowance of prepayments and other receivables*	撥回預付款項及其他應收款項之減值撥備*	19	-	(4,452)
Provision for inventories in respect of write-down to net realisable value**	有關撇減至可變現淨值之存貨撥備**		1,444	17,408
Provision for a claim	申索撥備	37	-	12,261
Auditor's remuneration	核數師酬金		2,768	2,600
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利費用(包括董事酬金(附註8))：			
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物利益		77,611	57,500
Pension scheme contributions	退休福利計劃供款		8,665	4,597
Equity-settled share option expense	以權益結算之購股權費用		16,986	18,667
			103,262	80,764
Direct operating expenses (including repairs and maintenance) arising on a rental-earning investment property	為賺取租金的投資物業所產生的直接營運費用(包括修理及維修)		-	197

* Included in "Write-back of impairment, net" on the face of the consolidated statement of profit or loss.

* 計入合併損益表之「撥回減值(淨額)」。

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

** 計入合併損益表之「銷售成本」。



7. PROFIT BEFORE TAX (continued)

The employee benefit expense (including directors' remuneration) includes housing benefit with aggregate rentals of HK\$7,410,000 (2016: HK\$6,615,000), which is also included in the total amount disclosed separately above.

At 31 March 2017, the Group had no forfeited contributions available to reduce its contribution to the pension schemes in future years (2016: Nil).

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 除稅前利潤(續)

僱員福利費用(包括董事酬金)包括總租金為7,410,000港元(二零一六年: 6,615,000港元)的房屋福利,有關款額亦已計入上文另行披露的總額中。

於二零一七年三月三十一日,本集團並無已沒收供款可用於扣減未來年度之退休福利計劃供款(二零一六年:無)。

8. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露本年度之董事酬金如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Fees	袍金	2,306	2,400
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	20,480	19,605
Pension scheme contributions	退休福利計劃供款	117	113
Equity-settled share option expense	以權益結算之購股權費用	1,916	2,530
		22,513	22,248
		24,819	24,648



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8. DIRECTORS' REMUNERATION (continued)

During the year ended 31 March 2017, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

8. 董事酬金(續)

於截至二零一七年三月三十一日止年度，若干董事就彼等向本集團提供之服務而根據本公司之購股權計劃獲授購股權，進一步詳情載於財務報表附註27。該等購股權之公平價值(已於歸屬期內在損益表確認)已於授出日期釐定，而於本年度計入財務報表之金額已包括在上文之董事酬金披露。

(a) 獨立非執行董事

		Equity-settled share option		Total
		Fees	expense	remuneration
		以權益結算之		
		袍金	購股權費用	酬金總額
		HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元
2017	二零一七年			
Hung Sui Kwan	洪瑞坤	360	125	485
Ma Lishan	馬立山	360	62	422
Lee Kwok Keung Edward	李國強	360	62	422
		1,080	249	1,329



8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors
(continued)

8. 董事酬金(續)

(a) 獨立非執行董事(續)

		Fees	Equity-settled share option expense	Total remuneration
		袍金	以權益結算之 購股權費用	酬金總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
2016	二零一六年			
Hung Sui Kwan	洪瑞坤	360	195	555
Ma Lishan	馬立山	360	97	457
Lee Kwok Keung Edward	李國強	360	97	457
		1,080	389	1,469

There were no other emoluments payable to the independent non-executive directors during the year (2016: Nil).

年內並無應付獨立非執行董事之其他酬金(二零一六年:無)。



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8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors

8. 董事酬金 (續)

(b) 執行董事及非執行董事

		Salaries, allowances and benefits in kind	Pension scheme contributions	Equity- settled share option expense	Total remuneration		
	Fees	薪金、津貼 及實物利益	退休福利 計劃供款	以權益結算之 購股權費用	酬金總額		
	袍金	袍金	袍金	袍金	袍金		
	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		
2017		二零一七年					
Executive directors:		執行董事：					
Liang Guoxing (note) [^]		梁國興(附註) [^]	-	18,720	18	-	18,738
Cheung Mei Sze		章美思	-	619	18	406	1,043
Wang Jindong		王晉東	-	1,141	81	938	2,160
			-	20,480	117	1,344	21,941
Non-executive directors:		非執行董事：					
Wu Jie Si		武捷思	480	-	-	125	605
Chen Sing Hung Johnny		陳陞鴻	420	-	-	63	483
Joseph Marian Laurence Ozorio		柯進生	326	-	-	135	461
			1,226	-	-	323	1,549
			1,226	20,480	117	1,667	23,490



8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors (continued)

8. 董事酬金(續)

(b) 執行董事及非執行董事(續)

		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Equity- settled share option expense	Total remuneration
		袍金	薪金、津貼 及實物利益	退休福利 計劃供款	以權益結算之 購股權費用	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2016	二零一六年					
Executive directors:	執行董事:					
Liang Guoxing (note) ^	梁國興(附註)^	-	17,914	18	-	17,932
Cheung Mei Sze	章美思	-	619	18	584	1,221
Wang Jindong	王晉東	-	1,072	77	1,168	2,317
		-	19,605	113	1,752	21,470
Non-executive directors:	非執行董事:					
Wu Jie Si	武捷思	480	-	-	195	675
Chen Sing Hung Johnny	陳陞鴻	420	-	-	97	517
Joseph Marian Laurence Ozorio	柯進生	420	-	-	97	517
		1,320	-	-	389	1,709
		1,320	19,605	113	2,141	23,179



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8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors (continued)

^ Mr. Liang Guoxing ("Mr. Liang") is also the chief executive officer of the Group.

Note: The remuneration of Mr. Liang for the year ended 31 March 2017 included a housing benefit with aggregate rental of HK\$7,200,000 (2016: HK\$6,394,000) incurred by the Group.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2016: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2016: three) non-director, highest paid employees are as follows:

8. 董事酬金 (續)

(b) 執行董事及非執行董事 (續)

^ 梁國興先生 (「梁先生」) 亦為本集團之行政總裁。

附註：梁先生截至二零一七年三月三十一日止年度的酬金包括本集團錄得的房屋津貼，租金合共7,200,000港元 (二零一六年：6,394,000港元)。

年內並無董事放棄或同意放棄任何酬金的安排。

9. 五位最高薪酬的僱員

年內五位最高薪酬的僱員包括兩名 (二零一六年：兩名) 董事，彼等的酬金詳情載於上文附註8。年內餘下三名 (二零一六年：三名) 非董事最高薪僱員的酬金詳情如下：

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,463	3,283
Pension scheme contributions	退休福利計劃供款	179	168
Equity-settled share option expense	以權益結算之購股權費用	1,674	2,200
		5,316	5,651



9. FIVE HIGHEST PAID EMPLOYEES
(continued)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

9. 五位最高薪酬的僱員(續)

薪酬屬於以下組別的非董事最高薪僱員的人數如下：

		Number of employees 僱員人數	
		2017 二零一七年	2016 二零一六年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
		3	3

During the year ended 31 March 2017, share options were granted to the three non-director, highest paid employees in respect of their services to the Group, further details of which are set out in note 27 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

During the year, no emoluments were paid by the Group to any of the highest paid employees who are not a director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office (2016: Nil).

於截至二零一七年三月三十一日止年度，三名非董事最高薪僱員就彼等向本集團提供之服務而獲授購股權，進一步詳情載於財務報表附註27。該等購股權之公平價值(已於歸屬期內在損益表確認)已於授出日期釐定，而於本年度計入財務報表之金額已包括在上文之非董事最高薪僱員酬金披露。

年內，本集團並無向並非本公司董事之任何最高薪僱員支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償(二零一六年：無)。



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10. INCOME TAX

No provision for Hong Kong profits tax has been made for the year as the Group has available tax losses brought forward from prior years to offset the assessable profits generated during the year (2016: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

10. 所得稅

由於本集團有承前自以往年度之可動用稅務虧損以抵銷年內產生之應課稅利潤，因此並無作出年度香港利得稅撥備（二零一六年：無）。於其他國家或地區的應課稅利潤已按本集團營運所在的國家或司法權區的現行稅率計算稅項。

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Elsewhere	本期－其他地方		
Charge for the year	年內費用	52	97
Overprovision in prior years	以往年度超額撥備	-	(110,647)
Total tax charge/(credit) for the year	年內稅項費用／(抵免)		
	總額	52	(110,550)



10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the applicable statutory rates for the countries or jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rate is as follows:

10. 所得稅(續)

按適用於本公司及其大部份附屬公司所在國家或司法權區的適用法定稅率計算的除稅前利潤的稅項費用與按實際稅率計算的稅項抵免的對賬，詳情如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit before tax	除稅前利潤	6,202	19,799
Tax at the statutory tax rate	按法定稅率計算的稅項	1,023	3,267
Difference in tax rates enacted by local authorities	地方當局頒佈的稅率差異	2,231	(4,270)
Adjustments in respect of current tax of previous periods	就過往期間的當期稅項作出的調整	-	(110,647)
Income not subject to tax	毋須繳稅的收入	-	(1,701)
Expenses not deductible for tax	不可扣減稅項的費用	21,679	11,343
Tax losses not recognised	未確認的稅務虧損	3,252	5,247
Tax losses from previous periods utilised	動用以往期間的稅務虧損	(24,226)	(12,116)
Others	其他	(3,907)	(1,673)
Tax charge/(credit) at the effective rate	按實際稅率計算的稅項費用/(抵免)	52	(110,550)



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11. DIVIDENDS

The Company's directors do not recommend the payment of any dividend for the year ended 31 March 2017 (2016: Nil).

A bonus issue of one bonus share for every two existing shares (the "2016 Bonus Issue") for the year ended 31 March 2016 was approved by the Company's shareholders at the extraordinary general meeting of the Company on 15 July 2016. On 2 August 2016, 757,602,949 bonus shares were issued by the Company to satisfy the 2016 Bonus Issue.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$6,150,000 (2016: HK\$130,408,000), and the number of ordinary shares of 2,272,808,946 (2016 (restated): the weighted average number of ordinary shares of 2,185,726,981) in issue during the year.

The weighted average number of ordinary shares for the year ended 31 March 2016 for the purpose of calculating basic earnings per share amount has been retrospectively adjusted for the 2016 Bonus Issue. Details of the 2016 Bonus Issue are set out in note 26 to the financial statements.

No adjustment has been made to the basic earnings per share amount presented for the year ended 31 March 2017 in respect of a dilution as the share options outstanding had no dilutive effect on the basic earnings per share amount presented for the year ended 31 March 2017.

