

Annual Report  
年報 2015



**Extrawell Pharmaceutical  
Holdings Limited**

**精優藥業控股有限公司**

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 858



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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Dr. XIE Yi (*Chairman and Chief Executive Officer*)

Dr. LOU Yi

Mr. CHENG Yong

Ms. WONG Sau Kuen

Mr. LIU Kwok Wah

#### Independent Non-executive Directors

Mr. FANG Lin Hu

Mr. XUE Jing Lun

Ms. JIN Song

### Audit Committee

Mr. FANG Lin Hu (*Chairman*)

Mr. XUE Jing Lun

Ms. JIN Song

### Remuneration Committee

Mr. FANG Lin Hu (*Chairman*)

Mr. XUE Jing Lun

Ms. JIN Song

Dr. XIE Yi

### Nomination Committee

Dr. XIE Yi (*Chairman*)

Mr. FANG Lin Hu

Mr. XUE Jing Lun

Ms. JIN Song

### Joint Company Secretaries

Mr. LIU Kwok Wah

Ms. WONG Sau Kuen

### Hong Kong Legal Advisers

Chiu & Partners Solicitors

### Independent Auditor

Deloitte Touche Tohmatsu

*Certified Public Accountants*

### 董事會

#### 執行董事

謝毅博士 (*主席及行政總裁*)

樓屹博士

程勇先生

王秀娟女士

廖國華先生

#### 獨立非執行董事

方林虎先生

薛京倫先生

金松女士

### 審核委員會

方林虎先生 (*主席*)

薛京倫先生

金松女士

### 薪酬委員會

方林虎先生 (*主席*)

薛京倫先生

金松女士

謝毅博士

### 提名委員會

謝毅博士 (*主席*)

方林虎先生

薛京倫先生

金松女士

### 聯席公司秘書

廖國華先生

王秀娟女士

### 香港法律顧問

趙不渝 • 馬國強律師事務所

### 獨立核數師

德勤 • 關黃陳方會計師行

*執業會計師*

# Corporate Information

## 公司資料

### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### Head Office and Principal Place of Business in Hong Kong

Suites 2206-08, 22/F  
Devon House, Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

### Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited  
Malayan Banking Berhad  
The Bank of East Asia, Limited

### Principal Share Registrar and Transfer Office

Codan Services Limited  
Clarendon House, 2 Church Street  
Hamilton HM 11  
Bermuda

### Hong Kong Branch Share Registrar and Transfer Office

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

### Website

<http://www.extrawell.com.hk>

### Stock Code

The Stock Exchange of Hong Kong Limited: 00858

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HK 11  
Bermuda

### 總辦事處及香港主要營業地點

香港  
鰂魚涌  
英皇道979號  
太古坊德宏大廈  
22樓2206-08室

### 主要往來銀行

中國工商銀行(亞洲)有限公司  
馬來亞銀行  
東亞銀行有限公司

### 股份過戶登記處總處

Codan Services Limited  
Clarendon House, 2 Church Street  
Hamilton HM 11  
Bermuda

### 股份過戶登記處香港分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東183號  
合和中心22樓

### 網站

<http://www.extrawell.com.hk>

### 股份代號

香港聯合交易所有限公司：00858

# Chairman's Statement

## 主席報告



Dear Shareholders

On behalf of the board of directors (the “Board”) of Extrawell Pharmaceutical Holdings Limited (the “Company”), together with its subsidiaries (the “Group”), I am pleased to present the annual report of the Group for the year ended 31 March 2015.

致各位股東：

本人謹代表精優藥業控股有限公司（「本公司」）連同其附屬公司（「本集團」）董事會（「董事會」）欣然提呈本集團截至二零一五年三月三十一日止年度之年報。

# Chairman's Statement

## 主席報告

In the year under review, global recovery was sluggish and the economic environment remained complicated. The Chinese economy grew 7.4% in 2014, its weakest performance in nearly a quarter-century and slowed to 7% in the first quarter of 2015. While China's growth in 2014 outpaced those of the world's leading economies, China has entered into a new normal state through a structural economic transformation. China is likely to grow at medium-to-high pace, making a transition to a healthier, more sustainable economy that is increasingly driven by consumption, services and innovation, whereas the economic structure is constantly improved and upgraded.

The Twelfth Five-Year Plan (2011–2015) guides China's economic development through 2015, placing emphasis on higher quality growth and one of the directives focuses on reinforcing the objective of developing an affordable and accessible healthcare system and infrastructure for the entire population. China's pharmaceutical market has experienced significant growth in recent years, fueled by the state policy to increase access and affordability of medicines through the continuously promulgated and implemented policies and measures in the comprehensively deepening healthcare reform, the rapidly aging population and the increasing health awareness and rising disposable income of its citizens. The comprehensively deepening healthcare reform constantly reshape the competitive landscape of China's pharmaceutical industry, boosting transformation of industrial development and encouraging technological innovation and investments, and at the same time intensifying competition among pharmaceutical enterprises. China's Twelfth Five-Year Plan concludes this year. Faced with moderating economic growth, the central government is currently drafting policy for the Thirteenth Five-Year Plan which will guide China's economic and social development between 2016 and 2020, and is widely viewed as being the key to China's goals of becoming a well-off society by 2020, deepening reform across all sectors and transforming China's economic system.

於回顧年度內，全球經濟復甦疲弱，經濟環境仍錯綜複雜。二零一四年，中國經濟增長7.4%，創近25年來新低，並於二零一五年第一季度放緩至7%。儘管二零一四年中國經濟增長跑贏世界其他主要經濟體，惟中國已步入經濟結構轉型的新常態。中國經濟很可能轉為中高速增長，並向以消費、服務及創新帶動的更健康、可持續發展經濟過渡，經濟結構持續轉型升級。

十二五規劃(二零一一年至二零一五年)指導至二零一五年中國經濟發展，著重經濟增長質量，其中一項導向重點為加強建設覆蓋全民、人人可負擔、人人可享的醫療體系及基礎設施之目標。受惠於全面深化醫療改革過程中國家陸續頒佈及實施的一系列推進人民可享用且可負擔藥品的政策，加上人口老齡化加速、全民健康意識增強及可支配收入持續提高的帶動，近年來，中國醫藥市場大幅增長。全面深化醫療改革持續重塑中國醫藥行業競爭格局，促進行業發展轉型以及鼓勵技術創新與投資，同時亦使醫藥企業間的競爭加劇。中國十二五規劃將於今年結束。面對經濟增長放緩，中央政府正在草擬第十三個五年規劃政策，十三五規劃將指導中國二零一六年至二零二零年的經濟及社會發展，被廣泛視為中國到二零二零年實現小康社會、深化各領域改革及中國經濟體系轉型目標的關鍵。



# Chairman's Statement

## 主席報告

In light of the increasingly competitive operating environment and the constantly new policies and challenges, the Group has taken proactive measures to enhance its core competitiveness. As the Group's new GMP factory in Changchun has resumed its normal production upon the obtaining of GMP certification for its major product lines, the Group is striving to achieve better performance and is in a better position to increase its research and development capabilities in its manufactured products and promote enrichment of its product portfolio. The Group believes that the continuous efforts and resources would create a favorable momentum for the Group's long-term development and growth. In addition, the Group has been deploying additional resources in pursuing potential products from overseas pharmaceutical corporations which shall complement the Group's existing product portfolio, and is in a position to explore strategic collaboration with international pharmaceutical enterprises, to meet China's growing demand for quality product.

Since July 2014, upon the completion of the disposal of 51% equity interest in Smart Ascent Limited ("Smart Ascent"), United Gene High-Tech Group Limited ("United Gene") has become a strategic partner in the development of the oral insulin project in addition to being a strategic investor in the Company. Although Smart Ascent has become an associate of the Group and the oral insulin development and commercialization operation has been classified as discontinued operation, the enhancement of financial resources from the disposal enables the Group to allocate better resources to improve the performances of the Group's existing pharmaceutical businesses, while the Group may benefit from the enhancement of the investment value of 49% retained equity interest in Smart Ascent.

The Group's profit for the year attributable to owners of the Company amounted to about HK\$565.5 million, a significant increase of about HK\$551.7 million comprising gain on disposal of the Group's 51% equity interest in Smart Ascent, when compared to profit of about HK\$13.8 million (restated) in 2014.

鑒於營商環境競爭日益激烈及新政策新挑戰層出不窮，本集團已採取積極主動措施，致力提升其核心競爭力。隨著本集團位於長春市的新GMP工廠於主要產品線取得GMP認證後恢復正常生產，本集團正著力提升業績，並作好準備加強其自產產品的研發能力及豐富其產品組合。本集團相信，堅持不懈的努力及資源的投入將為本集團的長遠發展與增長帶來利好勢頭。此外，本集團已投入更多資源於從海外醫藥公司尋找可為本集團現有產品組合帶來補充的潛在產品，並尋求與國際醫藥企業進行戰略合作，以滿足中國市場對優質產品日益增長的需求。

於二零一四年七月完成出售進生有限公司（「進生」）的51%股權後，聯合基因科技集團有限公司（「聯合基因」）不僅為本公司之戰略投資者，亦成為開發口服胰島素項目之戰略夥伴。儘管進生已成為本集團的聯營公司及口服胰島素的研發及商業化經營已分類為已終止經營業務，出售事項帶來的財務資源使本集團能優化資源分配，著力提升本集團現有藥品業務的業績，同時可從所保留於進生的49%股權投資增值中獲益。

本公司擁有人應佔本集團之年度溢利約為565,500,000港元，較二零一四年之溢利約13,800,000港元（經重列）大幅增加約551,700,000港元，有關增幅乃包括出售本集團於進生的51%股權之收益。

# Chairman's Statement

## 主席報告

Confronted with the ever-changing competitive landscape and ongoing challenges in China's pharmaceutical market, the Group will continue to exercise effective measures on cost control and adopt flexibly initiatives and strategies to enhance its overall operational efficiency in order to strive for profitability. As the Group's long-term development strategy, the Group will continue to develop its own product research and development, and will prudently seek new investment opportunities with growth potentials which are in line with the Group's existing businesses, with a view to increasing its corporate value. The Group believes that new opportunities exist despite tremendous challenges alongside China's adaptation to new normal conditions, and supportive policies will constantly be launched by the central government to facilitate the healthy and sustainable development of China's pharmaceutical industry, which support the Group's cautious optimism towards its sustainable development and growth.

On behalf of the Board, I would like to express its appreciation to all those in the Group for their dedicated efforts and contribution to the Group during the past year, and to the shareholders and business partners for their continuous support.

**Dr. Xie Yi**  
*Chairman*

Hong Kong, 29 June 2015

面對中國醫藥市場不斷變化的競爭格局及持續的挑戰，本集團將繼續實施有效的成本控制措施並採取靈活的舉措及策略提升其整體經營效率，務求提高盈利能力。本集團的長期發展策略為繼續加強其自主產品研發，同時審慎尋求具有增長潛力且契合本集團現有業務的新投資機會，致力提升其企業價值。本集團相信，儘管在中國適應新常態時期挑戰重重，惟依然存在新商機，且中央政府會不斷推出支持政策以促進中國醫藥行業健康及可持續的發展，有鑒於此，本集團對其持續發展及增長持審慎樂觀態度。

本人謹代表董事會衷心感謝全體員工於過去一年不懈的努力及對本集團所作的貢獻，及股東與業務夥伴一如既往的支持。

主席  
**謝毅博士**

香港，二零一五年六月二十九日





# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

#### Overall Performance

In 2014, the global economy experienced a weak recovery and was still struggling to gain growth momentum since the 2008-09 financial crisis. Although China faced large downward pressures of economic growth, it still maintained, albeit slower, growth from 7.7% in 2013 to 7.4% in 2014. With aim to improving the quality of growth and to ensure an appropriate pace of expansion, the central government had adjusted its economic policies to forge ahead with major reforms, which would inevitably assure its continued commitment to drive the future growth of pharmaceutical industry. Along with the Twelfth Five-Year Plan (2011-2015) for the nation's healthcare reforms, there was a new round of deepening policies including, *inter alia*, freeing up drug pricing, allowing online sales of prescription drugs and enhancing centralized drug procurement, which has caused to a very rapid and substantial increase in the number of competitors. Although the policies have intensified the competition across the entire pharmaceutical industry, the Group has taken proactive measures to enhance its core competitiveness and is well-positioned to tap the advantages of expanded market demands.

#### Continuing operations

In the year under review, the Group experienced tough challenges and made significant progress in the expansion of its manufacturing capability in China, which is a critical element in its long-term competitive strategy. Our team in Changchun had completed an arduous task to obtain GMP certificates issued by China Food and Drug Administration for its major product lines. However, the suspension of production resulting from GMP works and adjustment of vendor's shipping schedule affected the performance of manufacturing and trading segments respectively. The Group's revenue and gross profit were about HK\$128.8 million (2014: HK\$150.7 million) and HK\$51.1 million (2014: HK\$74.0 million (restated)) respectively, representing a decrease of about 14.5% and 30.9% as compared with that of last financial year. The decrease in revenue brought along with a sharp drop of gross profit. In face of these challenges, management exercised stringent financial discipline to control its operating expenses and was able to maintain the total administrative, selling and distribution expenses as percentage to the revenue at similar level when compared to last financial year.

### 業務回顧

#### 整體表現

二零一四年，全球經濟復甦力道疲弱，並仍然自二零零八至零九年的金融危機中艱難地重拾增長勢頭。儘管中國經濟增長面臨較大下行壓力，其仍然保持增長，惟增幅有所放緩，二零一三年增長7.7%，而二零一四年增長7.4%。為提升增長質量，確保擴張適度，中央政府調整其經濟方針，繼續進行重大改革，這無疑將確保其繼續致力於促進醫藥行業的未來發展。隨著十二五規劃(二零一一年至二零一五年)中有關醫療改革的實施，新一輪的深化政策正在推行，其中包括放開藥價、允許處方藥線上銷售及推進藥品集中採購，令競爭者的數量急劇大幅增加。儘管政策令整個醫藥行業的競爭加劇，本集團已積極採取措施增強其核心競爭力，為抓住市場需求上升之機會做好充分準備。

#### 持續經營業務

於回顧年度內，本集團突破重重障礙，並在擴展於中國生產能力上取得顯著的進展，此乃長遠競爭策略的一個關鍵要素。長春的團隊完成了一項艱巨的任務，其主要產品線取得中國國家食品藥品監督管理總局的GMP認證。然而，GMP工作導致的停產及賣方付運時間表調整分別影響製造及貿易分類的表現。本集團的收益及毛利分別約為128,800,000港元(二零一四年：150,700,000港元)及51,100,000港元(二零一四年：74,000,000港元(經重列))，與上一財政年度相比減少約14.5%及30.9%。收益減少令毛利大幅下滑。面對上述挑戰，管理層實施嚴格的財務規範，以控制其營運費用，成功令行政、銷售及分銷費用總額佔收益的比例維持在與上一財政年度相若的水平。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (Continued)

#### Overall Performance (Continued)

##### Continuing operations (Continued)

Loss from the operations was about HK\$52.2 million. However, when excluding loss of fair value changes on investment in convertible bonds of about HK\$58.2 million and its effective interest income about HK\$37.2 million, the loss was about HK\$31.2 million as compared to the profit of HK\$16.8 million (restated), which included gain on disposal of property, plant and equipment of HK\$57.7 million and impairment on loan and interest receivables of HK\$10.7 million.

##### Discontinued operation

In July 2014, the Group completed its disposal of 51% equity interest of its wholly owned subsidiary Smart Ascent Limited ("Smart Ascent"), the holding company of the Group's oral insulin operation. As the Group lost control in Smart Ascent, the operation was classified as discontinued operation. Total profit for the year from the discontinued operation amounted to HK\$607.5 million (2014: Loss HK\$3.3 million), which was attributable to the gain on disposal of the Group's 51% interest in Smart Ascent, including gain on the fair value of the Group's retained 49% interest in Smart Ascent of HK\$337 million.

The Group's profit for the year attributable to the owners of the Company was about HK\$565.5 million, representing a significant increase of about HK\$551.7 million when compared to profit of about HK\$13.8 million (restated). Such increase was primarily attributable to, among other things, gain on disposal of the Group's 51% equity interest in Smart Ascent, effective interest income and fair value changes in the Group's investment in convertible bonds as mentioned above.

### Revenue and Operating Results

#### Imported Pharmaceutical Sector

Despite challenging market competition, the demand for the Group's products were generally in line with 2014, which were mainly attributable to the Group's liaisons networks to maintain high quality relationships and collaborations with medical professionals and institutions. However, the change in vendor's shipment schedule had postponed our delivery to customer until after the year ended. This led to decrease in sales by 5.6% from about HK\$96.9 million last year to about HK\$91.5 million this year, and the resultant loss of sales contribution also lowered the segment profit by about HK\$1.8 million to about HK\$12.7 million.

### 業務回顧(續)

#### 整體表現(續)

##### 持續經營業務(續)

營運虧損約為52,200,000港元。但若不計及可換股債券投資之公平值變動虧損約58,200,000港元及其實際利息收入約37,200,000港元，虧損約為31,200,000港元，而對比經重列溢利為16,800,000港元，其中包括出售物業、廠房及設備之收益57,700,000港元以及貸款及應收利息減值10,700,000港元。

##### 已終止經營業務

於二零一四年七月，本集團完成出售其於全資附屬公司進生有限公司（「進生」，為本集團口服胰島素業務之控股公司）51%股權。由於本集團失去對進生的控制權，該業務被分類為已終止經營業務。已終止經營業務的本年度溢利總額為607,500,000港元（二零一四年：虧損3,300,000港元），此乃源於出售本集團於進生的51%股權之收益（包括本集團所保留於進生的49%權益之公平值收益）337,000,000港元。

本公司擁有人應佔本集團之年度溢利約為565,500,000港元，較經重列溢利約13,800,000港元大幅增加約551,700,000港元。升幅主要由於（其中包括）出售本集團於進生的51%股權之收益、實際利息收入及本集團上述可換股債券投資公平值變動所致。

### 收益及經營業績

#### 進口藥品業務

儘管市場競爭激烈，市場對本集團產品的需求與二零一四年大致相若，主要是由於本集團的外聯網絡優秀，與醫療專業人士及機構維持良好的關係及合作。然而，賣方付運時間表的變動令向客戶交付的時間延後至財政年度後。此導致銷售額從去年的約96,900,000港元下降5.6%，至今年的約91,500,000港元，銷售貢獻下跌亦令分類溢利下降約1,800,000港元至約12,700,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (Continued)

#### Revenue and Operating Results (Continued)

##### Manufactured Pharmaceutical Sector

The new factory in Changchun had completed the GMP works for its major product lines in the second half of year 2014, and since then, normal production has been gradually resumed. However, the production-suspended period during the GMP works impacted the volume of production and unit sales. There was a sharp decrease in sales by about HK\$16.5 million or 30.6% to HK\$37.3 million when compared to about HK\$53.8 million in 2014. The loss in sales contribution as well as the increase in amortization and depreciation of new production facilities had lowered the gross margin by more than 50%, which exacerbated the segment loss.

In response to the decline in sales and profit, management had exercised various measures to mitigate the impact of lower volume of sales and rising costs of the new factory. Stringent cost controls were implemented, which resulted in significant reduction of overheads and sales-related expenses by about HK\$6 million. Such cost reduction benefit was, however, balanced off by the increase in allowance for bad and doubtful debts of about HK\$6 million resulting from adjustment of marketing strategy originally intended to boost sales and shorten customers' collection period. The change unexpectedly led to slower settlement and an increase in past-due accounts, which triggered an increase in allowance in relation thereof. Management has adjusted its strategy and executed vigorous measures to rectify the situation. Since the impact of decrease in gross contribution was significant, the segment recorded a significant loss of about HK\$33.2 million, representing an increase of about HK\$19.7 million when compared to the adjusted segment loss of HK\$13.5 million in 2014 after excluding gain on the disposals of the Group's two plants in Changchun of about HK\$57.7 million and impairment of investment in a healthcare management company of about HK\$10.7 million

The new GMP plant with advanced production facilities has underpinned the future growth and long term development of the Group, and management has taken initiatives to improve production efficiency as well as product quality with aim to enhancing its core competitiveness in the market place.

### 業務回顧(續)

#### 收益及經營業績(續)

##### 自產藥品業務

於二零一四年下半年，長春的新廠房為其主要產品線完成GMP工作，此後逐步恢復正常生產。然而，於進行GMP工作期間的停產對產量及銷售量產生影響。銷售額較二零一四年的約53,800,000港元大幅下滑約16,500,000港元至37,300,000港元，跌幅約30.6%。銷售貢獻下跌以及新生產設施的攤銷及折舊增加令毛利率下降超過50%，加重該分類的虧損。

為應對銷售額及溢利下跌，管理層採取多種措施降低銷售額下降及新廠房成本增加的影響。彼等實施嚴格的成本控制，令日常開支及銷售相關費用大幅削減約6,000,000港元。然而，上述削減成本帶來的裨益被原本旨在促進銷售及縮短客戶收款期而進行的市場策略調整因此而增加的約6,000,000港元呆壞賬撥備所抵銷。該變動意外地導致結算更慢，及逾期賬款增加，令有關撥備增加。管理層已調整其策略，並採取有力措施糾正該現象。受毛利貢獻下降的嚴重影響，該分類錄得大幅虧損約33,200,000港元，與二零一四年的經調整分類虧損13,500,000港元(不包括本集團出售其於長春兩間廠房的收益約57,700,000港元及於一間健康護理管理公司的投資減值約10,700,000港元)相比，增加約19,700,000港元。

具備更先進生產設施的新GMP廠房為本集團的未來增長及長遠發展奠定良好的根基，管理層已採取措施提升其生產效率及產品質量，以提升其於市場的核心競爭力。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (Continued)

#### Revenue and Operating Results (Continued)

##### Gene Development Sector

The Group has been persistently looking at the ongoing development of the gene industry in the PRC market and other parts of the world, and seeking development opportunities as and when these arise. During the year, gene development remained inactive and no revenue was recorded.

##### Other income and gains and losses, net

Other income and gains and losses, net were in total a loss of about HK\$30.6 million, which was primarily attributable to allowance for bad and doubtful debts of about HK\$12.9 million, effective interest income of HK\$37.2 million and loss on change in fair value of derivative component of HK\$58.2 million from investments in convertible bonds, whilst in 2014, the total of about HK\$42.6 million was related to allowance for bad and doubtful debts of about HK\$6.7 million and gain on disposal of property, plant and equipment of HK\$57.7 million.

#### Selling and Distribution Expenses

Selling and distribution expenses of the Group decreased from about HK\$42.5 million (restated) in 2014 to about HK\$36.2 million in 2015, representing a decrease of about HK\$6.3 million or 14.9%. The decrease was primarily due to decrease in sales of products from trading and manufacturing segments, in which promotion expenses decreased by HK\$3.1 million, and staff costs and related marketing expenses decreased by about HK\$3.2 million respectively.

#### Administrative Expenses

Administrative expenses of the Group decreased from about HK\$33.8 million in 2014 to about HK\$29.3 million in 2015, representing a decrease of about HK\$4.5 million or 13.3%. The decrease was mainly due to reduction of staff costs of about HK\$2.7 million in Changchun new plant at the time of GMP certification works and less professional fees incurred in 2015 by about HK\$1.8 million whereas the Group disposed of its 51% equity interest in Smart Ascent in 2014.

### 業務回顧(續)

#### 收益及經營業績(續)

##### 基因開發業務

本集團持續關注中國市場及全球其他地區基因行業的發展情況，並致力於出現機會時尋求有關發展機會。於本年度，基因開發業務仍未開展，故並無錄得任何收益。

##### 其他收入及收益及虧損淨額

其他收入及收益及虧損淨額錄得虧損總額約30,600,000港元，主要來自呆壞賬撥備約12,900,000港元、實際利息收入37,200,000港元及可換股債券投資的衍生工具部分公平值變動虧損58,200,000港元，而於二零一四年，合共約為42,600,000港元，其中呆壞賬撥備約6,700,000港元，出售物業、廠房及設備之收益57,700,000港元。

#### 銷售及分銷費用

本集團之銷售及分銷費用由二零一四年約42,500,000港元(經重列)下降至二零一五年約36,200,000港元，跌幅約為6,300,000港元或14.9%。跌幅主要由於貿易及製造分類的產品銷售量下降，其中推廣費用減少3,100,000港元，員工成本及相關的營銷費用減少約3,200,000港元。

#### 行政費用

本集團之行政費用由二零一四年約33,800,000港元下降至二零一五年約29,300,000港元，跌幅約為4,500,000港元或13.3%。跌幅主要是由於在進行GMP認證工作時，長春新廠房的員工成本削減約2,700,000港元，二零一五年產生的專業費用減少約1,800,000港元，而本集團於二零一四年出售其於進生的51%股權。

# Management Discussion and Analysis

## 管理層討論及分析

### Research and Development Expenses

Increase in research and development expenses from about HK\$0.4 million in 2014 to about HK\$1.6 million in 2015 was mainly attributable to more expense recognized in relation to the development of new manufactured products.

### Outlook

This year marks the conclusion of China's Twelfth Five-Year Plan (2011-2015) on healthcare reform. The comprehensively deepening reform which places emphasis on establishing basic infrastructure and insurance coverage in rural areas and for low-income citizens, adheres to the principle of "increased accessibility and affordability" to China's entire population. The continuously promulgated and implemented policies and measures further reshape the competitive landscape of China's pharmaceutical industry, boosting transformation of industrial development and encouraging technological innovation and investments. New policies and innovative technologies present new opportunities and challenges to the pharmaceutical industry while laying the foundation for high-quality and more sustainable growth ahead.

In the context of the ever-changing competitive landscape, the Group's new GMP compliant factory in Changchun which is fully equipped with advanced facilities has enhanced the Group's production capacity and capability, thus further strengthening its core competitiveness in the long run. The Group is in a better position to increase its research and development capabilities in its manufactured products with a view to developing new products and extending product range for product portfolio enrichment, thereby creating a favorable momentum of long-term development and growth for the Group. In addition, the Group has been deploying additional resources in pursuing potential products from overseas pharmaceutical corporations which shall complement the existing product portfolio of the Group, and would explore strategic collaboration with international pharmaceutical enterprises, to meet China's growing demand for quality products.

### 研發費用

研發費用由二零一四年約400,000港元增加至二零一五年約1,600,000港元，主要由於就新自產的產品開發確認之開支增加所致。

### 前景

今年，中國醫療改革的十二五規劃(二零一一年至二零一五年)即將結束。全面深化的改革著重於在農村地區及為低收入群體建設基本的基礎設施及建立保障覆蓋，貫徹全國人民「可享用醫療服務及負擔費用」的原則。不斷頒佈的政策及實施的措施進一步改變中國醫藥行業的競爭格局、促進行業發展變革並鼓勵技術創新及投資。新政策及創新的科技為醫藥行業帶來全新的機遇及挑戰，同時為未來的高質及更可持續的增長奠定堅實的基礎。

在瞬息萬變的競爭格局下，本集團獲GMP認證的長春新廠房配備完善及先進的設施，提升本集團的生產力及產能，更進一步增強其長期的核心競爭力。本集團已做好充分準備，以提升其自產產品的研發能力，旨在開發新產品並擴大產品系列，令產品組合更豐富，藉此為本集團的長期發展及增長創造良好的動力。此外，本集團已投入更多資源於從海外醫藥公司尋找可為本集團現有產品組合帶來補充的潛在產品，同時亦會尋求與國際醫藥企業進行戰略合作，以滿足中國對優質產品日益增長的需求。



# Management Discussion and Analysis

## 管理層討論及分析

### Outlook (Continued)

Upon the completion of the disposal of the Group's 51% equity interest in Smart Ascent in July 2014, United Gene High-Tech Group Limited has become a strategic partner in the development of the oral insulin project in addition to being a strategic investor in the Company. As a result of the said disposal, the financial resources which the Group may deploy to improve the performances of the Group's other existing pharmaceutical businesses have been enhanced, while the Group may benefit from the enhancement of the investment value of 49% equity interest in Smart Ascent as retained and held by the Group. As part of the Group's development strategy, the Group will prudently seek new investment opportunities which are in line with the Group's existing businesses and could foster a long-term development of the Group, with a view to increasing its corporate value.

Looking ahead, although China's economic growth gets off to a slow start this year, China's pharmaceutical industry looks promising given the nation's continuing investment to medical and healthcare sectors, the rapidly aging population and the increasing health awareness and rising disposable income of citizens, which will maintain the growth momentum of the industry. The Group is cautiously optimistic about its future prospects and remains committed to promoting its long-term growth.

### Financial Review

#### Liquidity and Financial Resources

It is the Group's strategy to manage its financial resources conservatively by maintaining a healthy level of cash flows to meet all its financial commitments when they fall due. The Group generally finances its operations with internally generated cash flow and banking facilities.

As at 31 March 2015, the Group had total cash and bank balances (including pledged bank deposits) of about HK\$172.2 million (2014: HK\$123.5 million), representing an increase by approximately 39.4%.

### 前景 (續)

於二零一四年七月完成出售本集團於進生之51%股權後，聯合基因科技集團有限公司不僅為本公司之戰略投資者，亦成為開發口服胰島素項目之戰略夥伴。上述出售事項增加了本集團可投放以改善其他現有醫藥業務表現之財務資源，而本集團可受惠於其所保留及持有之進生49%股權投資之升值。作為本集團發展戰略的一部分，本集團將審慎尋求與本集團現有業務相符的新投資機會，以促進本集團的長遠發展，進而提升其企業價值。

展望未來，儘管中國經濟增長於年初有所放緩，但鑒於國家繼續投資於醫療及保健行業、人口快速老齡化以及人們日益關注健康且可支配收入持續增加，這都將繼續成為行業的增長動力，因此中國的醫藥行業前景仍然光明。本集團對其未來前景表示審慎樂觀，並會繼續致力於促進其長期增長。

### 財務回顧

#### 流動資金及財務資源

本集團之策略為透過將現金流量維持於穩健水平審慎地管理其財務資源，以確保所有財務承擔可如期償還。本集團一般以內部產生之現金流量及銀行信貸為其營運提供資金。

於二零一五年三月三十一日，本集團有現金及銀行結餘總額(包括已抵押銀行存款)約172,200,000港元(二零一四年：123,500,000港元)，相當於增加約39.4%。



# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (Continued)

#### Liquidity and Financial Resources (Continued)

The Group did not have bank borrowings during the year but had banking facilities on trade finance, which were supported by the pledge of the Group's fixed deposits of about HK\$20.0 million (2014: HK\$19.8 million) and corporate guarantees from the Company and certain subsidiaries of the Company. In general, there is no significant seasonality fluctuation on trade finance requirement of the Group.

The Group's total borrowing over total assets ratio as at 31 March 2015 was 0.039 (2014: 0.082 (restated)), calculated based on the Group's total assets of about HK\$1,138.6 million (2014: HK\$720.3 million) and total debts of about HK\$44.8 million (2014: HK\$59.4 million (restated)), comprising convertible bonds of about HK\$25.0 million (2014: HK\$21.0 million (restated)), amount due to an associate of HK\$19.8 million (2014: HK\$ NIL), amounts due to present and former non-controlling interests of subsidiaries of HK\$ NIL (2014: HK\$30.9 million) and loan from a non-controlling interest of HK\$ NIL (2014: HK\$7.5 million).

#### Foreign Exchange Exposure

Save for certain purchases are denominated in Euros, the Group's business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Renminbi. The Group manages the foreign currency exposure by closely monitoring the foreign currency movements and may purchase foreign currencies at spot rate, when and where appropriate for meeting its payment obligation. No hedge on foreign currencies was made during the year but the Group will use financial instruments for hedging purpose when considered appropriate.

### 財務回顧(續)

#### 流動資金及財務資源(續)

本集團於年內並無任何銀行借款，惟貿易融資之銀行信貸乃以本集團之定期存款約20,000,000港元(二零一四年：19,800,000港元)及由本公司與本公司若干附屬公司提供之公司擔保作抵押。一般而言，本集團之貿易融資需求並無重大季節性波動。

於二零一五年三月三十一日，本集團之總借款與總資產之比率為0.039(二零一四年：0.082(經重列))，乃按本集團之總資產約1,138,600,000港元(二零一四年：720,300,000港元)及總債項約44,800,000港元(二零一四年：59,400,000港元(經重列))，包括可換股債券約25,000,000港元(二零一四年：21,000,000港元(經重列))、應付一間聯營公司款項19,800,000港元(二零一四年：零港元)、應付附屬公司之現有及前非控股權益款項零港元(二零一四年：30,900,000港元)及來自非控股權益之貸款零港元(二零一四年：7,500,000港元)計算。

#### 外匯風險

除部分採購是以歐元計價外，本集團之業務交易、資產及負債主要以港元、美元及人民幣列值。本集團以密切監察外幣波動及可適時購買即期外匯以履行付款責任等措施進行外匯風險管理。本集團於年內並無進行外幣對沖活動，然而，本集團在認為合適時，將會以金融工具作對沖用途。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (Continued)

#### Employment and Remuneration Policy

As at 31 March 2015, the Group had 290 employees (2014: 312). Staff costs (including directors' emoluments) for the year ended 31 March 2015 amounted to approximately HK\$24.2 million (2014: approximately HK\$30.3 million), which was mainly due to lower volume of production and sales activities of the manufacturing segment.

The Group remunerates its employees based on industry practices. Its staff benefits, welfare and statutory contributions, if any, are made in accordance with prevailing labour laws of its operating entities.

On 24 August 2012, shareholders of the Company had approved the adoption of a share option scheme (the "Scheme"), which became effective on 29 August 2012 after obtaining approval from the Listing Committee of the Stock Exchange and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The Scheme will enable the Group to reward the employees, the directors and other selected participants for their contribution to the Group and will also assist the Group in its recruitment and retention of high caliber professionals, executives and employees who are instrumental to the growth of the Group.

From the effective date of the Scheme to 31 March 2015, no share option has been granted under the Scheme.

### 財務回顧(續)

#### 僱傭和薪酬政策

於二零一五年三月三十一日，本集團共聘用290名僱員(二零一四年：312名)。截至二零一五年三月三十一日止年度的員工成本(包括董事薪酬)約為24,200,000港元(二零一四年：約30,300,000港元)，主要由於製造分類的生產及銷售活動減少所致。

本集團乃根據行業慣例向僱員支付薪酬。其員工利益、福利和法定供款(如有)乃按照其營運實體所適用之現行勞動法實行。

於二零一二年八月二十四日，本公司股東已批准採納一項購股權計劃(「該計劃」)，於獲得聯交所上市委員會批准後，該計劃已於二零一二年八月二十九日生效。除非以其他方式註銷或修訂，否則將自該日起十年內維持有效。

該計劃將讓本集團可獎勵為本集團作出貢獻的僱員、董事及其他經挑選之參與者，亦有助本集團招聘及挽留有利本集團增長的優秀專才、主管及僱員。

自該計劃的生效日期至二零一五年三月三十一日止，概無根據該計劃授出購股權。

# Directors and Senior Management Profile

## 董事及高層管理人員簡介

### Biographical Details of Directors and Senior Management

#### Executive Directors

##### Dr. Xie Yi Ph.D. (aged 52)

###### *Chairman, Chief Executive Officer and Executive Director*

Dr. Xie Yi is a professor of School of Life Sciences in Fudan University and is one of the founders of United Gene group of companies in the PRC. Being a scientist with significant breakthroughs in human genome research, Dr. Xie is responsible for research and development and management of United Gene group and is the vice chairman and chief executive officer of United Gene Holdings Limited in the PRC.

Dr. Xie is currently the chairman and chief executive officer of the Company responsible for the strategic planning and development and the overall management of the Group. He is also an executive director and chairman of Changchun Extrawell Pharmaceutical Co., Ltd., a 73% owned subsidiary of the Company established in the PRC, and an executive director of certain members of the Group. Dr. Xie has discloseable interests in the Company under the provisions of the SFO.

##### Dr. Lou Yi Ph.D. (aged 57)

###### *Executive Director*

Dr. Lou Yi obtained a doctoral degree in medicine and conducted his postdoctoral research in clinical study at Shanghai Second Medical University (now renamed as School of Medicine, Shanghai Jiaotong University) and industrial economy at Fudan University. Dr. Lou had been a director and general manager of Shanghai Biochip Co. Ltd. and as a director and deputy general manager of General Technology Group Pharmaceutical Holdings, Ltd. in the PRC. Dr. Lou was also a non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd., a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), from June 2004 to June 2006. Dr. Lou is currently a director and general manager of various companies owned by Dr. Xie Yi and Dr. Mao Yumin, former chairman and executive director.

