

Annual Report
2015
年報



BESTWAY INTERNATIONAL HOLDINGS LIMITED
百威國際控股有限公司

Stock Code 股票代號: 718

Contents

目錄

| | Pages | | 頁次 |
|--|-------|----------|----|
| Corporate Information | 2 | 公司資料 | 2 |
| Chairman's Statement | 4 | 主席報告 | 4 |
| Management Discussion and Analysis | 7 | 管理層討論及分析 | 7 |
| Biographical Details of Directors | 9 | 董事履歷詳情 | 9 |
| Report of the Directors | 13 | 董事會報告 | 13 |
| Corporate Governance Report | 24 | 企業管治報告 | 24 |
| Independent Auditor's Report | 44 | 獨立核數師報告書 | 44 |
| Consolidated Statement of Comprehensive Income | 46 | 綜合全面收入報表 | 46 |
| Consolidated Statement of Financial Position | 47 | 綜合財務狀況報表 | 47 |
| Statement of Financial Position | 49 | 財務狀況報表 | 49 |
| Consolidated Statement of Changes in Equity | 50 | 綜合權益變動表 | 50 |
| Consolidated Statement of Cash Flows | 51 | 綜合現金流量表 | 51 |
| Notes to the Financial Statements | 52 | 財務報表附註 | 52 |

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Hu Yebi (*Chairman*)
(appointed on 11 July 2014)
Mr. Liu Xueheng (*Chief Executive Officer*) (appointed on 11 July 2014)

Mr. Mung Kin Keung (resigned on 18 June 2015)
Mr. Mung Bun Man, Alan
Mr. Ha Wing Ho, Peter (resigned on 11 July 2014)

Non-Executive Directors

Mr. Chee Man Sang, Eric
Mr. Tang Shu Pui, Simon

Independent Non-Executive Directors

Mr. Chan Wai Man
Mr. Tsui Sai Ming, Steven
Mr. Ng Chun Chuen, David
Ms. Liu Yan (appointed on 18 June 2015)

AUDIT COMMITTEE

Mr. Chan Wai Man (*Chairman*)
Mr. Chee Man Sang, Eric
Mr. Tsui Sai Ming, Steven
Mr. Ng Chun Chuen, David
Ms. Liu Yan (appointed on 18 June 2015)

REMUNERATION COMMITTEE

Mr. Ng Chun Chuen, David (*Chairman*)
Mr. Chee Man Sang, Eric
Mr. Chan Wai Man
Ms. Liu Yan (appointed on 18 June 2015)

NOMINATION COMMITTEE

Mr. Ng Chun Chuen, David (*Chairman*)
Mr. Chee Man Sang, Eric
Mr. Chan Wai Man
Ms. Liu Yan (appointed on 18 June 2015)

COMPANY SECRETARY

Mr. Cheng Sik Kong

董事會

執行董事

胡野碧先生 (*主席*)
(於二零一四年七月十一日獲委任)
劉學恒先生 (*行政總裁*)
(於二零一四年七月十一日獲委任)
蒙建強先生 (於二零一五年六月十八日辭任)
蒙品文先生
哈永豪先生 (於二零一四年七月十一日辭任)

非執行董事

池民生先生
鄧澍培先生

獨立非執行董事

陳偉民先生
徐世明先生
吳振泉先生
劉艷女士 (於二零一五年六月十八日獲委任)

審核委員會

陳偉民先生 (*主席*)
池民生先生
徐世明先生
吳振泉先生
劉艷女士 (於二零一五年六月十八日獲委任)

薪酬委員會

吳振泉先生 (*主席*)
池民生先生
陳偉民先生
劉艷女士 (於二零一五年六月十八日獲委任)

提名委員會

吳振泉先生 (*主席*)
池民生先生
陳偉民先生
劉艷女士 (於二零一五年六月十八日獲委任)

公司秘書

鄭錫光先生

Corporate Information

公司資料

AUTHORISED REPRESENTATIVES

Mr. Ha Wing Ho, Peter (resigned on 11 July 2014)
Mr. Mung Bun Man, Alan (appointed on 11 July 2014)
Mr. Cheng Sik Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1018, 10th Floor
Central Tower
28 Queen's Road Central
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

COMPANY'S WEBSITE

www.irasia.com/listco/hk/bestway/index.htm

授權代表

哈永豪先生(於二零一四年七月十一日辭任)
蒙品文先生(於二零一四年七月十一日獲委任)
鄭錫光先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及香港主要營業地點

香港
中環皇后大道中28號
中匯大廈
10樓1018室

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份過戶登記總處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25樓

公司網站

www.irasia.com/listco/hk/bestway/index.htm

Chairman's Statement

主席報告

On behalf of the board of directors (“**Directors**”) (the “**Board**”) of Bestway International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), I am pleased to present herewith the annual report of the Company and the Group for the year ended 31 March 2015.