11. 股息

董事不建議派發截至二零一七年三月三十一日止年度之任何股息(二零一六年：無)。

於截至二零一六年三月三十一日止年度每兩股現有股份獲發一股紅股之發行紅股(「二零一六年發行紅股」)已於二零一六年七月十五日舉行的本公司股東特別大會上獲本公司股東批准。於二零一六年八月二日，本公司發行757,602,949股紅股以進行二零一六年發行紅股。

12. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額乃按年內本公司普通權益持有人應佔利潤6,150,000港元(二零一六年：130,408,000港元)及年內已發行普通股2,272,808,946股(二零一六年(經重列)：普通股的加權平均數目2,185,726,981股)計算。

計算每股基本盈利金額之截至二零一六年三月三十一日止年度普通股加權平均數目已就二零一六年發行紅股而作出追溯調整。二零一六年發行紅股之詳情載於財務報表附註26。

並無對就截至二零一七年三月三十一日止年度呈列之每股基本盈利金額作出有關攤薄之調整，原因為未行使之購股權對就截至二零一七年三月三十一日止年度呈列之每股基本盈利金額並沒有攤薄影響。



12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

The calculation of the diluted earnings per share amount presented for the year ended 31 March 2016 was based on the profit for the year attributable to ordinary equity holders of the Company of HK\$130,408,000. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during that year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

12. 本公司普通權益持有人應佔每股盈利(續)

就截至二零一六年三月三十一日止年度呈列之每股攤薄盈利金額乃按年內本公司普通權益持有人應佔利潤130,408,000港元計算。計算中使用的普通股的加權平均數是該年度內的已發行普通股數目(如每股基本盈利計算所使用者)，以及假設已於所有潛在攤薄普通股被視為行使或轉換為普通股時以無償方式發行的普通股的加權平均數。

每股基本及攤薄盈利乃根據以下數據計算：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔利潤	6,150	130,408



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12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

12. 本公司普通權益持有人應佔每股盈利(續)

		Number of shares 股份數目	
		2017 二零一七年	2016 二零一六年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation (2016: restated to reflect the effect of the 2016 Bonus Issue)	於計算每股基本盈利使用的年內已發行普通股的加權平均數(二零一六年：經重列以反映二零一六年發行紅股的影響)	2,272,808,946	2,185,726,981
Effect of dilution	攤薄影響		
Weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options outstanding during the year (2016: restated to reflect the effect of the 2016 Bonus Issue)	假設全部未行使購股權已於年內被視為行使時以無償方式發行的普通股的加權平均數(二零一六年：經重列以反映二零一六年發行紅股的影響)	-	26,186,378
		2,272,808,946	2,211,913,359



13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2017	二零一七年三月三十一日					
At 1 April 2016:	於二零一六年四月一日：					
Cost	成本	19,674	2,083	5,898	18,401	46,056
Accumulated depreciation	累計折舊	(14,845)	(1,680)	(4,978)	(14,879)	(36,382)
Net carrying amount	賬面淨值	4,829	403	920	3,522	9,674
At 1 April 2016, net of accumulated depreciation	於二零一六年四月一日， 扣除累計折舊	4,829	403	920	3,522	9,674
Additions	添置	6,042	-	1,230	631	7,903
Depreciation provided during the year	年內折舊撥備	(2,501)	(215)	(602)	(1,476)	(4,794)
Exchange realignment	滙兌調整	(334)	-	(69)	(144)	(547)
At 31 March 2017, net of accumulated depreciation	於二零一七年三月 三十一日，扣除累計折舊	8,036	188	1,479	2,533	12,236
At 31 March 2017:	於二零一七年三月三十一日：					
Cost	成本	24,454	2,083	6,867	17,848	51,252
Accumulated depreciation	累計折舊	(16,418)	(1,895)	(5,388)	(15,315)	(39,016)
Net carrying amount	賬面淨值	8,036	188	1,479	2,533	12,236



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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Leasehold improvements	Furniture and fixtures	Office equipment	Motor vehicles	Total
		租賃物業裝修	傢俬及 固定裝置	辦公室設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
31 March 2016	二零一六年三月三十一日					
At 1 April 2015:	於二零一五年四月一日:					
Cost	成本	29,332	3,483	7,612	21,023	61,450
Accumulated depreciation	累計折舊	(23,850)	(2,288)	(6,456)	(16,027)	(48,621)
Net carrying amount	賬面淨值	5,482	1,195	1,156	4,996	12,829
At 1 April 2015, net of accumulated depreciation	於二零一五年四月一日， 扣除累計折舊	5,482	1,195	1,156	4,996	12,829
Additions	添置	4,877	-	679	704	6,260
Depreciation provided during the year	年內折舊撥備	(5,368)	(329)	(631)	(1,978)	(8,306)
Disposal during the year	年內出售	-	(463)	(241)	(29)	(733)
Exchange realignment	滙兌調整	(162)	-	(43)	(171)	(376)
At 31 March 2016, net of accumulated depreciation	於二零一六年三月三十一日， 扣除累計折舊	4,829	403	920	3,522	9,674
At 31 March 2016:	於二零一六年三月三十一日:					
Cost	成本	19,674	2,083	5,898	18,401	46,056
Accumulated depreciation	累計折舊	(14,845)	(1,680)	(4,978)	(14,879)	(36,382)
Net carrying amount	賬面淨值	4,829	403	920	3,522	9,674



14. INVESTMENT PROPERTY

14. 投資物業

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Carrying amount at beginning of the year	於年初的賬面值	-	6,711
Depreciation provided during the year	年內折舊撥備	-	(17)
Disposal during the year	年內出售	-	(6,694)
Carrying amount at end of the year	於年末的賬面值	-	-
Fair value at 31 March	於三月三十一日的公平價值	-	-

During the year ended 31 March 2016, the Group disposed of its investment property to two independent individuals for a cash consideration of HK\$17,000,000. The transaction was completed in May 2015, and the gain on disposal of an investment property of HK\$10,306,000 was recognised in the consolidated statement of profit or loss for the year ended 31 March 2016.

於截至二零一六年三月三十一日止年度，本集團以17,000,000港元的現金代價將其投資物業出售予兩名獨立人士。該項交易已於二零一五年五月完成，而出售一項投資物業之收益10,306,000港元已於截至二零一六年三月三十一日止年度的合併損益表確認。



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15. INTANGIBLE ASSET

15. 無形資產

	Club membership 會所債券 HK\$'000 千港元
At 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017:	
Cost and net carrying amount	8,300

於二零一五年四月一日、
二零一六年三月三十一日、
二零一六年四月一日及
二零一七年三月三十一日：

成本及賬面淨值

16. PROPERTY HELD FOR SALE

16. 持有待售物業

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Carrying amount at beginning of the year	9,606	-
Additions	-	9,896
Disposal	(9,606)	-
Exchange realignment	-	(290)
Carrying amount at end of the year	-	9,606

During the year ended 31 March 2016, according to a judgement issued by a court in the PRC (the "PRC Court"), the Group confiscated one residential property in the PRC (the "Property"), after making payment of HK\$4,034,000 by the Group to settle a bank loan secured by the Property and the related handling fee of HK\$307,000, as the settlement from a customer for a bills receivable of HK\$5,555,000 (note 18). The Property was classified as held for sale upon the Group's acquisition and as at 31 March 2016.

於截至二零一六年三月三十一日止年度，根據一所中國法院（「中國法院」）頒佈的判決，在本集團支付4,034,000港元以結清一筆以該物業作為抵押的銀行貸款及相關手續費307,000港元後，本集團已沒收一項位於中國的住宅物業（「該物業」），以結清一名客戶的5,555,000港元應收票據（附註18）。該物業於本集團收購後及於二零一六年三月三十一日乃分類為持有待售。



16. PROPERTY HELD FOR SALE (continued)

During the year ended 31 March 2017, the Group disposed of the Property to an independent individual for a cash consideration of HK\$11,232,000. The transaction was completed in June 2016, and the gain on disposal of the Property of HK\$1,626,000 was recognised in the consolidated statement of profit or loss for the year ended 31 March 2017.

17. INVENTORIES

Merchandise
Packaging materials

貨品
包裝材料

2017	2016
二零一七年	二零一六年
HK\$'000	HK\$'000
千港元	千港元

697,546	692,578
225	259
697,771	692,837

At 31 March 2017, the Group's inventories and prepayment in aggregate of RMB450,000,000 (equivalent to HK\$506,880,000) (2016: RMB427,352,000 (equivalent to HK\$512,822,000)) were pledged to secure the Group's bills payable (note 21). As at 31 March 2017, the Group's inventories of RMB250,000,000 (equivalent to HK\$281,600,000) (2016: RMB250,000,000 (equivalent to HK\$300,000,000)) were pledged to secure a bank loan granted to the Group (note 23).

16. 持有待售物業(續)

於截至二零一七年三月三十一日止年度，本集團以11,232,000港元的現金代價將該物業出售予一名獨立人士。該項交易已於二零一六年六月完成，而出售該物業之收益1,626,000港元已於截至二零一七年三月三十一日止年度的合併損益表確認。

17. 存貨

於二零一七年三月三十一日，合共人民幣450,000,000元（相當於506,880,000港元）（二零一六年：人民幣427,352,000元（相當於512,822,000港元））的本集團存貨及預付款項已用作本集團應付票據（附註21）的抵押品。於二零一七年三月三十一日，人民幣250,000,000元（相當於281,600,000港元）（二零一六年：人民幣250,000,000元（相當於300,000,000港元））的本集團存貨已用作本集團獲授的一筆銀行貸款（附註23）的抵押品。



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18. TRADE AND BILLS RECEIVABLES

18. 應收貿易款項及應收票據

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	應收貿易款項	225,591	220,388
Less: impairment allowance	減：減值撥備	(182,740)	(197,375)
Net trade receivables	應收貿易款項淨額	42,851	23,013
Bills receivable	應收票據	56,771	48,249
		99,622	71,262

The Group normally allows a credit period of not more than 3 months to its customers except for certain identified major customers where longer credit terms may be granted upon approval by management. The credit terms of bills receivable are generally 6 months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Over 41% (2016: 25%) of the trade and bills receivables balances as at 31 March 2017 represented receivables from five customers. The Group does not hold any collateral or other credit enhancement over its trade and bills receivables balances. Trade and bills receivables are non-interest-bearing.

本集團一般向客戶提供不多於三個月的信貸期，惟經管理層批准後，若干已識別的主要客戶可獲授較長的信貸期。應收票據之信貸期一般為六個月。本集團致力對未償還的應收款項保持嚴格控制。高級管理層會定期審閱過期結餘。於二零一七年三月三十一日之應收貿易款項及應收票據中，超過41%（二零一六年：25%）的結餘是應收五名客戶的款項。本集團對其應收貿易款項及應收票據結餘並未持有任何抵押品或其他信貸改善措施。應收貿易款項及應收票據不帶利息。



18. TRADE AND BILLS RECEIVABLES
(continued)

An aged analysis of the trade and bills receivables at the end of the reporting period, based on the invoice date and net of provision, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 2 months	兩個月內	83,046	28,010
2 to 6 months	兩個月至六個月	16,576	43,252
		99,622	71,262

Included in the above trade and bills receivables as at 31 March 2017, amounts totalling HK\$56,771,000 (2016: HK\$28,800,000) were discounted to banks in exchange for cash and included as "Bank advance for discounted bills" on the face of the consolidated statement of financial position.