### 董事及高層管理人員資料

#### 執行董事

##### 謝毅博士(五十二歲)

###### *主席、行政總裁兼執行董事*

謝毅博士，為復旦大學生命科學學院教授，並為中國聯合基因集團公司創始人之一。作為在人類基因研究中作出突破性進展的科學家，謝博士負責聯合基因集團的研發工作及管理事務，並擔任中國聯合基因控股有限公司之副董事長及行政總裁。

謝博士現為本公司之主席兼行政總裁，負責本集團業務之策略規劃及發展以及整體管理。謝博士現時擔任長春精優藥業股份有限公司(於中國成立並由本公司擁有73%權益之附屬公司)之執行董事及董事長，同時亦擔任本集團旗下若干成員公司之執行董事。根據證券及期貨條例的規定，謝博士於本公司擁有須予披露權益。

##### 樓屹博士(五十七歲)

###### *執行董事*

樓屹博士持有醫學博士學位，曾經在上海第二醫科大學(現為上海交通大學醫學院)從事臨床醫學博士後研究，亦曾在復旦大學從事產業經濟學博士後研究。樓博士曾擔任上海生物晶片有限公司之董事兼總經理，亦曾在中國擔任通用技術集團醫藥控股有限公司之董事兼副總經理。於二零零四年六月至二零零六年六月期間，樓博士曾在上海復旦張江生物醫藥股份有限公司(一間於香港聯合交易所有限公司(「聯交所」)創業板上市之公司)擔任非執行董事。樓博士目前於由謝毅博士及毛裕民博士(前任主席兼執行董事)所擁有之多間公司兼任董事和總經理職務。

# Directors and Senior Management Profile

## 董事及高層管理人員簡介

### Biographical Details of Directors and Senior Management (Continued)

#### Executive Directors (Continued)

##### Mr. Cheng Yong (aged 52)

###### Executive Director

Mr. Cheng Yong is a practicing pharmacist in the PRC. Mr. Cheng obtained his Master of Pharmacology from Second Military Medical University in the PRC. He has been engaged in pharmacology and research study for over ten years and has extensive experience in the aspects of research and drug development. Since 2001, he has been working in the capacity of director and general manager for various companies owned by Dr. Xie Yi and Dr. Mao Yumin, former chairman and executive director. Mr. Cheng is currently a director of two PRC subsidiaries of United Gene High-Tech Group Limited, a company listed on the Stock Exchange.

##### Ms. Wong Sau Kuen (aged 52)

###### Executive Director

Ms. Wong Sau Kuen joined the Group in May 2008 as assistant to the Board and was appointed as director in October 2008. Ms. Wong has more than 20 years of experience in both the commercial and industrial sectors including the PRC pharmaceutical market. Ms. Wong has extensive experience in areas of business administration and internal control. She is currently the Authorized Representative of the Company.

Ms. Wong has been appointed as the joint company secretary of the Company with effect from 8 January 2014.

##### Mr. Liu Kwok Wah (aged 53)

###### Executive Director

Mr. Liu Kwok Wah joined the Company in November 2008 as the company secretary and financial controller and was appointed as executive director in December 2013. Mr. Liu has become the joint company secretary with effect from 8 January 2014. Mr. Liu is a fellow member of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Liu holds a Master's degree in Business Administration from The Open University of Hong Kong and has more than 20 years of experience in accounting and financial management. Prior to joining the Company, he had worked for international accounting firms and several listed companies in Hong Kong.

### 董事及高層管理人員資料(續)

#### 執行董事(續)

##### 程勇先生(五十二歲)

###### 執行董事

程勇先生為一名中國執業藥劑師。程先生自中國第二軍醫大學取得藥理學碩士學位。彼從事藥理學及研究逾十年，並於研究及藥物開發方面擁有豐富經驗。自二零零一年起，彼於由謝毅博士及毛裕民博士(前任主席兼執行董事)所擁有之之多間公司擔任董事及總經理職務。程先生目前為聯交所上市公司聯合基因科技集團有限公司之兩間中國附屬公司之董事。

##### 王秀娟女士(五十二歲)

###### 執行董事

王秀娟女士自二零零八年五月起加盟本集團擔任董事會助理，自二零零八年十月起獲委任為董事。王女士於工商業領域擁有逾二十年經驗，當中包括中國醫藥市場。王女士具有豐富的商業管理及內部監控經驗。彼目前為本公司之授權代表。

自二零一四年一月八日起，王女士獲委任為本公司聯席公司秘書。

##### 廖國華先生(五十三歲)

###### 執行董事

廖國華先生於二零零八年十一月加入本公司，擔任公司秘書及財務總監，並於二零一三年十二月獲委任為執行董事。廖先生已為聯席公司秘書，自二零一四年一月八日起生效。廖先生為英國特許公認會計師公會之資深會員及香港會計師公會之會員。廖先生持有香港公開大學工商管理碩士學位及擁有逾20年會計及財務管理經驗。於加入本公司前，彼曾於國際會計師事務所及多間香港上市公司就職。

# Directors and Senior Management Profile

## 董事及高層管理人員簡介

### Biographical Details of Directors and Senior Management (Continued)

#### Independent Non-executive Directors

##### Mr. Fang Lin Hu (aged 77)

###### *Independent Non-executive Director*

Mr. Fang Lin Hu was a professor in Fudan University, ex-vice chancellor of the Fudan University (overseeing technology industrialisation and utilisation matters), a member of National Information Technology Education and Electronic Education Advisory Committee and vice faculty head of the Physics Faculty of Fudan University, dean of the Electronic Engineering Faculty, and the director of Micro-electronic Research Institute. Mr. Fang retired in 2000. Currently, he is the vice chairman of the Shanghai Senior Professor Association and a vice president of Shanghai Retired Education Workers Association. Mr. Fang has performed research in the area of microwave theory and technology. He is a well-recognized scientist who has extensive experience in scientific research and management. Mr. Fang was appointed as an independent non-executive director in 2001.

##### Mr. Xue Jing Lun (aged 81)

###### *Independent Non-executive Director*

Mr. Xue Jing Lun was the chief professor of Fudan University, a guest professor of the Second Military Medical University of China, Tongji Medical University and Shantou University, chairman of Chinese Environmental Mutagen Association, a director of International Environmental Mutagen Association, and a committee member of the China Genetic Engineering Society. Mr. Xue retired in April 2007. The research team led by Mr. Xue gained international recognition in the area of gene therapy and transgenic animal research. Mr. Xue has been granted a number of national awards for merits in scientific research and is an internationally recognized genetic scientist. Mr. Xue was appointed as an independent non-executive director in 2001.

### 董事及高層管理人員資料(續)

#### 獨立非執行董事

##### 方林虎先生(七十七歲)

###### *獨立非執行董事*

方林虎先生曾任復旦大學教授，復旦大學前副校長(主管科技工業化及應用事宜)，彼曾兼任國家教委信息與電子學科教學指導委員會委員，並曾任復旦大學物理系副主任、電子工程系主任及微電子學研究所所長職務。方先生在二零零零年退休，現任上海市老教授協會副會長及上海市退休教育工作者協會副理事長。方先生在電子與資訊技術領域進行深入研究，具有豐富的科學研究與管理經驗，為卓有聲望之科學家。方先生於二零零一年獲委任為獨立非執行董事。

##### 薛京倫先生(八十一歲)

###### *獨立非執行董事*

薛京倫先生曾任復旦大學首席教授，兼任國內第二軍醫大學、同濟醫科大學及汕頭大學等校客席教授、中國環境誘變劑學會理事長、國際環境誘變劑學會理事及中國遺傳工程學學會理事等職務。薛先生已於二零零七年四月退休。薛先生領導的研究小組在基因治療、轉基因動物研究等領域獲得國際矚目的成就。薛先生多次獲得國家的重大科研獎項，是一位具有國際聲望的遺傳學家。薛先生於二零零一年獲委任為獨立非執行董事。

# Directors and Senior Management Profile

## 董事及高層管理人員簡介

### Biographical Details of Directors and Senior Management (Continued)

#### Independent Non-executive Directors (Continued)

##### Ms. Jin Song (aged 44)

###### *Independent Non-executive Director*

Ms. Jin Song holds a diploma in engineering from Broadcasting University in Shandong Province and a diploma in business from Fudan University. She is a member of the Chinese Institute of Certified Public Accountants ("CICPA") and passed all the professional examinations held by CICPA in 2001. Ms. Jin has 20 years' experience in accounting in different industries. Ms. Jin was appointed as an independent non-executive director in 2004.

#### Senior Management

##### Dr. Wen Ming (aged 54)

###### *Head of Research and Development*

Dr. Wen Ming joined the Group in 1992. He is responsible for overseeing the regulatory affairs, research & development, and the registration of the Group's products, and the marketing and promotion aspects of the Group's imported pharmaceutical business. Dr. Wen graduated with a bachelor's degree in medical science from the Guangzhou Medical College and obtained a master's degree in medical science from Sun Yat Sen University of Medical Sciences (now renamed as the Sun Yat Sen University). Prior to joining the Group, Dr. Wen worked in a hospital of Sun Yat Sen University as the chief physician for ten years.

##### Mr. Gong Youlu (aged 46)

###### *General Manager of Changchun Extrawell Pharmaceutical Co., Ltd. ("CEP") and Jilin Extrawell Changbaishan Pharmaceutical Co., Ltd. ("JECP")*

Mr. Gong Youlu joined the Group in 2011. Mr. Gong is responsible for the overall management and operations of CEP and JECP. He has over 20 years' experience in the pharmaceutical manufacturing sector. Mr. Gong holds a Bachelor of Engineering degree from Taiyuan Mechanical College (now known as North University of China) and a Master's degree in Business Administration from Jilin University, China. Prior to joining the Group, he had held the position of general manager for pharmaceutical manufacturing enterprises in the PRC for over 10 years.

### 董事及高層管理人員資料(續)

#### 獨立非執行董事(續)

##### 金松女士(四十四歲)

###### *獨立非執行董事*

金松女士持有山東廣播電視大學工程學專科文憑和復旦大學國際貿易專科文憑，彼亦為中國註冊會計師協會(「中國註冊會計師協會」)會員，並且於二零零一年取得中國註冊會計師協會考試全科合格證。金女士於多個行業財務方面擁有二十年之經驗。金女士於二零零四年獲委任為獨立非執行董事。

#### 高層管理人員

##### 溫明醫生(五十四歲)

###### *研究及發展總監*

溫明醫生於一九九二年加盟本集團。其主要職務為負責本集團產品之規管事宜、研究及開發以及註冊事務，並負責本集團進口藥品業務之市場及推廣事務。溫醫生畢業於廣州醫學院，並取得醫科學士學位及於中山醫科大學(現稱為中山大學)取得醫學碩士學位。溫醫生在加入本集團前曾任中山大學附屬醫院之主治醫生達十年。

##### 龔有祿先生(四十六歲)

###### *長春精優藥業股份有限公司(「長春精優」)及吉林精優長白山藥業有限公司(「吉林精優」)總經理*

龔有祿先生於二零一一年加入本集團。龔先生負責長春精優及吉林精優之整體營運及管理。彼於製藥行業領域擁有愈二十年經驗。龔先生畢業於太原機械學院(現稱中北大學)，取得工學學士學位，並於吉林大學取得工商管理碩士學位。在加入本集團前，彼已在國內製藥企業擔任總經理職務達十年。



# Directors and Senior Management Profile

## 董事及高層管理人員簡介

### Biographical Details of Directors and Senior Management (Continued)

#### Senior Management (Continued)

##### Ms. Wu Hong (aged 43)

###### *Group Senior Finance Manager*

Ms. Wu Hong, a qualified accountant in the PRC, joined the Group in 1995 and is responsible for all the Group's financial matters in the PRC. She graduated from Jiangsu Television Broadcast University, majoring in Foreign Trading Accounting. Before joining the Group, she worked with a joint venture company in the PRC.

##### Mr. Huang Wenda (aged 38)

###### *Financial Controller of CEP and JECP*

Mr. Huang Wenda joined the Group in 2004. Mr. Huang is responsible for financial control and financial management of the operations of CEP and JECP and currently also serves as secretary to the board handling corporate secretarial matters of CEP and JECP. He has accumulated experience of over 10 years in financial management of pharmaceutical manufacturing enterprises. Prior to joining the Group, he worked with manufacturing enterprises in the PRC.

### 董事及高層管理人員資料(續)

#### 高層管理人員(續)

##### 吳紅女士(四十三歲)

###### *集團高級財務經理*

吳紅女士，中國合資格會計師，於一九九五年加入本集團，負責本集團在中國之所有財務事宜。吳女士畢業於江蘇省廣播電視大學，主修外貿會計。在加入本集團前，吳女士曾於一家中外合資公司工作。

##### 黃文達先生(三十八歲)

###### *長春精優及吉林精優財務總監*

黃文達先生於二零零四年加入本集團。黃先生負責長春精優及吉林精優營運的財務控制及財務管理工作，現時並兼擔任董事會秘書處理公司秘書事務。彼在製藥企業財務管理方面累積了愈十年經驗。在加入本集團前，彼曾於國內的製造企業工作。

# Corporate Governance Report

## 企業管治報告

### A. Corporate Governance Practices

#### Corporate Governance

The Group recognizes the importance of achieving and monitoring the high standard of corporate governance consistent with the need and requirements of its business and the best interest of all of its shareholders. The Group is fully committed to doing so.

In the opinion of the directors, the Company has complied with the code provisions of the Corporate Governance Code and Corporate Governance Report (“Code Provisions”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). During the year ended 31 March 2015, the Company had adopted and applied the Code Provisions, except for certain deviations as set out below.

Code Provisions A.1.3 and A.7.1 stipulate that 14-day notice should be given for each regular board meeting and that in respect of regular meetings, and so far as practicable in all other cases, an agenda and accompanying board papers should be sent in full to all directors in a timely manner and at least 3 days before the intended date of a board or board committee meeting (or such other period as agreed). The Company agrees that sufficient time should be given to the directors in order to make a proper decision. In these respects, the Company adopts a more flexible approach (and yet sufficient time has been given) in convening board meetings to ensure efficient and prompt management decisions could be made.

Code Provision A.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same person. Dr. Xie Yi has served as the Chairman and Chief Executive Officer of the Company. However, the Company believes that there is adequate balance of power and authority in place though vesting the roles of both chairman and chief executive officer in the same person as all major decisions of the Company are made in consultation with members of the Board.

### A. 企業管治常規

#### 企業管治

本集團一直認同達致及監控高水平企業管治之重要性，務求符合商業需要及規定以及其全體股東之最佳利益。本集團承諾竭盡所能達致高水平之企業管治。

董事認為，本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則及企業管治報告內之守則條文（「守則條文」）。截至二零一五年三月三十一日止年度，本公司已採納及應用守則條文，惟以下若干偏離者除外。

守則條文第A.1.3及A.7.1條規定須就每次董事會例會發出14日通知，且須就例會（及只要所有其他情況切實可行時）適時向全體董事寄發全部議程及相關會議文件，並至少在計劃舉行董事會或其轄下委員會會議日期的三天前（或協定的其他時間內）送出。本公司同意須給予董事充足時間以作出適當決策。就此而言，本公司採用一個更靈活之方法（亦會給予充足時間）召開董事會會議，以確保作出更具效率及快速明智之管理層決策。

守則條文第A.2.1條規定主席及行政總裁之角色應分開，且不應由同一人兼任。謝毅博士擔任本公司之主席兼行政總裁。然而，本公司相信，由於所有本公司主要決策均於諮詢董事會成員後作出，故即使由同一人兼任主席及行政總裁，亦足以維持權力與權限之平衡。

# Corporate Governance Report

## 企業管治報告

### A. Corporate Governance Practices (Continued)

#### Corporate Governance (Continued)

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company deviates from this Code Provision as the independent non-executive directors (“INEDs”) are not appointed for specific terms. According to the bye-laws of the Company, however, the INEDs are subject to retirement and re-election. The reason for the deviation is that the Company believes that the directors ought to be committed to representing the long-term interest of the Company’s shareholders.

Code Provision A.4.2 stipulates that every director should be subject to retirement by rotation at least once every three years. According to the bye-laws of the Company, one-third of the directors shall retire from office by rotation provided that the Chairman, Deputy Chairman or Managing Director shall not be subject to retirement by rotation. The Company’s bye-laws deviate from the Code Provision. The Company considers that the continuity of the Chairman/Deputy Chairman/Managing Director and their leadership are essential for the stability of the business and key management. The rotation methodology ensures a reasonable continuity of directorship which is to the best interest of the Company’s shareholders.

Code Provision A.4.2 also stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. According to the bye-laws of the Company, any director so appointed shall hold office only until the next annual general meeting. The Company’s bye-laws deviate from the Code Provision. However, the Company believes that it is in the best interest of the Company’s shareholders to transact this ordinary course of business in the annual general meeting.

Code Provision A.6.7 stipulates that INEDs and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. One of the INEDs, Ms. Jin Song was unable to attend the special general meeting of the Company held on 15 July 2014, and all INEDs could not attend the annual general meeting of the Company held on 29 August 2014 due to other business commitments.

The Company will continue to review and monitor the situation as stated above, and to improve the practices as and when the circumstances demand.

### A. 企業管治常規 (續)

#### 企業管治 (續)

守則條文第A.4.1條規定非執行董事應按特定任期委任，並重選連任。本公司偏離此守則條文，因獨立非執行董事（「獨立非執董」）並非按特定任期委任。然而，根據本公司之公司細則，獨立非執董須退任及重選。此項偏離之原因為本公司相信董事應為本公司股東之長遠利益而作出承擔。

守則條文第A.4.2條規定每名董事應最少每三年輪值退任一次。根據本公司之公司細則，三分之一在任董事須輪值退任，惟主席、副主席或董事總經理毋須輪值退任。本公司之公司細則偏離守則條文。本公司認為主席／副主席／董事總經理之連任及彼等之領導對業務及主要管理層之穩定性非常重要。輪值方法可確保董事按合理比例連任，從而符合本公司股東之最佳利益。

守則條文第A.4.2條亦規定所有獲委任填補臨時空缺之董事須於獲委任後的首屆股東大會上由股東選舉。根據本公司之公司細則，獲委任之董事任期僅直至下屆股東週年大會為止。本公司之公司細則偏離守則條文。然而，本公司相信於股東週年大會處理此日常事務符合本公司股東之最佳利益。

守則條文第A.6.7條規定獨立非執董及其他非執行董事須出席股東大會，並持平理解股東觀點。因須處理其他業務，其中一名獨立非執董金松女士未能出席本公司於二零一四年七月十五日舉行之股東特別大會，而全體獨立非執董未能出席本公司於二零一四年八月二十九日舉行之股東週年大會。

本公司將繼續審閱及監控上述情況，如情況需要，將會對有關常規作出改善。

# Corporate Governance Report

## 企業管治報告

### B. Directors' Securities Transactions

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 Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the directors, the directors have complied with the required standard set out in the Model Code throughout the accounting period covered by the annual report.

### C. Board of Directors

As at the date of this annual report, the board of directors (the "Board") comprises five executive directors and three INEDs as follows:

#### Executive Directors

Dr. Xie Yi (*Chairman and Chief Executive Officer*)  
Dr. Lou Yi  
Mr. Cheng Yong  
Ms. Wong Sau Kuen  
Mr. Liu Kwok Wah

#### Independent Non-executive Directors

Mr. Fang Lin Hu  
Mr. Xue Jing Lun  
Ms. Jin Song

Save as disclosed, there is no other relationship (including financial, business, family or other material/relevant relationship) among the members of the Board.

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. The management is delegated with the authority and responsibility by the Board for the day-to-day management of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of interim and annual reports and announcements for the Board's approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate internal control systems and risk management procedures, and compliance with relevant statutory and regulatory requirements and rules and regulations.

### B. 董事進行之證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為本公司董事買賣本公司證券之操守守則。經向董事作出特定查詢後，董事於本年報所涵蓋之會計期間內均一直遵照標準守則所載之規定準則。

### C. 董事會

於本年報刊發日期，董事會(「董事會」)由五名執行董事及三名獨立非執董組成，成員如下：

#### 執行董事

謝毅博士(*主席及行政總裁*)  
樓屹博士  
程勇先生  
王秀娟女士  
廖國華先生

#### 獨立非執行董事

方林虎先生  
薛京倫先生  
金松女士

除披露者外，董事會成員之間並無任何其他關係(包括財務、業務、家族或其他重大／相關關係)。

董事會負責領導及監控本公司，並監督本集團之業務、策略決策及表現。董事會授予管理層權力及責任以監管本集團之日常管理。董事會特別授予管理層權力處理之主要企業事宜包括編製中期及年度報告及公告，以於刊發前提交董事會批准、實施董事會所採納之業務策略及措施、推行充足之內部監控制度及風險管理程序，並遵守有關法定和監管規定、規則與法規。

# Corporate Governance Report

## 企業管治報告

### C. Board of Directors (Continued)

Each of the INEDs has complied with the provisions set out in Rule 3.13 of the Listing Rules and the Company also considers that they are independent under the Listing Rules. Of the three INEDs, Ms. Jin Song has appropriate accounting or related financial management experience as required under Rule 3.10(2) of the Listing Rules.

During the year ended 31 March 2015, six Board meetings and two general meetings of the Company were held, and the attendance records of each director at the respective meetings are set out in the table below:

Name of Director	董事姓名	Number of attendance	
		Board Meeting 董事會	General Meeting 股東大會
Dr. Xie Yi	謝毅博士	6/6	1/2
Dr. Lou Yi	樓屹博士	5/6	1/2
Mr. Cheng Yong	程勇先生	6/6	2/2
Ms. Wong Sau Kuen	王秀娟女士	6/6	2/2
Mr. Liu Kwok Wah	廖國華先生	6/6	2/2
Mr. Fang Lin Hu	方林虎先生	5/6	1/2
Mr. Xue Jing Lun	薛京倫先生	6/6	1/2
Ms. Jin Song	金松女士	6/6	0/2

In addition, a meeting was held between the Chairman and all INEDs without the presence of executive directors during the financial year.

The Company has arranged appropriate directors' and officers' liability insurance for members of the Board and officers in order to protect legal claims against their lawful discharge of duties in relation to the Group's business.

### C. 董事會(續)

各獨立非執董已遵守上市規則第3.13條所載之條文，而本公司亦認為根據上市規則，彼等均屬獨立。三名獨立非執董當中，金松女士具備上市規則第3.10(2)條所規定之適當會計或相關財務管理經驗。

截至二零一五年三月三十一日止年度，曾舉行六次董事會會議及兩次股東大會，而各董事之出席率載列如下：

	Number of attendance	
	Board Meeting 董事會	General Meeting 股東大會
Dr. Xie Yi	6/6	1/2
Dr. Lou Yi	5/6	1/2
Mr. Cheng Yong	6/6	2/2
Ms. Wong Sau Kuen	6/6	2/2
Mr. Liu Kwok Wah	6/6	2/2
Mr. Fang Lin Hu	5/6	1/2
Mr. Xue Jing Lun	6/6	1/2
Ms. Jin Song	6/6	0/2

除董事會會議外，主席亦於財政年度內在執行董事不在場的情況下與全體獨立非執董舉行一次會議。

本公司已為董事會成員及高級職員安排合適之董事及高級人員責任保險，以為彼等就本集團業務依法履職過程中產生的法律申訴提供保障。

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## 企業管治報告

### D. Chairman and Chief Executive Officer

Dr. Xie Yi serves as the Chairman and Chief Executive Officer of the Company. This is a deviation from Code Provision A.2.1, which requires the roles of chairman and chief executive officer should be separate and should not be performed by the same person. As all major decisions of the Company are made in consultation with members of the Board, the Company believes that there is adequate balance of power and authority in place though vesting the roles of both chairman and chief executive officer in the same person.

### E. Non-Executive Directors

Pursuant to Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election and, pursuant to Code Provision A.4.2, every director shall retire by rotation at least once every three years. None of the INEDs of the Company is appointed for a specific term and according to the bye-laws of the Company, one-third of the directors (except for the Chairman) shall retire from office by rotation and become eligible for re-election. The reason for the deviation is that the Company believes that the directors ought to be committed to representing the long-term interest of the Company's shareholders and the rotation methodology ensures a reasonable proportion of directors in continuity which is to the best interest of the Company's shareholders.

The function of the INEDs includes but not limited to participating in Board meetings and meetings of committees to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, and the written terms of reference for their functions in the respective committees; namely Nomination Committee, Remuneration Committee and Audit Committee are available on the websites of the Stock Exchange and the Company.

### D. 主席及行政總裁

謝毅博士擔任本公司主席及行政總裁。此不符合守則條文第A.2.1條要求主席及行政總裁之角色應該分開，且不應由同一人士出任之規定。由於本公司所有主要決策均經董事會成員磋商後作出，故本公司相信，即使由同一人兼任主席及行政總裁，亦足以維持權力與權限之平衡。

### E. 非執行董事

根據守則條文第A.4.1條，非執行董事應按特定任期委任，並重選連任，而根據守則條文第A.4.2條，每名董事應最少每三年輪值退任一次。目前，本公司之獨立非執董並非按特定任期委任，而根據本公司之公司細則，三分之一董事（主席除外）須輪值退任，並符合資格重選連任。此項偏離之原因為本公司相信董事應為本公司股東之長遠利益而作出承擔，而輪值方法可確保董事按合理比例連任，從而符合本公司股東之最佳利益。

獨立非執董之職責包括但不限於參加董事會會議及委員會會議，以就有關策略、政策、表現、問責性、資源、主要委任及操守準則等事宜作出獨立判斷，而其於各委員會之書面職權範圍，包括提名委員會，薪酬委員會和審核委員會，均載於聯交所及本公司網站。



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### F. Nomination Committee

The Nomination Committee consists of four members including, Dr. Xie Yi (Chairman), Chief Executive Officer and Chairman of the Board, and all INEDs, namely Mr. Fang Lin Hu, Mr. Xue Jing Lun and Ms. Jin Song.

The major role and function of the Nomination Committee are to formulate and implement the policy for nominating candidates for election by shareholders, and to assess the independence of non-executive directors.

The Board has adopted a Board Diversity Policy and the Nomination Committee will help implement and monitor the policy. To enhance the effectiveness of the Board, selection of candidates will be based on a range of perspectives, including but not limited to, gender, age, cultural and educational background, professional experience, skills and length of service. The Nomination Committee will review and discuss the measurable objectives for Board diversity on an annual basis and will make recommendation to the Board for its consideration and approval.

The Nomination Committee held a meeting during the year, and all members had attended the meeting to review the structure, size and composition of the Board and assess the independence of INEDs.

### F. 提名委員會

提名委員會由四名成員組成，包括行政總裁兼董事會主席謝毅博士（主席）以及全體獨立非執董（分別為方林虎先生、薛京倫先生及金松女士）。

提名委員會的主要角色及功能是制定及實施有關提名董事人選供股東選任之政策，及評核非執行董事之獨立性。

董事會已於二零一三年採納一套董事會成員多元化政策，提名委員會將協助實施並監督該政策。為提高董事會的效率，挑選人選將基於多項因素，包括但不限於性別、年齡、文化及教育背景或專業經驗、技能及服務年期。提名委員會將每年審閱及討論董事會多元化之可計量目標，並將提出建議以供董事會考慮及批准。

提名委員會於年內曾舉行一次會議，全體成員均已出席該會議以檢討董事會之架構、人數及組成，並評核獨立非執董之獨立性。

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## 企業管治報告

### G. Remuneration Committee

The Company has established a Remuneration Committee with specific terms of reference, which state clearly its authority and duties. It advises the Board on the remuneration of the directors and senior management of the Company.

In line with good and fair practice, members of the Remuneration Committee consist of the three INEDs, namely Mr. Fang Lin Hu (Chairman), Mr. Xue Jing Lun, Ms. Jin Song, and Dr. Xie Yi.

During the year ended 31 March 2015, two meetings were held and attendance of each director is set out as follows:

Name of Director	董事姓名	Number of attendance 出席次數
Mr. Fang Lin Hu	方林虎先生	2/2
Mr. Xue Jing Lun	薛京倫先生	2/2
Ms. Jin Song	金松女士	2/2
Dr. Xie Yi	謝毅博士	2/2

The emoluments of the directors are reviewed and recommended by the Remuneration Committee and/or decided by the Board as authorized by the shareholders at the annual general meeting according to the directors' respective responsibilities, individual performance and prevailing market conditions. The Company has also adopted a share option scheme as an incentive to the directors and the senior management. The Board conducts regular review of the remuneration policy and structure of the directors and senior management which will take into account the prevailing market condition and the responsibility of individual members. The Remuneration Committee has approved the existing remuneration packages of the directors.

### G. 薪酬委員會

本公司已成立薪酬委員會，並制定其特定職權範圍，清楚列明其權力及職責。薪酬委員會負責就本公司董事及高層管理人員之薪酬向董事會提供意見。

為配合良好及公平之慣例，薪酬委員會之成員包括三名獨立非執董（分別為方林虎先生（主席）、薛京倫先生、金松女士）及謝毅博士。

截至二零一五年三月三十一日止年度，曾舉行兩次會議，各董事之出席率載列如下：

根據董事各自的責任、個別表現及當時市況，董事薪酬由薪酬委員會檢討及建議及／或由董事會經股東於股東週年大會上授權決定。本公司亦已採納購股權計劃作為對董事及高層管理人員之鼓勵。董事會會定期因應當時市況及個別成員之職責，對董事及高層管理人員之薪酬政策以及架構作出檢討。薪酬委員會已批准現有董事薪酬待遇。

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## 企業管治報告

### G. Remuneration Committee (Continued)

Directors' emoluments and the five highest paid individuals for the year ended 31 March 2015 are disclosed in note 12 to the consolidated financial statements. None of emoluments of senior management whose profiles are disclosed in the section "Directors and Senior Management Profile" is included in the note as the five highest paid individuals, and their emoluments fell within the following band:

		Number of individuals	
		2015 二零一五年	2014 二零一四年
Emolument band HK\$ Nil to HK\$1,000,000	薪酬範圍 零港元至1,000,000港元	4	3

### H. Audit Committee

The Company has established an Audit Committee with specific terms of reference that have included the duties which are set out in Code Provision C.3.3 with appropriate modification when necessary.

The major role and function of the Audit Committee are to ensure the maintenance of proper relationship with the Company's auditor, the establishment of proper review and control arrangements relating to internal control systems, financial reporting and the compliance to applicable reporting requirements.

The current members of the Audit Committee are Mr. Fang Lin Hu (Chairman), Mr. Xue Jing Lun and Ms. Jin Song. During the year ended 31 March 2015, four meetings were held and attendance of each director is set out as follows:

Name of Director	董事姓名	Number of attendance	出席次數
Mr. Fang Lin Hu	方林虎先生	4/4	4/4
Mr. Xue Jing Lun	薛京倫先生	4/4	4/4
Ms. Jin Song	金松女士	4/4	4/4

### G. 薪酬委員會(續)

截至二零一五年三月三十一日止年度之董事酬金及五位最高薪酬人士於綜合財務報表附註12內披露。高層管理人員(其履歷載於「董事及高層管理人員簡介」一節)當中並無任何人士包括於該附註內作為五位最高薪酬人士，而其酬金屬於下列範圍：

### H. 審核委員會

本公司已成立審核委員會，並列出其特定職權範圍，有關職權範圍已包括守則條文第C.3.3條所載(於必要時作出適當修訂)之職責。

審核委員會之主要職責及功能是確保與本公司之核數師維持良好關係，及就內部監控制度、財務報告及遵守適用報告規定作出適當審閱及監管安排。

審核委員會之現有成員為方林虎先生(主席)、薛京倫先生及金松女士。截至二零一五年三月三十一日止年度，曾舉行四次會議，各董事之出席率載列如下：

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### H. Audit Committee (Continued)

The Audit Committee reviewed the half yearly and full year consolidated financial statements, including the Group's adopted accounting principles and practices, internal control systems and financial reporting matters (in conjunction with the external auditor for the annual results). The Audit Committee endorsed the accounting treatments adopted by the Company and, to the best of its ability assured itself that the disclosures of the financial information in this report comply with the applicable accounting standards and Appendix 16 of the Listing Rules.

### I. Auditor's Remuneration

An analysis of remuneration in respect of audit and non-audit services provided by Deloitte Touche Tohmatsu for the year ended 31 March 2015 is as follows:

		HK\$'000 千港元
Audit services	審核服務	768
Non-audit services	非審核服務	20

### J. Financial Reporting

The directors of the Company acknowledged their responsibility for preparing the consolidated financial statements of the Group in accordance with the requirements of the Listing Rules and applicable statutory requirements and accounting standards. The Group had adopted the going concern basis in preparing its financial statements.

A statement by the auditor of the Company about their reporting responsibilities is set out in the "Independent Auditor's Report" on pages 46 to 48 of this annual report.

### H. 審核委員會(續)

審核委員會已審閱半年度及全年綜合財務報表，包括本集團所採納之會計原則及慣例、內部監控制度及財務報告事宜，並就年度業績聯同外聘核數師一同審閱。審核委員會贊同本公司所採取之會計處理方法，並已盡力確保本報告披露之財務資料符合適用之會計準則及上市規則附錄十六。

### I. 核數師酬金

截至二零一五年三月三十一日止年度，就德勤•關黃陳方會計師行提供審核及非審核服務之酬金分析如下：

### J. 財務報告

本公司董事確認彼等按照上市規則規定及根據適用法定要求及會計準則編製本集團綜合財務報表之責任。本集團已採納持續經營基準編製其財務報表。

本公司核數師就其報告責任所作出聲明載於本年報第46至48頁之「獨立核數師報告」。

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## 企業管治報告

### K. Internal Control

The Board is responsible for overseeing and ensuring that a sound and effective internal control system is maintained within the Group in order to safeguard the Group's assets and the interests of the Company's shareholders.

The Audit Committee is delegated with authorities to assist the Board to fulfill its oversight role over the Group's internal control system by reviewing and evaluating on a regular basis the effectiveness and adequacy of the Company's financial controls, internal control and risk management systems. During the year ended 31 March 2015, the Audit Committee, after taking into consideration the size of the Group's activities and operations, had adopted a risk-based approach in identifying the scope for review. The Audit Committee and the Board satisfied the result of the review and concluded that the key areas of the Group's internal control systems are reasonably and adequately implemented to their satisfaction.

### K. 內部監控

董事會負責監察及確保於本集團內維持一個健全且有效之內部監控制度，以保障本集團之資產及本公司股東之利益。

審核委員會獲授權力透過定期審閱及評估本公司之財務監控、內部監控及風險管理制度是否有效及足夠以協助董事會完成其對本集團內部監控制度之監察。截至二零一五年三月三十一日止年度，經考慮本集團活動及營運之規模後，審核委員會已採納風險為本法以確定審閱範疇。審核委員會及董事信納審閱結果，並認為本集團內部監控制度的主要領域獲合理及充分執行。

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### L. Directors' Continuous Training and Development

Directors are encouraged to participate in continuous professional development in order to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

During the year ended 31 March 2015, the directors were briefed and updated with written materials on the latest development regarding the Listing Rules and other applicable legal and regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. In addition, the Company had organized an in-house training seminar for the directors, which was conducted by qualified professional covering topics of regulatory development and changes in the Listing Rules with training materials provided. Directors are also encouraged to attend outside seminars and talks organized by professional bodies to enrich their knowledge in discharging their duties as a director. All directors have participated in continuous professional development by attending training courses and/or referring materials on the topics related to corporate governance and regulations:

#### Executive Directors

Dr. Xie Yi	Attending in-house training course and self-study
Dr. Lou Yi	Attending in-house training course and self-study
Mr. Cheng Yong	Attending in-house training course and self-study
Ms. Wong Sau Kuen	Attending in-house training course and outside seminars/talks conducted by professional bodies and self-study
Mr. Liu Kwok Wah	Attending in-house training course and outside seminars/talks conducted by professional bodies and self-study

#### Independent Non-executive Directors

Mr. Fang Lin Hu	Attending in-house training course and self-study
Mr. Xue Jing Lun	Attending in-house training course and self-study
Ms. Jin Song	Attending in-house training course and self-study

### L. 董事的持續培訓及發展

本公司鼓勵董事進行持續的專業進修，以發展及更新彼等的知識及技能。此能確保彼等繼續在掌握全面資訊及切合所需的情況下向董事會作出貢獻。

截至二零一五年三月三十一日止年度，董事獲得有關上市規則及其他不時適用的法律及監管規定的簡報及最新書面資料，以確保彼等遵守及注意到良好的企業管治常規。此外，本公司亦為董事舉辦內部培訓研討會，該研討會由合資格專業人士進行，涵蓋法規發展及上市規則變更，並向參加者提供培訓材料。本公司亦鼓勵董事參加其他專業組織舉辦的外界研討會及講座，以增加彼等在履行董事職務方面的知識。所有董事亦透過參加培訓課程及／或參考有關企業管治及法規的資料進行持續的專業進修：

#### 執行董事

謝毅博士	參加內部培訓課程及自修
樓屹博士	參加內部培訓課程及自修
程勇先生	參加內部培訓課程及自修
王秀娟女士	參加內部培訓課程及由專業組織舉辦的外界研討會／講座及自修
廖國華先生	參加內部培訓課程及由專業組織舉辦的外界研討會／講座及自修

#### 獨立非執行董事

方林虎先生	參加內部培訓課程及自修
薛京倫先生	參加內部培訓課程及自修
金松女士	參加內部培訓課程及自修



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## 企業管治報告

### M. Joint Company Secretaries

Mr. Liu Kwok Wah and Ms. Wong Sau Kuen are joint company secretaries of the Company and each has taken no less than 15 hours of relevant professional training during the year ended 31 March 2015.