BUSINESS REVIEW

Capital structure

On 15 May 2014, the Company completed the subscription of 150,000,000 new shares at the subscription price of HK\$0.56 per subscription share under Specific Mandate on 8 May 2014. The 150,000,000 new shares represented about 16.74% of the issued share capital of the Company prior to the placing and about 14.34% of the enlarged share capital of the Company immediately after the subscription. The directors believe that the above fund raising exercise provided an opportunity to broaden the shareholder base and strengthened the capital base of the Group. The net proceeds derived from the Subscription is approximately HK\$83,700,000, of which up to RMB57.5 million (equivalent to approximately HK\$71,875,000) will be used for the joint venture (the “JV”) set up by the Company to develop the business relating to medical devices and equipment in the PRC.

After experiencing two unsuccessful fund raising exercises, on 13 June 2015, the Company entered into a Placing Agreement pursuant to which the Company has conditionally agreed to place, through Grand Cartel Securities Company Limited, the Placing Agent, on a best effort basis, a maximum of 205,000,000 Placing Shares to independent investors at the Placing Price of HK\$0.88 per Placing Share. The Directors are of the view that the Placing offers the Company a good opportunity to raise funds and to enlarge the shareholders base of the Company and strengthen the Group's financial position. The Board considers the Placing is in the interest of the Company and the Shareholders as a whole. On the assumption that the Placing Shares are fully placed, the net proceeds from the Placing of approximately HK\$177.60 million will be applied by the Group as general working capital and for potential acquisition activities as identified by the Group from time to time. Please refer to the announcement dated 15 June 2015 for more details.

本人謹代表百威國際控股有限公司（「本公司」）董事（「董事」）會（「董事會」）及其附屬公司（統稱「本集團」）欣然提呈本公司及本集團截至二零一五年三月三十一日止年度之年報。

業務回顧

資本架構

於二零一四年五月十五日，本公司完成根據於二零一四年五月八日授出之特別授權按每股認購股份0.56港元之認購價認購150,000,000股新股份。150,000,000股新股份相當於本公司於配售前已發行股本之約16.74%及本公司緊隨認購後之經擴大股本之約14.34%。董事相信，上述集資活動提供擴闊本集團之股東基礎及增強股本基礎之機會。認購事項產生之所得款項淨額約83,700,000港元，本公司將使用其中最多人民幣57,500,000元（相等於約71,875,000港元）成立合營公司（「合營公司」）以於中國發展與醫學儀器及設備有關之業務。

於經歷兩次不成功之集資活動後，於二零一五年六月十三日，本公司訂立一項配售協議，據此，本公司已有條件同意透過配售代理宏大證券有限公司按盡力基準以配售價每股配售股份0.88港元配售最多205,000,000股配售股份予獨立投資者。董事認為，配售事項為本公司提供籌集資金及擴大本公司股東基礎以及加強本集團財務狀況之良機。董事會認為配售事項符合本公司及股東之整體利益。假設配售股份獲悉數配售，配售事項之所得款項淨額約177,600,000港元將由本集團用作一般營運資金及用於本集團不時物色之潛在收購活動。有關更多詳情請參閱日期為二零一五年六月十五日之公告。

Chairman's Statement

主席報告

Trading of goods

The Group recorded a revenue of HK\$7,632,000 (2014: HK\$2,255,000) which represented an increase in turnover of approximately 238% over the corresponding period last year. Gross profit margin had increased to 40.41% (2014: 8.56%). The increase of revenue and gross profit margin was mainly due to the commencement of business in trading of medical equipments during the year. The net loss attributable to the owners of the Company was approximately HK\$58,027,000 (2014: HK\$6,894,000). The increase in the loss was mainly derived from impairment loss on mining rights of HK\$65,937,000 together with a tax effect of HK\$16,484,000 credited to profit and loss and the increase in the Group's administrative expenses. The Group's basic loss per share for the year was HK5.65 cent (2014: HK0.85 cent).