The movements in impairment allowance of trade and bills receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	於年初	197,375	212,616
Impairment losses reversed (note 7)*	已撥回減值虧損(附註7)*	(12,830)	(15,241)
Written off as uncollectible	因無法收回而撇銷	(1,805)	-
At end of the year	於年末	182,740	197,375

18. 應收貿易款項及應收票據
(續)

於報告期末的應收貿易款項及應收票據按發票日期及扣除撥備的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 2 months	兩個月內	83,046	28,010
2 to 6 months	兩個月至六個月	16,576	43,252
		99,622	71,262

上列於二零一七年三月三十一日之應收貿易款項及應收票據中，合共56,771,000港元(二零一六年：28,800,000港元)向一間銀行貼現以換取現金，並於合併財務狀況表中列入「銀行貼現票據墊款」。

應收貿易款項及應收票據的減值撥備變動如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	於年初	197,375	212,616
Impairment losses reversed (note 7)*	已撥回減值虧損(附註7)*	(12,830)	(15,241)
Written off as uncollectible	因無法收回而撇銷	(1,805)	-
At end of the year	於年末	182,740	197,375



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18. TRADE AND BILLS RECEIVABLES (continued)

- * During the year ended 31 March 2017, the Group has bought back inventories from one distributor and the purchase consideration of HK\$1 million was offset with the Group's trade receivables due from this distributor which were previously impaired. Besides, the carrying amount before provision was decreased by HK\$12 million for previously impaired trade receivables denominated in Renminbi ("RMB") due to the depreciation of RMB during the year. As such, the related impairment allowance on these trade receivables of approximately HK\$13 million in aggregate was reversed during the year ended 31 March 2017.

During the year ended 31 March 2016, the Group has confiscated the Property as settlement from a customer for a bills receivable of HK\$5,555,000, which was previously impaired. Besides, the carrying amount before provision was decreased by HK\$9 million for previously impaired trade receivables denominated in RMB due to the depreciation of RMB during the year. As such, the related impairment allowance on these trade and bills receivables of approximately HK\$15 million in aggregate was reversed during the year ended 31 March 2016.

18. 應收貿易款項及應收票據 (續)

- * 於截至二零一七年三月三十一日止年度，本集團向一名經銷商回購存貨，購貨代價為1百萬港元及以本集團應收此經銷商款項抵銷，而此款項先前已作了減值。此外，由於人民幣於年內貶值，就先前已減值之應收貿易款項而言之未作撥備前賬面值減少12百萬元。因此，此等應收貿易款項之相關減值撥備合共約13百萬港元已於截至二零一七年三月三十一日止年度內撥回。

於截至二零一六年三月三十一日止年度，本集團已沒收該物業以結清一名客戶的5,555,000港元應收票據（過往已減值）。此外，由於人民幣於年內減值，以人民幣計值而過往已減值的應收貿易賬款的未作撥備賬面值減少9百萬港元。因此，此等應收貿易賬款及應收票據的相關減值撥備合共約15百萬港元已於截至二零一六年三月三十一日止年度內撥回。



18. TRADE AND BILLS RECEIVABLES
(continued)

Included in the above impairment allowance of trade receivables is a provision for impaired trade receivables in aggregate of HK\$182,740,000 (2016: HK\$197,375,000) with a carrying amount before provision in aggregate of HK\$182,740,000 (2016: HK\$197,375,000). The impairment allowance was recognised based on the Group's best estimate of amounts that are potentially uncollectible. This determination requires significant judgement. In making such judgement, the Group evaluates, among certain economic factors specific to each customer and other factors, the historical and current year payment pattern and creditworthiness of each customer, the default rates of current and prior years, aging of receivables balances, and the latest communication with individual customers. The Group has launched a series of plans to communicate with individual customers and manage the credit risk of the customers. Management will closely monitor and continue to pursue collection of those receivables.

18. 應收貿易款項及應收票據
(續)

上列應收貿易款項的減值撥備中，包括就減值應收貿易款項（其未作撥備的賬面值合共為182,740,000港元（二零一六年：197,375,000港元））作出合共182,740,000港元（二零一六年：197,375,000港元）的撥備。減值撥備是根據本集團對於可能無法收回金額的最佳估計而確認。這一決定的形成需要重大判斷。在作出有關判斷的過程中，本集團評估每一個客戶的具體經濟因素及其他因素，其中包括：各客戶的過去及本年度還款模式和信譽、本年度及過去年度的違約比率、應收款項結餘的賬齡和最近與個別客戶溝通的情況。本集團已實行一系列與個別客戶溝通及管理客戶信貸風險的計劃。管理層將緊密關注並跟進該等應收款項的回收。



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18. TRADE AND BILLS RECEIVABLES (continued)

The aged analysis of the trade and bills receivables that are not individually nor collectively considered to be impaired is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	未過期及未減值	98,649	66,254
Less than 2 months past due	已過期少於兩個月	116	3,424
Over 2 months past due	已過期超過兩個月	857	1,584
		99,622	71,262

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances and the balances are still considered recoverable.

18. 應收貿易款項及應收票據 (續)

並未視為已個別或集體減值的應收貿易款項及應收票據的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	未過期及未減值	98,649	66,254
Less than 2 months past due	已過期少於兩個月	116	3,424
Over 2 months past due	已過期超過兩個月	857	1,584
		99,622	71,262

未過期及未減值的應收款項與一些無近期拖欠記錄的大量客戶有關。

已過期但並未減值的應收款項與一些於本集團有良好往績記錄的獨立客戶有關。根據過往的經驗，本公司董事認為毋須就有關結餘作出減值撥備，以及仍然認為可收回該等結餘。



19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

19. 預付款項、按金及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deposits paid to suppliers	向供應商支付之按金	747,158	803,298
Prepayments	預付款項	12,581	15,284
Other deposits and receivables	其他按金及應收款項	55,748	46,393
Less: impairment allowance of prepayments and other receivables	減：預付款項及其他應收款項之減值撥備	(9,471)	(8,458)
		806,016	856,517
Portion classified as non-current deposits	分類為非即期按金之部份	(4,024)	(2,561)
Current portion	即期部份	801,992	853,956

The movements in impairment allowance of prepayments and other receivables are as follows:

應收貿易款項及應收票據的減值撥備變動如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	於年初	8,458	14,480
Impairment allowance recognised (note 7)	已確認減值撥備(附註7)	1,013	1,850
Impairment losses reversed (note 7)	已撥回減值虧損(附註7)	-	(4,452)
Written off as uncollectible	因無法收回而撇銷	-	(3,420)
At end of the year	於年末	9,471	8,458



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19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Included in the above impairment allowance of prepayments and other receivables is a provision for impaired prepayments and other receivables of HK\$9,471,000 (2016: HK\$8,458,000) with a carrying amount before provision of HK\$9,471,000 (2016: HK\$8,458,000). The impairment allowance was recognised based on the Group's best estimate of amounts that are potentially uncollectible.

Except for the aforementioned prepayments and other receivables, none of the remaining balance is either past due or impaired. The financial assets included in the above not impaired balances relate to receivables for which there was no recent history of default.

Included in the Group's "Other deposits and receivables" is a rental deposit of HK\$1,400,000 (2016: HK\$1,200,000) and included in the Group's "Prepayments" is prepaid rent of HK\$3,000,000 (2016: HK\$2,539,000), placed with Silver Base (Holdings) Limited ("SBH"), a company controlled by Mr. Liang, an executive director and a substantial shareholder of the Company (note 33(d)). The rental deposit to SBH is unsecured, interest-free and is repayable at the end of the lease term.

At 31 March 2017, the Group's inventories and prepayment in aggregate of RMB450,000,000 (equivalent to HK\$506,880,000) (2016: RMB427,352,000 (equivalent to HK\$512,822,000)) were pledged to secure the Group's bills payable (note 21).

19. 預付款項、按金及其他應收款項(續)

上列預付款項及其他應收款項的減值撥備中，包括就減值預付款項及其他應收款項(其未作撥備的賬面值為9,471,000港元(二零一六年：8,458,000港元))作出9,471,000港元(二零一六年：8,458,000港元)的撥備。減值撥備是根據本集團對可能無法收回金額的最佳估計而確認。

除上述預付款項及其他應收款項外，餘下結餘概無逾期或減值。以上並無減值結餘所包括的金融資產與近期並無拖欠記錄的應收款項有關。

本集團之「其他按金及應收款項」及本集團之「預付款項」分別包括存放於銀基(集團)有限公司(「銀基(集團)」，一家由本公司執行董事兼主要股東梁先生控制的公司)的租賃按金1,400,000港元(二零一六年：1,200,000港元)及預付租金3,000,000港元(二零一六年：2,539,000港元)(附註33(d))。向銀基(集團)支付之租賃按金為無抵押、免息以及須於租約期限屆滿時償還。

於二零一七年三月三十一日，合共人民幣450,000,000元(相當於506,880,000港元)(二零一六年：人民幣427,352,000元(相當於512,822,000港元))的本集團存貨及預付款項已用作本集團應付票據(附註21)的抵押品。



20. CASH AND CASH EQUIVALENTS AND
PLEDGED DEPOSITS

20. 現金及現金等值物以及已抵押
存款

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	現金及銀行結餘	441,939	375,709
Less: Pledged deposits	減：已抵押存款	(85,000)	(75,000)
Cash and cash equivalents	現金及現金等值物	356,939	300,709

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$311,615,000 (2016: approximately HK\$355,369,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣列值的現金及銀行結餘約為311,615,000港元（二零一六年：約355,369,000港元）。人民幣不可自由兌換為其他貨幣。然而，根據中國的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權銀行將人民幣兌換為外幣以進行外匯業務。

銀行現金按每日銀行儲蓄利率的浮息基準賺取利息。銀行結餘及已抵押存款是存於並無近期違約記錄而信譽昭著的銀行。



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21. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	一個月內	440,034	546,986
1 month to 3 months	一至三個月	530	75,000
Over 3 months	三個月以上	3,694	3,157
		444,258	625,143

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

The bills payable are non-interest-bearing and with 365 days settlement terms.

As at 31 March 2017, the Group's bills payable of HK\$439,968,000 (2016: HK\$615,000,000) were secured by the Group's inventories and prepayment in aggregate of RMB450,000,000 (equivalent to HK\$506,880,000) (2016: RMB427,352,000 (equivalent to HK\$512,822,000)) (notes 17 and 19) and the Group's pledged bank deposits of HK\$50,480,000 (2016: HK\$75,000,000).

21. 應付貿易款項及應付票據

於報告期末按發票日期的應付貿易款項及應付票據的賬齡分析如下：

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	一個月內	440,034	546,986
1 month to 3 months	一至三個月	530	75,000
Over 3 months	三個月以上	3,694	3,157
		444,258	625,143

應付貿易款項為免息及一般以90日為限結算。

應付票據為免息及有365日的結算期。

於二零一七年三月三十一日，本集團439,968,000港元（二零一六年：615,000,000港元）的應付票據是以合共為人民幣450,000,000元（相當於506,880,000港元）（二零一六年：人民幣427,352,000元（相當於512,822,000港元））（附註17及19）的本集團存貨及預付款項以及50,480,000港元（二零一六年：75,000,000港元）的本集團已抵押銀行存款為抵押。



22. DEPOSITS RECEIVED, OTHER PAYABLES
AND ACCRUALS

22. 已收訂金、其他應付款項及應
計負債

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Deposits from customers	向客戶收取的按金	92,206	110,288
Value-added tax payables	應付增值稅	125,265	97,624
Other payables	其他應付款項	11,717	4,377
Accruals	應計負債	27,394	28,255
		256,582	240,544

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項為免息及平均為期三個月。



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23. INTEREST-BEARING BANK BORROWINGS

23. 計息銀行借貨

	2017 二零一七年			2016 二零一六年		
	Contractual interest rate 合約利率 (%)	Maturity 到期日	HK\$'000 千港元	Contractual interest rate 合約利率 (%)	Maturity 到期日	HK\$'000 千港元
Current 即期						
Trust receipt loans – secured (note (a)) 信託收據貸款—已抵押(附註(a))	3-3.3	2017	49,982	–	–	–
Bank loan – secured (note (b)) 銀行貸款—已抵押(附註(b))	120% of PBOC 中國人民銀行 利率之120%	2017-2019	163,328	130% of PBOC 中國人民銀行 利率之130%	2016	222,000
			213,310			222,000

Notes:

- (a) The Group's trust receipt loans were denominated in United States dollars.
- (b) The Group's bank loan was denominated in RMB.