### N. Communication with Shareholders

The Company believes the value of maintaining open communication with and providing current and relevant information to its shareholders, and uses a number of channels to disseminate information to shareholders through:

- (1) the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk))
- (2) the Company's website ([www.extrawell.com.hk](http://www.extrawell.com.hk))
- (3) corporate information in printed forms such as annual and interim reports, circulars and explanatory materials
- (4) annual general meeting
- (5) the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited in respect of share registration and related matters

The annual general meeting of the Company provides a useful forum for shareholders to exchange views with the Board. The Chairman of the Board as well as chairmen of the Nomination Committee, Remuneration Committee and Audit Committee (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

### M. 聯席公司秘書

廖國華先生及王秀娟女士為本公司聯席公司秘書，並各自確認於截至二零一五年三月三十一日止年度已參與不少於15小時的相關專業培訓。

### N. 與股東之溝通

本公司相信保持與其股東公開溝通以及向彼等提供現有及相關資料的價值，並透過利用以下多個溝通渠道以向股東傳達資料：

- (1) 聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))
- (2) 本公司網站([www.extrawell.com.hk](http://www.extrawell.com.hk))
- (3) 公司資料印刷本(例如年度及中期報告、通函及說明資料)
- (4) 股東週年大會
- (5) 本公司之股份登記處香港分處卓佳登捷時有限公司，處理股份登記及相關事宜

本公司之股東週年大會為股東提供一個與董事會交流意見之有效平台。董事會主席，以及於提名委員會，薪酬委員會和審計委員會的主席(或其代表)將出席股東大會，與股東見面並回答他們的詢問。

### 0. Shareholders' Rights

#### Convening a Special General Meeting

Section 74 of the Companies Act 1981 of Bermuda stipulates that the directors shall, on the requisition of shareholders holding not less than one-tenth of such of the paid-up capital of the Company, forthwith proceed duly to convene a special general meeting of the Company. The requisition must state the purposes of the meeting, and must be signed by the relevant requisitionists and deposited at the registered office of the Company. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

#### Putting forward Proposals at General Meetings

Section 79 of the Companies Act 1981 of Bermuda stipulates that the Company shall, on the requisition in writing by either any number of shareholders representing not less than one-twentieth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company or not less than 100 shareholders, (a) give to shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting, and (b) circulate to these shareholders a written statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Section 80 of the Companies Act 1981 of Bermuda stipulates that the written requisition as signed by the requisitionists must be deposited at the registered office of the Company with a sum reasonably sufficient to meet the Company's expenses in giving effect thereto not less than six weeks before the meeting in case of a requisition requiring notice of a resolution and not less than one week before the meeting in case of any other requisition.

### 0. 股東權利

#### 召開股東特別大會

百慕達《一九八一年公司法》第74條規定董事應按持有不少於本公司已繳足資本十分之一的股東請求書的請求，立刻安排召開本公司股東特別大會。請求書須列明會議目的，並須由相關呈請人簽署及遞交至本公司註冊辦事處。倘董事在請求書遞呈日期起計二十一日內，未有妥為安排召開大會，則該等呈請人或任何佔全體呈請人總投票權一半以上之呈請人，則可自行召開大會，惟任何如此召開之大會均不能於上述日期起計三個月屆滿後舉行。

#### 於股東大會上提呈決議案

百慕達《一九八一年公司法》第79條規定本公司應按持有有權於本公司股東大會投票之本公司繳足股本不少於二十分之一之任何數目股東，或不少於100名股東的書面要求：(a)向有權接收下一屆股東週年大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案，及(b)向該等股東傳閱不超過1,000字之書面陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

百慕達《一九八一年公司法》第80條規定由呈請人簽署之書面呈請須送交本公司註冊辦事處，且呈請須在不少於(倘為須發送決議案通知之呈請)大會舉行前至少六星期或(倘為任何其他呈請)大會舉行前至少一星期遞交，並須支付足以合理彌補本公司開支之款項。

# Corporate Governance Report

## 企業管治報告

### O. Shareholders' Rights (Continued)

#### Enquiries to the Board

Shareholders may send their enquiries and suggestions to the Board by mail to the Company's principal place of business at Suites 2206-08, 22/F, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

### P. Constitutional Documents

There were no changes in the Company's constitutional documents during the year ended 31 March 2015.

### O. 股東權利(續)

#### 向董事會提交查詢

股東如有任何查詢及建議，可致函本公司主要營業地點予董事會，地址為香港鰂魚涌英皇道979號太古坊德宏大廈22樓2206-08室。

### P. 組織章程文件

截至二零一五年三月三十一日止年度，本公司之組織章程文件概無任何變動。

# Report of the Directors

## 董事會報告

The directors present their annual report and the audited consolidated financial statements of Extrawell Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2015.

### Principal Activities

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries and an associate are set out in note 43 and note 23 to the consolidated financial statements respectively.

### Results and Dividend

The results of the Group for the year ended 31 March 2015 are set out in the consolidated statement of profit or loss and comprehensive income on pages 49-50.

The directors do not recommend the payment of dividend in respect of the year.

### Five Years' Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 160.

### Investment Properties

Details of movements in the investment properties of the Group during the year are set out in note 17 to the consolidated financial statements.

### Property, Plant and Equipment

Details of movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

董事會謹此提呈精優藥業控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一五年三月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。本公司旗下附屬公司及一間聯營公司之主要業務分別載於綜合財務報表附註43及附註23。

### 業績及股息

本集團截至二零一五年三月三十一日止年度之業績載於第49-50頁之綜合損益及其他全面收益表。

董事不建議就本年度派發任何股息。

### 五年財務概要

本集團過去五個財政年度之業績、資產、負債及非控股權益概要載於第160頁。

### 投資物業

本集團之投資物業於年內之變動詳情載於財務報表附註17。

### 物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註18。

# Report of the Directors

## 董事會報告

### Share Capital

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

### Share Options

On 24 August 2012, the shareholders of the Company approved the adoption of a new share option scheme (the "Scheme"), as the share option scheme adopted by the Company on 8 August 2002 expired on 14 August 2012. The Scheme became effective on 29 August 2012 after obtaining approval from the Listing Committee of the Stock Exchange and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Information about share options and the Scheme is set out in note 39 to the consolidated financial statements.

### Distributable Reserves

As at 31 March 2015, the reserves of the Company available for cash distribution and/or distribution in specie amounted to HK\$102,755,000 which was computed in accordance with the Bermuda Companies Act. In addition, the Company's share premium account with a balance of HK\$191,738,000 as at 31 March 2015 may be distributed in the form of fully paid bonus shares.

### Major Customers and Suppliers

For the year ended 31 March 2015, revenue attributable to the Group's five largest customers accounted for approximately 78% of the Group's revenue, and revenue attributable to the Group's largest customer accounted for approximately 37% of the Group's revenue.

For the year ended 31 March 2015, purchases attributable to the Group's five largest suppliers accounted for approximately 87% of the Group's purchases and purchases attributable to the Group's largest supplier accounted for approximately 45% of the Group's purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owned more than 5% of the Company's issued share capital) had any interests in the Group's five largest customers and the suppliers.

### 股本

有關本公司股本於年內之變動詳情載於財務報表附註35。

### 購股權

由於本公司於二零零二年八月八日採納之購股權計劃於二零一二年八月十四日屆滿，於二零一二年八月二十四日，本公司股東批准採納新購股權計劃（「該計劃」）。該計劃於二零一二年八月二十九日取得聯交所上市委員會批准後生效，除非被註銷或修訂，否則將自該日起計十年內一直有效。有關本公司購股權及該計劃之資料載於財務報表附註39。

### 可供分派儲備

於二零一五年三月三十一日，依據百慕達公司法計算，本公司可供作現金分派及／或實物分派之儲備金額為102,755,000港元。此外，於二零一五年三月三十一日，本公司可供以繳足股本之紅股方式作分派之股份溢價賬餘額為191,738,000港元。

### 主要客戶及供應商

截至二零一五年三月三十一日止年度，本集團五大客戶應佔之收益額佔本集團收益額約78%，而本集團最大客戶應佔之收益額佔本集團收益額約37%。

截至二零一五年三月三十一日止年度，本集團五大供應商應佔之採購額佔本集團採購額約87%，而本集團最大供應商應佔之採購額佔本集團採購額約45%。

各董事、彼等之聯繫人士或任何股東（就董事會所知擁有本公司已發行股本5%以上者）概無於本集團五大客戶及供應商中擁有任何權益。

# Report of the Directors

## 董事會報告

### Directors

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

#### Executive directors:

Xie Yi  
Lou Yi  
Wong Sau Kuen  
Cheng Yong  
Liu Kwok Wah

#### Independent non-executive directors:

Fang Lin Hu  
Xue Jing Lun  
Jin Song

In accordance with the Company's bye-law 111, other than the Chairman, the directors of the Company, including the independent non-executive directors, are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's bye-laws.

The Company has received annual confirmations of independence from Messrs. Fang Lin Hu, Xue Jing Lun and Jin Song pursuant to Rule 3.13 of the Listing Rules and still considers them to be independent.

### Directors' Service Contracts

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

### Directors' Remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

### 董事

本年度內及截至本報告日期在任之本公司董事如下：

#### 執行董事：

謝毅  
樓屹  
王秀娟  
程勇  
廖國華

#### 獨立非執行董事：

方林虎  
薛京倫  
金松

根據本公司之公司細則第111條之規定，除主席外，本公司董事(包括獨立非執行董事)須根據本公司之公司細則條文輪值退任，並於本公司之股東週年大會上重選連任。

本公司已收到方林虎先生、薛京倫先生及金松女士根據上市規則第3.13條就彼等之獨立性發出之年度確認，並認為彼等仍為獨立。

### 董事之服務合約

擬於應屆股東週年大會上重選連任之董事概無與本公司訂立不可由本公司於一年內免付賠償(法定責任除外)而終止之服務合約。

### 董事薪酬

董事袍金須於股東大會上獲得股東批准。其他酬金乃由本公司董事會參考董事之職務、職責及表現以及本集團之業績而釐定。



# Report of the Directors

## 董事會報告

### Directors' Interests in Contracts

Save as disclosed in the consolidated financial statements, no director had material interests, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

At 31 March 2015, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (the "SFO"), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

#### Long positions in the ordinary shares of the Company

Name of director	Notes	Capacity and nature of interest	Number of ordinary shares of HK\$0.01 each held	Approximate percentage of interests held
董事姓名	附註	身份及權益性質	所持每股面值0.01港元之普通股數目	所持之權益概約百分比
Xie Yi 謝毅	(a)	Through controlled corporations 透過受控制公司	80,000,000	3.35%
Cheng Yong 程勇		Directly beneficially owned 直接實益擁有	830,000	0.03%
	(b)	Through controlled corporation 透過受控制公司	1,060,000	0.05%
		Held by spouse 由配偶持有	5,090,000	0.21%
			<hr/>	
			6,980,000	0.29%

### 董事之合約利益

除綜合財務報表所披露者外，概無董事於本公司或其任何附屬公司於年內所訂立對本集團業務具重大影響之任何合約中，直接或間接擁有重大利益。

### 董事於股份、相關股份及債權證之權益及淡倉

於二零一五年三月三十一日，董事於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中，擁有須登記入本公司根據證券及期貨條例第352條所存置之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

#### 於本公司普通股之好倉

# Report of the Directors

## 董事會報告

### Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Continued)

Notes:

- (a) The entire issued share capital of JNJ Investments Ltd is owned by Biowindow Gene Development (Hong Kong) Limited ("HK Biowindow"), and the entire issued share capital of HK Biowindow is owned by United Gene Group Ltd (a company incorporated in the British Virgin Islands) ("United Gene Group"). The issued share capital of United Gene Group is owned as to 33% by Ease Gold Investments Limited, which is wholly owned by Dr. Xie Yi.
- (b) The shares are held by Merchandise Holdings Limited (a company incorporated in the British Virgin Islands) which is wholly owned by Mr. Cheng Yong.

Save as disclosed above, as at 31 March 2015, none of the directors had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Directors' Rights to Acquire Shares and Debentures

At no time during the year were rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate granted to any director or their respective spouse or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, their respective spouse or minor children to acquire such rights in any other body corporate.

### 董事於股份、相關股份及債權證之權益及淡倉(續)

附註：

- (a) JNJ Investments Ltd之全部已發行股本由香港博德基因開發有限公司(「香港博德」)擁有，而香港博德之全部已發行股本由United Gene Group Ltd(一家於英屬處女群島註冊成立之公司)(「United Gene Group」)擁有。United Gene Group之已發行股本由Ease Gold Investments Limited擁有33%，Ease Gold Investments Limited由謝毅博士全資擁有。
- (b) 該等股份由Merchandise Holdings Limited(一家於英屬處女群島註冊成立之公司)擁有，美商集團有限公司由程勇先生全資擁有。

除上文所披露者外，於二零一五年三月三十一日，概無任何董事於本公司或其任何相聯法團之股份及相關股份中，登記擁有根據證券及期貨條例第352條須予記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

### 董事購入股份及債權證之權利

於年內任何時間，任何董事或彼等各自之配偶或未成年子女概無獲授可藉購入本公司或任何其他法團股份或債權證而獲益之權利，或彼等並無行使任何該等權利；本公司或其任何附屬公司亦無訂立任何安排，致使董事、彼等各自之配偶或未成年子女可於任何其他法團獲得該等權利。

# Report of the Directors

## 董事會報告

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

At 31 March 2015, the following interests and short positions of 5% or more of the shares and underlying shares of the Company were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### 主要股東及其他人士於股份、相關股份及債權證之權益及淡倉

於二零一五年三月三十一日，根據本公司按照證券及期貨條例第336條須予保存之登記冊所記錄，登記擁有本公司股份及相關股份5%或以上權益及淡倉之人士如下。

Name of substantial shareholder	Notes	Capacity and nature of interest	Number of shares held/ entitled 所持／有權持有之股份數目	Long (L) or Short (S) position 好倉(L)或淡倉(S)	Approximate percentage of interest held 所持權益概約百分比
United Gene High-Tech Group Limited ("United Gene") 聯合基因科技集團有限公司 (「聯合基因」)	(a)	Directly beneficially owned  直接實益擁有	1,350,000,000	L	56.49%
Mao Yumin 毛裕民	(b)	Directly beneficially owned 直接實益擁有	104,500,000	L	4.37%
	(c)	Through controlled corporations 透過受控制公司	80,000,000	L	3.35%
			184,500,000	L	7.72%
Ong Cheng Heang	(d)	Directly beneficially owned 直接實益擁有	200,000,000	L	8.37%
	(e)	Directly beneficially owned 直接實益擁有	100,000,000	S	4.18%

# Report of the Directors

## 董事會報告

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures (Continued)

Notes:

(a) Among these 1,350,000,000 shares, (i) 450,000,000 shares represent the shares acquired by United Gene from JNJ Investments Ltd pursuant to the sale and purchase agreement entered into between Dr. Mao Yumin ("Dr. Mao"), JNJ Investments Ltd and United Gene on 27 April 2013 (the "UG SP Agreement") in connection with the acquisition of shares and the zero coupon 20 years convertible bonds for an aggregate principal amount of HK\$641,300,000 issued by the Company on 16 July 2013 (the "2013 Bonds") by United Gene; (ii) 500,000,000 shares represent the conversion shares to be allotted and issued to United Gene upon exercise in full by United Gene of the conversion rights under the 2013 Bonds to Dr. Mao and to be transferred to United Gene pursuant to the UG SP Agreement; and (iii) 400,000,000 shares represent the conversion shares to be allotted and issued to United Gene upon exercise in full by United Gene of the conversion rights attached to the 2013 Bonds to be issued to Mr. Ong Cheng Heang ("Mr. Ong") and to be transferred to Dr. Mao pursuant to the subscription agreement entered into by Dr. Mao and Mr. Ong on 28 February 2013 (the "Subscription Agreement") and to be further transferred to United Gene by Dr. Mao pursuant to the UG SP Agreement. The transfer by Dr. Mao to United Gene was completed on 30 April 2015, pursuant to United Gene's announcement dated the same.

At 31 March 2015, there was a total of 2,390,000,000 shares issued by the Company, and assuming the exercise in full of the conversion rights attaching to the 2013 Bonds, United Gene will hold approximately 41.03% of the enlarged share capital of the Company.

(b) Among these 104,500,000 shares, 100,000,000 shares represent the conversion shares to be allotted and issued to Dr. Mao upon exercise in full by Dr. Mao of the conversion rights attached to the 2013 Bonds with the principal amount of HK\$64,130,000 to be issued to Mr. Ong and to be transferred to Dr. Mao upon the exercise of the call option in full by Dr. Mao pursuant to the Subscription Agreement. The transfer by Mr. Ong to Dr. Mao was completed in April 2015.

(c) The entire issued share capital of JNJ Investments Ltd is owned by Biowindow Gene Development (Hong Kong) Limited ("HK Biowindow"), and the entire issued share capital of HK Biowindow is owned by United Gene Group (a company incorporated in the British Virgin Islands). The issued share capital of United Gene Group is owned as to 33% by United Gene Holdings Limited, which is wholly owned by Dr. Mao.

### 主要股東及其他人士於股份、相關股份及債權證之權益及淡倉 (續)

附註：

(a) 於該1,350,000,000股股份中，(i) 450,000,000股股份指根據由毛裕民博士(「毛博士」)、JNJ Investments Ltd及聯合基因於二零一三年四月二十七日就聯合基因建議收購股份及本公司於二零一三年七月十六日發行本金總額為641,300,000港元之零息20年可換股債券(「二零一三年債券」)而訂立的買賣協議(「聯合基因買賣協議」)向JNJ Investments Ltd收購之股份；(ii) 500,000,000股股份指於根據聯合基因買賣協議就發行予毛博士及轉讓予聯合基因之二零一三年債券項下之換股權獲聯合基因悉數行使後向聯合基因配發及發行之換股股份；及(iii) 400,000,000股股份指於根據毛博士及Ong Cheng Heang先生(「Ong先生」)於二零一三年二月二十八日訂立之認購協議(「認購協議」)就發行予Ong先生及轉讓予毛博士並根據聯合基因買賣協議由毛博士再轉讓予聯合基因之二零一三年債券所附之換股權獲聯合基因悉數行使後向聯合基因配發及發行之股份。根據聯合基因日期為二零一五年四月三十日之公告，有關毛博士予聯合基因之轉讓已於當日完成。

於二零一五年三月三十一日，本公司已發行股份為2,390,000,000股。假設悉數行使附於二零一三年債券之換股權，聯合基因將持有本公司經擴大股本約41.03%。

(b) 於該104,500,000股股份中，100,000,000股股份指於毛博士根據認購協議悉數行使認購期權後就發行予Ong先生及轉讓予毛博士之二零一三年債券所附之換股權獲毛博士悉數行使後向毛博士配發及發行之換股股份。有關Ong先生予毛博士之轉讓已於二零一五年四月完成。

(c) JNJ Investments Ltd之全部已發行股本由香港博德基因開發有限公司(「香港博德」)擁有，而香港博德之全部已發行股本由United Gene Group(一家於英屬處女群島註冊成立之公司)擁有。United Gene Group之已發行股本由United Gene Holdings Limited擁有33%，United Gene Holdings Limited由毛博士全資擁有。

# Report of the Directors

## 董事會報告

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures (Continued)

Notes: (Continued)

- (d) Among these 200,000,000 shares, (i) 100,000,000 shares represent shares issued by the Company on 5 August 2013 upon exercise by Mr. Ong at the conversion price of the conversion rights attached to the 2013 Bonds with the principal amount of HK\$64,130,000, and (ii) 100,000,000 shares represent the conversion shares to be allotted and issued to Mr. Ong upon exercise in full by Mr. Ong at the conversion price of the conversion rights attached to the 2013 Bonds with the principal amount of HK\$64,130,000.
- (e) These 100,000,000 shares represent the conversion shares to be allotted and issued to Dr. Mao upon exercise in full by Dr. Mao of the conversion rights attached to the 2013 Bonds to be issued to Mr. Ong and to be transferred to Dr. Mao upon the exercise of the call option in full by Dr. Mao pursuant to the Subscription Agreement. The transfer by Mr. Ong to Dr. Mao was completed in April 2015.

Save as disclosed above, as at 31 March 2015, no person, other than certain directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### Connected and Related Party Transactions

The following connected and related party transactions were recorded during the year and up to the date of this annual report:

#### (a) Completion of disposal of 51% interest in Smart Ascent Limited ("Smart Ascent")

On 17 March 2014, the Group via its wholly owned subsidiary Extrawell (BVI) Limited entered into a conditional sale and purchase agreement with Clear Rich International Limited ("Clear Rich") in connection with the proposed disposal (the "Disposal") of the 5,100 shares in Smart Ascent at a consideration of HK\$780,000,000 (the "Disposal Agreement"). Clear Rich is a company incorporated in British Virgin Islands and a wholly owned subsidiary of United Gene High-Tech Group Limited ("United Gene"), the shares of which are listed on the Stock Exchange.

### 主要股東及其他人士於股份、相關股份及債權證之權益及淡倉 (續)

附註：(續)

- (d) 於該200,000,000股股份中，(i) 100,000,000股股份為Ong先生按換股價行使本金額為64,130,000港元之二零一三年債券所附的換股權後，本公司於二零一三年八月五日發行之股份；及(ii) 100,000,000股股份為Ong先生按換股價悉數行使本金額為64,130,000港元之二零一三年債券所附之換股權後配發及發行予Ong先生之換股股份。
- (e) 該100,000,000股股份為於毛博士根據認購協議悉數行使認購期權後就發行予Ong先生及轉讓予毛博士之債券所附之換股權獲毛博士悉數行使後向毛博士配發及發行之換股股份。有關Ong先生予毛博士之轉讓已於二零一五年四月完成。

除上文所披露者外，於二零一五年三月三十一日，並無任何人士(不包括本公司若干董事，彼等之權益載於上文「董事於股份、相關股份及債權證之權益及淡倉」一節)於本公司之股份或相關股份中擁有根據證券及期貨條例第336條須予登記之權益或淡倉。

### 關連及關聯方交易

於年內及截至本年報日期，本集團錄得下列關連及關聯方交易：

#### (a) 完成出售進生有限公司(「進生」) 51% 股權

於二零一四年三月十七日，本集團透過其全資附屬公司Extrawell (BVI) Limited與Clear Rich International Limited(「Clear Rich」)訂立有條件買賣協議，內容有關建議出售於進生之5,100股股份(「出售事項」)，代價為780,000,000港元(「出售協議」)。Clear Rich為一家於英屬處女群島註冊成立之公司並為聯合基因科技集團有限公司(「聯合基因」，其股份於聯交所上市)之全資附屬公司。

# Report of the Directors

## 董事會報告

### Connected and Related Party Transactions (Continued)

#### (a) Completion of disposal of 51% interest in Smart Ascent Limited ("Smart Ascent") (Continued)

Pursuant to the Disposal Agreement, the consideration of HK\$780,000,000 will be satisfied by (i) cash payment of HK\$65,000,000 and (ii) the issue by United Gene of 7-year term, 3.5% interest bearing convertible bonds as to the principal amount of HK\$715,000,000 at the conversion price of HK\$2.5 each, if fully converted, 286,000,000 new shares of United Gene will be issued.

The Disposal which constituted a major and connected transaction for the Company under Chapters 14 and 14A of the Rules Governing the Listing of Securities on the Stock Exchange, was approved by the Company's independent shareholders at the special general meeting held on 15 July 2014, and completion of the Disposal took place on 28 July 2014 in accordance with the terms and conditions of the Disposal Agreement.

Details regarding the Disposal are disclosed in the joint announcements of the Company and United Gene dated 18 and 19 March 2014, and 17 and 28 July 2014, the Company's circular dated 27 June 2014 and its announcement on 15 July 2014.

#### (b) Provision of financial assistance to Fordnew Industrial Limited ("Fordnew")

On 25 May 2011, Smart Ascent agreed to grant an unsecured, non-interest-bearing loan in the aggregate amount of up to HK\$30 million to Fordnew for its onward lending to Fosse Bio-Engineering Development Limited ("Fosse Bio"), a 51% owned subsidiary of Smart Ascent, for payment of expenses relating to clinical trial of oral insulin products. The provision of a loan by Smart Ascent to Fordnew constitutes a connected transaction under the Listing Rules as Fordnew is a substantial shareholder holding 29% equity interest in Fosse Bio. Pursuant to a special general meeting of the Company held on 19 July 2011, an ordinary resolution was passed by independent shareholders of the Company to approve the loan.

On 7 April 2014, Fordnew made a drawdown notice amounting to about HK\$3,059,000, and prior to deconsolidation of Smart Ascent in the Company's consolidated financial statements on 28 July 2014, the aggregate utilized and unutilized balances were respectively HK\$10,849,000 (31 March 2014: HK\$7,790,000) and HK\$19,151,000 (31 March 2014: HK\$22,210,000).

### 關連及關聯方交易(續)

#### (a) 完成出售進生有限公司(「進生」)51%股權(續)

根據出售協議，代價780,000,000港元將由以下方式支付：(i)以現金付款65,000,000港元及(ii)聯合基因發行本金額為715,000,000港元之可換股債券，兌換價為每股2.5港元，為期七年，利息為3.5%，如全數兌換，聯合基因將發行286,000,000股新股份。

出售事項根據上市規則第14章及14A章構成本公司之一項主要及關連交易，有關出售事項已於二零一四年七月十五日舉行之股東特別大會上獲批准，及根據出售協議條款及條件於二零一四年七月二十八日完成。

有關出售事項之詳情於本公司及聯合基因日期為二零一四年三月十八日及十九日、二零一四年七月十七日及二十八日之聯合公告以及本公司日期為二零一四年六月二十七日之通函及二零一四年七月十五日之公告內披露。

#### (b) 向福聯實業有限公司(「福聯」)提供財務資助

於二零一一年五月二十五日，進生有條件同意向福聯授出一項無抵押、免息及總額最高為30,000,000港元之貸款，以供福聯向進生擁有51%權益之附屬公司福仕生物工程有限公司(「福仕生物」)借出資金，以支付有關口服胰島素產品臨床試驗之費用。由於福聯乃持有福仕生物29%股本權益之主要股東，進生向福聯提供貸款構成上市規則項下之關連交易。根據本公司於二零一一年七月十九日舉行之股東特別大會，一項普通決議案已獲本公司獨立股東通過以批准該貸款。

於二零一四年四月七日，福聯就約3,059,000港元之款項發出提取通知，而於二零一四年七月二十八日進生不再綜合於本公司綜合財務報表前，已動用及尚未動用結餘總額分別為10,849,000港元(二零一四年三月三十一日：7,790,000港元)及19,151,000港元(二零一四年三月三十一日：22,210,000港元)。



# Report of the Directors

## 董事會報告

### Contracts of Significance

Save as disclosed in “Connected and Related Party Transactions” above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company’s total issued share capital was held by the public as at the latest practicable date prior to the date of this report.

### Model Code for Securities Transactions

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 Company’s code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the directors, the directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2015.

### Purchase, Sale or Redemption of Listed Securities of the Company

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

### Pre-Emptive Rights

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

### 重大合約

除上文「關連及關聯方交易」所披露者外，於本年度完結時或本年度內任何時間並無存在本公司或其任何附屬公司參與訂立而本公司董事於當中擁有重大直接或間接利益之任何重大合約。

### 充足公眾持股量

根據本公司於公開可得之資料及就董事所知，於本報告刊發日期前之最後實際可行日期，公眾人士持有本公司已發行股本總數最少25%。

### 證券交易標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為本公司董事買賣本公司證券之操守守則。經向董事作出特定查詢後，董事於截至二零一五年三月三十一日止年度一直遵照標準守則所載之規定準則。

### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

### 優先購股權

本公司細則或百慕達（即本公司註冊成立所在之司法權區）法例概無規定本公司須按比例向現有股東發售新股份之優先購股權之條文。

# Report of the Directors

## 董事會報告

### Audit Committee

The Company has established an Audit Committee (the “Committee”), with written terms of reference, in compliance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Committee comprises three INEDs. The Group’s financial statements for the year ended 31 March 2015 have been reviewed by the Committee. The Committee is of the opinion that such financial statements comply with the applicable accounting standards, and Stock Exchange’s and legal requirements, and that adequate disclosures have been made.

### Auditor

East Asia Sentinel Limited, Certified Public Accountants had been the auditor of the Company for the years ended 31 March 2009 to 2014 until its resignation with effect from 27 March 2015, and since then Deloitte Touche Tohmatsu has succeeded as the auditor of the Company.

The Company’s consolidated financial statements for the year ended 31 March 2015 have been audited by Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

**Dr. Xie Yi**  
*Chairman*

Hong Kong, 29 June 2015

### 審核委員會

為檢討及監察本集團之財務匯報程序及內部監控制度，本公司已遵照上市規則第3.21條成立審核委員會（「委員會」），並以書面列出其特定職權範圍。委員會由三名獨立非執董組成。本集團截至二零一五年三月三十一日止年度之財務報表已由委員會審閱。委員會認為該等財務報表符合適用之會計準則及聯交所及法例規定，並已提供足夠披露。

### 獨立核數師

衛亞會計師事務所有限公司由二零零九年至二零一四年三月三十一日止年度及直至其辭職生效日二零一五年三月二十七日止，均為本公司之核數師，而德勤•關黃陳方會計師行從該日起繼任為本公司之核數師。

本公司截至二零一五年三月三十一日止年度之綜合財務報表由德勤•關黃陳方會計師行審核，該行將退任，並符合資格及願意於應屆股東週年大會上接受續聘為本公司之核數師。

代表董事會

主席  
謝毅博士

香港，二零一五年六月二十九日

# Independent Auditor's Report

## 獨立核數師報告

# Deloitte.

## 德勤

### TO THE MEMBERS OF EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Extrawell Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 49 to 159, which comprise the consolidated statement of financial position as at 31 March 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Directors' Responsibility for the Consolidated Financial Statements

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

### Auditor's Responsibility

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

### 致精優藥業控股有限公司 全體股東

*(於百慕達註冊成立之有限公司)*

本行已審核第49頁至第159頁所載精優藥業控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其內容包括於二零一五年三月三十一日之綜合財務狀況表；截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表；以及重大會計政策概要及其他說明資料。

### 董事就綜合財務報表須承擔之責任

貴公司之董事有責任根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編撰並真實公平地呈列綜合財務報表，以及作出董事認為就編撰綜合財務報表而言屬必需之內部監控，致使綜合財務報表之編撰並無重大錯誤陳述(不論由欺詐或錯誤引致)。

### 核數師之責任

根據百慕達公司法第90條，本行有責任按本行之審核就此等綜合財務報表發表意見，並僅向全體股東作出報告，除此以外別無其他目的。本行不會就本報告內容向任何其他人士負責或承擔任何責任。本行乃按香港會計師公會頒佈之香港核數準則進行核數工作。該等準則要求本行遵守道德規範，並規劃及執行核數工作，以合理確定綜合財務報表是否存有任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

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

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

### Opinion

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

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該實體編撰及真實公平地呈列綜合財務報表相關之內部監控，以設計切合當時情況之適當審核程序，而並非就實體之內部監控成效發表意見。審核亦包括評價董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

本行相信，本行所獲得之審核憑證充分，並就本行之審核意見提供合理依據。

### 意見

本行認為，綜合財務報表已根據香港財務報告準則真實公平地反映 貴集團於二零一五年三月三十一日之財務狀況以及截至該日止年度之財務業績及現金流量，並已遵照香港公司條例之披露規定妥為編製。

# Independent Auditor's Report

## 獨立核數師報告

### Emphasis of Matter

As explained in note 23 to the consolidated financial statements, the carrying amount of interest in an associate, representing interest in Smart Ascent Limited and its subsidiaries (the "Smart Ascent Group"), is HK\$335,466,000 as at 31 March 2015. The major asset held by the Smart Ascent Group is the intangible asset in relation to an in-process research and development project (the "In-process R&D") involving an oral insulin product (the "Product"). As at 31 March 2014, the carrying amount of the In-process R&D was HK\$284,260,000 and classified as intangible asset of the Group when the Smart Ascent Limited was the subsidiary of the Company. Upon the completion of the disposal of 51% equity interest of Smart Ascent Limited on 28 July 2014, the Group's interest in Smart Ascent Limited has reduced from 100% to 49% and accordingly Smart Ascent Limited has become an associate of the Company. The carrying amount of interest in an associate (2014: the In-process R&D) is highly dependent upon further research and development work required to be carried out, result of the clinical trial and the successful launching of the Product. Should the outcome of the clinical trial and the launching of the Product be unsuccessful, material adjustments may be required and consequently have an adverse effect on the net assets and the results of the Group.

### Other Matter

The consolidated financial statements of the Company for the year ended 31 March 2014 were audited by another auditor who expressed an unqualified opinion on those statements on 30 June 2014 with an emphasis of matter paragraph in relation to the uncertainty of the successful launching of the Product which may materially affect the carrying amount of the In-process R&D.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

29 June 2015

### 強調事項

誠如綜合財務報表附註23所闡述，於二零一五年三月三十一日，於一間聯營公司之權益（即於進生有限公司及其附屬公司（「進生集團」）之權益）之賬面值為335,466,000港元。進生集團持有之主要資產為有關涉及口服胰島素產品（「產品」）之進行中之研發項目（「進行中之研發」）之無形資產。於二零一四年三月三十一日，進行中之研發之賬面值為284,260,000港元，於進生有限公司為 貴公司之附屬公司時分類為 貴集團之無形資產。於二零一四年七月二十八日完成出售進生有限公司之51%股權後， 貴集團於進生有限公司之權益已由100%減至49%，因此進生有限公司已成為 貴公司之聯營公司。於一間聯營公司之權益（二零一四年：進行中之研發）之賬面值高度視乎須進行之進一步研發工作、產品之臨床測試結果及能否成功推出。倘產品之臨床測試結果及推出不成功，可能須作出重大調整並因此對 貴集團資產淨值及業績構成不利影響。

### 其他事項

貴公司截至二零一四年三月三十一日止年度之綜合財務報表乃由另一名核數師審核，該核數師於二零一四年六月三十日對該等報表發表無保留意見，惟當中載有一段有關成功推出產品之不確定性可能對進行中之研發的賬面值構成重大影響之強調事項。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零一五年六月二十九日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the Year ended 31 March 2015 截至二零一五年三月三十一日止年度

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	7	128,833	150,673
Cost of sales	銷售成本		(77,776)	(76,706)
Gross profit	毛利		51,057	73,967
Other income	其他收入	8	40,542	2,331
Other gains and losses, net	其他收益及虧損淨額	9	(71,138)	40,267
Selling and distribution expenses	銷售及分銷費用		(36,207)	(42,541)
Administrative expenses	行政費用		(29,315)	(33,846)
Research and development expenses	研發費用		(1,613)	(405)
Share of results of an associate	應佔一間聯營公司業績	23	(1,534)	—
Effective interest expense on convertible bonds	可換股債券之實際利息開支	34	(3,938)	(2,424)
(Loss) profit before taxation	除稅前(虧損)溢利	10	(52,146)	37,349
Taxation	稅項	11	[92]	(20,574)
(Loss) profit for the year from continuing operations	持續經營業務本年度(虧損)溢利		(52,238)	16,775
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit (loss) for the year from discontinued operation	已終止經營業務本年度溢利(虧損)	14	607,543	(3,303)
Profit for the year	本年度溢利		555,305	13,472
Other comprehensive income (expense)	其他全面收入(開支)			
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益的項目</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		4,521	(649)
Total comprehensive income for the year	本年度全面收入總額		559,826	12,823



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the Year ended 31 March 2015 截至二零一五年三月三十一日止年度

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
(Loss) profit for the year attributable to owners of the Company:	本公司擁有人應佔本年度(虧損)溢利:		
— from continuing operations	— 來自持續經營業務	(44,188)	14,123
— from discontinued operation	— 來自已終止經營業務	609,645	(307)
		565,457	13,816
(Loss) profit for the year attributable to non-controlling interests	非控股權益應佔本年度(虧損)溢利		
— from continuing operations	— 來自持續經營業務	(8,050)	2,652
— from discontinued operation	— 來自已終止經營業務	(2,102)	(2,996)
		(10,152)	(344)
		555,305	13,472
Total comprehensive income (expense) attributable to:	以下人士應佔全面收入(開支)總額:		
Owners of the Company	本公司擁有人	568,594	12,294
Non-controlling interests	非控股權益	(8,768)	529
		559,826	12,823
		HK cents 港仙	HK cents 港仙
Earnings (loss) per share	每股盈利(虧損)	15	
From continuing and discontinued operations	來自持續及已終止經營業務		
— Basic	— 基本	23.66	0.59
— Diluted	— 攤薄	23.66	0.54
From continuing operations	來自持續經營業務		
— Basic	— 基本	(1.85)	0.60
— Diluted	— 攤薄	(1.85)	0.55

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2015 於二零一五年三月三十一日

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investment properties	投資物業	17	1,615	1,674
Property, plant and equipment	物業、廠房及設備	18	175,930	172,978
Prepaid lease payments	預付租賃付款	19	10,879	10,873
Intangible assets	無形資產	20	1,807	286,067
Investments in convertible bonds	可換股債券投資	21	349,220	—
Available-for-sale investments	可供出售投資	22	—	—
Interest in an associate	於一間聯營公司之權益	23	335,466	—
Amount due from an associate	應收一間聯營公司款項	24	10,108	—
Amounts due from non-controlling interests	應收非控股權益款項	24	—	5,267
Amounts due from former non-controlling interests	應收前非控股權益款項	24	—	1,691
Loan to a non-controlling interest	向非控股權益貸款	24	—	7,790
			<b>885,025</b>	486,340
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	25	17,050	9,225
Trade receivables	貿易應收賬款	26	57,568	69,554
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	27	6,802	31,712
Pledged bank deposits	已抵押銀行存款	28	19,971	19,819
Bank balances and cash	銀行結餘及現金	29	152,227	103,696
			<b>253,618</b>	234,006
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and bill payables	貿易應付賬款及應付票據	30	12,676	13,036
Accruals and other payables	預提費用及其他應付款項	31	66,134	67,990
Amount due to an associate	應付一間聯營公司款項	32	19,780	—
Amount due to a non-controlling interest	應付非控股權益款項	32	—	20,674
Tax payable	應付稅項		18,590	20,935
			<b>117,180</b>	122,635
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>136,438</b>	111,371
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,021,463</b>	597,711

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2015 於二零一五年三月三十一日

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Amounts due to non-controlling interests	應付非控股權益款項	32	—	7,736
Amounts due to former non-controlling interests	應付前非控股權益款項	32	—	2,514
Loan from a non-controlling interest	來自非控股權益之貸款	32	—	7,520
Deferred tax liabilities	遞延稅項負債	33	102	102
Convertible bonds	可換股債券	34	24,982	21,044
			<b>25,084</b>	38,916
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>996,379</b>	558,795
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share Capital	股本	35	23,900	23,900
Reserves	儲備		967,990	399,396
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>991,890</b>	423,296
Non-controlling interests	非控股權益		<b>4,489</b>	135,499
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>996,379</b>	558,795

The consolidated financial statements on pages 49 to 159 were approved by the Board of Directors on 29 June 2015 and are signed on its behalf by:

第49至159頁之綜合財務報表已於二零一五年六月二十九日經董事會批准並由以下人士代表簽署：

**Xie Yi**  
謝毅  
DIRECTOR  
董事

**Wong Sau Kuen**  
王秀娟  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Capital reserve	Contributed surplus	Foreign currency translation reserve	Other reserve	Convertible bonds equity reserve	Accumulated profits	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	繳入盈餘	匯兌儲備	其他儲備	可換股債券權益儲備	累計溢利	合計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note a) (附註a)	(Note b) (附註b)		(Note c) (附註c)					
At 1 April 2013	於二零一三年四月一日	22,900	133,717	6,542	4,839	36,176	—	—	180,173	384,347	198,945	583,292
Profit for the year (restated)	本年度溢利(經重列)	—	—	—	—	—	—	—	13,816	13,816	[344]	13,472
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	—	[519]	—	—	—	[519]	[130]	[649]
Total comprehensive income (restated)	全面(開支)收入總額(經重列)	—	—	—	—	[519]	—	—	13,816	13,297	[474]	12,823
Acquisition of additional interest in a subsidiary (note 38) (restated)	收購一間附屬公司的額外權益(附註38)(經重列)	—	—	—	—	—	[545,728]	569,288	—	23,560	[62,972]	[39,412]
Conversion of convertible bonds (restated)	轉換可換股債券(經重列)	1,000	58,021	—	—	—	—	[56,929]	—	2,092	—	2,092
At 31 March 2014 (restated)	於二零一四年三月三十一日(經重列)	23,900	191,738	6,542	4,839	35,657	[545,728]	512,359	193,989	423,296	135,499	558,795
At 1 April 2014 (as original restated)	於二零一四年四月一日(原重列)	23,900	196,906	6,542	4,839	35,657	[598,347]	462,926	195,873	328,296	136,502	464,798
Prior period adjustments (note 44)	過往期間調整(附註44)	—	[5,168]	—	—	—	52,619	49,433	[1,884]	95,000	[1,003]	93,997
		23,900	191,738	6,542	4,839	35,657	[545,728]	512,359	193,989	423,296	135,499	558,795
Profit for the year	本年度溢利	—	—	—	—	—	—	—	565,457	565,457	[10,152]	555,305
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	—	3,137	—	—	—	3,137	1,384	4,521
Total comprehensive income (expense)	全面收入(開支)總額	—	—	—	—	3,137	—	—	565,457	568,594	[8,768]	559,826
Derecognition/transfer upon disposal of subsidiaries (note 37)	出售附屬公司時終止確認/轉撥(附註37)	—	—	—	—	—	545,728	—	[545,728]	—	[122,242]	[122,242]
At 31 March 2015	於二零一五年三月三十一日	23,900	191,738	6,542	4,839	38,794	—	512,359	213,718	991,890	4,489	996,379

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

Notes:

- (a) In accordance with the relevant regulations in the People's Republic of China (the "PRC"), all of the Company's subsidiaries registered in the PRC are required to transfer part of their profit after tax to the capital reserve. Subject to certain restrictions set out in the relevant PRC regulations and the articles of association of these PRC subsidiaries, the capital reserve may be used to offset losses or for capitalisation as paid-up capital.
- (b) The contributed surplus of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the group reorganisation in 1999, over the nominal value of the share capital of the Company issued in exchange thereof.
- (c) Other reserve represented the excess of the consideration paid for acquisition of additional interest in a subsidiary over the carrying amount of the net assets attributable to the additional interest acquired at the date of the acquisition. This excess of the fair value of the consideration over the carrying amount of the net assets acquired has been debited directly to equity at the date of acquisition and transferred to accumulated profits of the Group upon the disposal of the subsidiary during the current financial year.

附註：

- (a) 根據中華人民共和國(「中國」)有關法例，本公司旗下所有於中國註冊之附屬公司須將其部分除稅後溢利轉撥至資本儲備。資本儲備可用作抵銷虧損或用作資本化為繳足股本，惟須受中國有關法例所載若干限制及該等中國附屬公司章程細則之規限。
- (b) 本集團之繳入盈餘為根據本集團於一九九九年進行重組而收購附屬公司股本之面值超過本公司作交換用途之已發行股本面值之差額。
- (c) 其他儲備指就收購一間附屬公司的額外權益而支付之代價超出所收購額外權益應佔資產淨值於收購日期之賬面值之部分。代價公平值超過所收購資產淨值之賬面值之部分已於收購日期於權益中直接扣除並於本財政年度於出售附屬公司時轉撥至本集團之累計溢利。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動之現金流量</b>		
(Loss) profit before taxation	除稅前(虧損)溢利		
— continuing operations	— 持續經營業務	(52,146)	37,349
— discontinued operation	— 已終止經營業務	607,543	(3,303)
Adjustments for:	調整以下項目:		
Amortisation of intangible assets	無形資產之攤銷	—	136
Depreciation of investment properties	投資物業之折舊	59	59
Amortisation of prepaid lease payments	預付租賃付款之攤銷	249	615
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,970	2,745
Allowance for bad and doubtful debts, net	呆壞賬撥備淨額	12,920	6,685
Impairment on loan and interest receivables	貸款及應收利息減值	—	10,747
Provision for (reversal of) allowance for inventories	計提(撥回)存貨撥備	1,149	(439)
Gain on disposal of subsidiaries	出售附屬公司之收益	(611,867)	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	(57,699)
Share of results of an associate	應佔一間聯營公司業績	1,534	—
Change in fair value of derivatives component of investments in convertible bonds	可換股債券投資衍生工具部分之公平值變動	58,218	—
Effective interest income on investments in convertible bonds	可換股債券投資之實際利息收入	(37,245)	—
Effective interest expense on convertible bonds	可換股債券之實際利息開支	3,938	2,424
Imputed interest income on amount due from an associate	應收一間聯營公司款項之估算利息收入	(1,647)	—
Interest on loan receivable	應收貸款利息	—	(622)
Interest income	利息收入	(1,012)	(1,485)
Operating cash flows before movement in working capital	營運資金變動前之經營現金流量	(12,337)	(2,788)
(Increase) decrease in inventories	存貨(增加)減少	(9,202)	4,364
Increase in trade receivables	貿易應收賬款增加	(2,651)	(1,434)
(Increase) decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)減少	(129)	16,076
Decrease in trade and bills payables	貿易應付賬款及應付票據減少	(38)	(862)
Increase in accruals and other payables	預提費用及其他應付款項增加	3,123	49,006
Cash (used in) generated from operations	營運(使用)產生之現金	(21,234)	64,362
Income tax paid	已付所得稅	(2,253)	(256)
<b>NET CASH (USED IN) GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營活動(使用)產生之現金淨額</b>	<b>(23,487)</b>	<b>64,106</b>



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動產生之現金流量</b>		
Interest income received	已收利息收入	1,012	1,485
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	10,632	74,997
Purchases of property, plant and equipment	購置物業、廠房及設備	(4,596)	(139,266)
Advance to an associate	向一間聯營公司墊款	(6)	—
Net cash inflows upon disposal of subsidiaries (note 37)	出售附屬公司之現金流入淨額 (附註37)	64,647	—
Increase in pledged bank deposits	已抵押銀行存款增加	(152)	(107)
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動產生(使用)之現金淨額</b>	<b>71,537</b>	<b>(62,891)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動產生之現金流量</b>		
Acquisition of additional interest in a subsidiary	收購一間附屬公司的額外權益	—	(18,700)
Repayment to non-controlling interests and former non-controlling interests	向非控股權益及前非控股權益還款	—	(12,000)
<b>CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動使用之現金</b>	<b>—</b>	<b>(30,700)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加(減少)淨額</b>	<b>48,050</b>	<b>(29,485)</b>
<b>EFFECT ON FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率變動之影響</b>	<b>481</b>	<b>(3,269)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及現金等值項目</b>	<b>103,696</b>	<b>136,450</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值項目</b>		
— represented by bank balances and cash	— 以銀行結餘及現金列示	<b>152,227</b>	<b>103,696</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 1. General Information

The Company is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Suites 2206-08, 22/F, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries and an associate are set out in notes 43 and 23 respectively to the consolidated financial statements.

The functional currency of the Company is Hong Kong dollar ("HK\$"), which is the same as the presentation currency of the consolidated financial statements.

### 2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

In the current year, the Group has applied the following amendments to HKFRSs and a new interpretation issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities
Amendments to HKAS 32	Offsetting financial assets and financial liabilities
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting
HK(IFRIC)-INT 21	Levies

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

### 1. 一般資料

本公司乃於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。其註冊辦事處地址位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。其主要營業地點位於香港鰂魚涌英皇道979號太古坊德宏大廈22樓2206-08室。

本公司為一間投資控股公司。其附屬公司及一間聯營公司之主要業務分別載於綜合財務報表附註43及23。

本公司之功能貨幣為港元（「港元」），與綜合財務報表之呈列貨幣相同。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用由香港會計師公會（「香港會計師公會」）頒佈之下列香港財務報告準則之修訂本及新詮釋。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號修訂本	投資實體
香港會計準則第32號修訂本	抵銷金融資產與金融負債
香港會計準則第36號修訂本	非金融資產之可收回金額披露
香港會計準則第39號修訂本	衍生工具之更替及對沖會計之延續
香港（國際財務報告詮釋委員會）—詮釋第21號	徵費

於本年度應用該等香港財務報告準則之修訂本及新詮釋對本集團於本年度及過往年度之財務表現及狀況及／或此等綜合財務報表所載之披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

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

HKFRS 9	Financial instruments <sup>1</sup>
HKFRS 15	Revenue from contracts with customers <sup>2</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture <sup>4</sup>
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations <sup>4</sup>
Amendments to HKAS 1	Disclosure initiative <sup>4</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation <sup>4</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants <sup>4</sup>
Amendments to HKAS 19	Defined benefit plans: Employee contributions <sup>3</sup>
Amendments to HKAS 27	Equity method in separate financial statements <sup>4</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2010–2012 cycle <sup>5</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2011–2013 cycle <sup>3</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2012–2014 cycle <sup>4</sup>

- Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提前應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	客戶合約收益 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號修訂本	投資實體：應用綜合入賬的例外情況 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>4</sup>
香港財務報告準則第11號修訂本	收購合營業務權益的會計方法 <sup>4</sup>
香港會計準則第1號修訂本	披露計劃 <sup>4</sup>
香港會計準則第16號及香港會計準則第38號修訂本	澄清可接受的折舊及攤銷方法 <sup>4</sup>
香港會計準則第16號及香港會計準則第41號修訂本	農業：生產性植物 <sup>4</sup>
香港會計準則第19號修訂本	定額福利計劃：僱員供款 <sup>3</sup>
香港會計準則第27號修訂本	獨立財務報表的權益法 <sup>4</sup>
香港財務報告準則修訂本	二零一零年至二零一二年週期香港財務報告準則之年度改進 <sup>5</sup>
香港財務報告準則修訂本	二零一一年至二零一三年週期香港財務報告準則之年度改進 <sup>3</sup>
香港財務報告準則修訂本	二零一二年至二零一四年週期香港財務報告準則之年度改進 <sup>4</sup>

- 於二零一八年一月一日或其後開始之年度期間生效，可提前應用。
- 於二零一七年一月一日或其後開始之年度期間生效，可提前應用。
- 於二零一四年七月一日或其後開始之年度期間生效，可提前應用。
- 於二零一六年一月一日或其後開始之年度期間生效，可提前應用。
- 於二零一四年七月一日或其後開始之年度期間生效，惟有少數例外情況，可提前應用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 9 “Financial instruments”

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

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「金融工具」

於二零零九年頒佈之香港財務報告準則第9號引入分類及計量金融資產之新規定。香港財務報告準則第9號其後於二零一零年修訂，載入分類及計量金融負債以及終止確認之規定，並於二零一三年進一步修訂，載入一般對沖會計之新規定。於二零一四年頒佈之香港財務報告準則第9號另一個經修訂版本主要加入a)有關金融資產之減值規定及b)藉為若干簡單債務工具引入「按公平值計入其他全面收入」(「按公平值計入其他全面收入」)計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定載述如下：

- 於香港會計準則第39號「金融工具：確認及計量」範圍內所有確認之金融資產將於其後按攤銷成本或公平值計量。具體而言，於目的為收取合約現金流量之業務模式中持有及合約現金流量僅為支付本金及未償還本金利息之債務投資一般在其後會計期間末按攤銷成本計量。於目的為同時收取合約現金流量及出售金融資產之業務模式中持有，及金融資產之合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息之債務工具，以按公平值計入其他全面收入之方式計量。所有其他債務投資及股本投資在其後會計期間末按其公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，於其他全面收入內以股本投資(並非持有作買賣)之公平值呈列其後變動，而僅股息收入通常於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 9 “Financial instruments” (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

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

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

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第9號「金融工具」（續）

- 對於計量指定為按公平值計入損益之金融負債，香港財務報告準則第9號規定，因金融負債信貸風險變動引致之該負債公平值變動之數額於其他全面收入內呈列，除非負債之信貸風險變動影響於其他全面收入內確認可能於損益內造成或擴大會計錯配。金融負債信貸風險變動所引起之金融負債公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定按公平值計入損益之金融負債之公平值變動總額於損益呈列。
- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

本公司董事預期日後應用香港財務報告準則第9號可能對本集團金融資產之呈報金額有重大影響。就本集團之金融資產而言，在完成詳細檢討前對有關影響作出合理估計並不切實可行。

本公司董事預計，應用其他新訂及經修訂香港財務報告準則將不會對本集團之綜合財務報表有任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies

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

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

### 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露。

綜合財務報表均乃按照歷史成本法編製，惟若干金融工具乃按公平值計量（如下文所載會計政策所闡述）。歷史成本一般基於換取貨品或服務的代價的公平值釐定。

公平值是於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟以下各項除外：屬於香港財務報告準則第2號「以股份為付款基礎」範圍內以股份為付款基礎之交易、屬於香港會計準則第17號「租賃」範圍內之租賃交易，以及其計量與公平值存在某些相似之處但並非公平值，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

此外，就財務報告而言，公平值計量乃根據公平值計量之輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性而分為第一、二或三級，詳情如下：

- 第一級輸入數據是於計量日期實體可獲得之活躍市場上相同資產或負債之報價（不作調整）；



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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

#### Basis of consolidation

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

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

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

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

### 3. 主要會計政策(續)

- 第二級輸入數據是第一級所包括報價以外，就資產或負債可直接或間接觀察之輸入數據；及
- 第三級輸入數據是就資產或負債之不可觀察輸入數據。

編製此等綜合財務報表時應用之主要會計政策載於下文。除另有說明外，該等政策在所呈報之所有年度內貫徹應用。

#### 綜合基準

綜合財務報表包括本公司及本公司所控制之實體及其附屬公司之財務報表。當本公司符合以下情況時，即取得控制權：

- 有權控制被投資方；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上列三項控制權因素之其中一項或多項有變，則本集團會重新評估其是否對被投資方擁有控制權。

附屬公司於本集團取得對附屬公司的控制權時開始綜合入賬，並於本集團失去對附屬公司的控制權時終止。具體而言，自本集團取得控制權當日起直至本集團不再控制附屬公司當日，於年內收購或出售的附屬公司的收益及開支均計入綜合損益及其他全面收益表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Basis of consolidation (Continued)

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

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

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

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

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial instruments: Recognition and measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 主要會計政策(續)

#### 綜合基準(續)

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦然。

如有必要，本集團會對附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策一致。

所有與本集團成員公司間交易相關的集團內公司間的資產、負債、權益、收入、開支及現金流量於綜合賬目時全數對銷。

#### 本集團於現有附屬公司的擁有權益出現變動

本集團於現有附屬公司之擁有權益出現變動，而沒有導致本集團失去對附屬公司的控制權，則以權益交易入賬。本集團權益及非控股權益賬面值會作調整，以反映彼等於附屬公司相對權益之變動。非控股權益調整金額與已付或已收代價公平值之間的差異，於權益直接確認及歸屬於本公司擁有人。

當本集團對失去附屬公司的控制權，收益或虧損按(i)已收代價公平值及任何保留權益公平值之總和及(ii)之前附屬公司資產及負債賬面值之差異計算，並於損益確認。根據香港會計準則第39號「金融工具：確認及計量」，於失去控制權當日，任何於前附屬公司之保留投資公平值視為其後會計處理之初始確認時的公平值或(倘適用)於聯營公司或合營企業之投資初步確認時之成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, the financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Appropriate adjustments have been made to conform the associate's accounting policies to those of the Group. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

When a group entity transacts with an associate or a joint venture of the Group, gains and losses resulting from transactions with its associate are recognised in the consolidated financial statements only to the extent of unrelated investors' interests in the associate or joint venture.

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

### 3. 主要會計政策(續)

#### 於聯營公司之投資

聯營公司為本集團對其有重大影響力之實體。重大影響力為參與被投資方的財務及營運政策決定的權力，惟並非控制或共同控制該等政策。

聯營公司之業績及資產與負債按權益會計法計入此等綜合財務報表，用作權益會計法用途之聯營公司財務報表乃使用本集團就同類情況之類似交易及事項下之劃一會計政策編製。已作出適當調整，以使聯營公司之會計政策與本集團之會計政策一致。根據權益法，於聯營公司之投資初始於綜合財務狀況報表按成本確認，之後調整以確認本集團應佔聯營公司損益及其他全面收入。倘本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益(包括實際組成本集團於該聯營公司投資淨額之部分之任何長期權益)，則本集團終止確認其應佔之進一步虧損。本集團只會產生法定或推定責任或代表聯營公司支付款項之情況下，方會確認額外虧損。

倘集團實體與本集團聯營公司或合營企業進行交易，與聯營公司進行交易所產生損益於綜合財務報表中確認，惟僅限於無關連投資者在聯營公司或合營企業之權益。

於聯營公司之投資乃自被投資方成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何金額會確認為商譽，並計入該投資之賬面值。本集團應佔可識別資產及負債之公平值淨額超出投資成本之任何金額於重新評估後，即時在收購該投資之期間內於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Investments in associates (Continued)

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

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

#### Revenue recognition

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

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

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

### 3. 主要會計政策(續)

#### 於聯營公司之投資(續)

香港會計準則第39號之規定適用於釐定有否必要確認本集團於聯營公司之投資之任何減值虧損。如必要，則將投資之全部賬面值(包括商譽)根據香港會計準則第36號作為單一資產，並透過比較其可收回金額(按使用價值與公平值減出售成本之較高者計算)與其賬面值，進行減值檢測。任何已確認之減值虧損屬投資賬面值之一部分。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認撥回該減值虧損。

倘集團實體與本集團聯營公司進行交易(例如出售或注入資產)，僅在於聯營公司的權益與本集團不相關的情況下，與聯營公司進行交易所產生損益方會於本集團綜合財務報表中確認。

#### 收益確認

收益以已收或應收代價的公平值計量。收益經扣除估計客戶退貨、回扣及其他類似補貼。

銷售本集團所生產藥品及藥品貿易之收益於貨品付運及所有權移交而下列所有條件達成時予以確認：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團對已出售之貨品不再保留擁有權一般附帶之持續管理參與權，也不再具有有效的控制；
- 收益金額能可靠地計量；
- 交易附帶之經濟利益很可能流入本集團；及
- 交易已產生或將產生之成本能可靠地計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Revenue recognition (Continued)

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

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

#### Leasing

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

#### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

### 3. 主要會計政策 (續)

#### 收益確認 (續)

當經濟利益很可能將流向本集團及收入金額能夠可靠地計量時，金融資產利息收入予以確認。利息收入按時間基準並參考未償還本金及以適用實際利率累計，而實際利率為於金融資產預計年期內將估計日後現金收入準確貼現至該資產於初始確認時之賬面淨值之利率。

本集團確認經營租約產生之收益的會計政策，於下文有關租賃之會計政策載述。

#### 租賃

凡租約條款訂明出租資產擁有權之絕大部分風險及回報轉歸予承租人之租約，均列為融資租約。所有其他租約均列為經營租約。

#### 本集團作為出租人

經營租約之租金收入乃按有關租約年期以直線法於損益內確認。

#### 本集團作為承租人

經營租賃付款乃於租期內按直線法確認為開支。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認對租金開支扣減。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Leasing (Continued)

##### Leasehold land and building

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

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

#### Foreign currencies

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

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

### 3. 主要會計政策(續)

#### 租賃(續)

##### 租賃土地及樓宇

當租約包括土地及樓宇部分，本集團根據對各部分擁有權附帶的絕大部分風險及回報是否已轉移予本集團之評估，評定將各部分單獨分類為融資或經營租約，除非兩個部分均明顯屬於經營租約，則全份租約分類為經營租約。具體而言，最低租賃付款(包括任何一次性預付款)於租約開始時按租約的土地部分及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分間分配。

倘租賃付款能夠可靠地分配，則入賬列作經營租約之租賃土地權益乃於綜合財務狀況報表列作「預付租賃付款」，並以直線法於租期內攤銷。當租賃付款無法於土地及樓宇部分之間可靠地分配時，則整項租約一般分類為融資租約並入賬列作物業、廠房及設備。

#### 外幣

編製集團各個別實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易，按交易日期當時之匯率確認。於報告期末，以外幣列值之貨幣項目按該日之匯率重新換算。按公平值以外幣列值之非貨幣項目乃按釐定公平值當日之匯率重新換算。以外幣歷史成本計算之非貨幣項目不予重新換算。

貨幣項目所產生之匯兌差額於產生期間計入損益。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Foreign currencies (Continued)

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

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

#### Borrowing costs

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

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

### 3. 主要會計政策(續)

#### 外幣(續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末當時之匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目乃按期間平均匯率換算。所產生匯兌差額(如有)均於其他全面收益確認及於權益中項下之匯兌儲備(歸屬於非控股權益(如適用))累計。

在出售海外業務(即本集團出售海外業務的所有權益，或有關失去對擁有海外業務之附屬公司的控制權之出售，或出售擁有海外業務的合營安排或聯營公司的部分權益而使剩餘的權益變為金融資產)時，於權益中就本公司擁有人應佔業務累計之匯兌差額皆重新分類至損益。

#### 借貸成本

因收購、興建或生產之合資格資產(需要一段較長時間籌備作擬定用途或出售之資產)而直接產生之借貸成本，計入該等資產之成本，直至該等資產大致可作擬定用途或出售為止。

所有其他借貸成本已於產生期間在損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should dispose non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis when the related assets are disposed.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

### 3. 主要會計政策(續)

#### 政府補貼

政府補貼需在合理確定本集團將符合其附帶條件及將可收取時，方可確認。

本集團有系統地將政府補貼在確認擬使用該等補貼作補償之相關成本為開支的期間內於損益中確認。尤其是，首要條件為本集團須出售非流動資產之政府補貼於綜合財務狀況表內確認為遞延收入並於出售相關資產時按系統合理之基準轉入損益。

作為已發生的支出或虧損補償、或是以給予本集團即時的財務支援為目的而發放且無未來相關成本之政府補助金，在應收期間內於損益中確認。

#### 退休福利費用

國家管理的退休福利計劃及強制性公積金計劃的供款於僱員提供服務而有權獲得供款時確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Taxation

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

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

### 3. 主要會計政策(續)

#### 稅項

所得稅支出指即期應付稅項及遞延稅項總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中的「除稅前溢利」不同，乃由於其不包括在其他年度應課稅或可扣稅收入或開支，亦不包括不用課稅或不可扣稅之項目。本集團之即期稅項負債乃按報告期末已實行或實際上已實行之稅率計算。

遞延稅項乃根據綜合財務報表內資產及負債賬面值與計算應課稅溢利相應稅基之暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般則於很可能有應課稅溢利可使用可扣減暫時差額作抵銷時就全部可扣減暫時差額予以確認。倘若交易中由商譽或初始確認(業務合併除外)其他資產及負債而引致之暫時差額，並不影響應課稅溢利或會計溢利，該等資產及負債不予確認。

遞延稅項負債乃就於附屬公司及聯營公司投資所產生應課稅暫時差額予以確認，除本集團能夠控制暫時差額的撥回及此暫時差額在可預見的將來很可能不會撥回則作別論。與上述投資及權益相關的可扣減暫時差額產生之遞延稅項資產僅於很有可能足有足夠應課稅溢利以使用暫時差額利益作抵銷及預期於可預見將來撥回情況下予以確認。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產時作調減。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Taxation (Continued)

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

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

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

#### Property, plant and equipment

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

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

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產及負債根據於報告期末已頒佈或實質已頒佈之稅率(及稅法)按預期適用於清償負債或變現資產期間之稅率計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償其資產及負債賬面值之方式會產生之稅務後果。

即期及遞延稅項於損益確認，惟與其他全面收益內或直接於權益中確認的項目有關者除外，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益內確認。就因對業務合併進行初始會計處理而產生的即期稅項或遞延稅項而言，稅務影響乃計入業務合併的會計處理內。

#### 物業、廠房及設備

包括用作生產或供應貨品或服務或行政用途之樓宇的物業、廠房及設備(除下述在建物業外)按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

用作生產、供應貨品或行政用途之在建物業，以成本減任何已確認減值虧損列賬。成本包括專業費用及就合資格資產而言，根據本集團之會計政策撥作資本的借貸成本。有關物業於完成及可作擬定用途時，分類至適當類別的物業、廠房及設備。當資產可作擬定用途時，按與其他物業資產相同之基準開始折舊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

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

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

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

#### Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

### 3. 主要會計政策(續)

#### 物業、廠房及設備(續)

折舊予以確認以於資產估計可使用年期內，按直線法撇銷資產(除在建物業外)之成本減其預計剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，並按預期基準列賬任何估計變動之影響。

當物業、廠房及設備項目出售或預期繼續使用該資產不會再帶來經濟利益時，該物業、廠房及設備項目則終止確認。因出售或報廢物業、廠房及設備項目而產生的任何收益或虧損按該項資產的出售所得款項及其賬面值的差額釐定，並於損益確認。

#### 日後業主自用之發展中樓宇

倘發展中樓宇作生產或作行政用途，興建期間就預付租賃款項之攤銷列作在建樓宇成本一部分。在建樓宇按成本減任何已識別減值虧損列賬。樓宇於可供使用時(即於樓宇達致按管理層擬定方式運作於所需地點及狀況時)開始折舊。

#### 投資物業

投資物業指持有作賺取租金收入及／或資本增值之物業。

投資物業於初始按成本(包括任何直接應佔開支)計量。於首次確認後，投資物業以成本減其後累計折舊及任何累計減值虧損列賬。折舊予以確認以於投資物業估計可使用年期內，經考慮其估計剩餘價值後，用直線法撇銷其成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Intangible assets

##### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

##### Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

### 3. 主要會計政策(續)

#### 無形資產

##### 個別收購的無形資產

個別收購且具有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有限可使用年期的無形資產之攤銷乃按直線法於其估計可使用年期內確認。估計可使用年期及攤銷方法於各報告期末檢討，而估計之任何變動影響按預期基準入賬。

個別收購的具無限可使用年期的無形資產乃按成本減任何其後累計減值虧損列賬(見下文有關有形及無形資產減值虧損之會計政策)。

##### 內部產生無形資產 — 研發開支

研究活動開支於產生期間確認為開支。僅於以下各項獲達成時，方可確認因開發活動(或內部項目的開發階段)產生的內部產生無形資產：

- 完成無形資產至可供使用或出售具技術可行性；
- 完成及使用或出售無形資產的意向；
- 能使用或出售無形資產；
- 無形資產於日後可能產生經濟利益的方式；
- 具備完成開發並使用或出售無形資產的充足技術、財務及其他資源；及
- 能可靠地計量無形資產於開發期間應佔的開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Intangible assets (Continued)

##### Internally-generated intangible assets — research and development expenditure (Continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Intangible assets, which comprise the in-process research and development (“In-process R&D”), rights to technological know-how and rights to commercially exploit certain gene inventions and goodwill, are stated at cost less accumulated amortisation and impairment losses. The categories of intangible assets are summarised as follows:

##### (i) In-process R&D

In-process R&D represents an in-process research and development project involving an oral insulin product (the “Product”). The In-process R&D is not amortised as it is not yet available for use.

##### (ii) Technological know-how

This category consists of rights to technological know-how for the development and production of general pharmaceutical products which are amortised on a straight-line basis over the estimated economic lives from seven to fourteen years commencing in the year when the rights are available for use.

##### (iii) Gene invention rights

The cost of gene invention rights is amortised over the lives of the rights granted for the invention of a period up to a maximum of twenty years.

### 3. 主要會計政策(續)

#### 無形資產(續)

##### 內部產生無形資產 — 研發開支(續)

就內部產生無形資產初始確認的金額為自無形資產首次符合上述確認標準當日起產生的開支總額。倘未能確認任何內部產生無形資產，則開發支出於其產生期間內在損益中確認。

於初始確認後，內部產生無形資產按與單獨收購的無形資產相同的基準，以成本減累計攤銷及累計減值虧損(如有)呈報。

無形資產包括進行之研發(「進行之研發」)、技術專業知識之權利及以商業形式利用若干基因發明之權利及商譽，乃按成本減累計攤銷及減值虧損列賬。無形資產之類別概述如下：

##### (i) 進行之研發

進行之研發指涉及口服胰島素產品(「產品」)的進行之研究及開發項目。由於尚未可供使用，進行之研發不會予以攤銷。

##### (ii) 技術專業知識

該類別包括用於開發及生產一般藥品之技術專業知識權利，乃以直線基準自該權利可用起計七至十四年內按其估計經濟年期攤銷。

##### (iii) 基因發明權

開發基因發明權之成本，乃自授出基因發明權之年份起，最長分二十年攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Intangible assets (Continued)

#### Internally-generated intangible assets — research and development expenditure (Continued)

##### (iv) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any, and is recognised in the consolidated statement of financial position as an “intangible asset”.

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

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

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

### 3. 主要會計政策(續)

#### 無形資產(續)

#### 內部產生無形資產 — 研發開支(續)

##### (iv) 商譽

收購業務所產生商譽，乃按收購業務當日(見上文會計政策)確定之成本減累計減值虧損(如有)列賬，並於綜合財務狀況表內確認為「無形資產」。

為進行減值檢測，商譽會被分配至預期因合併之協同效應而得益之本集團各個現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位會每年或於出現可能減值之跡象時更頻密地進行減值檢測。就於報告期內因收購產生之商譽而言，獲分配商譽之現金產生單位於該報告期末前進行減值檢測。倘現金產生單位之可收回金額少於其賬面值，則減值虧損會先分配以扣減獲分配至該單位任何商譽之賬面值，其後按單位內其他資產之賬面值之比例扣減該單位之其他資產。商譽之任何減值虧損直接於損益確認。已就商譽確認之減值虧損不會於往後期間撥回。

出售有關現金產生單位時，商譽之應佔金額於釐定出售盈虧時計算在內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3. 主要會計政策(續)

#### 有形及無形資產(商譽除外)之減值(見上文有關商譽之會計政策)

於報告期末，本集團審閱其具有限可使用年期的有形及無形資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計該資產之可收回金額，以釐定減值虧損程度(如有)。倘無法估計個別資產之可收回金額，本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及貫徹之分配基準，則企業資產亦會分配至個別現金產生單位，否則或會分配至可識別合理及貫徹分配基準之最小現金產生單位組別。

具無限可使用年期之無形資產及尚未可供使用之無形資產至少每年及於有跡象顯示資產可能出現減值時進行減值檢測。

可收回金額指公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前折現率將估計未來現金流量折現至其現值，該折現率反映目前市場對貨幣時間值及資產特定風險之評估，而當中並未對估計未來現金流量作出調整。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則將資產(或現金產生單位)之賬面值下調至可收回金額。減值虧損即時於損益確認。

倘其後撥回減值虧損，則將資產(或現金產生單位)之賬面值上調至其經修訂之估計可收回金額，惟經上調後之賬面值不得超過假設該資產(或現金產生單位)於過往年度並無確認減值虧損而釐定之賬面值。撥回之減值虧損可即時於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Inventories

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

#### Financial instruments

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

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

#### Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss ("FVTPL"), held-to-maturity investments, available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

### 3. 主要會計政策(續)

#### 存貨

存貨按成本與可變現淨值兩者中之較低者列賬，存貨之成本按加權平均法釐定。可變現淨值指存貨之估計售價減完成之全部估計成本及進行銷售之必需成本。

#### 金融工具

當集團實體成為工具合約條文之訂約方時，則確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（按公平值計入損益之金融資產或金融負債除外）直接應佔之交易成本，於初始確認時計入金融資產或金融負債之公平值或從中扣減（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益內確認。

#### 金融資產

金融資產乃分為以下具體類別：按公平值計入損益（「按公平值計入損益」）的金融資產、持有至到期投資、可供出售（「可供出售」）金融資產以及貸款及應收款項。分類取決於金融資產之性質及目的，並於初始確認時釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Effective interest method*

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

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

##### *Financial assets at FVTPL*

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

A financial asset is classified as held for trading if:

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### *實際利率法*

實際利率法為計算債務工具之攤銷成本以及在有關期間內分配利息收入之方法。實際利率為於債務工具預計年期或(倘適用)較短期間內將估計未來現金收入(包括所有構成實際利率整體部分之已付或已收費用及基點、交易成本及其他溢價或折讓)準確折現至初始確認之賬面淨值之利率。

除分類為按公平值計入損益的金融資產的利息收入計入淨收益或虧損外，債務工具之利息收入按實際利率基準確認。

##### *按公平值計入損益的金融資產*

倘金融資產為持作買賣或指定為按公平值計入損益，該等金融資產被分類為按公平值計入損益。

倘屬以下情況，金融資產分類為持作買賣：

- 其主要為於不久將來出售而購買；或
- 在初始確認時，其為本集團所集中管理，並擁有短期獲利之近期實際模式之已識別金融工具組合的一部分；或
- 其為並非指定及有效作對沖工具的衍生工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Financial assets at FVTPL (Continued)*

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in note 6.