The Group's bank loan in the amount of HK\$163,328,000 (2016: Nil) containing a repayment on demand clause is included within current interest-bearing bank borrowings.

Based on the maturity terms of the bank loan, the amounts repayable in respect of the bank loan are: HK\$56,320,000 (2016: Nil) repayable within one year and HK\$107,008,000 (2016: Nil) repayable over one year.

附註：

- (a) 本集團的信託收據貸款以美元計值。
- (b) 本集團的銀行貸款以人民幣計值。

本集團為數163,328,000港元(二零一六年：無)之銀行貸款包含須應要求償還的條款，乃計入流動計息銀行借貨。

根據銀行貸款之到期條款，該銀行貸款須償還之金額為：56,320,000港元(二零一六年：無)須於一年內償還而107,008,000港元(二零一六年：無)須於一年後償還。



23. INTEREST-BEARING BANK BORROWINGS (continued)

As at 31 March 2017, the Group's interest-bearing bank borrowings are secured by the Group's pledged bank deposits of HK\$14,995,000 (2016: Nil) and inventories with cost of RMB250,000,000 (equivalent to HK\$281,600,000) (2016: RMB250,000,000 (equivalent to HK\$300,000,000)) (note 17), and were supported by corporate guarantees executed by the Company, a subsidiary of the Company and a related company of the Company.

23. 計息銀行借貸(續)

於二零一七年三月三十一日，本集團的計息銀行借貸由本集團的14,995,000港元(二零一六年：無)已抵押銀行存款及成本為人民幣250,000,000元(相當於281,600,000港元)(二零一六年：人民幣250,000,000元(相當於300,000,000港元))的存貨(附註17)作抵押，並且由本公司、本公司一間附屬公司及本公司一間關聯公司所簽立的公司擔保作支持。

24. BOND PAYABLES

24. 應付債券

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current	流動		
Bond payables – unsecured	應付債券—無抵押	10,529	–
Non-current	非流動		
Bond payables – unsecured	應付債券—無抵押	240,501	13,997
		251,030	13,997

During the year, the Group issued bonds (the "2016 Bonds") with an aggregate principal amount of HK\$274,500,000, before related expenses of HK\$48,663,000, to certain independent entities and individuals. The 2016 Bonds bear interest at rates ranging from 5.5% to 7% per annum and will mature in the period from December 2018 to September 2024. The interest will be repayable by the Group semi-annually or annually from the issue dates of the respective bonds and up to the maturity date.

於本年度，本集團向若干獨立實體發行總本金額為274,500,000港元(未扣除相關費用48,663,000港元)之債券(「二零一六年債券」)。二零一六年債券按介乎5.5%至7%之年利率計息並將於二零一八年十二月至二零二四年九月之期間內到期。本集團將於相關債券發行日期起每半年或每年償付利息，直至到期日為止。



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24. BOND PAYABLES (continued)

During the year ended 31 March 2016, the Group issued bonds (the "2015 Bonds") with an aggregate principal amount of HK\$15,000,000, before related expenses of HK\$2,175,000, to certain independent individuals. The 2015 Bonds bear interest at rates ranging from 6% to 7% per annum and will mature in the period from July 2017 to December 2022. The interest will be repayable by the Group annually on the anniversary of the issue dates of the respective bonds and up to the maturity date.

Subsequent to the end of the reporting period, the Group issued bonds (the "2017 Bonds") with an aggregate principal amount of HK\$76,400,000 to certain independent entities and individuals, as further explained in note 39(b) to the financial statements.

24. 應付債券(續)

於截至二零一六年三月三十一日止年度，本集團向若干獨立人士發行總本金額為15,000,000港元(未扣除相關費用2,175,000港元)之債券(「二零一五年債券」)。二零一五年債券按介乎6%至7%之年利率計息並將於二零一七年七月至二零二二年十二月之期間內到期。本集團將於相關債券發行日期之週年日每年償付利息，直至到期日為止。

於報告期末後，本集團向若干獨立實體及人士發行總本金額為76,400,000港元之債券(「二零一七年債券」)，進一步詳情於財務報表附註39(b)內說明。



25. DEFERRED TAX

The Group has estimated tax losses arising in Hong Kong of HK\$164,151,000 (2016: HK\$154,892,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Mainland China of HK\$496,815,000 (2016: HK\$624,150,000) that will expire in one to five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of tax losses arising in Hong Kong and Mainland China have not been recognised as they have arisen in certain subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

25. 遞延稅項

本集團在香港產生之估計稅項虧損164,151,000港元(二零一六年: 154,892,000港元)可無限期用作抵銷產生虧損之公司之未來應課稅利潤。本集團亦有在中國內地產生之估計稅項虧損496,815,000港元(二零一六年: 624,150,000港元)將於一至五年內到期,該等稅項虧損在到期前可用作抵免產生有關虧損之公司的未來應課稅利潤。由於該等虧損乃來自呈虧已有一段時間之若干附屬公司,且不認為有可能將應課稅利潤用於抵銷稅項虧損,故並未就在香港及在中國大陸產生之稅項虧損確認遞延稅項資產。

根據中國企業所得稅法,於中國內地成立之外資企業向境外投資者宣佈之股息須徵收10%之預扣稅。是項規定自二零零八年一月一日起生效,適用於二零零七年十二月三十一日以後產生之盈利。倘中國內地與有關境外投資者所屬司法權區之間訂有稅務協定,則或可按較低預扣稅率繳稅。就本集團而言,適用稅率為5%或10%。因此,本集團須就於中國內地成立之附屬公司於二零零八年一月一以後產生之盈利所分派之股息繳納預扣稅。



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25. DEFERRED TAX (continued)

At 31 March 2017, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future after their assessment based on the factors which included the dividend policy and the level of capital and working capital required for the Group's operation. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China totalled approximately HK\$79,583,000 (2016: HK\$58,051,000) at 31 March 2017, for which the related deferred tax liabilities of approximately HK\$7,958,000 (2016: HK\$5,805,000) have not been recognised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

25. 遞延稅項(續)

於二零一七年三月三十一日，並無就本集團於中國內地成立之附屬公司須繳納預扣稅之未匯出盈利之應課預扣稅確認遞延稅項。董事根據包括股息政策以及本集團營運所需的資金及營運資金水平等因素而進行評估後，認為上述附屬公司在可預見未來不太可能分派有關盈利。於二零一七年三月三十一日，有關於中國內地附屬公司之投資之暫時性差異總額合共約為79,583,000港元(二零一六年：58,051,000港元)，當中約7,958,000港元(二零一六年：5,805,000港元)的相關遞延稅項負債是並未確認的。

本公司向其股東派發股息，並無附有任何所得稅之後果。

26. SHARE CAPITAL

26. 股本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Authorised:	法定：		
100,000,000,000 (2016: 100,000,000,000) ordinary shares of HK\$0.1 each	100,000,000,000股 (二零一六年： 100,000,000,000股) 每股面值0.1港元的普通股	10,000,000	10,000,000
Issued and fully paid:	已發行及繳足：		
2,272,808,946 (2016: 1,515,205,997) ordinary shares of HK\$0.1 each	2,272,808,946股 (二零一六年： 1,515,205,997股) 每股面值0.1港元的普通股	227,281	151,521



26. SHARE CAPITAL (continued)

A summary of the movements in the Company's issued share capital is as follows:

26. 股本(續)

本公司已發行股本的變動概要如下：

			Number of shares in issue 已發行 股份數目	Issued capital 已發行 股本	Share premium account 股份 溢價賬	Total 總計
	Notes 附註			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015		於二零一五年四月一日	1,349,205,997	134,921	480,088	615,009
Placement of new shares	(a)	配售新股份	166,000,000	16,600	200,860	217,460
Share issue expenses		股份發行費用	-	-	(5,441)	(5,441)
			166,000,000	16,600	195,419	212,019
At 31 March 2016 and 1 April 2016		於二零一六年三月三十一日 及二零一六年四月一日	1,515,205,997	151,521	675,507	827,028
Issue of bonus shares	(b)	發行紅股	757,602,949	75,760	(75,760)	-
At 31 March 2017		於二零一七年三月三十一日	2,272,808,946	227,281	599,747	827,028



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26. SHARE CAPITAL (continued)

Notes:

- (a) On 27 July 2015, the Company entered into a placing agreement with a placing agent, pursuant to which the Company has agreed to place up to 276,493,999 new ordinary shares of the Company of HK\$0.1 each through the placing agent at HK\$1.31 per share.

On 7 August 2015, 166,000,000 ordinary shares of HK\$0.1 each were issued for cash at HK\$1.31 per share pursuant to the placing agreement dated 27 July 2015 for a total cash consideration, before related expenses, of HK\$217,460,000.

- (b) On 14 June 2016, the board of directors of the Company proposed to make to the shareholders of the Company whose names appear on the register of members of the Company on the record date of 25 July 2016 (the "Record Date") on the basis of one bonus share for every two existing ordinary shares held by the Company's shareholders by capitalising the share premium of the Company. The 2016 Bonus Issue was approved by the Company's shareholders on 15 July 2016. Based on a total of 1,515,205,997 shares in issue and on the basis of one bonus share for every two existing ordinary shares held by the Company's shareholders on the Record Date, 757,602,949 bonus shares were issued by the Company on 2 August 2016.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 27 to the financial statements.