##### *Embedded derivatives*

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

##### *Investments in convertible bonds*

The component parts of the convertible bonds are classified separately as debt component and conversion option derivative.

At the date of acquisition of the convertible bonds, the debt and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The conversion option derivative is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the acquisition of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative components are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the tenor of the convertible bonds using the effective interest method.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

*按公平值計入損益的金融資產(續)*  
按公平值計入損益的金融資產乃按公平值列賬，而重新計量產生之收益或虧損於損益中確認。於損益確認的淨收益或虧損包括金融資產所賺取的任何股息或利息及計入「其他收益及虧損」項目中。公平值按附註6所述之方式釐定。

##### *嵌入式衍生工具*

非衍生主合約中包含之衍生工具，倘其符合衍生工具之定義、其風險與特性並非與主合約之風險與特性緊密關連，且主合約並非以按公平值計入損益之方式計量，則有關衍生工具會被當作獨立的衍生工具處理。

##### *可換股債券投資*

可換股債券的組成部分單獨分類為債務部分及換股權衍生工具。

於獲取可換股債券的日期，債務及衍生工具部分均按公平值確認。於隨後期間，可換股債券的債務部分乃以實際利率法按攤銷成本列賬。換股權衍生工具乃按公平值計量，而公平值的變動乃於損益內確認。

有關收購可換股債券的交易成本按其公平值相關比例分配到債務及衍生工具部分。有關衍生工具部分的交易成本即時於損益扣除。有關債務部分的交易成本計入債務部分的賬面值，並採用實際利率法於可換股債券的年期內攤銷。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *AFS financial assets*

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL. The Group designated unlisted investments in 龍脈(上海)健康管理服務有限公司 (“Shanghai Longmark”) as AFS financial assets on initial recognition of those items.

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

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

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, pledged bank deposits, bank balances, amounts due from non-controlling interests, amounts due from former non-controlling interests and loan to a non-controlling interest) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### *可供出售金融資產*

可供出售金融資產乃指定為可供出售或未有劃分為(a)貸款及應收款項、(b)持有至到期投資或(c)按公平值計入損益的金融資產之非衍生工具。本集團將於龍脈(上海)健康管理服務有限公司(「上海龍脈」)之非上市投資於初始確認該等項目時指定為可供出售金融資產。

當本集團收取股息的權利確立時，可供出售股本工具的股息於損益確認。

並無活躍市場之市價報價及其公平值未能可靠地計量之可供出售股本投資及與該等無報價的股本投資連結及必須以交收該等無報價的股本工具作結算之衍生工具，於各報告期末以成本減任何已識別減值虧損計算(見下文有關金融資產減值虧損之會計政策)。

##### *貸款及應收款項*

貸款及應收款項乃並無於活躍市場報價之固定或可釐定付款之非衍生金融工具。於初始確認後，貸款及應收款項(包括貿易應收賬款、其他應收款項、已抵押銀行存款、銀行結餘、應收非控股權益款項、應收前非控股權益款項及向非控股權益貸款)採用實際利率法計算之已攤銷成本扣除任何已識別之減值虧損計量(見下文有關金融資產減值之會計政策)。

利息收入透過使用實際利率確認，惟利息確認並不重大的短期應收款項除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Impairment of financial assets*

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

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

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

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 120 to 180 days, observable changes in national or local economic conditions that correlate with default on receivables.

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### *金融資產之減值*

金融資產(除按公平值計入損益的金融資產)於各報告期末評定是否有減值跡象。金融資產於有客觀證據顯示該金融資產因於首次確認後出現的一項或多項事件而導致其估計未來現金流量受到影響時，被認為出現減值。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對方出現重大財政困難；或
- 違反合約，如無法或拖欠支付利息或本金；或
- 借款人有可能陷於破產或進行財政重組。

貿易應收賬款及資產等被評估為非個別減值之若干金融資產類別，額外按整體基準進行減值評估。

應收款項組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期120至180日之次數增加，以及與應收款項逾期有關之全國或地方經濟狀況明顯改變。

就按攤銷成本列賬之金融資產而言，減值虧損金額按該資產之賬面值與按金融資產之原實際利率折現之估計未來現金流量之現值之間的差額確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

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

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

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

##### Financial liabilities and equity instruments

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

##### *Equity instruments*

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### *金融資產之減值(續)*

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收賬款除外，其賬面值乃透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。倘貿易應收賬款被視為不可收回，則於撥備賬內撇銷。其後收回先前已撇銷之金額將計入損益。

就按成本列賬之金融資產而言，減值虧損金額乃按資產賬面值與估計未來現金流量以類似金融資產現時市場回報率貼現之現值之間的差額計量。有關減值虧損不會於隨後期間撥回。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於往後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

##### 金融負債及股本工具

集團實體發行之債務及股本工具乃根據合同安排之內容與金融負債及股本工具之定義分類為金融負債或股本。

##### *股本工具*

股本工具乃證明在實體於扣減所有負債後之資產中擁有剩餘權益之任何合同。本公司發行之股本工具按收取之所得款項扣除直接發行成本確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

###### *Other financial liabilities*

Other financial liabilities including trade and bill payables, accruals and other payables, amounts due to non-controlling interests, former non-controlling interests and an associate and loan from a non-controlling interest are subsequently measured at amortised cost, using the effective interest method.

###### *Effective interest method*

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

###### *Convertible bonds containing liability and equity components*

Convertible bonds issued by the Group that contain both liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

On initial recognition of convertible bonds issued by the Company, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the convertible bonds into equity, is included in equity (convertible bonds equity reserve).

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及股本工具(續)

###### *其他金融負債*

其他金融負債(包括貿易應付賬款及應付票據、預提費用及其他應付款項、應付非控股權益、前非控股權益及一間聯營公司款項及來自非控股權益之貸款)其後使用實際利率法按攤銷成本計量。

###### *實際利率法*

實際利率法乃計算金融負債之攤銷成本及在有關期間內攤分利息支出之方法。實際利率乃於金融負債之預計年限或(倘適用)較短期間內將估計日後現金付款(包括所有構成實際利率整體部分之已付或已收費用及基點、交易成本及其他溢價或折讓)準確折現至初始確認之賬面淨值之利率。利息開支乃按實際利率基準確認。

###### *包含負債及權益部分之可換股債券*

本集團所發行包含負債及換股權部分的可換股債券，乃於初始確認時根據合約安排內容以及金融負債及股本工具的定義，獨立分類為相關項目。將以固定金額現金或另一項金融資產交換本公司本身固定數目的股本工具方式結清的換股權乃股本工具。

初始確認本公司發行之可換股債券時，負債部分的公平值乃按類似不可轉換債務的現行市場利率釐定。發行的可換股債券的所得款項總額與撥往負債部分的公平值的差額(代表讓持有人將可換股債券轉換為權益的換股權)列入權益(可換股債券權益儲備)內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

##### Convertible bonds containing liability and equity components (Continued)

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

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及股本工具(續)

##### 包含負債及權益部分之可換股債券(續)

於隨後期間，可換股債券的負債部分乃以實際利率法按攤銷成本列賬。權益部分(代表可將負債部分轉換為本公司普通股的換股權)將保留於可換股債券權益儲備內，直至該嵌入式換股權獲行使為止(於此情況下，可換股債券權益儲備的結餘將轉撥至股份溢價)。倘換股權於到期日尚未行使，可換股債券權益儲備的結餘將解除至累計虧損。換股權獲轉換或到期後不會於損益中確認任何收益或虧損。

發行可換股債券的交易成本，按所得款項總額分配比例撥往負債及權益部分。權益部分的交易成本於權益中直接扣除。與負債部分有關的交易成本計入負債部分的賬面值，並以實際利率法於可換股債券期限內攤銷。

##### 終止確認

僅在獲取金融資產所產生現金流量的合約權利到期，或在將金融資產及該資產擁有權的幾乎所有風險和回報轉移予另一個實體的情況下，本集團才終止確認一項金融資產。

於終止確認整項金融資產時，資產賬面值與已收及應收代價金額之間的差額以及已於其他全面收入確認並於權益累計的累計收益或虧損於損益中確認。

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益中確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 4. Key Sources of Estimation Uncertainty

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

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

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

#### Impairment of In-process R&D

The Group performs annual tests of impairment on intangible assets which are not yet available for use. Accordingly, the intangible asset represented by the In-process R&D relating to the oral insulin product (the "Product") with the carrying amount of approximately HK\$284,260,000 as at 31 March 2014 was tested for impairment. The recoverable amount of the intangible assets which are not yet available for use is determined based on fair value calculation. Details of the calculation of fair value are disclosed in note 20. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the fair value calculations. Where the actual outcome in future is different from the original estimates, such difference will impact the carrying value of the intangible assets and the impairment on intangible assets in the year in which such estimate has been changed. Specifically, should the outcome of the clinical trial and the launching of the Product be unsuccessful, material adjustments may be required to the carrying amount of the In-process R&D which will consequently have an adverse effect on the net assets and the results of the Group.

### 4. 估計不確定因素的主要來源

在應用載述於附註3的本集團會計政策時，本公司董事須對未能輕易地從其他來源確定的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設是根據過往經驗及被認為相關的其他因素而作出。實際結果或會與該等估計有所不同。

該等估計及相關假設會持續地檢討。若估計修訂只影響該期間，會計估計的修訂會於該期內確認；或如該估計修訂影響本期及未來期間，則會計估計的修訂會於修訂期及未來期間確認。

下文載列於報告期末所作出有關未來之主要假設及估計不確定因素之其他主要來源，該等假設及來源有相當風險導致須於下個財政年度之內就資產及負債之賬面值作出重大調整。

#### 進行之研發之減值

本集團會對尚未可用之無形資產進行年度減值檢測。因此，截至二零一四年三月三十一日賬面值約為284,260,000港元之有關口服胰島素產品（「產品」）之進行之研發之無形資產已進行減值檢測。尚未可用之無形資產之可收回金額根據公平值之計算釐定。有關公平值之計算方法詳情於附註20披露。該等計算須使用管理層就日後業務營運所作之估計及假設、除稅前貼現率以及其他計算公平值時所作出之相關假設。倘日後實際結果與原先估計不同，有關差異將影響無形資產之賬面值及該估計變動之年度內無形資產之減值。具體而言，倘產品的臨床測試結果及推出不成功，則或須對進行之研發的賬面值進行重大調整，而此將對本集團之資產淨值及業績造成不利影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 4. Key Sources of Estimation Uncertainty (Continued)

#### Allowance for bad and doubtful debts

The allowance for bad and doubtful debts of the Group is estimated based on the evaluation of collectability and aging analysis of individual trade debts performed by the management. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

#### Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. An impairment loss is recognised for the amount by which the recoverable amount of property, plant and equipment is lower than its carrying amount. No impairment loss is recognised for property, plant and equipment based on the impairment assessment performed by management as at 31 March 2015 (2014: nil). It is possible that actual outcomes may be different from assumptions, having a material impact on the carrying amount of property, plant and equipment in the period when such estimate is revised. As at 31 March 2015, the carrying amount of property, plant and equipment are approximately HK\$175,930,000 (2014: HK\$172,978,000).

#### Allowance for slow-moving and obsolete inventories

Allowance for slow-moving and obsolete inventories is made based on the aging and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in market condition. The Group will reassess the estimates by the end of each reporting period.

### 4. 估計不確定因素的主要來源(續)

#### 呆壞賬撥備

本集團的呆壞賬撥備乃基於管理層作出的個別貿易債務的可收回性評估及賬齡分析而估計。於評估該等應收款項最終變現價值時，須作出大量判斷，包括各客戶現時的信譽及過往還款記錄。倘本集團客戶的財務狀況惡化，導致其還款能力下降，則或須作出額外撥備。

#### 物業、廠房及設備之減值

物業、廠房及設備於發生事件或環境出現改變，顯示該等資產之賬面值超過其可收回金額時，檢討是否有減值。倘物業、廠房及設備之可收回金額低於其賬面值，則將差額確認為減值虧損。於二零一五年三月三十一日，根據管理層作出之減值評估，並無就物業、廠房及設備確認減值虧損(二零一四年：無)。實際結果有可能有別於假設，而倘對有關估計作出修訂，則可能在作出該項修訂期間內對物業、廠房及設備之賬面值造成重大影響。於二零一五年三月三十一日，物業、廠房及設備之賬面值約為175,930,000港元(二零一四年：172,978,000港元)。

#### 滯銷及過期存貨撥備

滯銷及過期存貨乃根據存貨之賬齡及估計可變現淨值作出撥備。評估撥備數額涉及判斷及估計。倘日後實際結果與原先估計不同，則有關差額將會對有關估計作出變動之期間內之存貨賬面值及撥備列支/撥回產生影響。

可變現淨值乃存貨之估計售價減估計完成成本及進行出售所需成本。該等估計乃按照現行市況以及製造及銷售類似性質之產品歷史經驗作出。可變現淨值可因市況轉變而大幅變動。本集團將於各報告期末重新評估有關估計。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 4. Key Sources of Estimation Uncertainty (Continued)

#### Fair value of investments in convertible bonds

The fair value of embedded conversion option of convertible bonds invested by the Group is calculated using valuation techniques. Valuation techniques are certified by independent and recognised international business valuers before being implemented for valuation and are calibrated to ensure that outputs reflect market conditions. Valuation models established by valuers make the maximum use of market inputs and rely as little as possible on the Group's specific data. The model involves estimates on time to expiration, risk free rate, share price volatility and others. As at 31 March 2015, the carrying amount of the embedded conversion option of convertible bonds invested by the Group is HK\$78,428,000. Should any of the estimates be revised, it may lead to a material change to the fair value of the investments in convertible bonds.

### 5. Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders through optimisation of capital structure to reduce the cost of capital. The Group's overall strategy remains unchanged from prior year.

The Group regularly reviews and manages its capital structure, and makes adjustments to it taking into account the changes in economic conditions, risk characteristics of the underlying assets, the Group's investment strategy and opportunities, projected operating cash flows and capital expenditures. To maintain or adjust the capital structure, the Group may adjust the level of borrowings, dividend payment to shareholders, issue new shares, or repurchase of its own shares.

The Group monitors its capital structure using debt to equity ratio; whereby debt comprises convertible bonds, amounts due to non-controlling interests, amounts due to former non-controlling interests and loan from a non-controlling interest whilst equity means the total equity of the Group. During the year, the Group's strategy to maintain a healthy debt to equity ratio has remained unchanged, and the debt to equity ratio is 0.112 as at 31 March 2015 (2014: 0.343).

### 4. 估計不確定因素的主要來源(續)

#### 可換股債券投資之公平值

本集團投資之可換股債券之嵌入式換股權之公平值乃採用估值法計算。估值法經獨立及獲認可國際商業估值師於估值前核實並予以調整，以確保得出的數據反映市況。估值師確定之估值模式會充分利用市場輸入數據而盡量少依賴本集團之特定數據。該模式涉及對到期時間、無風險利率、股價波動及其他因素之估計。於二零一五年三月三十一日，本集團投資之可換股債券之嵌入式換股權之賬面值為78,428,000港元。倘估計出現任何修訂，則可能導致可換股債券投資之公平值出現重大變動。

### 5. 資本風險管理

本集團管理資本之目標為保證本集團能夠持續經營，以便透過優化資本結構以減少資本成本，繼續為股東提供回報和為其他持份者帶來利益。本集團之整體策略與上年度維持不變。

本集團定期審閱及管理其資本結構，並於綜合考慮經濟狀況之變動、有關資產之風險特徵、本集團之投資策略及機遇、預測經營現金流以及資本開支後作出調整。為維持或調整資本結構，本集團可能調整借貸水平、支付予股東之股息、發行新股或購回自身股份。

本集團使用負債權益比率監控其資本結構；其中負債包括可換股債券、應付非控股權益款項及應付前非控股權益款項及來自非控股權益之貸款，而權益則指本集團之權益總額。於本年度，本集團維持穩健之負債權益比率之策略仍然不變，於二零一五年三月三十一日之負債權益比率為0.112(二零一四年：0.343)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments

#### Categories of financial instruments

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
Financial assets	金融資產		
Financial assets at FVTPL	按公平值計入損益的金融資產	78,428	—
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	515,772	231,469
Financial liabilities	金融負債		
Amortised costs	攤銷成本	115,928	128,338

#### Financial risk management objectives and policies

The Group's major financial instruments include investments in convertible bonds, trade receivables, deposits and other receivables, pledged bank deposits, bank balances, trade and bill payables, accruals and other payables, loans from/to non-controlling interests, amounts due from/to non-controlling interests, amounts due from/to former non-controlling interests, amount due from/to an associate and convertible bonds. Details of these financial instruments are disclosed in respective notes.

The Group's activities expose it to a variety of financial risks such as foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The management monitors and manages the financial risks through internal risk assessment which analyses exposures by degree and magnitude of risks.

### 6. 金融工具

#### 金融工具類別

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
Financial assets	金融資產		
Financial assets at FVTPL	按公平值計入損益的金融資產	78,428	—
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	515,772	231,469
Financial liabilities	金融負債		
Amortised costs	攤銷成本	115,928	128,338

#### 財務風險管理目標及政策

本集團之主要金融工具包括可換股債券投資、貿易應收賬款、按金及其他應收款項、已抵押銀行存款、銀行結餘、貿易應付賬款及應付票據、預提費用及其他應付款項、來自/向非控股權益貸款、應收/應付非控股權益款項、應收/應付前非控股權益款項、應收/應付一間聯營公司款項及可換股債券。該等金融工具之詳情於相關附註披露。

本集團之經營活動令本集團面臨多種金融風險，如外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃集中在金融市場之不可預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。管理層通過內部風險評估，分析風險程度及廣度，監控及管理金融風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Market risk

##### Foreign currency risk

Foreign exchange risk arises when commercial transactions, assets or liabilities are denominated in a currency that is not the functional currency of the group entities. The Group operates mainly in the PRC and Malaysia and is exposed to foreign currency exchange rate risk arising from various foreign currency exposures. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

As at end of the reporting period, the carrying amounts of the Group's monetary assets and liabilities that are denominated in currency other than functional currencies of the respective group entities are as follows:

### 6. 金融工具(續)

#### 市場風險

##### 外幣風險

外匯風險於非集團實體功能貨幣之貨幣列值之商業交易、資產或負債產生。本集團之業務主要於中國及馬來西亞經營，並面臨多種外幣產生之外幣匯率風險。本集團現時並無外幣對沖政策。然而，管理層會監察外匯風險，並將於必要時考慮對沖重大外匯風險。

於報告期末，本集團按各集團實體的功能貨幣以外的貨幣計值的貨幣資產及負債的賬面值如下：

		Euro 歐元		RMB 人民幣		United States Dollars ("US\$") 美元(「美元」)	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	2,669	3,298	1,710	1,558	66,758	58,726
Trade and bills payables	貿易應付賬款及 應付票據	3,665	4,682	—	—	—	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Market risk (Continued)

##### Foreign currency risk (Continued)

##### Sensitivity analysis

The bank balances and cash denominated in US\$ belongs to the group entities in which the functional currency is HK\$. The directors are of the opinion that the HK\$ are reasonably stable with the US\$ under the Linked Exchange Rate System, and accordingly, no sensitivity analysis of US\$ with respect to HK\$ is performed.

The following table details the Group's sensitivity to a 5% (2014: 5%) increase and decrease in the functional currency of the respective group entities against the relevant foreign currencies and all other variables were held constant as at 31 March 2015 and 2014. 5% (2014: 5%) is the sensitivity rate used which represents management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2014: 5%) change in foreign currency rates. The negative numbers below indicate decrease in post-tax profit for the year ended 31 March 2015 where the functional currency of the respective group entities strengthens 5% against the relevant foreign currencies. For a 5% (2014: 5%) weakening of the functional currency of the respective group entities against the relevant foreign currencies, there would be an equal and opposite impact on the result for the year.

### 6. 金融工具(續)

#### 市場風險(續)

##### 外幣風險(續)

##### 敏感度分析

以美元計值之銀行結餘及現金屬於功能貨幣為港元之集團實體。董事認為，由於在聯繫匯率制度下，港元與美元相當穩定，因此，並無進行美元對港元之敏感度分析。

下表詳細載列於二零一五年及二零一四年三月三十一日本集團就各集團實體的功能貨幣兌相關外幣上升及下降5%(二零一四年:5%)(而所有其他可變因素維持不變)的敏感度。管理層對外幣匯率可能合理變動進行評估時採用的敏感度比率為5%(二零一四年:5%)。敏感度分析僅包括以外幣計值的尚未償還的貨幣項目，於年終以外幣匯率5%(二零一四年:5%)的變動進行換算調整。下文所示負數即表示各集團實體的功能貨幣兌有關外幣升值5%時，截至二零一五年三月三十一日止年度除稅後溢利的減少。至於各集團實體的功能貨幣兌有關外幣貶值5%(二零一四年:5%)時，則可能對年度業績產生相等及相反影響。

		Euro 歐元		RMB 人民幣	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Profit or loss	溢利或虧損	42	58	(71)	(65)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Market risk (Continued)

##### Interest rate risk

The Group's fair value interest rate risk primarily relate to debt component of convertible bonds held by the Group and the liability component of convertible bonds issued by the Company as set out in notes 21 and 34 respectively.

The Group's cash flow interest rate risk primarily relates to variable-rate pledged bank deposits and bank balances (see notes 28 and 29 respectively for details). The Group currently does not have interest rate hedging policy. However, the management of the Group will consider hedging significant interest rate exposure should the need arise. The management considers the Group's exposure to future cash flow interest rate risk is minimal taking into account the minimal fluctuation on market interest rate. Accordingly, no sensitivity analysis is presented.

##### Price risk on conversion option embedded in convertible bonds held by the Group

The Group is required to estimate the fair value of the conversion option embedded in the convertible bonds held by the Group at the end of the reporting period with changes in fair value to be recognised in profit or loss as long as the convertible bonds are outstanding. The fair value adjustment will be affected either positively or negatively, amongst others, by the changes in share price and its volatility of the convertible bonds issuer.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to the change of share price and its volatility of the convertible bonds issuer at the reporting date.

If the share prices of the convertible bonds issuer had been 5% higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2015 would increase/decrease by HK\$4,101,000, as a result of changes in fair value of conversion option embedded in the convertible bonds held by the Group.

### 6. 金融工具(續)

#### 市場風險(續)

##### 利率風險

本集團之公平值利率風險主要與本集團持有之可換股債券之債務部分及本公司已發行之可換股債券之負債部分有關，分別載於附註21及34。

本集團之現金流量利率風險主要與以浮動利率計息之已抵押銀行存款及銀行結餘(詳情分別見附註28及29)有關。本集團現時並無利率對沖政策。然而，本集團管理層將於必要時考慮對沖重大利率風險。鑒於市場利率的波動甚微，管理層認為本集團承受未來現金流量利率之風險甚微。因此，概無呈列敏感度分析。

##### 本集團持有之可換股債券有關嵌入之換股權之價格風險

本集團須於報告期末估計本集團持有之可換股債券有關嵌入之換股權的公平值，只要可換股債券尚未兌換，公平值變動將於損益內確認。公平值調整將受(其中包括)可換股債券發行人之股價變動及其波幅的正面或負面影響。

##### 敏感度分析

下述敏感度分析乃根據可換股債券發行人於報告日期所面臨的股價變動及其波幅釐定。

倘可換股債券發行人之股價上升/下降5%，而所有其他變量保持不變，本集團截至二零一五年三月三十一日止年度之稅後溢利將增加/減少4,101,000港元，乃由於本集團持有的可換股債券有關嵌入之換股權之公平值變動所致。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Market risk (Continued)

##### Price risk on conversion option embedded in convertible bonds held by the Group (Continued)

##### Sensitivity analysis (Continued)

If the volatility of share prices of the convertible bonds issuer had been 5% higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2015 would increase/decrease by HK\$5,520,000, as a result of changes in fair value of conversion option embedded in the convertible bonds held by the Group.

In management's opinion, the sensitivity analyses are unrepresentative of the inherent market risk as the pricing model used in the fair value valuation of the conversion options embedded in the convertible bonds involves multiple variables and certain variables are interdependent.

#### Credit risk

The Group's credit risk is primarily attributable to investments in convertible bonds, trade and other receivables, amounts due from non-controlling interests, former non-controlling interests and an associate, pledged bank deposits and bank balances.

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

In order to minimise the credit risk, management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, management reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, management considers that the Group's credit risk is significantly reduced.

### 6. 金融工具(續)

#### 市場風險(續)

##### 本集團持有之可換股債券有關嵌入之換股權之價格風險(續)

##### 敏感度分析(續)

倘可換股債券發行人的股價波幅上升/下降5%，而所有其他變量保持不變，本集團截至二零一五年三月三十一日止年度之稅後溢利將增加/減少5,520,000港元，乃由於本集團持有的可換股債券有關嵌入之換股權之公平值變動所致。

管理層認為，由於可換股債券有關嵌入之換股權的公平值估值所用的定價模式涉及多項變數而若干變數相互依賴，因此，敏感度分析不能反映固有市場風險。

#### 信貸風險

本集團之信貸風險主要來自可換股債券投資、貿易應收賬款及其他應收款項、應收非控股權益、前非控股權益及一間聯營公司款項、已抵押銀行存款及銀行結餘。

於二零一五年三月三十一日，本集團所面對之最大信貸風險(會因交易對方未能履行責任而令本集團承擔財政損失)為綜合財務狀況表列載之各項已確認之金融資產之賬面值。

為盡量減低信貸風險，本集團管理層已委任專責釐定信貸限額、信貸批核及其他監察程序之團隊。此外，管理層會定期審閱各個別貿易債務之可收回金額，以確保就無法收回債務確認足夠減值虧損。有鑒於此，管理層認為本集團之信貸風險已大為減低。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Credit risk (Continued)

The investments in convertible bonds as at 31 March 2015 expose the Group to concentration of credit risk. At the end of the reporting period, the Group assessed the financial position and performance of the issuer of the convertible bonds of carrying amount HK\$349,220,000 and in view of sufficient net asset and significant bank balance and cash of the issuer, the management consider the default risk on the investments in convertible bonds is not significant. The Group also has concentration of credit risk as 60% (2014: 50%) of the total trade receivables were due from the Group's major customers, which are privately owned PRC and Macau companies engaged in trading of pharmaceutical products. The directors of the Company considered that the credit risk of trade receivables is insignificant after considering the credit quality and financial ability of these customers. In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. These credit evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group will make specific provision for those balances which cannot be recovered. Normally, the Group does not obtain collateral from customers. In the opinion of the directors, the default risk of the Group is considered to be low.

With respect to credit risk arising from other receivables, amounts due from an associate, non-controlling interests and former non-controlling interests and loan to a non-controlling interest, in the opinion of the directors, no significant credit risk is expected as there is no default repayment history.

The credit risk on the Group's pledged bank deposits and bank balances is limited because the counterparties are reputable and creditworthy banks with high credit ratings assigned by international credit-rating agencies.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset at the end of the reporting period.

### 6. 金融工具(續)

#### 信貸風險(續)

於二零一五年三月三十一日之可換股債券投資令本集團信貸風險集中。於報告期末，本集團評估賬面值為349,220,000港元的可換股債券發行人之財務狀況及表現，鑒於發行人擁有充足淨資產及大量銀行結餘及現金，管理層認為可換股債券投資之違約風險並不重大。本集團信貸風險集中，因為貿易應收賬款總額中60%（二零一四年：50%）乃應收本集團之主要客戶，該等客戶為從事藥品貿易的中國及澳門私人公司。經考慮該等客戶的信貸質素及財政能力，本公司董事認為貿易應收賬款的信貸風險並不重大。就貿易應收賬款而言，對所有要求超過若干金額信貸之客戶進行獨立信貸評估。本集團訂有適當政策可確保所作銷售乃予信貸記錄良好之客戶。該等信貸評估著重評核客戶支付到期款項之過往記錄，以及目前之支付能力，並考慮客戶特定資料及有關客戶經營所在經濟環境之資料。本集團將會為該等不能收回之結餘作出特定撥備。一般而言，本集團並無向客戶收取抵押品。董事認為，本集團面對之違約風險為低。

就因其他應收款項、應收一間聯營公司、非控股權益及前非控股權益款項及向非控股權益貸款而產生之信貸風險，董事認為由於並無拖欠還款紀錄，因而預期並無重大信貸風險。

由於交易對手為國際評級機構給予高信用評級的聲譽及信譽良好之銀行，故於本集團已抵押銀行存款及銀行結餘之信貸風險有限。

最大信貸風險為於報告期末每項金融資產之賬面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash and cash equivalents to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's contractual maturity for its non-derivative financial liabilities based on the agreed repayment dates. The table includes both interest and principal cash flows.

	Weighted average effective interest rate	Less than 1 year	Between 1 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at
						31 March 2015
	加權平均實際利率	1年以內	1至5年	超過5年	未貼現現金流量總計	於二零一五年三月三十一日之賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 31 March 2015</b>						
Trade and bills payables		12,676	—	—	12,676	12,676
Accruals and other payables		58,490	—	—	58,490	58,490
Amount due to an associate		19,780	—	—	19,780	19,780
Convertible bonds	18.72	—	—	577,170	577,170	24,982
		90,946	—	577,170	668,116	115,928

### 6. 金融工具(續)

#### 流動資金風險

本集團之政策為定期監察當期及預期之流動資金需求，並確保維持足夠現金及現金等值項目，為本集團之營運撥資及降低現金流量波動之影響。

下表詳列本集團之非衍生金融負債根據協定還款日期之合約到期日。下表包括利息及本金現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Liquidity risk (Continued)

	Weighted Average effective interest rate	Less than 1 year	Between 1 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 March 2014
	加權平均 實際利率	1年以內 HK\$'000 千港元	1至5年 HK\$'000 千港元	超過5年 HK\$'000 千港元	未貼現現金 流量總計 HK\$'000 千港元	於二零一四年 三月三十一日 之賬面值 HK\$'000 千港元 (restated) (經重列)
<b>At 31 March 2014 於二零一四年 三月三十一日</b>						
Trade and bills payables 貿易應付賬款及 應付票據	—	13,036	—	—	13,036	13,036
Accruals and other payables 預提費用及其他 應付款項	—	55,814	—	—	55,814	55,814
Amounts due to non-controlling interests 應付非控股權益 款項	—	20,674	7,736	—	28,410	28,410
Amounts due to former non-controlling interests 應付前非控股 權益款項	—	—	2,514	—	2,514	2,514
Loan from a non-controlling interest 來自非控股權益 之貸款	—	—	7,520	—	7,520	7,520
Convertible bonds 可換股債券	18.72	—	—	577,170	577,170	21,044
		89,524	17,770	577,170	684,464	128,338

### 6. 金融工具(續)

#### 流動資金風險(續)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets 金融資產	Fair value as at 31 March 2015 於二零一五年三月三十一日之公平值	Fair value hierarchy 公平值架構	Valuation technique and key inputs 估值技巧及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值之關係
Conversion options embedded in investments in convertible bonds classified as financial asset at FVTPL in the consolidated statement of financial position.	Assets – HK\$78,428,000	Level 3	Binominal model  The fair value is estimated based on risk free rate for the life of the option and share price (from observable market data), expected volatility of the share price of United Gene High-Tech Group Limited ("United Gene"), expected dividend yield on the shares and exercise price.	Expected volatility of the share price of United Gene, determined by reference to the historical share price of United Gene.	The higher the volatility of the share price of United Gene, the higher the fair value. (Note)
於綜合財務狀況表內分類為按公平值計入損益的金融資產之可換股債券投資有關嵌入之換股權。	資產 – 78,428,000 港元	第3級	二項式模式  公平值乃基於期權年期之無風險利率及股價(來自可觀察市場數據)、聯合基因科技集團有限公司(「聯合基因」)股價預期波幅、股份預期股息收益率及行使價估計。	聯合基因之股價預期波幅乃經參考聯合基因歷史股價釐定。	聯合基因股價波幅越大，公平值越高。(附註)

Note: A slight increase in the expected volatility of the share price of United Gene used in valuation would result in significant increase in the fair value measurement of the conversion options embedded in investments in convertible bonds. A 5% increase in the expected volatility of the share price of United Gene holding all other variables constant would increase the carrying amount of the conversion options embedded in the convertible bonds by HK\$5,520,000.

#### 根據經常性基準按公平值計量之本集團金融資產之公平值

本集團之若干金融資產乃於報告期末按公平值計量。下表列載有關釐定該等金融資產公平值之方法(尤其是所使用之估值技巧及輸入數據)，以及根據公平值計量輸入數據之可觀察程度將公平值計量分類之公平值架構級別(第1至第3級)之資料。

附註：估值中所採用之聯合基因股價預期波幅輕微上升，將導致於可換股債券投資有關嵌入之換股權公平值計量大為增加。聯合基因股價預期波幅上升5%，而所有其他可變因素保持不變，可換股債券有關嵌入之換股權賬面值將增加5,520,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 6. Financial Instruments (Continued)

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

There is no transfer between different levels of the fair value hierarchy for the year ended 31 March 2015.

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

#### Reconciliation of Level 3 fair value measurements of derivative financial instruments included in investments in convertible bonds

		HK\$'000 千港元
As at 1 April 2014	於二零一四年四月一日	—
Fair value recognised upon acquisition	於收購時確認之公平值	136,646
Change in fair value loss in profit or loss	損益中之公平值變動虧損	(58,218)
As at 31 March 2015	於二零一五年三月三十一日	78,428

Loss from change in fair value recognised in profit or loss relates to the conversion option embedded in United Gene Bonds as defined in note 21 and is included "Other gains and losses, net".

#### Fair value measurements and valuation processes

The management of the Company is ultimately responsible for the determination of the appropriate valuation techniques and inputs for fair value measurements that the Company uses as its basis of valuations.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model and reports the findings to the board of directors of the Company every half year to explain the cause of fluctuations in the fair value of the financial instruments.

Information about the valuation techniques and inputs used in determining the fair value of the financial instruments are disclosed above.

### 6. 金融工具(續)

根據經常性基準按公平值計量之本集團金融資產之公平值(續)

截至二零一五年三月三十一日止年度，不同公平值架構級別之間概無任何轉移。

董事認為，按攤銷成本於綜合財務報表入賬之金融資產及金融負債之賬面價值與其公平值相若。

計入可換股債券投資之衍生金融工具之第三級公平值計量之對賬表

	HK\$'000 千港元
As at 1 April 2014	—
Fair value recognised upon acquisition	136,646
Change in fair value loss in profit or loss	(58,218)
As at 31 March 2015	78,428

於損益中確認之公平值變動虧損乃與聯合基因債券有關嵌入之換股權(定義見附註21)相關，並計入「其他收益及虧損淨額」。

#### 公平值計量及估值流程

本公司管理層對決定本公司用作估值基準的公平值計量之適當估值技巧及輸入數據負最終責任。

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。在並無第1級輸入數據的情況下，本集團委聘第三方合資格估值師進行估值。本公司與合資格外聘估值師緊密合作，以設立模式適用之估值技巧及輸入數據，並每半年向本公司董事會匯報結果以解釋導致金融工具公平值波動的原因。

有關釐定金融工具之公平值所用估值技巧及輸入數據的資料於上文披露。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 7. Revenue and Segment Information

Revenue for the year represents the fair value of amounts received and receivable for goods sold to outside customers, less discounts and sales-related taxes for the year, and is analysed as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Manufacturing of pharmaceutical products	製造藥品	37,288	53,752
Trading of pharmaceutical products	藥品貿易	91,545	96,921
		<b>128,833</b>	150,673

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products they provide. Each of the Group's operating segments represents a strategic business unit that offers products which are subject to risks and returns that are different from those of the other business segments. Summarised details of the reportable and operating segments are as follows:

- (a) the manufacturing segment engages in the development, manufacture and sales of pharmaceutical products;
- (b) the trading segment engages in the marketing and distribution of imported pharmaceutical products; and
- (c) the gene development segment engages in the commercial exploitation and development of genome-related technology.

An operating segment regarding oral insulin development and commercialisation was discontinued in the current year upon the disposal of Smart Ascent Limited ("Smart Ascent") and its subsidiaries ("Smart Ascent Group"). The segment information reported below does not include any amounts for the discontinued operation, which are described in more details in note 14.

### 7. 收益及分類資料

年內收益指向外界客戶出售貨品而已收及應收款項之公平值扣除年內之折扣及銷售相關稅項，分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Manufacturing of pharmaceutical products	製造藥品	37,288	53,752
Trading of pharmaceutical products	藥品貿易	91,545	96,921
		<b>128,833</b>	150,673

本集團之經營業務乃按照其業務性質及所提供之產品獨立分類及管理。本集團各經營分類乃提供產品之策略性業務單位，各經營分類之風險及回報不盡相同。可呈報經營分類之概要詳情如下：

- (a) 製造分類從事開發、製造及銷售醫藥產品；
- (b) 貿易分類從事推廣及經銷進口醫藥產品；及
- (c) 基因開發分類從事基因相關技術之商業開發及研發。

於本年度，有關口服胰島素開發及商品化之經營分類已於出售進生有限公司（「進生」）及其附屬公司（「進生集團」）後終止。下文所呈報之分類資料不包括已終止經營業務之任何金額，有關金額乃於附註14詳述。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 7. Revenue and Segment Information (Continued)

#### Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment.

#### Continuing operations

	Manufacturing 製造		Trading 貿易		Gene development 基因開發		Total 總計	
	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue								
Sales to external customers	37,288	53,752	91,545	96,921	—	—	128,833	150,673
Segment results	[33,182]	33,481	12,682	14,446	[81]	[67]	[20,581]	47,860
Unallocated other income							40,542	1,485
Unallocated other gains and losses, net							[58,218]	—
Corporate expenses							[8,417]	[9,572]
Effective interest expense on convertible bonds							[3,938]	[2,424]
Share of results of an associate							[1,534]	—
(Loss) profit before taxation							[52,146]	37,349
Taxation							[92]	[20,574]
(Loss) profit for the year							[52,238]	16,775

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment (loss) profit represents the profit earned by (loss from) each segment without allocation of interest income, effective interest income from investments in convertible bonds, other gains and losses, net, corporate expenses, share of results of an associate and effective interest expense on convertible bonds. This is the measure reported to the chief operating decision makers, being the executive and non-executive directors of the Company, for the purposes of resource allocation and performance assessment.

### 7. 收益及分類資料(續)

#### 分類收益及業績

以下為按可呈報經營分類劃分之本集團持續經營業務收益及業績分析。

#### 持續經營業務

經營分類之會計政策與附註3所述本集團之會計政策相同。分類(虧損)溢利指在並無分配利息收入、可換股債券投資之實際利息收入、其他收益及虧損淨額、企業開支、應佔一間聯營公司業績及可換股債券之實際利息開支之情況下，各分類賺取之溢利(產生之虧損)。此計量為向主要經營決策者(即本公司執行及非執行董事)呈報以用作資源分配及表現評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 7. Revenue and Segment Information (Continued)

#### Segment assets and liabilities

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

### 7. 收益及分類資料(續)

#### 分類資產及負債

以下為按可呈報經營分類劃分之本集團資產及負債分析。

	Manufacturing 製造		Trading 貿易		Gene development 基因開發		Total 總計	
	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Segment assets</b>								
<b>Continuing operations</b>								
Segment assets	237,204	253,835	105,192	106,249	6	6	342,402	360,090
Investments in convertible bonds							349,220	—
Interest in an associate							335,466	—
Corporate and other assets							111,555	48,358
Assets in relation to discontinued operation							—	311,898
<b>Total assets</b>							<b>1,138,643</b>	<b>720,346</b>
<b>Segment liabilities</b>								
<b>Continuing operations</b>								
Segment liabilities	75,620	75,276	15,134	16,623	64	50	90,818	91,949
Convertible bonds							24,982	21,044
Corporate and other liabilities							26,464	1,360
Liabilities in relation to discontinued operation							—	47,198
<b>Total liabilities</b>							<b>142,264</b>	<b>161,551</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 7. Revenue and Segment Information (Continued)

#### Segment assets and liabilities (Continued)

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

- all assets are allocated to operating segments other than investments in convertible bonds, interest in an associate and corporate and other assets ; and
- all liabilities are allocated to operating segments other than convertible bonds and corporate and other liabilities.

#### Other segment information

##### Continuing operations

	Manufacturing 製造		Trading 貿易		Gene development 基因開發		Total 總計	
	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amounts included in the measure of segment profit or loss: 計入分類溢利或虧損計量之數額:								
Depreciation and amortisation 折舊及攤銷	5,822	3,316	104	109	—	—	5,926	3,425
Allowance for bad and doubtful debts, net 呆壞賬撥備淨額	12,920	6,862	—	(177)	—	—	12,920	6,685
Impairment on loan and interest receivables 貸款及應收利息減值	—	10,747	—	—	—	—	—	10,747
Gain on disposal of property, plant and equipment 出售物業、廠房及設備之收益	—	(57,691)	—	(8)	—	—	—	(57,699)

### 7. 收益及分類資料(續)

#### 分類資產及負債(續)

就監察分類表現及於分類間分配資源而言：

- 除可換股債券投資、於一間聯營公司之權益及企業及其他資產外，所有資產均分配至經營分類；及
- 除可換股債券及企業及其他負債外，所有負債均分配至經營分類。

#### 其他分類資料

##### 持續經營業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 7. Revenue and Segment Information (Continued)

#### Geographical information

The Group's operations are located in the PRC and Malaysia.

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

### 7. 收益及分類資料(續)

#### 地理資料

本集團之業務位於中國及馬來西亞。

有關來自外間客戶之本集團持續經營業務收益之資料乃按客戶及經銷商所在地呈列。有關本集團非流動資產之資料乃按資產所在地理位置呈列。

		Revenue from external customers 來自外間客戶之收益		Non-current assets 非流動資產	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Hong Kong	香港	—	—	718	817
The PRC (excluding Hong Kong and Macau)	中國(不包括香港及澳門)	85,352	112,772	187,706	184,708
Macau	澳門	43,481	37,901	—	—
		<b>128,833</b>	150,673	<b>188,424</b>	185,525

Note: Non-current assets excluded financial instruments, intangible assets and interest in an associate.

附註：非流動資產不包括金融工具、無形資產及於一間聯營公司之權益。

#### Information about major customers

Revenue from customers of the corresponding year contributing over 10% of the total revenue are as follows:

#### 主要客戶資料

相關年度貢獻超過總收益10%客戶之收益如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Customer A	客戶甲	48,064	59,020
Customer B	客戶乙	43,481	37,901

Note: Revenue from customers A and B are generated from trading of pharmaceutical products.

附註：來自客戶甲及客戶乙之收益均由藥品貿易所產生。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 8. Other Income

### 8. 其他收入

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest income	利息收入	1,012	1,485
Interest income on loan receivable	應收貸款之利息收入	—	622
Rental income	租金收入	222	224
Sundry income	雜項收入	416	—
Effective interest income from investments in convertible bonds (note 21)	可換股債券投資之實際利息收入(附註21)	37,245	—
Imputed interest income from amount due from an associate (note 24(a))	應收一間聯營公司款項之估算利息收入(附註24(a))	1,647	—
		<b>40,542</b>	<b>2,331</b>

### 9. Other Gains and Losses, Net

### 9. 其他收益及虧損淨額

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	57,699
Change in fair value of derivatives component of investments in convertible bonds (note 21)	可換股債券投資之衍生部分之公平值變動(附註21)	(58,218)	—
Allowance for bad and doubtful debts, net (note 26)	呆壞賬撥備淨額(附註26)	(12,920)	(6,685)
Impairment on loan and interest receivables (Note)	貸款及應收利息減值(附註)	—	(10,747)
		<b>(71,138)</b>	<b>40,267</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 9. Other Gains and Losses, Net (Continued)

Note: On 16 May 2012, a subsidiary of the Company, Jilin Extrawell Changbaishan Pharmaceutical Co., Ltd. ("JECPC") entered into a loan agreement with Shanghai Longmark (the "Loan Agreement"), and pursuant to which JECPC agreed to grant an unsecured, interest-bearing loan at 6.65% per annum in the aggregate principal amount of RMB7,500,000 to Shanghai Longmark for financing its working capital requirements. The principal shall be repaid in the months of May, July and August 2014 as to the sum of RMB5,000,000, RMB1,000,000 and RMB1,500,000 respectively. Full provision was made for the outstanding loan and interest receivable during the year ended 31 March 2014.

### 9. 其他收益及虧損淨額(續)

附註：於二零一二年五月十六日，本公司附屬公司吉林精優長白山藥業有限公司（「吉林精優」）與上海龍脈訂立貸款協議（「貸款協議」），據此，吉林精優同意向上海龍脈授出一項本金總額為人民幣7,500,000元、按6.65%之年利率計息之無抵押貸款，以為上海龍脈之營運資金需求提供資金。人民幣5,000,000元、人民幣1,000,000元及人民幣1,500,000元的本金分別須於二零一四年五月、七月及八月償還。於截至二零一四年三月三十一日止年度，就未償還貸款及應收利息悉數計提撥備。

### 10. (Loss) Profit Before Taxation

The Group's (loss) profit before taxation from continuing operations has been arrived at after charging (crediting):

### 10. 除稅前(虧損)溢利

本集團持續經營業務之除稅前(虧損)溢利已扣除(計入)以下各項：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amortisation of prepaid lease payments	249	615
Depreciation of investment properties	59	59
Amortisation of intangible assets	—	136
Depreciation of property, plant and equipment	5,970	2,745
Auditor's remuneration	768	695
Cost of inventories recognised as expenses	77,776	76,706
Including: Provision for (reversal of) allowance for inventories (Note)	1,149	(439)
Operating lease charges in respect of land and buildings	1,859	2,493
Staff cost (including directors' emoluments)		
Salaries, bonus and allowances	21,189	26,590
Retirement benefits scheme contributions	2,941	3,740

Note: Allowance for inventories is reversed when the relevant inventory is utilised/sold.

附註：存貨撥備於有關存貨被動用/出售時撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 11. Taxation

### 11. 稅項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax:	即期稅項：		
Hong Kong	香港	69	110
PRC Enterprise Income Tax	中國企業所得稅	—	15,630
Other jurisdictions	其他司法權區	50	49
		<b>119</b>	<b>15,789</b>
(Over) underprovision in prior years	以往年度(超額撥備)撥備不足		
Hong Kong	香港	(20)	1
Other jurisdictions	其他司法權區	(7)	(1)
		<b>(27)</b>	<b>—</b>
PRC Land Appreciation Tax ("LAT")	中國土地增值稅(「土地增值稅」)	—	4,785
Taxation	稅項	<b>92</b>	<b>20,574</b>

Hong Kong Profits Tax has been provided at the rate of 16.5% of the estimated assessable profits for both years.

於該兩個年度，香港利得稅乃按估計應課稅溢利以稅率16.5%作出撥備。

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

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，由二零零八年一月一日起中國附屬公司之稅率為25%。

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

於其他司法權區產生之稅項乃按有關司法權區現行稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 11. Taxation (Continued)

Pursuant to the requirements of the Provisional Regulations of the PRC on LAT, and the Detailed Implementation Rules on the Provision Regulations of the PRC on LAT, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value.

The taxation for the year can be reconciled to the (loss) profit before taxation from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

### 11. 稅項(續)

根據中國土地增值稅暫行條例及中國土地增值稅暫行條例實施細則之規定，銷售或轉讓中國國有土地使用權、樓宇及其附帶的設施所得的全部收入須按上升價值以介乎30%至60%的累進稅率繳納土地增值稅。

本年度稅項與綜合損益及其他全面收益表所列之持續經營業務除稅前(虧損)溢利對賬如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
(Loss) profit before taxation from continuing operations	持續經營業務之除稅前(虧損)溢利	(52,146)	37,349
Tax at the domestic income tax rates of 25% (2014: 25%)	按本地所得稅稅率25% (二零一四年：25%)計算之稅項	(13,037)	9,337
Tax effect of expenses not deductible for tax purpose	不可扣稅之開支之稅務影響	18,230	7,805
Tax effect of income not taxable for tax purpose	不應課稅之收入之稅務影響	(10,032)	(669)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	5,129	2,199
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	2,485	535
Tax effect of share of results of an associate	應佔一間聯營公司業績之稅務影響	384	—
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	(3,040)	(3,420)
Overprovision in prior years	過往年度超額撥備	(27)	—
LAT	土地增值稅	—	4,785
Others	其他	—	2
Taxation for the year	本年度稅項	92	20,574

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 12. Directors' and Chief Executive's Emoluments

### 12. 董事及最高行政人員酬金

Name of director	董事姓名	Fee		Salaries and other benefits		Retirement benefit scheme contributions		Total	
		袍金	薪金及其他福利	退休福利計劃供款	總計				
		2015	2014	2015	2014	2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Mao Yumin (Note 1)	毛裕民(附註1)	—	40	—	340	—	—	—	380
Xie Yi	謝毅	60	40	1,316	1,054	—	—	1,376	1,094
Lou Yi	樓屹	60	40	487	363	—	—	547	403
Cheng Yong (Note 2)	程勇(附註2)	20	—	487	148	—	—	507	148
Wong Sau Kuen	王秀娟	60	40	715	865	18	15	793	920
Liu Kwok Wah (Note 3)	廖國華(附註3)	20	—	975	275	18	5	1,013	280
Fang Lin Hu	方林虎	60	40	—	—	—	—	60	40
Xue Jing Lun	薛京倫	60	40	—	—	—	—	60	40
Jin Song	金松	60	40	—	—	—	—	60	40
		400	280	3,980	3,045	36	20	4,416	3,345

Notes:

- (1) Mao Yumin resigned on 5 December 2013.
- (2) Cheng Yong was appointed on 5 December 2013.
- (3) Liu Kwok Wah was appointed on 13 December 2013.

Xie Yi is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

No emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office for both years. None of the directors has waived or agreed to waive any emoluments for both years.

附註：

- (1) 毛裕民於二零一三年十二月五日辭任。
- (2) 程勇於二零一三年十二月五日獲委任。
- (3) 廖國華於二零一三年十二月十三日獲委任。

謝毅亦為本公司最高行政人員，其上述披露酬金包括其作為最高行政人員所提供服務的酬金。

於該兩個年度內，本集團並無向任何董事支付酬金，作為加入本集團或入職時之誘勵或離職補償。於該兩個年度內，概無任何董事放棄或同意放棄收取任何酬金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 13. Employees' Emoluments

The five individuals whose emoluments were the highest in the Group for the year include four (2014: two) directors whose emoluments are shown in note 12(a). The emoluments paid to the remaining individual (2014: three and included a director appointed during the year ended 31 March 2014) for the year ended 31 March 2015 were as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Salaries and allowance	薪金及津貼	563	1,989
Retirement benefit scheme contributions	退休福利計劃供款	18	30
		<b>581</b>	<b>2,019</b>

		Number of individuals 人數	
		2015 二零一五年	2014 二零一四年
Their emoluments were within the following bands:	彼等之酬金介乎下列範圍內：		
nil to HK\$1,000,000	零至1,000,000港元	1	3

During both years, no emoluments were paid by the Group to the five highest paid individuals and directors as an inducement to join or upon joining the Group.

### 13. 僱員酬金

本集團本年度之五位最高薪酬人士包括四名(二零一四年：兩名)董事，彼等之酬金載於附註12(a)。截至二零一五年三月三十一日止年度向其餘一名(二零一四年：三名，包括一名於截至二零一四年三月三十一日止年度獲委任的董事)人士支付之酬金如下：

於該兩個年度內，本集團並無向五名最高薪人士及董事支付酬金，作為加入本集團或入職時支付之誘勵。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 14. Discontinued Operation

On 17 March 2014, Extrawell (BVI) Limited (“Extrawell (BVI)”), a wholly-owned subsidiary of the Company and Clear Rich International Limited (“Clear Rich”), a wholly-owned subsidiary of United Gene, a limited liability company incorporated in the Cayman Islands and continued in Bermuda and its shares are listed on the Main Board of the Stock Exchange, which held 19.14% (2014: 18.83%) equity interest in the Company as at 31 March 2015 and accounted for the Company as its associate, entered into a sale and purchase agreement pursuant to which Extrawell (BVI) would dispose of 51% equity interest of Smart Ascent to Clear Rich for a total consideration of HK\$780,000,000, which would be satisfied by the issuance of convertible bonds by United Gene in the principal amount of HK\$715,000,000 and cash consideration of HK\$65,000,000 (the “Disposal”). Smart Ascent Group was engaged in the research and development of oral insulin product. The Disposal was completed on 28 July 2014. The Group lost control in the Smart Ascent Group upon the completion of the Disposal and Smart Ascent became an associate of the Group. The Group’s oral insulin development and commercialisation operation is classified as discontinued operation.

### 14. 已終止經營業務

於二零一四年三月十七日，本公司之全資附屬公司Extrawell (BVI) Limited (「Extrawell (BVI)」) 與聯合基因(一間於開曼群島註冊成立及於百慕達存續之有限公司，其股份於聯交所主板上市，於二零一五年三月三十一日持有本公司之19.14%(二零一四年：18.83%) 股權並將本公司入賬為其聯營公司) 之全資附屬公司Clear Rich International Limited (「Clear Rich」) 訂立買賣協議，據此，Extrawell (BVI) 將向Clear Rich出售進生之51%股權，總代價為780,000,000港元，將由聯合基因發行本金額715,000,000港元之可換股債券及現金代價65,000,000港元支付(「出售事項」)。進生集團從事口服胰島素產品的研發。出售事項已於二零一四年七月二十八日完成。於出售事項完成時，本集團失去對進生集團之控制權，進生成為本集團之聯營公司。本集團之口服胰島素開發及商品化業務分類為已終止經營業務。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 14. Discontinued Operation (Continued)

The results from the discontinued operation for the period ended 28 July 2014 and the year ended 31 March 2014 are analysed as follows. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to present the oral insulin development and commercialisation operation as a discontinued operation.

### 14. 已終止經營業務(續)

已終止經營業務截至二零一四年七月二十八日止期間及截至二零一四年三月三十一日止年度之業績於下文分析。綜合損益及其他全面收益表之比較數字已經重列，以將口服胰島素開發及商品化業務呈列為已終止經營業務。

		For the period 1 April 2014 to 28 July 2014 二零一四年 四月一日至 二零一四年 七月二十八日 期間 HK\$'000 千港元	Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元
Other income	其他收入	—	2,000
Administrative expenses	行政費用	(719)	(1,624)
Research and development expenses	研發費用	(3,605)	(3,679)
Loss before taxation	除稅前虧損	(4,324)	(3,303)
Taxation	稅項	—	—
Loss for the year from discontinued operation	已終止經營業務之年內虧損	(4,324)	(3,303)
Gain on disposal of subsidiaries (note 37)	出售附屬公司之收益(附註37)	611,867	—
		<b>607,543</b>	(3,303)
Profit (loss) for the year attributable to:	以下人士應佔本年度溢利(虧損):		
Owners of the Company	本公司擁有人	609,645	(307)
Non-controlling interests	非控股權益	(2,102)	(2,996)
		<b>607,543</b>	(3,303)

During the year ended 31 March 2015, the oral insulin operations paid HK\$4,324,000 (2014: HK\$3,303,000) in respect of the Group's net operating cash flows. There are no cash flows from investing and financing activities.

於截至二零一五年三月三十一日止年度，就本集團之經營現金流量淨額而言，口服胰島素業務導致流出4,324,000港元(二零一四年：3,303,000港元)。投資及融資活動概無產生任何現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 15. Earnings (Loss) Per Share

#### For continuing and discontinued operations

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

#### Earnings

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	用於計算每股基本盈利之盈利 (本公司擁有人應佔本年度溢利)	565,457	13,816
Effect of dilutive potential ordinary shares: Interest on convertible bonds	具攤薄效應之潛在普通股之影響: 可換股債券利息	—	2,424
Earnings for the purpose of diluted earnings per share	用於計算每股攤薄盈利之盈利	565,457	16,240

#### Number of shares

#### 股份數目

		2015 二零一五年	2014 二零一四年
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之 普通股加權平均數	2,390,000,000	2,355,479,452
Effect of dilutive potential ordinary shares: Convertible bonds	具攤薄效應之潛在普通股之 影響: 可換股債券	—	652,321,000
		2,390,000,000	3,007,800,452

The computation of diluted earnings per share from continuing and discontinued operations for the current year does not assume the conversion of the Company's outstanding convertible bonds as their assumed conversion would decrease the loss per share from continuing operations for the current year.

計算本年度來自持續及已終止經營業務之每股攤薄盈利時並無假設本公司未轉換可換股債券被轉換，因為假如該等可換股債券被轉換會導致本年度來自持續經營業務之每股虧損減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 15. Earnings (Loss) Per Share (Continued)

#### From continuing operations

The calculation of the basic and diluted (loss) earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
(Loss) earnings figures are calculated as follows:	(虧損) 盈利數字乃按下列各項計算:		
Profit for the year attributable to the owners of the Company from continuing and discontinued operations	本公司擁有人應佔持續及已終止經營業務之本年度溢利	565,457	13,816
Less: (Profit) loss for the year from discontinued operation attributable to owners of the Company (note 14)	減: 本公司擁有人應佔已終止經營業務本年度(溢利)虧損(附註14)	(609,645)	307
(Loss) earnings for the purpose of basic earnings per share from continuing operations	用於計算持續經營業務之每股基本盈利之(虧損)盈利	(44,188)	14,123
Effect of dilutive potential ordinary shares: Interest on convertible bonds	具攤薄效應之潛在普通股之影響: 可換股債券利息	—	2,424
		(44,188)	16,547

The denominators used are the same as those detailed above for basic and diluted earnings per share from continuing and discontinued operations.

#### From discontinued operation

Basic and diluted earnings per share for the discontinued operation is HK25.51 cents per share (2014: basic and diluted loss of HK0.01 cent per share), based on the earnings for the year from discontinued operation of HK\$609,645,000 (2014: loss of HK\$307,000) and the denominators detailed above for both basic and diluted earnings per share from continuing and discontinued operations.

### 15. 每股盈利(虧損)(續)

#### 來自持續經營業務

本公司擁有人應佔持續經營業務之每股基本及攤薄(虧損)盈利乃按下列數據計算:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
(Loss) earnings figures are calculated as follows:	(虧損) 盈利數字乃按下列各項計算:		
Profit for the year attributable to the owners of the Company from continuing and discontinued operations	本公司擁有人應佔持續及已終止經營業務之本年度溢利	565,457	13,816
Less: (Profit) loss for the year from discontinued operation attributable to owners of the Company (note 14)	減: 本公司擁有人應佔已終止經營業務本年度(溢利)虧損(附註14)	(609,645)	307
(Loss) earnings for the purpose of basic earnings per share from continuing operations	用於計算持續經營業務之每股基本盈利之(虧損)盈利	(44,188)	14,123
Effect of dilutive potential ordinary shares: Interest on convertible bonds	具攤薄效應之潛在普通股之影響: 可換股債券利息	—	2,424
		(44,188)	16,547

所採用之分母與上文詳述之計算來自持續及已終止經營業務之每股基本及攤薄盈利時所採用者一致。

#### 來自已終止經營業務

根據來自已終止經營業務之本年度盈利609,645,000港元(二零一四年: 虧損307,000港元)及上文詳述之用作計算來自持續及已終止經營業務之每股基本及攤薄盈利之分母, 來自已終止經營業務之每股基本及攤薄盈利為每股25.51港仙(二零一四年: 每股基本及攤薄虧損0.01港仙)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 16. Dividends

The directors do not recommend the payment of dividend for the year ended 31 March 2015 (2014: nil).

### 16. 股息

董事不建議就截至二零一五年三月三十一日止年度派發股息(二零一四年：無)。

### 17. Investment Properties

### 17. 投資物業

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 April 2013, 31 March 2014 and 31 March 2015	於二零一三年四月一日、二零一四年三月三十一日及二零一五年三月三十一日	8,057
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>	
At 1 April 2013	於二零一三年四月一日	6,324
Charge for the year	本年度列支	59
At 31 March 2014	於二零一四年三月三十一日	6,383
Charge for the year	本年度列支	59
At 31 March 2015	於二零一五年三月三十一日	6,442
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 March 2015	於二零一五年三月三十一日	1,615
At 31 March 2014	於二零一四年三月三十一日	1,674

The above investment properties are depreciated using the straight line method, after taking into account their estimated residual value, over the lease terms of the leasehold land.

上述投資物業經考慮其估計剩餘價值後，於租賃土地之租期內以直線法折舊。

The Group's investment properties are held outside Hong Kong under medium-term lease.

本集團之投資物業以中期租約於香港境外持有。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 18. Property, Plant and Equipment

### 18. 物業、廠房及設備

		Buildings	Construction in progress	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	在建工程	廠房及 機器	傢俬、固定 裝置及設備	汽車	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>COST</b>	<b>成本</b>						
At 1 April 2013	於二零一三年 四月一日	57,867	32,509	32,736	7,043	4,839	134,994
Additions	添置	—	137,818	112	766	570	139,266
Disposals	出售	(51,902)	—	(32,071)	(2,107)	(50)	(86,130)
Transfers	轉撥	136,467	(170,327)	32,790	1,070	—	—
At 31 March 2014	於二零一四年 三月三十一日	142,432	—	33,567	6,772	5,359	188,130
Additions	添置	—	—	4,205	8	383	4,596
Exchange realignment	匯兌調整	3,454	—	850	60	126	4,490
At 31 March 2015	於二零一五年 三月三十一日	145,886	—	38,622	6,840	5,868	197,216
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>						
At 31 March 2013	於二零一三年 三月三十一日	19,655	—	27,225	5,660	4,422	56,962
Charge for the year	本年度列支	1,519	—	383	400	443	2,745
Disposals	出售	(15,719)	—	(27,403)	(1,383)	(50)	(44,555)
At 31 March 2014	於二零一四年 三月三十一日	5,455	—	205	4,677	4,815	15,152
Charge for the year	本年度列支	3,009	—	2,401	409	151	5,970
Exchange realignment	匯兌調整	18	—	5	27	114	164
At 31 March 2015	於二零一五年 三月三十一日	8,482	—	2,611	5,113	5,080	21,286
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31 March 2015	於二零一五年 三月三十一日	137,404	—	36,011	1,727	788	175,930
At 31 March 2014	於二零一四年 三月三十一日	136,977	—	33,362	2,095	544	172,978

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 18. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated at cost less their residual values over the estimated useful lives on a straight-line basis at the following rates per annum:

Buildings	Over the lease terms of the relevant leasehold land and 50 years if shorter
Plant and machinery	10% to 20%
Furniture, fixtures and equipment	10% to 30%
Motor vehicles	20%

The carrying value of buildings comprises properties located on:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Land outside Hong Kong: Medium-term leases	香港境外土地： 中期租約	137,404	136,977

For the impairment assessment on property, plant and equipment, please refer to note 20(b) for details.

### 19. Prepaid Lease Payments

The Group's interests in prepaid lease payments are analysed as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Land outside Hong Kong: Medium-term leases	香港境外土地： 中期租約	10,879	10,873

### 18. 物業、廠房及設備(續)

除在建工程外，上述物業、廠房及設備項目乃據其估計可使用年期，經扣除剩餘價值後以直線法按以下年率將其成本計提折舊：

樓宇	有關租賃土地之租期及五十年 (以較短者為準)
廠房及機器	10%至20%
傢俬、固定裝置及設備	10%至30%
汽車	20%

樓宇之賬面值包括位於以下地區之物業：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Land outside Hong Kong: Medium-term leases	137,404	136,977

有關物業、廠房及設備之減值評估詳情，請參閱附註20(b)。

### 19. 預付租賃付款

本集團之預付租賃付款權益分析如下：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Land outside Hong Kong: Medium-term leases	10,879	10,873



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 20. Intangible Assets

### 20. 無形資產

		In-process R&D 進行之 研發	Technological know-how 技術專業知識	Gene invention rights 基因發明權	Goodwill 商譽	Total 總計
		HK\$'000 千港元 (Note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note b) (附註b)	HK\$'000 千港元
<b>COST</b>	<b>成本</b>					
At 1 April 2013 and at 31 March 2014	於二零一三年四月一日及 於二零一四年三月 三十一日	284,260	11,444	95,000	1,807	392,511
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(284,260)	—	—	—	(284,260)
At 31 March 2015	於二零一五年三月 三十一日	—	11,444	95,000	1,807	108,251
<b>AMORTISATION AND IMPAIRMENT</b>	<b>攤銷及減值</b>					
At 1 April 2013	於二零一三年四月一日	—	11,308	95,000	—	106,308
Charge for the year	本年度列支	—	136	—	—	136
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日 及二零一五年三月 三十一日	—	11,444	95,000	—	106,444
<b>CARRYING VALUES</b>	<b>賬面值</b>					
At 31 March 2015	於二零一五年三月三十一日	—	—	—	1,807	1,807
At 31 March 2014	於二零一四年三月三十一日	284,260	—	—	1,807	286,067

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 20. Intangible Assets (Continued)

Notes:

- (a) Included in the In-process R&D is an amount of approximately HK\$284,260,000 as at 31 March 2014 in relation to an in-process research and development project involving the Product. The patents of an invention “a method of production of oil-phase preparation of oral insulin [一種製備口服胰島素油相製劑的方法]” in relation to the Product are under the joint names of Fosse Bio-Engineering Development Limited (“Fosse Bio”) and Tsinghua University, Beijing (“THU”) granted by State Intellectual Property Office of the PRC and United States Patent and Trademark Office of the United States of America granted on 4 August 2004 and 28 March 2006 respectively and will expire on 20 April 2021 and 12 April 2022 respectively. Fosse Bio is a subsidiary of Smart Ascent, which ceased to be a subsidiary of the Company upon completion of the Disposal on 28 July 2014. In addition, Fosse Bio and THU have entered into agreements in 1998 (the “THU Collaboration Arrangement”) in connection with the research and development of the Product. Pursuant to the THU Collaboration Arrangement, which expires in 2018, Fosse Bio would be entitled to commercialise the relevant technologies of the Product and to manufacture and sell the Product on an exclusive basis, and THU is entitled to 1.5% of Fosse Bio’s annual sales upon commercialisation of the Product. Accordingly, Fosse Bio has the exclusive right for the commercialisation of the Product for the duration of the unexpired term of the THU Collaboration Arrangement. As the In-process R&D was not available for use as at 31 March 2014, the directors of the Company has performed an impairment assessment.

The recoverable amount of the In-process R&D as at 31 March 2014 was determined based on fair value calculations. The recoverable amount was based on certain key assumptions. The fair value calculation used cash flow projections based on the expected future economic benefits attributable to the In-process R&D approved by the management covering a 10-year period and a discount rate of 21.71%. The management believed that any reasonably possible change in any of these assumptions used in the cash flow projections would not cause the carrying amount of In-process R&D to exceed the recoverable amount. Other key assumptions for fair value calculations related to the estimation of cash inflows which include budgeted sales and gross margins where such estimation is based on management’s expectations for the market development. The directors were, therefore, in the opinion that no impairment on the In-process R&D should be recognised.

### 20. 無形資產 (續)

附註：

- (a) 於二零一四年三月三十一日，進行中之研發包括為數約284,260,000港元與涉及產品的進行中之研究及開發項目有關的金額。與產品有關之發明專利「一種製備口服胰島素油相製劑的方法」乃由福仕生物工程有限（「福仕生物」）及北京清華大學（「清華大學」）聯名持有，是由中國國家知識產權局及美國國家專利及商標局分別於二零零四年八月四日及二零零六年三月二十八日授出，並將分別於二零一一年四月二十日及二零一二年四月十二日屆滿。福仕生物為進生之附屬公司，進生於二零一四年七月二十八日完成出售事項後不再為本公司附屬公司。此外，福仕生物與清華大學於一九九八年簽訂有關產品研究及開發的協議（「清華大學合作安排」）。根據清華大學合作安排（將於二零一八年屆期），福仕生物將獲獨家授權商品化產品的相關技術及生產及銷售產品；而北京清華大學有權於產品獲商品化後獲得福仕生物年銷售額的1.5%作為回報。因此，福仕生物於清華大學合作安排未屆滿期限內享有產品商品化之獨家權利。由於進行中之研發於二零一四年三月三十一日尚未可供使用，本公司董事已進行減值評估。

於二零一四年三月三十一日，進行中之研發之可收回金額乃按公平值計算法而釐定。可收回金額乃根據若干主要假設計算。公平值計算法基於管理層核准之現金流量預測（涵蓋十年期間）之進行中之研發應佔預期日後經濟利益及貼現率21.71%。管理層相信任何有關現金流量預測使用之假設可能出現之任何合理變動不會導致進行中之研發之賬面值超出其可收回金額。公平值計算法之其他主要假設與現金流入之估計有關，包括預算銷售及毛利率，有關估計乃根據管理層對市場發展之預期作出。因此，董事認為毋須就進行中之研發確認減值。

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## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 20. Intangible Assets (Continued)

Notes: (Continued)

- (b) Goodwill represents the excess of the cost of acquisition over the net fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities arising from an acquisition of additional 5.49% equity interest of Changchun Extrawell Pharmaceutical Co., Ltd. ("CEP") from a non-controlling interest in 2009. The carrying amount of goodwill was allocated to the cash-generating units ("CGU") of the Group's operations related to manufacturing of pharmaceutical products.

The new factory in Changchun was undergoing good manufacturing practice certification works and normal production was resumed in early 2015. As a result, sales of self-manufactured pharmaceutical products were decreased and a loss was incurred during the year ended 31 March 2015. Accordingly, the management conducted an impairment assessment of the non-current assets in the segment. For the purpose of impairment testing, goodwill of HK\$1,807,000 and property, plant and equipment and prepaid lease payment of HK\$173,570,000 and HK\$10,082,000 respectively related to manufacturing of pharmaceutical products were allocated to the CGU. A CGU is considered to be impaired when its recoverable amount declines below its carrying amount. The recoverable amount is the higher of value in use and fair value less costs of disposal.

The recoverable amount of the relevant CGU has been determined on the basis of value in use calculations. The recoverable amount was based on certain similar key assumptions. The value in use calculation used cash flow projections based on financial budgets approved by management covering a five-year period and at a discount rate of 15.08%. The cash flows beyond the five-year period are extrapolated using a steady 2.5% growth rate. The growth rate is based on the relevant industry growth forecasts and average long-term growth rate for the relevant industry. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and revenue during the budget period which had been determined based on past performance and management's expectations for the market development. The directors are of the opinion that no impairment provision is required on goodwill, property, plant and equipment and prepaid lease payment for the current or prior year.

### 20. 無形資產(續)

附註：(續)

- (b) 商譽指於二零零九年另外收購非控股權益於長春精優藥業股份有限公司(「長春精優」)之5.49%股本權益產生之收購成本超出本集團應佔可識別資產、負債及或有負債公平淨值之金額。商譽之賬面值已分配至本集團有關製造藥品之營運之現金產生單位(「現金產生單位」)。

位於長春之新廠房正進行藥品生產質量管理規範認證工作，並已於二零一五年年初恢復正常生產。故此，於截至二零一五年三月三十一日止年度，自產藥品之銷售額有所減少並產生虧損。因此，管理層已對分部之非流動資產進行減值評估。就減值測試而言，與生產藥品有關的商譽1,807,000港元及物業、廠房及設備以及預付租賃付款分別173,570,000港元及10,082,000港元已分配至現金產生單位。倘現金產生單位之可收回金額下跌至低於其賬面值，則現金產生單位被視為減值。可收回金額為使用價值與公平值減出售成本兩者中之較高值。

相關現金產生單位之可收回金額已按使用價值計算釐定。可收回金額乃基於若干類似主要假設。使用價值計算利用基於管理層核准之財政預算(涵蓋五年期間)之現金流量預測及15.08%之貼現率。五年期以外之現金流量使用2.5%的穩定增長率推算。增長率之基礎為有關行業之增長預測及有關行業之平均長期增長率。使用價值計算之主要假設為基於過往業績表現及管理層對市場發展而釐定之有關於預算期間之貼現率、增長率及預算毛利率及收入。董事認為本年度或上一年度毋須為商譽、物業、廠房及設備以及預付租賃付款作出減值撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 21. Investments in Convertible Bonds

On 28 July 2014, the Group completed the Disposal with details as set out in note 14 and received consideration with fair value of HK\$435,193,000 comprising (i) cash payment of HK\$65,000,000; and (ii) convertible bonds issued by United Gene on 28 July 2014 with principal amount of HK\$715,000,000 (the "United Gene Bonds") and fair value of HK\$370,193,000.