26. 股本(續)

附註：

- (a) 於二零一五年七月二十七日，本公司與配售代理訂立配售協議，據此，本公司已同意透過配售代理按每股1.31港元配售最多276,493,999股本公司每股面值0.1港元之新普通股。

於二零一五年八月七日，166,000,000股每股面值0.1港元之普通股乃根據日期為二零一五年七月二十七日之配售協議按每股1.31港元之價格發行以收取現金，總現金代價(未扣除相關費用)為217,460,000港元。

- (b) 於二零一六年六月十四日，本公司董事會建議藉著將本公司之股份溢價撥充資本，按本公司股東每持有兩股現有普通股獲發一股紅股之基準，向於二零一六年七月二十五日此記錄日期(「記錄日期」)名列本公司股東名冊之本公司股東發行紅股。二零一六年發行紅股已於二零一六年七月十五日獲本公司股東批准。根據合共1,515,205,997股已發行股份以及按照本公司股東於記錄日期每持有兩股現有普通股獲發一股紅股之基準，本公司於二零一六年八月二日發行757,602,949股紅股。

購股權

本公司之購股權計劃及根據該計劃發行之購股權的詳情載於財務報表附註27。



27. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including executive directors, non-executive directors, independent non-executive directors, a substantial shareholder of the Company and other employees of the Group. The Scheme became effective on 20 February 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme must not exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

27. 購股權計劃

本公司設有購股權計劃(「該計劃」)以獎勵及酬謝對本集團營運之成就作出貢獻的合資格參與者。該計劃的合資格參與者包括本公司董事(包括執行董事、非執行董事、獨立非執行董事)、本公司主要股東及本集團其他僱員。該計劃於二零零九年二月二十日起生效,除非因其他原因被註銷或修訂,否則該計劃自該日起計十年內有效。

根據該計劃,現時獲准授出的未行使購股權於獲行使時最多相等於本公司不時已發行股份的10%。因根據該計劃已授出而尚未行使之全部未行使購股權獲行使而可能發行之最高股份數目不得超過本公司不時已發行股份之30%。該計劃的每名合資格參與者在任何十二個月期間內因購股權可獲發行的股份,不得超過本公司於任何時間的已發行股份的1%。若進一步授出超過此限額的購股權,須於股東大會上獲股東批准。

凡向本公司董事、最高行政人員或主要股東或彼等的任何聯繫人士授予購股權,必須事先獲得獨立非執行董事的批准。此外,倘於任何十二個月期間內向本公司的主要股東或獨立非執行董事或彼等的任何聯繫人士授予的購股權,涉及本公司於任何時間的已發行股份超過0.1%及按本公司股份於授出當日的價格計算的總值超逾5百萬港元,則須於股東大會上事先獲股東批准。



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27. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 5 business days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the nominal value of the Company's shares; (ii) the Hong Kong Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (iii) the average Hong Kong Stock Exchange closing price of the Company's shares for the five business days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

27. 購股權計劃(續)

授出購股權的要約可於提出該要約當日起五個營業日內予以接納，而承授人須支付總額1港元作為象徵式代價。授出的購股權的行使期由董事釐定，並於若干歸屬期過後開始。

購股權的行使價由董事釐定，惟不可低於(i)本公司股份的面值；(ii)本公司股份於購股權的要約日期在香港聯交所的收市價；及(iii)本公司股份於緊接要約日期前五個營業日在香港聯交所的平均收市價(以最高者為準)。

購股權並不賦予其持有人獲派股息或於股東大會上投票的權利。



27. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year:

27. 購股權計劃(續)

年內，根據該計劃尚未行使的購股權如下：

		2017 二零一七年		2016 二零一六年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千股	加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千股
At beginning of the year	於年初	1.09	106,200	-	-
Adjusted during the year (note)	年內調整(附註)	(0.36)	52,800	-	-
Granted during the year	年內授出	0.64	151,300	1.09	134,900
Lapsed during the year	年內失效	0.66	(56,900)	1.09	(28,700)
At end of the year	於年末	0.69	253,400	1.09	106,200

Note: The number of share options, which were granted by the Company during the year ended 31 March 2016, and its exercise price are adjusted from 105,600,000 share options at HK\$1.09 per share to 158,400,000 at HK\$0.73 per share as a result of the 2016 Bonus Issue, detailed in note 26 to the financial statements.

附註：由於二零一六年發行紅股(詳情載於財務報表附註26)，購股權(乃本公司於截至二零一六年三月三十一日止年度內授出)之數目及其行使價已由105,600,000股可按每股1.09港元行使，調整為158,400,000股可按每股0.73港元行使。



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27. SHARE OPTION SCHEME (continued)

The exercise prices and exercise periods of the share options outstanding as at 31 March 2017 are as follows:

27. 購股權計劃(續)

於二零一七年三月三十一日尚未行使購股權的行使價及行使期如下：

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
30,300	0.73	22 April 2016 to 21 April 2021 二零一六年四月二十二日至 二零二一年四月二十一日
30,300	0.73	22 April 2017 to 21 April 2021 二零一七年四月二十二日至 二零二一年四月二十一日
30,300	0.73	22 April 2018 to 21 April 2021 二零一八年四月二十二日至 二零二一年四月二十一日
30,300	0.73	22 April 2019 to 21 April 2021 二零一九年四月二十二日至 二零二一年四月二十一日
30,300	0.73	22 April 2020 to 21 April 2021 二零二零年四月二十二日至 二零二一年四月二十一日
20,380	0.64	28 September 2017 to 27 September 2022 二零一七年九月二十八日至 二零二二年九月二十七日
20,380	0.64	28 September 2018 to 27 September 2022 二零一八年九月二十八日至 二零二二年九月二十七日
20,380	0.64	28 September 2019 to 27 September 2022 二零一九年九月二十八日至 二零二二年九月二十七日
20,380	0.64	28 September 2020 to 27 September 2022 二零二零年九月二十八日至 二零二二年九月二十七日
20,380	0.64	28 September 2021 to 27 September 2022 二零二一年九月二十八日至 二零二二年九月二十七日
253,400		



27. SHARE OPTION SCHEME (continued)

The fair value of the share options granted during the year was HK\$38,873,000 (HK\$0.26 each) (2016: HK\$58,081,000, HK\$0.43 each), and the Group recognised a share option expense of HK\$16,986,000 (2016: HK\$18,667,000) during the year ended 31 March 2017.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2017 二零一七年	2016 二零一六年
Dividend yield (%)	股息率(%)	0.00	0.00
Expected volatility (%)	預期波幅(%)	47.99	46.94
Historical volatility (%)	歷史波幅(%)	47.99	46.94
Risk-free interest rate (%)	無風險利率(%)	1.19	1.13
Expected life of options (year)	預期購股權有效期(年)	6.00	6.00
Share price as at the valuation date (HK\$ per share)	於估值日期的股價 (每股港元)	0.64	1.09

The expected life of the options is based on the management's estimation and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

27. 購股權計劃(續)

於本年度授出的購股權的公平價值為38,873,000港元(每股0.26港元)(二零一六年:58,081,000港元(每股0.43港元)),而本集團已就此於截至二零一七年三月三十一日止年度確認購股權費用16,986,000港元(二零一六年:18,667,000港元)。

年內授出的以權益結算之購股權的公平價值乃於授出日期使用二項式期權定價模式估計,並計及授出購股權的條款及條件。下表列出代入模式的參數:

預期購股權有效期乃基於管理層的估計及不一定代表可能出現的行使模式。預期波幅反映過往波幅可指示未來走勢的假設,此假設亦未必與實際結果相符。

計量公平價值時,並無加入已授出購股權的其他特徵。



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27. SHARE OPTION SCHEME (continued)

At the end of the reporting period, the Company had 253,400,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 253,400,000 additional ordinary shares of the Company and additional share capital of HK\$25,340,000 and share premium of HK\$150,471,000 (before related issuance expenses).

Subsequent to the end of the reporting period, on 5 May 2017, a total of 80,000,000 share options were granted to certain employees of the Group in respect of their services to the Group in the forthcoming year.

The vesting date, exercise price and exercise periods of these share options are as follows:

Number of options 購股權數目 '000 千股	Vesting date 歸屬日期	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
40,000	First anniversary of the date of grant 授出日期後首個週年日	0.50	5 May 2018 to 4 May 2024 二零一八年五月五日至 二零二四年五月四日
9,500	Second anniversary of the date of grant 授出日期後第二個週年日	0.50	5 May 2019 to 4 May 2024 二零一九年五月五日至 二零二四年五月四日
9,500	Third anniversary of the date of grant 授出日期後第三個週年日	0.50	5 May 2020 to 4 May 2024 二零二零年五月五日至 二零二四年五月四日
7,250	Fourth anniversary of the date of grant 授出日期後第四個週年日	0.50	5 May 2021 to 4 May 2024 二零二一年五月五日至 二零二四年五月四日
7,250	Fifth anniversary of the date of grant 授出日期後第五個週年日	0.50	5 May 2022 to 4 May 2024 二零二二年五月五日至 二零二四年五月四日
6,500	Sixth anniversary of the date of grant 授出日期後第六個週年日	0.50	5 May 2023 to 4 May 2024 二零二三年五月五日至 二零二四年五月四日
80,000			

27. 購股權計劃(續)

於報告期末，本公司根據該計劃有 253,400,000 股尚未行使的購股權。根據本公司目前的股本架構，倘尚未行使的購股權獲悉數行使，將因而發行 253,400,000 股本公司額外普通股及產生額外股本 25,340,000 港元以及股份溢價 150,471,000 港元（未扣除相關發行費用）。

於報告期末後，於二零一七年五月五日，合共 80,000,000 股購股權乃就本集團若干僱員於來年為本集團提供之服務而授予彼等。

此等購股權之歸屬日期、行使價及行使期如下：



27. SHARE OPTION SCHEME (continued)

At the date of approval of these financial statements, the Company had 329,000,000 share options outstanding under the Scheme, which represented approximately 14.5% of the Company's shares in issue as at that date.

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

- (i) The Group's capital reserve represents the differences between the nominal value of the shares issued by the Company and the aggregate of the share capital of the subsidiaries acquired upon the group reorganisation prior to the listing of the Company's shares.
- (ii) In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of registered capital after such usages.

27. 購股權計劃(續)

於此等財務報表獲批准的日期，本公司根據該計劃有329,000,000股尚未行使的購股權，相當於本公司於該日的已發行股份約14.5%。

28. 儲備

本集團本年度及過往年度的儲備金額及其變動情況載於財務報表內的合併權益變動表。

- (i) 本集團的資本儲備指本公司已發行股份面值與於本公司股份上市前的集團重組後所收購的附屬公司的股本總值的差額。
- (ii) 根據中國公司法，本公司於中國註冊的附屬公司必須將10%年度法定除稅後利潤(經抵銷過往年度的任何虧損後)轉撥至法定盈餘公積金。當儲備金結餘達到實體的註冊資本的50%時，本公司可選擇作出任何額外撥付。法定盈餘公積金可用作抵銷過往年度的虧損或增加資本。然而，法定盈餘公積金用作上述用途後，結餘必須保持為不少於註冊資本的25%。



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29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

- (a) During the year ended 31 March 2017, the Group has bought back inventories from a distributor at the purchase consideration of HK\$1,349,000, including the value-added tax of HK\$450,000. The purchase consideration of the inventories bought back by the Group resulted in no cash outflow during the year ended 31 March 2017 as all of the purchase consideration was offset with the Group's trade receivables of HK\$1,349,000.
- (b) During the year ended 31 March 2016, the Group has confiscated the Property as the settlement from a customer for a bills receivable of HK\$5,555,000, as further detailed in note 16 to the financial statements. Accordingly, a portion of the purchase consideration of the Property of HK\$5,555,000 resulted in no cash outflow during the year ended 31 March 2016.

29. 合併現金流量表附註

主要非現金交易

- (a) 於截至二零一七年三月三十一日止年度，本集團向一名經銷商回購存貨，購貨代價為1,349,000港元，包括增值稅450,000港元。本集團回購存貨之購貨代價並無引致截至二零一七年三月三十一日止年度內之現金流出，因為全部購貨代價已經與本集團的應收貿易款項1,349,000港元所抵銷。
- (b) 於截至二零一六年三月三十一日止年度，本集團已沒收該物業以結清一名客戶的5,555,000港元應收票據，進一步詳情載於財務報表附註16。因此，該物業的部份購買代價5,555,000港元並無引致截至二零一六年三月三十一日止年度內之現金流出。



30. PLEDGE OF ASSETS

Details of the Group's assets pledged for securing bank loans and banking facilities during the year are included in notes 17, 19, 20, 21 and 23 to the financial statements.

31. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its office premises, warehouses, and staff quarters under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 year to 7 years.

At 31 March 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

30. 資產抵押

本集團於本年度就獲得銀行貸款及銀行融資所抵押資產的詳情載於本財務報表附註17、19、20、21及23。

31. 營運租賃安排

作為承租人

本集團根據營運租賃安排出租若干辦公室場所、倉庫、零售店及員工宿舍。有關物業之租賃按介乎1年至7年之租期進行磋商。

於二零一七年三月三十一日，本集團根據不可註銷營運租賃於到期時應付的未來最低租賃款項總額的詳情如下：

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	24,831	24,889
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	37,157	24,866
After five years	五年以上	2,729	-
		64,717	49,755



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32. COMMITMENTS

In addition to the operating lease commitments detailed in note 31 above, the Group had the following capital commitments and inventory purchase commitments at the end of the reporting period:

Capital commitments		2017	2016
資本承擔		二零一七年	二零一六年
		HK\$' 000	HK\$' 000
		千港元	千港元
Contracted, but not provided for:	已訂約但未撥備：		
Capital contribution payable to PRC entities	應付予中國實體之出資	26,939	30,259
Acquisition of items of property, plant and equipment	購置物業、廠房及設備項目	343	3,663
		27,282	33,922
Inventory purchase commitments		2017	2016
購買存貨承擔		二零一七年	二零一六年
		HK\$' 000	HK\$' 000
		千港元	千港元
Within one year	一年內	2,666,209	2,687,832
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	3,868,609	5,989,815
Over five years	五年以上	5,388,914	5,852,567
		11,923,732	14,530,214

The Group had outstanding commitments amounting to HK\$65,520,000 (2016: Nil) as at the end of the reporting period in respect of irrevocable letters of credit.

32. 承擔

除上文附註31所詳述的營運租賃承擔外，本集團於報告期末有以下資本承擔及購買存貨承擔：

本集團於報告期末就不可撤銷信用狀有未履行承擔65,520,000港元(二零一六年：無)。



33. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transaction with a related party during the year:

		2017 二零一七年	2016 二零一六年
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
SBH:			
Rental expenses	銀基(集團): 租賃費用	(i) 7,200	6,394

Note:

- (i) The rental expenses of a staff quarter were charged by SBH based on mutually agreed terms at a fixed monthly amount of HK\$600,000 (2016: HK\$533,000). In the opinion of the directors of the Company, the rental expenses were determined by reference to the prevailing market rental of comparable premises and the appraisal report by an independent valuer on rental payable in respect of comparable properties in Hong Kong. The transactions constitute continuing connected transactions under the Listing Rules.

33. 關聯方交易

- (a) 除本財務報表其他部分所詳述的交易外，本集團於本年度與關聯方曾進行以下重大交易：

附註：

- (i) 一個員工宿舍的租賃費用乃根據相互同意的條款，由銀基(集團)按每月固定金額600,000港元(二零一六年：533,000港元)收取。本公司董事認為，租賃費用乃參考可比較物業的當前市場租金以及一名獨立估值師就位於香港之可比較物業的應付租金而作出的評估報告而釐定。有關交易構成上市規則下的持續關連交易。



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33. RELATED PARTY TRANSACTIONS (continued)

(b) Other transactions with related parties:

- (i) During the year ended 31 March 2012, the Group formed 17 limited liability partnerships established in the PRC (the "Partnerships") with certain its employees (the "Employees") via a trust arrangement. On 1 November 2011, the Company, Silver Base Trading and Development (Shenzhen) Co. Limited ("SBTS"), a wholly-owned subsidiary of the Company, and Mr. Liang Guosheng, the brother of Mr. Liang, an executive director and a substantial shareholder of the Company, and also the director of two subsidiaries of the Company, entered into a trust agreement (the "Trust Agreement") regarding the investments in the Partnerships. Pursuant to the Trust Agreement, Mr. Liang Guosheng held 2% equity interest in each of the Partnerships on behalf of SBTS as at 31 March 2016 and 2017. Further details of the Trust Agreement are set out in note 41 to the financial statements.

- (ii) As at 31 March 2017, a related company of the Company, which is beneficially owned by Mr. Liang, has provided a guarantee in favour of a bank in the PRC for the Group's bank loan of HK\$163,328,000 (2016: HK\$222,000,000) as at 31 March 2017.

Details of the Group's bank borrowings are set out in note 23 to the financial statements.

33. 關聯方交易 (續)

(b) 與關聯方的其他交易：

- (i) 於截至二零一二年三月三十一日止年度，本集團透過信託安排與其若干僱員（「該等僱員」）於中國成立17間有限責任合伙企業（「合伙企業」）。於二零一一年十一月一日，本公司、銀基貿易發展（深圳）有限公司（「銀基貿易發展（深圳）」），其為本公司之全資附屬公司，及梁國勝先生（彼為本公司執行董事兼主要股東梁先生的胞弟，並且擔任本公司兩間附屬公司的董事）就投資於合伙企業而訂立信託協議（「信託協議」）。根據信託協議，於二零一六年及二零一七年三月三十一日，梁國勝先生代表銀基貿易發展（深圳）持有各合伙企業的2%股本權益。信託協議的進一步詳情載於財務報表附註41。

- (ii) 於二零一七年三月三十一日，一間由梁先生實益擁有之本公司關聯公司就本集團於二零一七年三月三十一日為163,328,000港元（二零一六年：222,000,000港元）之銀行貸款向一間中國的銀行提供擔保。

本集團的銀行借貸的詳情載於財務報表附註23。



33. RELATED PARTY TRANSACTIONS
(continued)

(c) Commitments with a related party:

As disclosed in note 33(a), the Group has rental commitments with SBH under non-cancellable operating leases falling due as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	8,400	7,200
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	18,600	-
		27,000	7,200

(d) Outstanding balances with related parties:

- (i) The amounts due to directors included in the Group's current liabilities are unsecured, interest-free and have no fixed terms of repayment.
- (ii) The amount due to a related party as at 31 March 2016 represented a payable to key management personnel of HK\$160,000. The balance included in the Group's current liabilities was unsecured, interest-free and had no fixed terms of repayment.
- (iii) Details of the Group's rental deposit and prepaid rent placed with SBH as at the end of the reporting period are disclosed in note 19 to the financial statements.

33. 關聯方交易 (續)

(c) 與關聯方的承擔：

誠如附註33(a)所披露，本集團根據於以下年期內到期的不可註銷營運租賃而與銀基(集團)有以下租賃承擔：

(d) 與關聯方尚未償還的結餘：

- (i) 本集團之流動負債包括應付董事款項，該筆款項為無抵押、免息及無固定還款期。
- (ii) 於二零一六年三月三十一日的應付關聯方款項代表應付主要管理人員之款項160,000港元。此筆已計入本集團流動負債之結餘為無抵押、免息及無固定還款期。
- (iii) 本集團於報告期末存於銀基(集團)的租賃按金及預付租金的詳情於財務報表附註19披露。



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33. RELATED PARTY TRANSACTIONS (continued)

(e) Compensation of key management personnel of the Group:

33. 關聯方交易(續)

(e) 本集團主要管理人員報酬：

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	32,238	30,124
Pension scheme contributions	退休福利計劃供款	812	594
Equity-settled share option expense	以權益結算之購股權費用	5,040	6,677
		38,090	37,395

The balance includes emoluments of Ms. Luo Li, the spouse of Mr. Liang, of HK\$2,261,000 (2016: HK\$2,247,000). Further details of directors' emoluments are included in note 8 to the financial statements.

有關結餘包括羅俐女士(彼為梁先生的配偶)的薪酬2,261,000港元(二零一六年：2,247,000港元)。董事酬金的進一步詳情載於財務報表附註8。



34. FAIR VALUE OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial instruments approximate to their fair values.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of trade receivables, bills receivable, current portion of deposits and other receivables, cash and cash equivalents, pledged deposits, trade payables, bills payable, other payables and accruals, amounts due to directors and a related party, bank advance for discounted bills and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the non-current portion of deposits and bond payables have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities, which approximate to their carrying amounts.

34. 金融工具之公平價值

於報告期末，本集團之金融工具的賬面值與其公平價值相若。

金融資產及負債之公平價值以該工具於自願交易方（而非強迫或清盤銷售）當前交易下之可交易金額入賬。下列方法及假設乃用於估計公平價值：

應收貿易款項、應收票據、按金及其他應收款項之即期部份、現金及現金等值物、已抵押存款、應付貿易款項、應付票據、其他應付款項及應計負債、應付董事及應付關聯方款項、銀行貼現票據墊款，以及計息銀行借貸的公平價值與其賬面值相若，主要是因為這些工具的到期時間較短。

按金之非即期部份及應付債券的公平價值，是運用條款、信貸風險及餘下到期時間相若的工具之目前適用利率將預期未來現金流量貼現而計算，而有關公平價值與有關項目之賬面值相若。



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35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

35. 金融工具的類別

各類別金融工具於報告期末的賬面值如下：

		Loans and receivables	
		貸款及應收款項	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收貿易款項	42,851	23,013
Bills receivable	應收票據	56,771	48,249
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	55,748	46,393
Pledged deposits	已抵押存款	85,000	75,000
Cash and cash equivalents	現金及現金等值物	356,939	300,709
		597,309	493,364
		Financial liabilities at amortised cost	
		按攤銷成本列賬的金融負債	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	應付貿易款項	4,290	10,143
Bills payable	應付票據	439,968	615,000
Financial liabilities included in deposits received, other payables and accruals	計入已收訂金、其他應付款項及應計負債的金融負債	39,111	70,312
Bank advance for discounted bills	銀行貼現票據墊款	56,771	28,800
Interest-bearing bank borrowings	計息銀行借貸	213,310	222,000
Bond payables	應付債券	251,030	13,997
Due to a related party	應付關聯方款項	-	160
Due to directors	應付董事款項	1	1,251
		1,004,481	961,663



36. TRANSFERS OF FINANCIAL ASSETS

At 31 March 2017, the Group discounted certain bills receivable (the “Discounted Bills”) with a carrying amount of HK\$56,771,000 (2016: HK\$28,800,000) to banks in Mainland China for cash. In the opinion of the directors of the Company, the Group has retained the substantial risks and rewards, which include default risks relating to the Discounted Bills, and accordingly, it continued to recognise the full carrying amount of the Discounted Bills and the respective bank advance for discounted bills. Subsequent to the discounting, the Group does not retain any rights on the use of the Discounted Bills, including sale, transfer or pledge of the Discounted Bills to any other third parties. The aggregate carrying amount of bank advance for discounted bills recognised due to the Discounted Bills was HK\$56,771,000 (2016: HK\$102,826,000) as at 31 March 2017.

37. LITIGATION

In December 2013, one distributor of the Group (the “Plaintiff”) filed a claim to a District People’s Court in the PRC (the “PRC District People’s Court”) against one of the Group’s subsidiaries in the PRC in relation to the Group’s obligation to buy back certain inventories from the Plaintiff (the “Claim”). The Plaintiff demanded the purchase consideration and related compensation from the Group of RMB20.1 million (equivalent to HK\$22.6 million) in total.