The United Gene Bonds bear interest at 3.5% per annum payable in arrears annually with maturity on the 7th anniversary of the date of issue of the United Gene Bonds (the "Maturity Date"). The Group has the right to convert the United Gene Bonds into shares of United Gene at any time from the date of issue to the Maturity Date at an initial conversion price of HK\$2.5 per share.

The fair values of the United Gene Bonds and its components on initial recognition and of the derivative component as at 31 March 2015 are determined based on the valuation conducted by an independent professional valuer. The methods and assumptions applied for the valuation of the United Gene Bonds and its components are set out as below:

### 21. 可換股債券投資

於二零一四年七月二十八日，本集團完成出售事項（詳情載於附註14），並收取公平值為435,193,000港元之代價，當中包括(i)現金付款65,000,000港元；及(ii)於二零一四年七月二十八日由聯合基因發行本金額為715,000,000港元之可換股債券（「聯合基因債券」）而公平值為370,193,000港元。

聯合基因債券附帶年利率3.5%每年支付之利息，到期日為聯合基因債券發行日期後第7週年（「到期日」）。本集團擁有於發行日期至到期日之任何時候將聯合基因債券按初步換股價每股2.5港元轉換為聯合基因股份之權利。

聯合基因債券及其於初始確認時之組成部分以及衍生工具部分於二零一五年三月三十一日之公平值乃基於獨立專業估值師進行之估值而釐定。對聯合基因債券及其組成部分進行估值所應用之方法及假設載列如下：

		Debt component	Derivative component 衍生工具	Total 總計
		債務部分 HK\$'000 千港元	部分 HK\$'000 千港元	總計 HK\$'000 千港元
At acquisition date	於獲取日期	233,547	136,646	370,193
Effective interest income (note 8)	實際利息收入(附註8)	37,245	—	37,245
Change in fair value (note 9)	公平值變動(附註9)	—	(58,218)	(58,218)
At 31 March 2015	於二零一五年三月三十一日	270,792	78,428	349,220

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 21. Investments in Convertible Bonds (Continued)

The fair value of debt component of the United Gene Bonds on initial recognition is determined using the prevailing market interest rate of similar non-convertible debts and is carried at amortised cost subsequently. The effective interest rate is 24.67%. The fair value of the derivative component, which is the embedded conversion option in the United Gene Bonds is calculated using the Binomial Model. The inputs into the model at the respective dates are as follows:

### 21. 可換股債券投資(續)

聯合基因債券債務部分於初始確認時之公平值乃按類似不可轉換債務的現行市場利率釐定並隨後按攤銷成本列賬。實際利率為24.67%。衍生工具部分(聯合基因債券的嵌入換股權)之公平值以二項式模式計算。該模式於各日期所用輸入數據如下：

		31 March 2015 二零一五年 三月三十一日	28 July 2014 二零一四年 七月二十八日
Stock price (HK\$)	股份價格(港元)	1.00	1.27
Exercise price (HK\$)	行使價(港元)	2.50	2.50
Discount rate	貼現率	24.08%	24.67%
Risk free rate (Note a)	無風險利率(附註a)	1.215%	1.632%
Expected volatility (Note b)	預期波幅(附註b)	76.494%	80.035%
Expected dividend yield (Note c)	預期股息率(附註c)	0%	0%
Option life (Years)	期權期限(年期)	6.3	7.0

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of United Gene for the period from 18 July 2008 up to the date of issuance of United Gene Bonds or up to the end of the reporting date.
- (c) Estimated with reference to the historical dividend payout of United Gene.

附註：

- (a) 該利率乃參考於估值日期香港政府債券及庫券的孳息率釐定。
- (b) 基於二零零八年七月十八日至聯合基因債券發行日期或直至報告期末止期間聯合基因的過往價格波幅。
- (c) 參考聯合基因的過往股息派付估計。

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## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 22. Available-For-Sale Investments

On 13 January 2012, JECP, a wholly-owned subsidiary of the Company subscribed for Renminbi (“RMB”) 2,500,000 of the registered capital of Shanghai Longmark by way of capital injection. Shanghai Longmark is a company established in China and engaged in provision of health care management services. The subscription was completed in April 2012, and the enlarged registered capital of RMB12,500,000 of Shanghai Longmark was owned as to 20% by JECP and 80% by United Gene HealthCare Limited, Shanghai (“Shanghai United Gene”), which subsequently transferred its 80% interest in Shanghai Longmark to 東龍脈(上海)健康管理服務有限公司 (“東龍脈”) in December 2012. Both Shanghai United Gene and 東龍脈 are indirect wholly-owned subsidiaries of United Gene. Shanghai Longmark was accounted for as an associate of the Group upon the completion of subscription.

On 25 April 2013, JECP entered into a capital injection and subscription agreement with 東龍脈 and Xie Yi, a shareholder and director of the Company, in which Xie Yi agreed to subscribe for RMB7,490,000 (the “Subscription”) of the registered capital of Shanghai Longmark. The Subscription was completed in August 2013, and the registered capital of Shanghai Longmark increased from RMB12,500,000 to RMB19,990,000. Accordingly, the Company’s equity interest of Shanghai Longmark was diluted from 20% to 12.51%, and the respective shareholding of 東龍脈 and Xie Yi in Shanghai Longmark was 50.02% and 37.47% respectively. As a result of dilution, the Group considered it was no longer in a position to exercise significant influence over Shanghai Longmark and Shanghai Longmark ceased to be an associate of the Group. Shanghai Longmark is accounted for as unlisted available-for-sale investments as the Group has the intention to hold the investment for a continuing strategic and long-term purpose and is measured at cost less impairment. The investment cost was reduced to zero in prior years by share of loss of Shanghai Longmark.

### 22. 可供出售投資

於二零一二年一月十三日，本公司之全資附屬公司吉林精優以注資方式認購人民幣（「人民幣」）2,500,000元之上海龍脈的註冊資本。上海龍脈為一家於中國成立，並從事提供健康管理服務的公司。認購事項於二零一二年四月完成，上海龍脈之經擴大註冊資本人民幣12,500,000元分別由吉林精優擁有20%及聯合基因（上海）健康管理服務有限公司（「上海聯合基因」）擁有80%，上海聯合基因其後於二零一二年十二月轉讓其於上海龍脈80%的權益至東龍脈（上海）健康管理服務有限公司（「東龍脈」）。上海聯合基因及東龍脈均為聯合基因的間接全資附屬公司。於認購事項完成後，上海龍脈以本集團的聯營公司入賬。

於二零一三年四月二十五日，吉林精優與東龍脈及本公司股東兼董事謝毅訂立注資及認購協議，據此，謝毅同意認購上海龍脈的註冊資本人民幣7,490,000元（「認購事項」）。認購事項已於二零一三年八月完成，故上海龍脈的註冊資本由人民幣12,500,000元增加至人民幣19,990,000元。因此，本公司於上海龍脈的股權由20%攤薄至12.51%，而東龍脈及謝毅於上海龍脈的各自股權分別為50.02%及37.47%。由於股權攤薄，本集團認為其對上海龍脈不再具有重大影響力，而上海龍脈不再為本集團聯營公司。上海龍脈入賬為非上市可供出售投資，原因是本集團擬以持續策略及長期持有投資且非上市可供出售投資乃按成本減去減值計算。投資成本因分攤上海龍脈的虧損而於過往年度調減至零。



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## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 23. Interest in an Associate

### 23. 於一間聯營公司之權益

		HK\$'000 千港元
Cost of investment in associate, unlisted (Note)	於一間聯營公司之投資成本，非上市(附註)	337,000
Share of post-acquisition losses and other comprehensive expense	應佔收購後虧損及其他全面開支	(1,534)
		335,466

Note: This represents the fair value as at 28 July 2014 of the 49% equity interest in Smart Ascent as retained by the Group upon completion of the Disposal.

附註：此乃指完成出售事項時本集團所保留進生之49%股權於二零一四年七月二十八日之公平值。

As at 31 March 2015, in view of the nature of the In-process R&D owned by the Smart Ascent Group, the directors of the Company have performed impairment assessments on the interest in the associate. The recoverable amount of the associate is determined based on share of the estimated fair value of the In-process R&D. Based on the assessment, the recoverable amount of Group's interest in an associate is estimated to be higher than the carrying amount and no impairment is considered necessary as at 31 March 2015.

於二零一五年三月三十一日，鑒於進生所擁有進行中之研發的性質，本公司董事已就於聯營公司之權益進行減值評估。聯營公司之可收回金額乃根據應佔進行中之研發的估計公平值釐定。根據有關評估，於二零一五年三月三十一日，本集團於一間聯營公司之權益的可收回金額估計高於有關賬面值，並認為毋須作出減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 23. Interest in an Associate (Continued)

On completion of the Disposal, Smart Ascent ceased to be a subsidiary of the Company and the assets, liabilities and financial results of the Smart Ascent Group were no longer consolidated into the consolidated financial statements. Details of the Smart Ascent Group at the end of the reporting period are as follows:

### 23. 於一間聯營公司之權益(續)

完成出售事項時，進生不再為本公司之附屬公司，而進生集團之資產、負債及財務業績不再綜合至綜合財務報表。進生集團於報告期末之詳情如下：

Name of associate	Place of incorporation/ operations	Class of shares held	Proportion of voting power held by the Group/Smart Ascent 本集團/進生所持投票權比例	Proportion of nominal value of issued capital held by the Group/Smart Ascent 本集團/進生所持已發行股本面值比例	Principal activities
聯營公司名稱	註冊成立/ 營運地點	所持股份類別			主要業務
Smart Ascent 進生	Hong Kong 香港	Ordinary 普通	49%	49%	Investment holding 投資控股
<b>Subsidiaries of Smart Ascent</b> 進生之附屬公司					
Fosse Bio	Hong Kong/The PRC	Ordinary	51%	51%	Development and commercialisation of oral insulin products 開發及商品化口服胰島素產品
福仕生物	香港/中國	普通			
Welly Surplus Development Limited ("Welly Surplus") 瑞盈發展有限公司(「瑞盈」)	Hong Kong 香港	Ordinary 普通	51%	51%	Inactive 暫無業務
Nation Joy Industries Limited ("Nation Joy") 國悅實業有限公司(「國悅」)	British Virgin Islands ("BVI") 英屬處女群島(「英屬處女群島」)	Ordinary 普通	100%	100%	Inactive 暫無業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 23. Interest in an Associate (Continued)

The summarised consolidated financial information below represents amounts shown in the Smart Ascent Group's consolidated financial statements prepared in accordance with HKFRSs.

### 23. 於一間聯營公司之權益(續)

下列綜合財務資料概要為根據香港財務報告準則編製之進生集團綜合財務報表所列之金額。

		As at 31 March 2015 於二零一五年 三月三十一日 HK\$'000 千港元
Current assets	流動資產	8,599
Non-current assets	非流動資產	298,195
Current liabilities	流動負債	(69,682)
Non-current liabilities	非流動負債	(3,557)
Non-controlling interests	非控股權益	(118,965)
Non-current assets include the following: Intangible assets	非流動資產包括以下各項: 無形資產	284,260
		For the period 28 July 2014 to 31 March 2015 二零一四年七月 二十八日至 二零一五年 三月三十一日 期間 HK\$'000 千港元
Revenue	收益	—
Loss and total comprehensive expenses for the period	本期間虧損及全面開支總額	(3,131)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 23. Interest in an Associate (Continued)

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

### 23. 於一間聯營公司之權益(續)

上述綜合財務資料概要與綜合財務報表內所確認之於進生之權益的賬面值之對賬如下：

		As at 31 March 2015 於二零一五年 三月三十一日 HK\$'000 千港元
Net assets of the Smart Ascent Group attributable to owners of Smart Ascent	進生擁有人應佔進生集團資產淨值	114,590
Proportion of the Group's ownership interest in Smart Ascent	本集團於進生之所有權權益比例	49%
Carrying amount of the Group's interest in Smart Ascent as an associate	本集團於進生(作為一間聯營公司)之權益之賬面值	56,149
Adjustment for remeasurment to fair value of the assets of the Smart Ascent Group	進生集團資產公平值之重估調整	279,317
		<b>335,466</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 24. Amounts Due from an Associate, Non-Controlling Interests and Former Non-Controlling Interests and Loan to a Non-Controlling Interest

### 24. 應收一間聯營公司、非控股權益及前非控股權益之款項及向非控股權益貸款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amount due from an associate Smart Ascent (Note a)	應收一間聯營公司款項 進生(附註a)	10,108	—
Amounts due from non-controlling interests Fordnew Industrial Limited ("Fordnew") (Notes b, c and e)	應收非控股權益款項 福聯實業有限公司(「福聯」) (附註b、c及e)	—	4,100
Groupmark Investment Group Limited (Notes b, c and e)	Groupmark Investment Group Limited (附註b、c及e)	—	1,167
		—	5,267
Amounts due from former non-controlling interests	應收前非控股權益款項		
Zheng Chang Xue (Notes b, c and e)	鄭昌學(附註b、c及e)	—	1,150
Hou Shi Chang (Notes b, c and e)	侯世昌(附註b、c及e)	—	203
Feel So Good Limited (Notes b, c and e)	Feel So Good Limited (附註b、c及e)	—	338
		—	1,691
Loan to a non-controlling interest Fordnew (Note d)	向非控股權益貸款 福聯(附註d)	—	7,790

Notes:

(a) As at 31 March 2015, amount due from an associate is unsecured and interest-free. Principal amount of HK\$41,941,000 is expected to be repaid after 6 years from 28 July 2014. Accordingly, the balance is classified as non-current. Such non-current interest-free amount due from an associate is recognised at its fair value of HK\$8,455,000 upon the disposal of Smart Ascent at an effective interest rate of 26.99% per annum. During the year ended 31 March 2015, interest income of HK\$1,647,000 is credited to profit or loss.

附註：

(a) 於二零一五年三月三十一日，應收一間聯營公司款項為無抵押及免息。本金額41,941,000港元預期將於二零一四年七月二十八日起計六年後償還。因此，有關結餘被分類為非流動。有關應收一間聯營公司之非流動免息款項於出售進生時按其公平值8,455,000港元確認，實際年利率為26.99%。於截至二零一五年三月三十一日止年度，利息收入1,647,000港元已計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 24. Amounts Due from an Associate, Non-Controlling Interests and Former Non-Controlling Interests and Loan to a Non-Controlling Interest (Continued)

Notes: (Continued)

(b) The amounts due are unsecured, interest-free and are expected to be repaid more than twelve months from the end of reporting period and therefore classified as non-current assets.

(c) The amounts represent outstanding contributions' receivable from non-controlling interests and former non-controlling interests of Fosse Bio which made calls from its shareholders to contribute based on their respective equity interests in the company in respect of working capital and operation funds for the further clinical trial of the oral insulin project. The aggregate contribution calls in relation thereof are recorded as amounts due from non-controlling interests and former non-controlling interests in note 32. The amounts due from non-controlling interests and former non-controlling interests were respectively HK\$5,522,000 and HK\$1,691,000 at the date of Disposal on 28 July 2014.

(d) This represents a loan made by Smart Ascent to Fordnew pursuant to the loan agreement dated 25 May 2011. The loan is unsecured and non-interest bearing. Details of the loan are disclosed in note 32(c) and note 40 to these consolidated financial statements.

On 7 April 2014, Fordnew made a drawdown notice amounting to about HK\$3,059,000, and prior to the completion of Disposal on 28 July 2014, the aggregate utilised and unutilised balances were respectively HK\$10,849,000 (31 March 2014: HK\$7,790,000) and HK\$19,151,000 (31 March 2014: HK\$22,210,000).

(e) During the year ended 31 March 2014, Zheng Chang Xue, Hou Shi Chang and Feel So Good Limited transferred their respective entire equity interests in Fosse Bio to Groupmark Investment Group Limited.

### 24. 應收一間聯營公司、非控股權益及前非控股權益之款項及向非控股權益貸款(續)

附註：(續)

(b) 該等應收款項為無抵押、免息及預期將於報告期末起計超過十二個月內償還，故分類為非流動資產。

(c) 該等款項指應收福仕生物之非控股權益及前非控股權益之未付注資。福仕生物向其股東作出催繳，以按照彼等各自於該公司之股本權益，就口服胰島素項目之進一步臨床測試之營運資金及經營資金注資。有關注資催繳總額已入賬列為附註32之應收非控股權益及前非控股權益款項。於二零一四年七月二十八日出售日期，應收非控股權益及前非控股權益款項分別為5,522,000港元及1,691,000港元。

(d) 此乃指進生根據日期為二零一一年五月二十五日之貸款協議向福聯授出之貸款。該貸款為無抵押及免息。貸款詳情於此等綜合財務報表附註32(c)及附註40內披露。

於二零一四年四月七日，福聯就約3,059,000港元之款項發出提取通知，於二零一四年七月二十八日完成出售事項前，已動用及尚未動用結餘總額分別為10,849,000港元(二零一四年三月三十一日：7,790,000港元)及19,151,000港元(二零一四年三月三十一日：22,210,000港元)。

(e) 於截至二零一四年三月三十一日止年度，鄭昌學、侯世昌及Feel So Good Limited向Groupmark Investment Group Limited轉讓彼等各自於福仕生物的全部股本權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 25. Inventories

### 25. 存貨

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Raw materials	原材料	2,839	2,400
Work in progress	在製品	1,847	730
Finished goods	製成品	12,364	6,095
		<b>17,050</b>	9,225

### 26. Trade Receivables

### 26. 貿易應收賬款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade receivables	貿易應收賬款	84,313	96,414
Less: allowance for bad and doubtful debts	減：呆壞賬撥備	(26,745)	(26,860)
		<b>57,568</b>	69,554

The Group's trading terms with its customers are mainly based on credit, except for new customers, where payment in advance is normally required. The credit period is generally ranging from 120 to 180 days, extending up to one year for some major customers.

本集團客戶之貿易條款主要為賒銷，惟新客戶一般需要預先付款。一般情況下，客戶可獲得為期120日至180日之信貸期，而若干主要客戶可延期至最多一年。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 26. Trade Receivables (Continued)

The following is an aged analysis of trade receivables, net of allowance for bad and doubtful debts presented based on the date of delivery of goods which approximated the respective dates on which revenue was recognised.

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0-90 days	0-90日	21,183	31,238
91-180 days	91-180日	19,332	30,219
181-365 days	181-365日	17,023	8,097
Over 365 days	365日以上	30	—
		<b>57,568</b>	69,554

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$17,053,000 (2014: HK\$8,097,000) which are past due as at the reporting date for which the Group has not provided for impairment loss.

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

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0-180 days	0-180日	17,023	8,097
Over 180 days	180日以上	30	—
		<b>17,053</b>	8,097

### 26. 貿易應收賬款(續)

以下為貿易應收賬款的賬齡分析，已扣除呆壞賬撥備，並根據貨品交付日期(與收入確認的各個日期相若)呈列。

本集團貿易應收賬款中賬面值合共為17,053,000港元(二零一四年：8,097,000港元)的應收賬款於報告日期已逾期，而本集團尚未就此作出減值虧損撥備。

#### 已逾期但未減值之貿易應收賬款賬齡

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 26. Trade Receivables (Continued)

The movements of allowance for bad and doubtful debts are as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At 1 April	於四月一日	26,860	20,175
Exchange realignment	匯兌調整	680	—
Allowance for bad and doubtful debts, net	呆壞賬撥備淨額	12,920	6,685
Amounts written off as uncollectible	撇銷作不可收回款項	(13,715)	—
At 31 March	於三月三十一日	26,745	26,860

### 26. 貿易應收賬款(續)

呆壞賬撥備變動如下：

### 27. Deposits, Prepayments and Other Receivables

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Deposits	按金	719	2,564
Other receivables	其他應收款項	4,252	10,456
Other receivables due from a PRC government authority (Note)	其他應收中國政府機關之款項 (附註)	—	10,632
Prepayments	預付款項	1,831	8,060
		6,802	31,712

### 27. 按金、預付款項及其他應收款項

Note: The amount represented the balance of sales proceeds due from 長春經濟技術開發區土地收購儲備中心, a PRC government authority, pursuant to an agreement for early termination of the land use right of factory premises held by CEP. The amount was fully settled during the year ended 31 March 2015.

附註：該款項指根據提早終止長春精優所持廠房物業土地使用權的協議應收中國政府機關長春經濟技術開發區土地收購儲備中心的出售所得款項結餘。該款項已於截至二零一五年三月三十一日止年度悉數結清。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 28. Pledged Bank Deposits

Pledged bank deposits represent deposits pledged to a bank to secure short-term banking facilities granted to the Group and are therefore classified as current assets. The pledged bank deposits carry variable interest rates ranging from 0.5% to 0.75% (2014: 0.45% to 0.75%) per annum.

### 29. Bank Balances and Cash

Bank balances carry variable interest rates of 0.001% to 2.7% (2014: 0.01% to 2.9%) per annum. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 30. Trade and Bills Payables

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period.

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0-90 days	0-90日	9,680	10,326
91-180 days	91-180日	2,459	2,640
181-365 days	181-365日	495	8
1-2 years	1-2年	42	15
Over 2 years	2年以上	—	47
		<b>12,676</b>	13,036

### 28. 已抵押銀行存款

已抵押銀行存款指抵押予銀行以作為本集團獲授之短期銀行授信額度的擔保之存款，故分類為流動資產。已抵押銀行存款按浮動利率介乎每年0.5%至0.75%（二零一四年：0.45%至0.75%）計息。

### 29. 銀行結餘及現金

銀行結餘按浮動利率每年0.001%至2.7%（二零一四年：0.01%至2.9%）計息。人民幣兌換為外幣須遵守中國之外匯管理條例以及結匯、售匯及付匯管理規定。

### 30. 貿易應付賬款及應付票據

以下為於報告期末根據發票日期呈列之貿易應付賬款及應付票據賬齡分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 31. Accruals and Other Payables

### 31. 預提費用及其他應付款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
Payable for acquisition of property, plant and equipment	收購物業、廠房及設備之應付款項	39,296	41,145
Accrued marketing and promotion expenses	應計營銷及推廣開支	6,920	5,135
Accrued rental expenses	應計租金開支	881	765
Accrued staff costs	應計員工成本	5,378	2,978
Other tax payable	其他應付稅項	10,705	12,176
Others	其他	2,954	5,791
		<b>66,134</b>	67,990

### 32. Amounts Due to an Associate, Non-Controlling Interests and Former Non-Controlling Interests and Loan from a Non-Controlling Interest

### 32. 應付一間聯營公司、非控股權益及前非控股權益款項及來自非控股權益之貸款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amount due to an associate Smart Ascent (Note a)	應付一間聯營公司款項 進生(附註a)	19,780	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 32. Amounts Due to an Associate, Non-Controlling Interests and Former Non-Controlling Interests and Loan from a Non-Controlling Interest (Continued)

### 32. 應付一間聯營公司、非控股權益及前非控股權益款項及來自非控股權益之貸款(續)

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amounts due to non-controlling interests	應付非控股權益款項		
Current portion:	流動部分：		
Fordnew (Note a)	福聯(附註a)	—	20,674
Non-current portion:	非流動部分：		
Fordnew (Note b)	福聯(附註b)	—	6,048
Groupmark Investment Group Limited (Note b)	Groupmark Investment Group Limited (附註b)	—	1,688
		—	7,736
Amounts due to former non-controlling interests	應付前非控股權益款項		
Zheng Chang Xue (Note b)	鄭昌學(附註b)	—	1,709
Hou Shi Chang (Note b)	侯世昌(附註b)	—	302
Feel So Good Limited (Note b)	Feel So Good Limited (附註b)	—	503
		—	2,514
Loan from a non-controlling interest	來自非控股權益之貸款		
Fordnew (Note c)	福聯(附註c)	—	7,520

Notes:

- (a) The amounts are unsecured, interest-free and have no fixed terms of repayment.
- (b) The amounts represent contributions made by non-controlling interests of Fosse Bio in respect of working capital and operation funds for the further clinical trial of the oral insulin project, and the corresponding outstanding contributions receivable from them are recorded as amounts due from non-controlling interests in note 24. The amounts due to non-controlling interests and former non-controlling interests were respectively HK\$7,991,000 and HK\$2,514,000 at the date of Disposal on 28 July 2014.
- (c) This represents a loan made by Fordnew to Fosse Bio pursuant to the loan agreement entered into between Smart Ascent and Fordnew on 25 May 2011. The loan is unsecured and non-interest bearing. Details of the loan are disclosed in note 24(d) and note 40 to these consolidated financial statements.

附註：

- (a) 該款項為無抵押、免息及無固定還款期。
- (b) 該款項指福仕生物之非控股權益就口服胰島素項目之進一步臨床測試之營運資金及經營資金注資，相關應收非控股權益之未付注資已入賬列為附註24之應收非控股權益款項。出售事項於二零一四年七月二十八日當日，應付非控股權益及前非控股權益款項分別為7,991,000港元及2,514,000港元。
- (c) 指福聯根據由進生與福聯於二零一一年五月二十五日訂立之貸款協議授予福仕生物之貸款。該貸款為無抵押及免息。貸款詳情於此等綜合財務報表附註24(d)及附註40內披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 33. Deferred Tax Liabilities

The deferred tax liabilities recognised arose from the accelerated tax depreciation.

At the end of the reporting period, the Group has unused tax losses arising in Hong Kong and the PRC of approximately HK\$6,223,000 (2014: HK\$6,223,000) and HK\$16,495,000 (2014: HK\$6,557,000) respectively available to offset against future taxable profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Tax losses arising in Hong Kong may be carried forward indefinitely. Tax losses arising in the PRC will expire in 5 years from the year of origination.

### 34. Convertible Bonds

As disclosed in note 38, on 16 July 2013, the Company issued zero-coupon convertible bonds (the "Convertible Bonds") with principal amount in aggregate of HK\$641,300,000 at the conversion price of HK\$0.6413 for each new share of the Company, which, if fully converted, is equivalent to 1,000,000,000 new shares of the Company to Mr. Ong Cheng Heang ("Mr. Ong") and Mr. Mao Yumin (Mr. Mao), each of principal amount of HK\$320,650,000. Mr. Ong was the non-controlling shareholder and director of Smart Ascent prior to the completion of acquisition of the remaining 49% interest in Smart Ascent by the Group ("Acquisition") and Mr. Mao was a director of the Company until 5 December 2013, and is a shareholder of the Company during the current year and prior year.

The Convertible Bonds are convertible at the option of the bondholders into ordinary shares of the Company at a conversion price of HK\$0.6413 per ordinary share on or before the seventh business day prior to the maturity date of 16 July 2033, subject to anti-dilutive clauses.

### 33. 遞延稅項負債

已確認遞延稅項負債乃由於加速稅項折舊產生。

於報告期末，本集團於香港及中國產生並可供抵銷未來應課稅溢利之未動用稅務虧損分別約為6,223,000港元(二零一四年：6,223,000港元)及16,495,000港元(二零一四年：6,557,000港元)。由於未來溢利趨勢不可預測，因此並無確認遞延稅項資產。於香港產生之稅務虧損可無限期結轉。於中國產生之稅務虧損將自產生之年起計5年內到期。

### 34. 可換股債券

誠如附註38所披露，於二零一三年七月十六日，本公司發行本金總額641,300,000港元之零息可換股債券(「可換股債券」)，換股價為每股本公司新股份0.6413港元，於悉數兌換後相當於1,000,000,000股本公司新股份，可換股債券乃分別發行予Ong Cheng Heang先生(「Ong先生」)及毛裕民先生(「毛先生」)，各人分別獲發行本金額320,650,000港元。於本集團完成收購進生之剩餘49%權益(「收購事項」)前，Ong先生為進生之非控股股東及董事，而毛先生曾擔任本公司董事直至二零一三年十二月五日為止並於本年度及上年度為本公司股東。

債券持有人可選擇於到期日二零一三年七月十六日前第七個營業日或之前按換股價每股普通股0.6413港元將可換股債券兌換為本公司之普通股，惟須受反攤薄條款規限。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 34. Convertible Bonds (Continued)

The Convertible Bonds are issued in HK\$. The fair value of the liability component of the Convertible Bonds issued by the Company on 16 July 2013 was HK\$20,712,000, which has been determined by the discounted cashflow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The effective interest rate is 18.72%. The fair value of the conversion option of HK\$569,288,000 classified as equity component for the Convertible Bonds was calculated using the Binomial Model. The inputs into the model were as follows:

Stock price (HK\$)	股價(港元)	0.59
Exercise price (HK\$)	行使價(港元)	0.6413
Discount rate	貼現率	18.72%
Risk free rate (Note a)	無風險利率(附註a)	2.63%
Expected volatility (Note b)	預期波幅(附註b)	66.55%
Expected dividend yield (Note c)	預期股息收益率(附註c)	0%
Option life (Years)	期權期限(年期)	20

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of the Company for the period from 24 December 2009 up to the date of issuance of Convertible Bonds.
- (c) Estimated with reference to the historical dividend payout of the Company.

On 5 August 2013, Convertible Bonds with principal amount of HK\$64,130,000 was converted into 100,000,000 ordinary shares of the Company at the conversion price of HK\$0.6413 per ordinary share.

### 34. 可換股債券(續)

可換股債券乃以港元發行。本公司於二零一三年七月十六日發行之可換股債券負債部分之公平值為20,712,000港元，其乃採用類似非可換股債券之現行市場利率並經考慮本公司之信貸風險以貼現現金流量法釐定。實際利率為18.72%。分類為可換股債券權益部分之換股權之公平值569,288,000港元乃採用二項式模式計算。該模式輸入數據如下：

**Date of issuance**  
**16 July 2013**  
發行日期  
二零一三年七月十六日

附註：

- (a) 該利率乃參考於估值日期香港政府債券及庫券的孳息率釐定。
- (b) 基於二零零九年十二月二十四日至可換股債券發行日期期間本公司的過往價格波幅。
- (c) 參考本公司的過往股息派付而估計。

於二零一三年八月五日，本金額為64,130,000港元之可換股債券按換股價每股普通股0.6413港元轉換為100,000,000股本公司普通股。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 34. Convertible Bonds (Continued)

Movements of the liability component of the Convertible Bonds are set out below:

### 34. 可換股債券(續)

可換股債券負債部分變動載列如下：

		<b>Principal amount</b>	<b>Carrying amount</b>
		本金額	賬面值
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(經重列)
At 1 April 2013	於二零一三年四月一日	—	—
Issue of the Convertible Bonds	發行可換股債券	641,300	20,712
Conversion to ordinary shares	轉換為普通股	(64,130)	(2,092)
Interest charge	利息支出	—	2,424
At 31 March 2014	於二零一四年三月三十一日	577,170	21,044
Interest charge	利息支出	—	3,938
At 31 March 2015	於二零一五年三月三十一日	577,170	24,982

On 25 October 2013, 24 April 2014, 30 August 2014 and 31 December 2014, Convertible Bonds with principal amount of HK\$320,650,000, HK\$64,130,000, HK\$64,130,000 and HK\$64,130,000 were acquired by United Gene from Mr. Mao respectively.

於二零一三年十月二十五日、二零一四年四月二十四日、二零一四年八月三十日及二零一四年十二月三十一日，本金額分別為數320,650,000港元、64,130,000港元、64,130,000港元及64,130,000港元之可換股債券已由聯合基因向毛先生購買。

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## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 35. Share Capital

### 35. 股本

		Number of shares 股份數目		Share capital 股本	
		2015 二零一五年 '000 千股	2014 二零一四年 '000 千股	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股				
Authorised	法定	20,000,000	20,000,000	200,000	200,000
Issued and fully paid At 1 April	已發行及已繳足 於四月一日	2,390,000	2,290,000	23,900	22,900
Conversion of Convertible Bonds (note 34)	轉換可換股債券 (附註34)	—	100,000	—	1,000
At 31 March	於三月三十一日	2,390,000	2,390,000	23,900	23,900

All the shares issued during the year ended 31 March 2014 rank pari passu with the then issued shares of the Company in all respect.

於截至二零一四年三月三十一日止年度內發行之所有股份與本公司當時已發行之股份在各方面均具有同等地位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 36. Financial Information of the Company

### 36. 本公司財務資料

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	625,160	35,160
Amounts due from subsidiaries	應收附屬公司款項	172,109	753,023
		<b>797,269</b>	788,183
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Dividend receivable	應收股息	—	50,000
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	221	221
Bank balances and cash	銀行結餘及現金	93,579	42,131
		<b>93,800</b>	92,352
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Accruals and other payables	預提費用及其他應付款項	562	1,249
Amount due to a subsidiary	應付一間附屬公司款項	30,911	11,341
		<b>31,473</b>	12,590
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>62,327</b>	79,762
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	24,982	21,044
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>834,614</b>	846,901
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	23,900	23,900
Reserves (Note)	儲備(附註)	810,714	823,001
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>834,614</b>	846,901

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 36. Financial Information of the Company (Continued)

### 36. 本公司財務資料(續)

Note:

附註：

#### Reserves of the Company

#### 本公司儲備

		Share premium	Contributed surplus	Foreign currency translation reserve	Convertible bonds equity reserve	Accumulated profits	Total
		股份溢價	繳入盈餘	匯兌儲備	可換股債券權益儲備	累計溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2013	於二零一三年四月一日	133,717	64,636	3,862	—	12,067	214,282
Issuance of convertible bonds (restated)	發行可換股債券 (經重列)	—	—	—	569,288	—	569,288
Conversion of convertible bonds (restated)	轉換可換股債券 (經重列)	58,021	—	—	[56,929]	—	1,092
Profit for the year (restated)	本年度溢利 (經重列)	—	—	—	—	38,339	38,339
At 31 March 2014 (restated)	於二零一四年三月三十一日 (經重列)	191,738	64,636	3,862	512,359	50,406	823,001
Loss for the year	本年度虧損	—	—	—	—	[12,287]	[12,287]
At 31 March 2015	於二零一五年三月三十一日	191,738	64,636	3,862	512,359	38,119	810,714

### 37. Disposal of Subsidiaries

### 37. 出售附屬公司

As referred to in note 14, the Group discontinued its oral insulin research and development activities at the time of disposal of 51% equity interest in Smart Ascent. The net assets of the Smart Ascent Group at the date of disposal on 28 July 2014 were as follows:

誠如附註14所述，本集團於出售進生集團51%股權時終止其口服胰島素研發活動。進生於二零一四年七月二十八日出售日期之資產淨值如下：

**28 July 2014**  
二零一四年  
七月二十八日  
HK\$'000  
千港元

<b>Consideration received:</b>	<b>已收代價：</b>	
Cash received	已收現金	65,000
Convertible bonds received at fair value	已收可換股債券(按公平值計)	370,193
<b>Total consideration received</b>	<b>已收總代價</b>	<b>435,193</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 37. Disposal of Subsidiaries (Continued)

### 37. 出售附屬公司(續)

28 July 2014  
二零一四年  
七月二十八日  
HK\$'000  
千港元

Analysis of assets and liabilities over which control was lost:		失去控制權之資產及負債分析：
Intangible assets	無形資產	284,260
Amounts due from non-controlling interests	應收非控股權益款項	5,268
Amounts due from former non-controlling interests	應收前非控股權益款項	1,691
Amount due from Extrawell (BVI)	應收Extrawell (BVI)款項	19,780
Loan to a non-controlling interest	向非控股權益貸款	10,579
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	13,624
Bank balances and cash	銀行結餘及現金	353
Accruals and other payables	預提費用及其他應付款項	(3,300)
Amounts due to non-controlling interests	應付非控股權益款項	(28,139)
Amount due to Extrawell (BVI)	應付Extrawell (BVI)款項	(8,455)
Amounts due to former non-controlling interests	應付前非控股權益款項	(2,514)
Loan from a non-controlling interests	來自非控股權益之貸款	(10,579)
Non-controlling interests	非控股權益	(122,242)
Net assets disposed of	已出售資產淨值	160,326
		HK\$'000 千港元
Gain on disposal of the Smart Ascent Group:		出售進生集團之收益：
Total consideration received	已收總代價	435,193
Net assets disposed of, after deducting non-controlling interests	已出售資產淨值(扣除非控股權益)	(160,326)
Fair value of 49% retained equity interest in the Smart Ascent Group (Note)	於進生集團之49%保留股權之公平值(附註)	337,000
Gain on disposal	出售之收益	611,867

Note: The fair value of the 49% equity interest in Smart Ascent retained by the Group has been measured as of the date of disposal at HK\$337,000,000 by an independent professional valuer not connected with the Group. Such fair value is determined based on the fair value of the net assets of which the major asset is the intangible asset whose fair value is determined using the income approach, after taking into account the discount rate applied to the valuation of the intangible asset of 27.99% then applying a lack of control discount of 37%.

附註：本集團於進生保留之49%股權之公平值於出售日期由與本集團並無關連之獨立專業估值師計量為337,000,000港元。該公平值乃根據資產淨值之公平值釐定，其中主要資產為無形資產，其公平值使用收益法釐定，並經考慮無形資產估值使用之貼現率27.99%及無控制權折價率37%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 37. Disposal of Subsidiaries (Continued)

### 37. 出售附屬公司(續)

		HK\$'000 千港元
<b>Net cash inflow arising on disposal:</b>	<b>出售事項產生之現金流入淨額：</b>	
Cash consideration	現金代價	65,000
Less: bank balances and cash disposed of	減：已出售銀行結餘及現金	(353)
		64,647

The Smart Ascent Group's results and cash flows in the current and prior periods are disclosed in note 14.

本期間及過往期間進生集團之業績及現金流量於附註14披露。

### 38. Acquisition of Additional Interest in a Subsidiary

### 38. 收購一間附屬公司之額外權益

On 23 February 2013, the Group entered into a supplemental agreement ("Supplemental Agreement") with Mr. Ong to amend certain terms and conditions of the sale and purchase agreement dated 27 July 2007 ("2007 Agreement") in connection with the Acquisition. Pursuant to the Supplemental Agreement, the consideration was revised to HK\$660,000,000 (the "Revised Consideration") and the settlement of which was revised to (i) cash payment of HK\$18,700,000 and (ii) issuance of Convertible Bonds by the Company with principal amount in aggregate of HK\$641,300,000.

On 16 July 2013, the condition precedents for the Acquisition were fulfilled and accordingly the Acquisition was completed upon the settlement of the Revised Consideration by, amongst others, the Company issuing the Convertible Bonds for an aggregate principal amount of HK\$641,300,000 to Mr. Ong and Mr. Mao Yumin each of principal amount of HK\$320,650,000. Upon completion, Smart Ascent became an indirect wholly-owned subsidiary of the Company.

The excess of the fair value of the Revised Consideration of HK\$608,700,000, being cash payment of HK\$18,700,000 and fair value of the Convertible Bonds as at issuance date of HK\$590,000,000, over the carrying amount of non-controlling interests acquired of HK\$62,972,000, resulting in HK\$545,728,000 was being recognised in equity directly and included in other reserve during the year ended 31 March 2014.

於二零一三年二月二十三日，本集團與Ong先生訂立補充協議（「補充協議」），以修訂日期為二零零七年七月二十七日內容有關收購事項之買賣協議（「二零零七年協議」）之若干條款及條件。根據補充協議，代價修訂為660,000,000港元（「經修訂代價」），而其支付方式修訂為以(i)現金支付18,700,000港元及(ii)由本公司發行本金總額為641,300,000港元之可換股債券。

於二零一三年七月十六日，收購事項之先決條件已獲達成，因此，收購事項已於透過（其中包括）由本公司向Ong先生及毛裕民先生發行本金總額為641,300,000港元（各自之本金額分別為320,650,000港元）之可換股債券清償經修訂代價而完成。於完成後，進生成為本公司之間接全資附屬公司。

經修訂代價之公平值608,700,000港元（即現金付款18,700,000港元及可換股債券於發行日期之公平值590,000,000港元）超過所收購非控股權益賬面值62,972,000港元之金額545,728,000港元已於截至二零一四年三月三十一日止年度在權益中直接確認及計入其他儲備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 39. Share Option Scheme

On 24 August 2012, the shareholders of the Company approved the adoption of a new share option scheme (the "Scheme"), as the share option scheme adopted by the Company on 8 August 2002 expired on 14 August 2012. The Scheme became effective on 29 August 2012 after obtaining approval from the Listing Committee of the Stock Exchange and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The Scheme provides 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 independent non-executive directors), other employees of the Group, suppliers of goods or services to the Group, customers of the Group, and any non-controlling interests in the Company's subsidiaries.

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 or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted in writing within 21 days from the date of the offer, upon payment of nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted shall be determined by the directors at their absolute discretion, but in any event shall not be more than 10 years from the date of the offer of the share options. The directors of the Company may at their absolute discretion impose any vesting period at the date of grant.

### 39. 購股權計劃

於二零一二年八月二十四日，本公司股東批准採納新購股權計劃（「該計劃」），原因為本公司於二零零二年八月八日採納之購股權計劃已於二零一二年八月十四日屆滿。該計劃於二零一二年八月二十九日取得聯交所上市委員會批准後生效，除非另行註銷或修訂，該計劃將自該日起計10年內一直有效。

該計劃旨在為對本集團營運成功作出貢獻之合資格參與者提供獎勵及回報。該計劃之合資格參與者包括本公司董事（包括獨立非執行董事）、本集團之其他僱員、本集團之貨品或服務供應商、本集團客戶及本公司附屬公司之任何非控股權益。

向本公司董事、行政總裁或主要股東或彼等之任何聯繫人授出購股權，須事先取得獨立非執行董事批准。此外，倘於任何12個月期間向本公司主要股東或獨立非執行董事或彼等之任何聯繫人授出之任何購股權，涉及超過本公司於任何時間已發行股份之0.1%，或總值（按照本公司股份於授出日期之價格計算）超過5,000,000港元，則須事先於股東大會上獲股東批准。

承授人可於建議日期起計21日內，於支付合共1港元之象徵式代價後，以書面接納授出購股權之建議。所授出購股權之行使期由董事全權酌情決定，惟無論如何不得遲於購股權建議日期起計10年。本公司董事可於授出日期全權酌情規定任何歸屬期。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 39. Share Option Scheme (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meeting.

From the effective date of the Scheme to 31 March 2015, no share options have been granted, exercised, cancelled or lapsed under the Scheme.

### 40. Commitments

#### (a) Commitment under operating lease

The Group had future aggregate minimum lease payable under non-cancellable operating lease with respect to office premises rental as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one year	一年內	2,209	1,713
In the second to fifth years, inclusive	第二至第五年內 (包括首尾兩年在內)	1,564	3,351
		<b>3,773</b>	5,064

Operating lease payments represent rental payable by the Group for its offices. Leases are negotiated for terms ranging from one to three years and rentals are fixed over the lease terms and the above amounts do not include contingent rentals.

### 39. 購股權計劃(續)

購股權之行使價可由董事釐定，但不得低於以下三者中之最高者：(i)本公司股份於授出日期在聯交所日報表所報之收市價；(ii)本公司股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)本公司股份於授出日期之面值。

購股權並不賦予持有人獲分派股息或於股東大會投票之權利。

自該計劃生效日期至二零一五年三月三十一日止期間，概無購股權根據該計劃獲授出、行使、註銷或失效。

### 40. 承擔

#### (a) 經營租賃承擔

本集團於不可撤銷經營租賃下就辦公場地之日後最低應付租金總額如下：

經營租賃付款指本集團就其辦公室應付之租金。所磋商之租約期限介乎一至三年，租金於租約期內固定，且上述款項不包括或然租金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 40. Commitments (Continued)

#### (b) Other commitments

- (i) On 25 May 2011, Smart Ascent conditionally agreed to grant an unsecured, non-interest bearing loan in the aggregate amount of up to HK\$30,000,000 to Fordnew for its onward lending to Fosse Bio, a non-wholly owned subsidiary of Smart Ascent, for payment of expenses relating to the clinical trial of oral insulin products.

During the year ended 31 March 2014, Fordnew drew down about HK\$1,793,000 and the aggregate balance utilised by and unutilised balances available for Fordnew were approximately HK\$7,790,000 and HK\$22,210,000 respectively as at 31 March 2014.

On 7 April 2014, Fordnew further drew down about HK\$3,059,000 and the aggregate balance utilised by and unutilised balance available for Fordnew were approximately HK\$10,849,000 and HK\$19,151,000 respectively as at 28 July 2014.

The Group did not have any commitments on the loan upon the completion of the Disposal.

### 40. 承擔(續)

#### (b) 其他承擔

- (i) 於二零一一年五月二十五日，進生有條件同意向福聯授出一項無抵押、免息及總額最高為30,000,000港元之貸款，以供福聯轉借予福仕生物(進生之非全資附屬公司)，以支付口服胰島素產品臨床測試之相關費用。

於截至二零一四年三月三十一日止年度，福聯已提取約1,793,000港元，而福聯於二零一四年三月三十一日已動用之結餘及可使用之未動用結餘總額分別約為7,790,000港元及22,210,000港元。

於二零一四年四月七日，福聯進一步提取約3,059,000港元，而福聯於二零一四年七月二十八日已動用之結餘總額及可使用之未動用結餘分別約為10,849,000港元及19,151,000港元。

於出售事項完成後，本集團並無就貸款有任何承擔。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 40. Commitments (Continued)

#### (b) Other commitments (Continued)

(ii) On 19 October 2006, Sea Ascent Investment Limited (“Sea Ascent”), an independent third party, Welly Surplus, a non-wholly owned subsidiary of Smart Ascent and hence of the Company prior to the completion of the Disposal, and Fosse Bio, a non-wholly owned subsidiary of Smart Ascent and hence of the Company prior to the completion of the Disposal, entered into a cooperation agreement (the “Cooperation Agreement”) in connection with the cooperation (the “Cooperation”) between Sea Ascent and Welly Surplus in respect of the following:

- (1) Sea Ascent shall procure its wholly owned subsidiary, Joy Kingdom Industrial Limited (“Joy Kingdom”), to establish a wholly foreign owned enterprise in the PRC in the name of 江蘇派樂施藥業有限公司 [Jiangsu Prevalence Pharmaceutical Limited] (“Jiangsu Prevalence”);
- (2) Sea Ascent shall advance a sum equivalent to RMB40 million to Joy Kingdom by way of an unsecured, non-interest bearing shareholder’s loan (“Shareholder’s Loan”) for the payment of the registered capital of Jiangsu Prevalence and the acquisition of land and construction of a factory (the “Plant”) at Pi Zhou City, Jiangsu, the PRC for the production of the Group’s Oral Insulin Enteric-Coated Soft Capsules (the “Medicine”);

### 40. 承擔(續)

#### (b) 其他承擔(續)

(ii) 於二零零六年十月十九日，振海投資有限公司(「振海」，為一名獨立第三方)與瑞盈(為進生之非全資附屬公司，並因此於出售事項完成前為本公司之非全資附屬公司)及福仕生物(為進生之非全資附屬公司，並因此於出售事項完成前為本公司之非全資附屬公司)就振海與瑞盈於以下方面之合作(「合作」)訂立一份合作協議(「合作協議」)：

- (1) 振海將促使其全資附屬公司京悅實業有限公司(「京悅」)於中國成立外商獨資企業，並命名為江蘇派樂施藥業有限公司(「江蘇派樂施」)；
- (2) 振海將透過無抵押、免息股東貸款(「股東貸款」)形式向京悅墊付總額相當於人民幣40,000,000元之款項，用作支付江蘇派樂施之註冊資本以及支付於中國江蘇邳州市收購土地及興建一間廠房(「廠房」)所需資金，該廠房用於生產本集團之口服胰島素腸溶膠丸(「藥品」)；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 40. Commitments (Continued)

#### (b) Other commitments (Continued)

(iii) (Continued)

(3) Subject to Sea Ascent's performance of its obligations as aforesaid and completion of the acquisition of Joy Kingdom by Welly Surplus as mentioned below, Welly Surplus shall procure Joy Kingdom or Jiangsu Prevalence, if so agreed, to pay to Sea Ascent, during a period of six years from the date on which the Medicine is launched for sales in open market (the "Initial Operating Period"), a fee at RMB6 cents for each capsule of the Medicine produced (subject to a maximum fee of RMB180 million for each year and deduction as specified in the Cooperation Agreement); and

(4) Unless the New Medicine Certificate in respect of the Medicine has not been granted by the relevant PRC authorities, Welly Surplus shall procure Fosse Bio to allow the manufacturing of the Medicine by Jiangsu Prevalence and to assist Jiangsu Prevalence to obtain the relevant Pharmaceutical Manufacturing Permit (藥品生產許可證) for the manufacture of the Medicine during the Initial Operating Period.

Under the Cooperation Agreement, Fosse Bio has agreed to guarantee the due performance by Welly Surplus of its obligations and liabilities ("Secured Liabilities") as mentioned in the above paragraphs, provided that the maximum liability of Fosse Bio under such guarantee shall not exceed 51% of the Secured Liabilities. The Cooperation Agreement became effective upon the shareholders' approval in the special general meeting of the Company held on 3 January 2007, until the expiry of the Initial Operating Period.

### 40. 承擔(續)

#### (b) 其他承擔(續)

(iii) (續)

(3) 若振海履行上述責任及瑞盈完成下述收購京悅，瑞盈將促使京悅或江蘇派樂施(倘就此同意)於自藥品推出於公開市場銷售日期起計六年期間(「初步營運期間」)，向振海支付按每生產一膠囊之藥品人民幣6分計算之費用(每年最高為人民幣180,000,000元且可按合作協議規定予以削減)；及

(4) 除非中國有關當局並無就有關藥品授出新藥證書，瑞盈將促使福仕生物准許江蘇派樂施製造藥品，並協助江蘇派樂施獲取相關藥品生產許可證，以於初步營運期間內製造藥品。

根據合作協議，福仕生物同意擔保瑞盈切實履行就上段所述之義務及責任(「擔保責任」)，惟福仕生物於有關擔保項下之責任上限不得超過擔保責任之51%。合作協議於二零零七年一月三日在本公司舉行之股東特別大會獲股東批准時生效，直至初步營運期間屆滿。

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## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 40. Commitments (Continued)

#### (b) Other commitments (Continued)

##### (ii) (Continued)

On 19 October 2006, Sea Ascent and Welly Surplus also entered into a sale and purchase agreement (the "SP Agreement") pursuant to which Sea Ascent agreed to sell and Welly Surplus agreed to acquire (i) the entire share capital (the "Sale Share") in Joy Kingdom; and (ii) the Shareholder's Loan at considerations of RMB40 million and HK\$1 respectively (the "Consideration"). The completion of the SP Agreement was subject to, among other conditions, approval of the SP Agreement by the Company's shareholders, the Cooperation Agreement becoming effective and the completion of the construction of the Plant by Jiangsu Prevalence in accordance with the terms of the Cooperation Agreement. The SP Agreement was approved in the special general meeting of the Company held on 3 January 2007. On 8 April 2009, Welly Surplus and Sea Ascent signed a confirmation whereby both parties agreed to extend the long stop date of the SP Agreement from 30 November 2007 to 30 June 2010. In light of the progress of the further clinical trial, Welly Surplus and Sea Ascent have not yet concluded the revised completion timetable in relation to the construction of the Plant by 30 June 2010, and therefore the extension of the long stop date of SP Agreement is yet to be concluded. The SP Agreement has not yet become unconditional and the Consideration has not yet been due and paid up to the date of completion of the Disposal.

### 40. 承擔(續)

#### (b) 其他承擔(續)

##### (ii) (續)

於二零零六年十月十九日，振海與瑞盈亦訂立一份買賣協議(「買賣協議」)，據此，振海同意出售及瑞盈同意收購：(i)京悅之全部股本(「出售股份」)；及(ii)股東貸款，代價分別為人民幣40,000,000元及1港元(「代價」)。買賣協議須待(其中包括其他條件)本公司股東批准買賣協議、合作協議生效及江蘇派樂施根據合作協議之條款完成興建廠房後，方告完成。買賣協議已於二零零七年一月三日舉行之本公司股東特別大會上獲批准。於二零零九年四月八日，瑞盈與振海訂立確認書，據此，雙方同意將買賣協議之最後完成日期由二零零七年十一月三十日延至二零一零年六月三十日。鑒於進一步臨床測試之進度，截至二零一零年六月三十日瑞盈與振海尚未確定完成興建廠房之經修訂時間表，而買賣協議之最後完成日期尚待延期。截至完成出售事項日期，買賣協議尚未成為無條件以及代價仍未到期及支付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 40. Commitments (Continued)

#### (b) Other commitments (Continued)

- (iii) Pursuant to clinical trial of the oral insulin project, Fosse Bio entered into service contracts with 瀋陽鑫泰格爾醫藥科技開發有限公司 dated 16 December 2009 and 24 March 2014 with value in total of RMB12,080,000 and RMB10,400,000 respectively for provision of clinical trial management services and the related clinical studies. The Group did not have any further commitment in relation to the contracts upon the completion of the Disposal.

### 41. Material Related Party Transactions

Details of directors and key management compensation are disclosed in note 12 in these consolidated financial statements.

Save as the related party balances and transactions disclosed elsewhere in the consolidated financial statements, the Group had no other related party transactions during the year.

### 42. Retirement Benefit Scheme

The Group has joined a mandatory provident fund scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

### 40. 承擔(續)

#### (b) 其他承擔(續)

- (iii) 根據口服胰島素項目之臨床測試，福仕生物與瀋陽鑫泰格爾醫藥科技開發有限公司於二零零九年十二月十六日及二零一四年三月二十四日就提供臨床測試管理服務及相關臨床研究訂立服務合約，總值分別為人民幣12,080,000元及人民幣10,400,000元。於出售事項完成後，本集團並無就該等合約作出任何進一步承擔。

### 41. 重大之關聯方交易

董事及主要管理層之補償之詳情於此等綜合財務報表附註12披露。

除綜合財務報表其他部分所披露之關聯方結餘及交易外，年內本集團並無其他關聯方交易。

### 42. 退休福利計劃

本集團已參加為所有香港合資格僱員而設之強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據強制性公積金計劃條例於強制性公積金計劃管理局登記。強積金計劃之資產與本集團之資產分開持有，由獨立受託人控制。根據強積金計劃之規則，僱主及其僱員分別須向計劃作出按規則指定之比率計算之供款。本集團有關強積金計劃之唯一責任為根據計劃作出規定供款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 42. Retirement Benefit Scheme (Continued)

The retirement benefits cost of the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represents contributions payable to the fund by the Group at rates specified in the rules of the scheme.

The employees of the Group's subsidiaries in the PRC are members of the state-sponsored retirement benefit scheme organised by the relevant local government authority in the PRC. The subsidiaries are required to contribute, based on a certain percentage of the salaries of its employees, to the retirement benefit scheme and have no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions.

### 42. 退休福利計劃(續)

於綜合損益及其他全面收益表中扣除之強積金計劃退休福利成本指本集團按計劃規則指定比率應付基金之供款。

本集團之中國附屬公司僱員為由中國有關地方政府機關組織之國家管理退休福利計劃成員。附屬公司須按其僱員薪金之若干百分比向退休福利計劃供款，除每年供款外，並無任何實際支付退休金或退休後福利之進一步責任。

### 43. Particulars of Principal Subsidiaries

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ registration/ operations 註冊成立/登記 / 經營之國家/ 地點	Registered/ issued and fully paid share capital 註冊/已發行 及繳足股本	Proportion of issued share capital/registered capital held by the Company				Principal activities 主要業務
			2015 二零一五年		2014 二零一四年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Extrawell (BVI)	BVI/Hong Kong 英屬處女群島 / 香港	US\$10,000 ordinary shares 10,000美元 普通股	100%	—	100%	—	Investment holding 投資控股
JECP 吉林精優	The PRC 中國	RMB33,000,000 registered capital 人民幣 33,000,000元 註冊資本	60%	40%	60%	40%	Development, manufacture, and sales of pharmaceutical products 開發、製造及銷售藥品
Extrawell Enterprises Limited 精優企業有限公司	Hong Kong 香港	HK\$20 ordinary shares HK\$1,000,000 non-voting deferred shares 20港元 普通股 1,000,000港元 無投票權遞延 股份	—	100%	—	100%	Investment holding and property investment 投資控股及物業投資

### 43. 主要附屬公司詳情



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

### 43. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ registration/ operations 註冊成立/登記 / 經營之國家/ 地點	Registered/ issued and fully paid share capital 註冊/已發行 及繳足股本	Proportion of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊資本比例				Principal activities 主要業務	
			2015 二零一五年		2014 二零一四年			
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接		
Extrawell Pharmaceutical (HK) Limited 精優藥業(香港) 有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	—	100%	—	100%	Provision of agency services 提供代理服務	
South Asia Pharmaceutical (China) Limited	Malaysia 馬來西亞	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Marketing and distribution of pharmaceutical products 推廣及經銷藥品	
Mega Asia Pharmaceutical Limited 兆盈藥業有限公司	Hong Kong/ The PRC 香港/中國	HK\$10,000 ordinary shares 10,000港元 普通股	—	100%	—	100%	Provision of agency services 提供代理服務	
Smart Phoenix Holdings Limited	BVI 英屬處女群島	US\$100 ordinary shares 100美元 普通股	—	100%	—	100%	Investment holding 投資控股	
CEP 長春精優	The PRC 中國	RMB50,000,000 registered capital 人民幣 50,000,000元 註冊資本	—	73%	—	73%	Development, manufacture and sales of pharmaceutical products 開發、製造及銷售藥品	
Best-Bio Developments Limited	BVI/The PRC 英屬處女 群島/中國	US\$1 ordinary share 1美元 普通股	—	100%	—	100%	Investment holding 投資控股	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

### 43. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ registration/ operations 註冊成立/登記 / 經營之國家/ 地點	Registered/ issued and fully paid share capital 註冊/已發行 及繳足股本	Proportion of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊資本比例				Principal activities 主要業務
			2015 二零一五年		2014 二零一四年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Right & Rise Limited	BVI/The PRC 英屬處女 群島/中國	US\$50,000 ordinary shares 50,000美元 普通股	—	100%	—	100%	Holding of gene invention rights and investment holding 持有基因發明權及 投資控股
Smart Ascent 進生	Hong Kong 香港	HK\$10,000 ordinary shares 10,000港元 普通股	—	Note 附註	—	100%	Investment holding 投資控股
Fosse Bio 福仕生物	Hong Kong/ The PRC 香港/中國	HK\$100,000 ordinary shares 100,000港元 普通股	—	Note 附註	—	51%	Development and commercialisation of oral insulin products 開發及商品化 口服胰島素產品
Welly Surplus 瑞盈	Hong Kong 香港	HK\$100 ordinary shares 100港元 普通股	—	Note 附註	—	51%	Inactive 暫無業務
Nation Joy 國悅	BVI 英屬處女群島	US\$10,000 ordinary shares 10,000美元 普通股	—	Note 附註	—	100%	Inactive 暫無業務

Note: These companies ceased to be subsidiaries of the Company upon completion of the Disposal on 28 July 2014, details of which are set out in note 37.

附註：該等公司於二零一四年七月二十八日出售事項(詳情載於附註37)完成後不再為本公司附屬公司。

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affect the financial results of the year or form 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.

上表所列之本公司附屬公司為本公司董事認為主要影響本年度財務業績或構成本集團資產淨值重大部分之附屬公司。董事認為，提供其他附屬公司詳情將導致篇幅過於冗長。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

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

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

### 43. 主要附屬公司詳情(續)

於年末或年內任何時間，概無附屬公司有任何發行在外之債務證券。

下表列示本集團擁有重大非控股權益之非全資附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place/country of registration/ incorporation/ operations 登記/註冊成立/ 經營之地點/國家	Proportion of ownership interests held by non-controlling interests 非控股權益所持所有權權益比例		Proportion of voting rights held by non-controlling interests 非控股權益所持之投票權比例		(Loss) profit allocated to non-controlling interests 分配至非控股權益之(虧損)溢利		Accumulated non-controlling interests 累計非控股權益	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元
CEP 長春精優	The PRC 中國	27%	27%	27%	27%	(8,050)	2,653	4,505	11,170
Fosse Bio (Note) 福仕生物(附註)	Hong Kong/The PRC 香港/中國	N/A 不適用	49%	N/A 不適用	49%	(2,101)	(2,844)	—	124,344
Individually immaterial subsidiaries with non-controlling interests 持有非控股權益之個別不重大附屬公司						(1)	(153)	(16)	(15)
						(10,152)	(344)	4,489	135,499

Note: Fosse Bio ceased to be a subsidiary of the Group upon the completion of the Disposal on 28 July 2014 (details set out in notes 14 and 23).

附註：福仕生物於二零一四年七月二十八日出售事項完成後不再為本集團附屬公司(詳情載於附註14及23)。

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關本集團擁有重大非控股權益之各附屬公司之財務資料概要載列如下。下列財務資料概要為集團內公司間對銷前之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

### 43. 主要附屬公司詳情(續)

#### CEP

#### 長春精優

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current assets	流動資產	35,519	55,777
Non-current assets	非流動資產	131,753	180,420
Current liabilities	流動負債	(139,334)	(179,750)
Equity attributable to owners of the Company	本公司擁有人應佔權益	23,433	45,277
Non-controlling interests	非控股權益	4,505	11,170

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

### 43. 主要附屬公司詳情(續)

#### CEP (Continued)

#### 長春精優(續)

		Year ended 31 March 截至三月三十一日止年度	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	收益	21,315	38,176
Expenses	開支	(51,253)	(24,581)
(Loss) profit for the year	本年度(虧損)溢利	(29,938)	13,595
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(21,888)	10,942
(Loss) profit attributable to the non-controlling interests	非控股權益應佔(虧損)溢利	(8,050)	2,653
(Loss) profit for the year	本年度(虧損)溢利	(29,938)	13,595
Other comprehensive income (expense) attributable to owners of the Company	本公司擁有人應佔其他全面收入(開支)	1,045	(332)
Other comprehensive income (expense) attributable to non-controlling interests	非控股權益應佔其他全面收入(開支)	384	(130)
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	1,429	(462)
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面(開支)收入總額	(20,843)	9,607
Total comprehensive (expense) income attributable to the non-controlling interests	非控股權益應佔全面(開支)收入總額	(7,666)	3,526
Total comprehensive (expense) income for the year	本年度全面(開支)收入總額	(28,509)	13,133
Net cash outflow from operating activities	經營活動產生之現金流出淨額	(14,792)	(11,706)
Net cash inflow (outflow) from investing activities	投資活動產生之現金流入(流出)淨額	6,926	(63,602)
Net cash inflow from financing activities	融資活動產生之現金流入淨額	6,795	46,914

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 43. Particulars of Principal Subsidiaries (Continued)

### 43. 主要附屬公司詳情(續)

#### Fosse Bio

#### 福仕生物

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current assets	流動資產	N/A 不適用	8,875
Non-current assets	非流動資產	N/A 不適用	291,223
Current liabilities	流動負債	N/A 不適用	(26,760)
Non-current liabilities	非流動負債	N/A 不適用	(20,917)
Equity attributable to owners of the Company	本公司擁有人應佔權益	N/A 不適用	128,077
Non-controlling interests	非控股權益	N/A 不適用	124,344
		<b>For the period 1 April 2014 to 28 July 2014 二零一四年 四月一日至 二零一四年 七月二十八日 期間 HK\$'000 千港元</b>	<b>Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元</b>
Revenue	收益	—	—
Expenses	開支	(4,288)	(5,805)
Loss and total comprehensive expense for the period/year	本期間/年度虧損及全面支出總額	(4,288)	(5,805)
Loss and total comprehensive expense attributable to	以下人士應佔虧損及全面開支總額		
Owners of the Company	本公司擁有人	(2,187)	(2,961)
Non-controlling interests	非控股權益	(2,101)	(2,844)
		(4,288)	(5,805)
Net cash outflow from operating activities	經營活動產生之現金流出淨額	(6,534)	(4,077)
Net cash inflow from financing activities	融資活動產生之現金流入淨額	6,627	4,077

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 44. Prior Period Adjustments

During the year ended 31 March 2015, the directors of the Company have retrospectively restated certain balances in the Group's consolidated financial statements:

#### (a) Adjustment on liability and equity components of Convertible Bonds issued by the Company on 16 July 2013

On 16 July 2013, the consideration of HK\$660,000,000 for acquisition of 49% equity interest of Smart Ascent was settled by cash of HK\$18,700,000 and issuance of Convertible Bonds with principal amount of HK\$641,300,000. The Group has previously recognised the Convertible Bonds containing liability and equity components with value of HK\$126,938,000 and HK\$514,362,000 respectively at the date of acquisition, which amounted to the principal amount of HK\$641,300,000 in aggregate. In evaluating the overall financial impact of the Disposal during the year ended 31 March 2015, the directors of the Company reassessed the fair values of the liability and equity components of the Convertible Bonds issued for the acquisition of additional equity interest in Smart Ascent on 16 July 2013 and considered that the liability and equity components of the Convertible Bonds should have been recorded at HK\$20,712,000 using an appropriate discount rate of 18.72% as disclosed in note 34 (instead of 8.43% used previously) and HK\$569,288,000 which is measured at fair value at initial recognition respectively, and hence other reserve, recognised on the date of acquisition and the effective interest expense recognised during the year ended 31 March 2014. In addition, on 5 August 2013, Convertible Bonds with principal amount of HK\$64,130,000 was converted into 100,000,000 ordinary shares of the Company, adjustments were also made to the share premium and convertible bonds equity reserve upon conversion.

#### (b) Reclassification of certain financial items

Certain selling and distribution expenses, gain on disposal of property, plant and equipment and allowance for bad and doubtful debts, net presented in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2014 has been reclassified to conform with the current year presentation.

### 44. 過往期間調整

於截至二零一五年三月三十一日止年度，本公司董事已對本集團綜合財務報表內之若干結餘作出追溯重列：

#### (a) 調整本公司於二零一三年七月十六日發行之可換股債券之負債及權益部分

於二零一三年七月十六日，收購進生49%股權之代價660,000,000港元已透過現金18,700,000港元及發行本金額641,300,000港元之可換股債券結清。本集團之前已確認可換股債券，其中負債及權益部分於收購日期之價值分別為126,938,000港元及514,362,000港元，其合共為本金總額641,300,000港元。於截至二零一五年三月三十一日止年度評估出售事項之整體財務影響時，本公司董事重新評估於二零一三年七月十六日就收購進生額外股權而發行之可換股債券之負債及權益部分之公平值，並認為可換股債券之負債及權益部分應分別入賬為20,712,000港元（如附註34所披露應用適當之貼現率18.72%（而之前使用8.43%））及569,288,000港元（按於初步確認時的公平值計量），並於收購日期確認其他儲備及於截至二零一四年三月三十一日止年度確認實際利息開支。此外，於二零一三年八月五日，本金額為64,130,000港元之可換股債券獲轉換為100,000,000股本公司普通股，並於轉換後對股份溢價及可換股債券權益儲備作出調整。

#### (b) 若干財務項目重新分類

於截至二零一四年三月三十一日止年度之綜合損益及其他全面收益表中以呈列之若干銷售及分銷費用、出售物業、廠房及設備之收益及呆壞賬撥備淨額已重新分類，以與本年度呈列一致。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 44. Prior Period Adjustments (Continued)

#### (c) Adjustments on PRC Enterprise Income Tax and PRC LAT

During the year ended 31 March 2014, the tax provision on PRC Enterprise Income Tax and PRC LAT was understated by HK\$3,730,000 and HK\$2,307,000 respectively. Accordingly, the tax provision has been restated.

The effects of the prior period adjustments as at 31 March 2014 are summarised as follows:

#### Impact on net assets and equity as at 31 March 2014

		As at		Adjustments		As at	
		31 March 2014	31 March 2014	Adjustments	31 March 2014	Adjustments	31 March 2014
		於二零一四年	於二零一四年	調整	於二零一四年	調整	於二零一四年
		三月三十一日	三月三十一日	調整	三月三十一日	調整	三月三十一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(originally	(a)	(b)	(c)	(restated)	(restated)
		stated)					
		(原列)				(經重列)	
Total effects on net assets	對資產淨值之影響總額						
Tax payable	應繳稅項	(14,898)	—	—	(6,037)	(20,935)	
Convertible bonds	可換股債券	(121,078)	100,034	—	—	(21,044)	
		(135,976)	100,034	—	(6,037)	(41,979)	
Total effects on equity	對權益之影響總額						
Share premium	股份溢價	196,906	(5,168)	—	—	191,738	
Other reserve	其他儲備	(598,347)	52,619	—	—	(545,728)	
Convertible bonds equity reserve	可換股債券權益儲備	462,926	49,433	—	—	512,359	
Accumulated profits	累計溢利	195,873	3,150	—	(5,034)	193,989	
Non-controlling interests	非控股權益	136,502	—	—	(1,003)	135,499	
		393,860	100,034	—	(6,037)	487,857	

### 44. 過往期間調整(續)

#### (c) 調整中國企業所得稅及中國土地增值稅

於截至二零一四年三月三十一日止年度，就中國企業所得稅及中國土地增值稅作出之稅項撥備不足分別3,730,000港元及2,307,000港元。因此，稅項撥備已經重列。

於二零一四年三月三十一日之過往期間調整之影響概列如下：

#### 對於二零一四年三月三十一日之資產淨值及權益之影響

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 44. Prior Period Adjustments (Continued)

#### Impact on profit for the year from continuing operations for the year ended 31 March 2014

### 44. 過往期間調整(續)

對持續經營業務截至二零一四年三月三十一日止年度之年度溢利之影響

		Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元 (originally stated) (原列)	Adjustments 調整			Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元 (restated) (經重列)
			HK\$'000 千港元 (a)	HK\$'000 千港元 (b)	HK\$'000 千港元 (c)	
Cost of sales	銷售成本	(110,512)	—	33,806	—	(76,706)
Other income	其他收入	60,030	—	(57,699)	—	2,331
Other gains and losses, net	其他收益及虧損 淨額	(10,747)	—	51,014	—	40,267
Selling and distribution expenses	銷售及分銷費用	(15,420)	—	(27,121)	—	(42,541)
Administrative expenses	行政費用	(32,527)	(1,319)	—	—	(33,846)
Effective interest expense on convertible bonds	可換股債券之實 際利息開支	(6,893)	4,469	—	—	(2,424)
Taxation	稅項	(14,537)	—	—	(6,037)	(20,574)
Total impact on profit for the year from continuing operations	對持續經營業務 之本年度溢利 之影響總額	(130,606)	3,150	—	(6,037)	(133,493)
Profit (loss) for the year from continuing operations attributable to:	以下人士應佔持 續經營業務本 年度溢利(虧 損):					
Owners of the Company	本公司擁有人	16,007	3,150	—	(5,034)	14,123
Non-controlling interests	非控股權益	659	—	—	(1,003)	(344)
		16,666	3,150	—	(6,037)	13,779

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2015 截至二零一五年三月三十一日止年度

### 44. Prior Period Adjustments (Continued)

#### Impact on earnings per share for the year ended 31 March 2014

		Adjustments				Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK cent 港仙 (originally stated) (原列)	Year ended 31 March 2014 截至 二零一四年 三月三十一日 止年度 HK cent 港仙 (restated) (經重列)
		HK cent 港仙 (a)	HK cent 港仙 (b)	HK cent 港仙 (c)	HK cent 港仙		
Earnings per share	每股盈利						
From continuing and discontinued operations	來自持續及已終止經營業務						
— Basic	— 基本	0.67	0.13	—	(0.21)	0.59	
— Diluted	— 攤薄	0.60	0.10	—	(0.16)	0.54	
From continuing operations	來自持續經營業務						
— Basic	— 基本	0.68	0.13	—	(0.21)	0.60	
— Diluted	— 攤薄	0.61	0.10	—	(0.16)	0.55	

### 44. 過往期間調整(續)

#### 對截至二零一四年三月三十一日止年度之每股盈利之影響

# Five Years' Financial Summary

## 五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, is set out below:

本集團過去五個財政年度之業績，以及資產、負債及非控股權益概要如下：

### For the year ended 31 March 截至三月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	128,833	150,673	151,068	157,406	198,816
Profit before taxation	除稅前溢利	555,397	34,046	8,886	16,863	5,103
Taxation	稅項	(92)	(20,574)	(706)	(926)	(1,055)
Profit for the year	本年度溢利	555,305	13,472	8,180	15,937	4,048
Attributable to:	以下人士應佔：					
– Owners of the Company	– 本公司擁有人	565,457	13,816	10,876	20,414	11,567
– Non-controlling interests	– 非控股權益	(10,152)	(344)	(2,696)	(4,477)	(7,519)
		555,305	13,472	8,180	15,937	4,048

### As at 31 March 於三月三十一日

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS</b>	<b>資產、負債及非控股權益</b>					
Total assets	總資產	1,138,643	720,346	717,616	687,804	664,092
Total liabilities	總負債	(142,264)	(161,551)	(134,324)	(112,727)	(103,819)
Total equity	總權益	996,379	558,795	583,292	575,077	560,273
Non-controlling interests	非控股權益	(4,489)	(135,499)	(198,945)	(201,641)	(206,118)
Equity attributable to owners of the Company	本公司擁有人應佔權益	991,890	423,296	384,347	373,436	354,155



**Extrawell Pharmaceutical  
Holdings Limited**

**精優藥業控股有限公司**

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 858