According to a judgement dated 25 August 2015 issued by the PRC District People’s Court, the Group was liable to buy back certain inventories from the Plaintiff with a total consideration of RMB18.9 million (equivalent to HK\$21.3 million). The Group has filed an appeal for such judgement to the PRC District People’s Court in September 2015. According to a judgement dated 7 January 2016 issued by the PRC District People’s Court, the appeal from the Group was dismissed and the original judgement dated 25 August 2015 was sustained.

36. 金融資產轉移

於二零一七年三月三十一日，本集團向中國內地之銀行貼現若干賬面值為56,771,000港元（二零一六年：28,800,000港元）之應收票據（「貼現票據」）以收取現金。本公司董事認為，本集團保留絕大部份風險及回報（包括有關貼現票據之違約風險），因此其繼續確認貼現票據之全部賬面值及相關的銀行貼現票據墊款。於貼現後，本集團並無保留使用貼現票據之任何權利（包括向任何第三方出售、轉讓或質押貼現票據）。於二零一七年三月三十一日，因為貼現票據而確認之銀行貼現票據墊款之總賬面值為56,771,000港元（二零一六年：102,826,000港元）。

37. 訴訟

於二零一三年十二月，本集團一名經銷商（「原告人」）就本集團向原告人回購若干存貨的責任在中國地區人民法院（「中國地區人民法院」）對本集團於中國的其中一間附屬公司提出申索（「該申索」）。原告人要求本集團支付合共人民幣20.1百萬元（相當於22.6百萬港元）的購貨代價及相關賠償。

根據中國地區人民法院所頒佈日期為二零一五年八月二十五日的判決，本集團須向原告人回購若干存貨，總代價為人民幣18.9百萬元（相當於21.3百萬港元）。本集團已於二零一五年九月就該判決向中國地區人民法院提出上訴。根據中國地區人民法院所頒佈日期為二零一六年一月七日的判決，本集團提出的上訴被駁回並維持日期為二零一五年八月二十五日的原判。



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37. LITIGATION (continued)

At the date of approval of these financial statements, the Group and the Plaintiff are under the negotiation for the buy back arrangement of the inventories and the Group has not bought back any inventories from the Plaintiff. The directors of the Company are in the opinion that adequate provision has been made in the financial statements to cover any potential liabilities arising from the Claim.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, bond payables and cash and short term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, bills receivable, deposits and other receivables, trade payables, bills payable, other payables and accruals, bank advance for discounted bills and amounts due to a related party and directors, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

37. 訴訟(續)

於本財務報表獲批准日期，本集團與原告人正就購回有關存貨進行磋商，而本集團尚未向原告人購回任何存貨。本公司董事認為已於財務報表中就該申索可能產生的任何潛在負債作出足夠撥備。

38. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行借貸、應付債券以及現金及短期存款。該等金融工具的主要用途是為本集團的營運籌集資金。本集團有各種其他金融資產及負債，如應收貿易款項、應收票據、按金及其他應收款項，應付貿易款項、應付票據、其他應付款項及應計負債、銀行貼現票據墊款以及應付關聯方及董事款項，且均直接由其營運業務產生。

由本集團的金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱及協定有關管理該等風險的政策，詳情概述如下。



38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates. The contractual interest rates and terms of repayment of the interest-bearing bank borrowings of the Group are set out in note 23 to these financial statements.

A reasonably possible increase in 50 basis points (2016: 50 basis points) in interest rates would have decreased profit before tax of the Group by HK\$817,000 (2016: HK\$1,110,000) during the year and there would be no material impact on the Group's equity (excluding retained profits).

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. For Hong Kong operations, all sales and purchases transactions are settled in Hong Kong dollars or United States dollars. Meanwhile, most of the sales and purchase transactions in the PRC operations are settled in RMB. Accordingly, the transactional currency exposures of the Group are not significant. The Group has not entered into any hedging transaction to reduce the Group's exposure to foreign currency risk in this regard.

A reasonably possible appreciation of 5% (2016: 5%) of the exchange rate of the Hong Kong dollar against RMB would have no significant effect on the profit before tax of the Group during the year (2016: no significant effect on the profit before tax of the Group) and there would be no material impact on the Group's equity.

38. 財務風險管理目標及政策 (續)

利率風險

本集團須承擔的市場利率變動風險主要關於本集團附帶浮動利率的計息銀行借貸。本集團計息銀行借貸的合約利率及償還期限載於財務報表附註23。

利率50個基點(二零一六年: 50個基點)的合理可能上升將令本集團年內的除稅前利潤減少817,000港元(二零一六年: 1,110,000港元), 對本集團的權益(不包括保留利潤)並無重大影響。

外幣風險

本集團須承擔交易性貨幣風險。該等風險源自營運單位以其功能貨幣以外的貨幣所進行的銷售或購買。就香港業務而言, 所有買賣交易均以港元或美元結算。同時, 大部分中國業務的買賣交易均以人民幣結算。因此, 本集團所承擔的交易性貨幣風險並不重大。本集團並無進行任何對沖交易以減少本集團在這方面所面對的外幣風險。

港元兌人民幣的匯率可能出現5%(二零一六年: 5%)的合理升值, 這將對本集團年內的除稅前利潤並無重大影響(二零一六年: 對本集團的除稅前利潤並無重大影響), 且不會對本集團的權益有重大影響。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

Credit risk arises mainly from the risk of counterparties defaulting on the terms of their agreements. The carrying amounts of cash and cash equivalents, pledged deposits, trade receivables, bills receivable, and deposits and other receivables represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group monitors the exposure to credit risk on an ongoing basis, and credit evaluations are performed on customers requiring credit over a certain amount. In addition, receivable balances are monitored on an ongoing basis and the Group has launched a series of plans to manage the credit risk of customers, further details are set out in note 18 to these financial statements. Provisions are made for certain balances past due when management considers the loss from non-performance by these counterparties is likely. The credit risk on cash and bank balances is low as those balances are placed with reputable financial institutions.

At the end of the reporting period, the Group had certain concentration of credit risk as over 41% (2016: 25%) of the Group's trade and bills receivables were due from the Group's five customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 18 to the financial statements.

38. 財務風險管理目標及政策 (續)

信貸風險

信貸風險主要由對方違反協議條款的風險引起。現金及現金等值物、已抵押存款、應收貿易款項、應收票據，以及訂金及其他應收款項的賬面值指本集團對於金融資產所承擔的最大信貸風險。

本集團持續監察所面臨的信貸風險，及對要求超過若干金額信貸的客戶進行信用評估。此外，應收款項結餘均受到持續監察，而本集團已實行一連串計劃以管控客戶之信貸風險，進一步詳情載於財務報表附註18。已就管理層認為可能會因為對方不履約而錄得損失之若干已逾期結餘作出撥備。由於現金及銀行結餘存置於信譽卓著的金融機構，故該等結餘的信貸風險較低。

於報告期末，由於本集團應收貿易款項及應收票據中超過41%（二零一六年：25%）是應收本集團五名客戶的款項，因此本集團面對一定程度的信貸風險集中情況。

本集團因應收貿易款項及應收票據而面對之信貸風險的進一步量化數據，乃於財務報表附註18中披露。



38. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings, bond payables and trade finance facilities. The Group's financing activities are managed centrally by maintaining an adequate level of cash and cash equivalents to finance the Group's operations. The Group also ensures the availability of bank credit facilities to address any short term funding requirements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows:

38. 財務風險管理目標及政策
(續)

流動資金風險

本集團的目標是透過使用計息銀行借貸、應付債券及貿易融資信貸保持資金的持續性及彈性之間的平衡。本集團集中管理融資活動及透過保持足夠水平的現金及現金等值物為本集團的營運提供資金。本集團亦確保銀行信貸工具的可供性以應付任何短期資金要求。

本集團按合約未貼現付款金額計算的金融負債於報告期末的到期情況如下：

		2017 二零一七年			
		On demand or less than 1 year 應要求或 一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付貿易款項	4,290	-	-	4,290
Bills payable	應付票據	439,968	-	-	439,968
Financial liabilities included in deposits received, other payables and accruals	計入已收訂金、其他 應付款項及應計 負債的金融負債	39,111	-	-	39,111
Bank advance for discounted bills	銀行貼現票據墊款	56,771	-	-	56,771
Interest-bearing bank borrowings*	計息銀行借貸*	224,286	-	-	224,286
Bond payables	應付債券	24,200	298,755	25,533	348,488
Due to directors	應付董事款項	1	-	-	1
		788,627	298,755	25,533	1,112,915



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows:
(continued)

38. 財務風險管理目標及政策 (續)

流動資金風險(續)

本集團按合約未貼現付款金額計算的金融負債於報告期末的到期情況如下：
(續)

		2016 二零一六年			
		On demand or less than			
		1 year	1 to 5	Over	Total
		應要求或 一年內	一至五年	五年以上	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付貿易款項	10,143	-	-	10,143
Bills payable	應付票據	615,000	-	-	615,000
Financial liabilities included in deposits received, other payables and accruals	計入已收訂金、其他 應付款項及應計 負債的金融負債	70,312	-	-	70,312
Bank advance for discounted bills	銀行貼現票據墊款	28,800	-	-	28,800
Interest-bearing bank borrowings	計息銀行借貸	222,629	-	-	222,629
Bond payables	應付債券	1,000	8,100	11,750	20,850
Due to a related party	應付關聯方款項	160	-	-	160
Due to directors	應付董事款項	1,251	-	-	1,251
		949,295	8,100	11,750	969,145



38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

- * As at 31 March 2017, included in interest-bearing bank borrowings are bank loan of HK\$174,226,000 containing a repayment on demand clause giving the lender the unconditional right to call the loan at any time and therefore, for the purpose of the above maturity profile, the amount is classified as “on demand”.

Notwithstanding the above repayment on demand clause, the directors of the Company do not believe that the bank loan will be called in its entirety within 12 months, and they consider that the bank loan will be repaid in accordance with the maturity date as set out in the agreement. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; and the lack of events of default. In accordance with the terms of the bank loan, the maturity term at 31 March 2017 is HK\$63,522,000 repayable within one year and HK\$110,704,000 repayable over one year.

38. 財務風險管理目標及政策 (續)

流動資金風險(續)

- * 於二零一七年三月三十一日，計息銀行借貸中包括174,226,000港元的銀行貸款，該筆銀行貸款包含須應要求還款的條款，給予貸款人可於任何時間收回貸款的無條件權利，因此，就上述到期分析而言，該筆金額乃分類為「應要求」。

儘管存在上述的須應要求還款條款，本公司董事相信該筆銀行貸款將不會於12個月內被悉數收回，而彼等認為該筆銀行貸款將根據協議所載之到期日償還。作此評估時已考慮以下各項：本集團於本財務報表獲批准當日之財政狀況；及沒有違約事件。根據該筆銀行貸款的條款，截至二零一七年三月三十一日的到期條款為63,522,000港元須於一年內償還而110,704,000港元須於一年後償還。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2017 and 31 March 2016.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, bills payable, deposits received, other payables and accruals, bank advance for discounted bills, bond payables and amounts due to a related party and directors less cash and cash equivalents. Total capital represents equity attributable to ordinary equity holders of the Company.

39. EVENTS AFTER THE REPORTING PERIOD

- (a) On 5 May 2017, 80,000,000 share options were granted to certain employees of the Group, as further detailed in note 27 to the financial statements.
- (b) Subsequent to the end of the reporting period, the Group issued the 2017 Bonds with an aggregate principal amount of HK\$76,400,000 to certain independent entities and individuals. The 2017 Bonds bear interest at rates ranging from 6% to 7% per annum and will mature in the period from May 2019 to October 2024.

38. 財務風險管理目標及政策 (續)

資本管理

本集團的資本管理的首要目標，是保障本集團持續經營的能力及保持健康的資本比率，以支援其業務及將股東價值最大化。

本集團管理其資本結構及因應經濟狀況變動及相關資產的風險特點作出調整。為保持或調整資本架構，本集團可調整向股東派付之股息、向股東返還資本或發行新股份。本集團於截至二零一七年三月三十一日及二零一六年三月三十一日止年度並無對管理資本的目標、政策或過程作出變動。

本集團使用槓桿比率監控資本，即債務淨額除以總資本加債務淨額。債務淨額包括計息銀行借貸、應付貿易款項、應付票據、已收訂金、其他應付款項及應計負債、銀行貼現票據墊款、應付債券以及應付關聯方及董事款項的總和，減現金及現金等值物計算。總資本指本公司普通權益持有人應佔的權益。

39. 報告期後事項

- (a) 於二零一七年五月五日，80,000,000股購股權乃授予本集團若干僱員，進一步詳情載於財務報表附註27。
- (b) 於報告期末後，本集團向若干獨立實體及人士發行總本金額為76,400,000港元的二零一七年債券。二零一七年債券按介乎6%至7%之年利率計息並將於二零一九年五月至二零二四年十月到期。



40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

40. 本公司的財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	於附屬公司的投資	916,340	711,944
CURRENT ASSET	流動資產		
Cash and cash equivalents	現金及現金等值物	15,404	1,540
CURRENT LIABILITIES	流動負債		
Accruals	應計負債	1,275	244
Bond payables	應付債券	10,529	-
Total current liabilities	流動負債總額	11,804	244
NET CURRENT ASSETS	流動資產淨值	3,600	1,296
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	919,940	713,240
NON-CURRENT LIABILITY	非流動負債		
Bond payables	應付債券	240,501	13,997
Net assets	資產淨值	679,439	699,243
EQUITY	權益		
Issued capital	已發行股本	227,281	151,521
Reserves	儲備	452,158	547,722
Total equity	權益總額	679,439	699,243



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40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2015	二零一五年四月一日	480,088	229,208	1,554	-	(353,216)	357,634
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	-	(23,998)	(23,998)
Equity-settled share option arrangements	以權益結算之購股權安排	-	-	-	18,667	-	18,667
Issue of shares	發行股份	200,860	-	-	-	-	200,860
Share issue expense	股份發行費用	(5,441)	-	-	-	-	(5,441)
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日	675,507	229,208	1,554	18,667	(377,214)	547,722
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	-	(36,790)	(36,790)
Equity-settled share option arrangements	以權益結算之購股權安排	-	-	-	16,986	-	16,986
Share options lapsed	購股權失效	-	-	-	(373)	373	-
Issue of shares	發行股份	(75,760)	-	-	-	-	(75,760)
At 31 March 2017	於二零一七年三月三十一日	599,747	229,208	1,554	35,280	(413,631)	452,158

The Company's capital reserve represents the excess of the net book values of the subsidiaries acquired pursuant to the group reorganisation over the nominal value of the Company's shares issued in exchange therefor.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

40. 本公司的財務狀況表(續)

附註：

本公司儲備的概要如下：

本公司的資本儲備指根據集團重組所收購的附屬公司賬面淨值超出所換取本公司已發行股份面值的部分。

購股權儲備包括已授出但尚未行使購股權的公平價值，進一步詳情於財務報表附註2.4有關以股份付款的會計政策內說明。有關款項將於相關購股權獲行使時轉撥至股份溢價賬，或倘相關股權屆滿或被沒收時則轉撥至累計虧損。



41. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

41. 主要附屬公司的詳情

本公司主要附屬公司的詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Issued ordinary share/ registered paid-up capital 已發行普通股/ 已註冊繳足資本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Fast Boom Holdings Limited* 迅榮控股有限公司*	British Virgin Islands/Hong Kong 英屬維爾京群島/香港	US\$1 (2016: US\$1) 1美元 (二零一六年： 1美元)	-	100	Investment holding 投資控股
Richmind International Limited* 富思國際有限公司*	British Virgin Islands/Hong Kong 英屬維爾京群島/香港	US\$1 (2016: US\$1) 1美元 (二零一六年： 1美元)	100	-	Investment holding 投資控股
Silver Base Investment Development Limited 銀基投資發展有限公司	Hong Kong 香港	HK\$1 (2016: HK\$1) 1港元 (二零一六年： 1港元)	-	100	Trading of red wine 紅酒貿易
Silver Base International Development Co. Limited 銀基國際發展有限公司	Hong Kong 香港	HK\$2 (2016: HK\$2) 2港元 (二零一六年： 2港元)	-	100	International distribution of liquor and cigarette products 國際經銷煙酒產品



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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 41. 主要附屬公司的詳情(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Issued ordinary share/ registered paid-up capital 已發行普通股/ 已註冊繳足資本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
SBTS* (i) 銀基貿易發展(深圳)* (i)	PRC/Mainland China 中國/中國內地	US\$108,950,000 (2016: US\$89,750,000) 108,950,000美元 (二零一六年: 89,750,000美元)	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷 酒產品
Silver Base Wine & Spirit Limited 銀基洋酒有限公司	Hong Kong 香港	HK\$10,000 (2016: HK\$10,000) 10,000港元 (二零一六年: 10,000港元)	-	100	Distribution of Dimple Scotch Whisky 經銷添寶蘇格蘭威士忌
Silver Base Wine & Spirit (Shenzhen) Co. Ltd.* (i) 銀基洋酒(深圳)有限公司*(i)	PRC/Mainland China 中國/中國內地	HK\$113,600,000 (2016: HK\$113,600,000) 113,600,000港元 (二零一六年: 113,600,000港元)	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷 酒產品
Shenzhen Silver Base Wine Kingdom Sales Management Co. Ltd.* (ii) 深圳銀基品滙壹號 銷售管理有限公司*(ii)	PRC/Mainland China 中國/中國內地	RMB3,000,000 (2016: RMB3,000,000) 人民幣3,000,000元 (二零一六年: 3,000,000港元)	-	100	Distribution of liquor products in the Mainland China market 於中國內地市場經銷 酒產品



41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

- * The statutory financial statements of these subsidiaries are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

Notes:

- (i) Registered as wholly-foreign-owned enterprises under PRC law.
- (ii) Registered as a private company with limited liability under PRC law.

As disclosed in note 33(b), the Group has formed the Partnerships with the Employees under the Trust Agreement. Pursuant to the Trust Agreement, Mr. Liang Guosheng held the 2% contributions and all of his rights to and interests in each of the Partnerships as a trustee of the Group, and solely followed the instruction of the Company to exercise all powers and authorities as the sole general and executive partner of each of the Partnerships.

The principal terms of each of the 17 partnership agreements (the "Partnership Agreements") entered into amongst Mr. Liang Guosheng and the Employees are:

- (1) Each of the Partnerships is contributed by Mr. Liang Guosheng as to 2% and the Employees as to 98%;
- (2) Mr. Liang Guosheng would act as the sole general and executive partner of the Partnerships, while the Employees would act as the limited partners thereof;
- (3) As the sole general and executive partner of each of the Partnerships, the decision-making power and financial and operating policies of each of the Partnerships are controlled by Mr. Liang Guosheng, who has the sole and absolute control over the management and operation of the Partnerships; and

41. 主要附屬公司的詳情 (續)

- * 該等附屬公司之法定財務報表並非由香港安永會計師事務所或安永國際網絡其他成員公司審核。

附註：

- (i) 根據中國法律註冊的外商獨資企業。
- (ii) 根據中國法律註冊的一間私人有限公司。

誠如附註33(b)所披露，本集團根據信託協議與該等僱員成立合夥企業。根據信託協議，梁國勝先生以本集團受託人的身份持有對各合夥企業的2%出資以及彼於各合夥企業的所有權利及權益，而梁國勝先生只會依照本公司的指示以各合夥企業的唯一普通及執行合夥人的身份行使所有權力及授權。

由(其中包括)梁國勝先生與該等僱員所訂立的各17份合夥企業協議(「合夥企業協議」)的主要條款為：

- (1) 各合夥企業的出資比例為梁國勝先生佔2%而該等僱員佔98%；
- (2) 梁國勝先生將擔任合夥企業的唯一普通及執行合夥人，該等僱員則擔任合夥企業的有限合夥人；
- (3) 作為各合夥企業的唯一普通及執行合夥人，各合夥企業的決策權以及財務及經營政策由梁國勝先生控制，而梁國勝先生將擁有管理及經營合夥企業的唯一及絕對控制權；及



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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

- (4) The residual assets and liabilities of each of the Partnerships are entitled by the Employees in proportion to their contributions in each of the Partnerships, and are limited to the amount of their investment contributions. The remaining residual assets and liabilities of each of the Partnerships are entitled by Mr. Liang Guosheng.

As a result of the effects of the Trust Agreement and the Partnership Agreements, the Partnerships are accounted for as subsidiaries of the Company for accounting purposes. The Company's directors confirmed that, based on the advice from the Company's PRC legal adviser, the Trust Agreement and the Partnership Agreements are legally valid and enforceable under PRC law.

Certain of the Partnerships and the Company's subsidiaries are dissolved during the year ended 31 March 2016, and the gain on the dissolution of HK\$186,000 was recognised in the consolidated statement of profit or loss for the year ended 31 March 2016. Up to 31 March 2017, 13 of the Partnerships have been dissolved (2016: 8).

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 June 2017.

41. 主要附屬公司的詳情(續)

- (4) 各合伙企業的剩餘資產及負債由該等僱員按各自於各合伙企業的出資而享有，並以彼等的投資出資額為限。各合伙企業的餘下剩餘資產及負債由梁國勝先生享有。

由於信託協議及合伙企業協議的影響，就會計目的而言，合伙企業以本公司附屬公司的方式入賬。本公司董事確認，根據本公司中國法律顧問之意見，信託協議及合伙企業協議為合法有效以及可根據中國法律執行。

若干合伙企業及本公司的附屬公司已於截至二零一六年三月三十一日止年度內解散，而解散的收益186,000港元已於截至二零一六年三月三十一日止年度的合併損益表確認。直至二零一七年三月三十一日，13間合伙企業已經解散(二零一六年：8間)。

上表所列的本公司附屬公司是董事認為主要影響到年度業績或構成本集團資產淨值的重要部份者。董事認為，提供其他附屬公司的詳情將會令到篇幅過於冗長。

42. 批准財務報表

財務報表已於二零一七年六月二十六日獲本公司董事會批准並授權刊發。



Silver Base