Mining Business

Same as per past years, the Group still holds four tungsten mining licenses through two wholly owned Mongolian subsidiaries. Kainarwolfram LLC owns properties under Mining Licenses 11863A, 11027A and 5518A, which are located in the territory of Nogoonnuur Soum, Bayan-Ulgii province and Ikh Uuliin Erdenes LLC owns the property under the Mining License 3506A, which located in the territory of Nogoonnuur Soum, Bayan-Ulgii province. In order to enhance the communication with province government of Mongolia, the Company newly appointed Mr. Jiang Lixin as the sole director of both the Mongolian subsidiaries. During the year Mr. Jiang and our consultant Ms. Yang Lee have met with a leader of Bayan-Ulgii province to understand the mining site situation. With reference to the opinion from the Group's Mongolian legal advisers, the Directors are of the opinion that the Group is in compliance with all laws and governmental rules and regulations in Mongolia and the Group's 4 mining rights are still in effect and in good standing as at the reporting date. Meanwhile, the Board re-assessed the recoverable amount of the Mining CGU as at the end of the reporting period and details of the impairment assessment are set out in Note 14 to the financial statements.

SEGMENT INFORMATION

Details of segment information of the Group for the year ended 31 March 2015 are set out in note 6 to the financial statements.

買賣貨品

本集團錄得收益7,632,000港元(二零一四年: 2,255,000港元),即營業額較去年同期上升約238%。毛利率已上升至40.41%(二零一四年: 8.56%)。收入及毛利率上升主要由於年內開始買賣醫學設備業務所致。本公司擁有人應佔虧損淨額約為58,027,000港元(二零一四年: 6,894,000港元)。虧損增加乃主要由於採礦權之減值虧損65,937,000港元連同計入收益之稅務影響16,484,000港元及本集團之行政開支增加所致。年內,本集團之每股基本虧損為5.65港仙(二零一四年: 0.85港仙)。

採礦業務

與過往年度一樣,本集團透過兩間全資擁有之蒙古國附屬公司仍然持有四項鎢開採執照。Kainarwolfram LLC擁有開採執照第11863A號、11027A號及第5518A號下位於巴彥烏列蓋省瑯貢諾爾市領地內之礦產及Ikh Uuliin Erdenes LLC擁有開採執照第3506A號下位於巴彥烏列蓋省瑯貢諾爾市領地內之礦產。為加強與蒙古之相關省政府之溝通,本公司新委任蔣立新先生同時擔任兩間蒙古國附屬公司之唯一董事。年內,蔣先生與我們的顧問Yang Lee女士已會見巴彥烏列蓋省之領導,以了解礦區情況。根據來自本集團蒙古國法律顧問之意見,董事認為,本集團符合蒙古國之所有法律及政府規則及規例,且本集團之4項採礦權於報告日期仍然有效及存續。同時,董事會於報告期末已重估採礦現金產生單位之可收回金額,及有關減值評估之詳情載於財務報表附註14。

分部資料

本集團於截至二零一五年三月三十一日止年度之分部資料詳情載於財務報表附註6。

Chairman's Statement

主席報告

FUTURE PLAN AND PROSPECTS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Reference is made to the announcement of the Company dated 20 March 2014 in relation to, among others, the memorandum of understanding (the "MOU") for establishing a Joint Venture entered into between Mr. Li Youqiang ("Mr. Li") who has approximately 17 years of experience in medical industry, in particular in the sale, distribution and after-sales services of medical devices and equipment, in the PRC.

The Joint Venture was established in May 2014 with its business license obtained in August 2014. The registered capital of the Joint Venture was contributed as to 75% by the Group and as to 25% by Mr. Li in cash. The Joint Venture has commenced its medical devices trading business in October 2014.

Looking forward, with regard to the increasing of aging population, increasing urbanization, increasing government spending in health care in PRC, the Group will capture the opportunities from the development of the medical industry and will make investments in new acquisitions or business ventures when suitable opportunities arise in the future that will benefit the Company's long-term development.

Meanwhile, the Group will keep a conservative attitude in the mining business in Mongolia and closely monitor the market conditions as well as consider other options such as realization of the investment should the opportunities arise. The Group will strive to achieve sustainable growth and deliver satisfactory returns to shareholders of the Company (the "Shareholders").

For the purpose of attaining long term growth and maximising the Shareholders' wealth, the Directors will continue to explore all potential opportunities to broaden the Group's income and development.

APPRECIATION

I would like to extend my gratitude to the members of the Board, our management team and staffs for their loyalty and dedication during the past year. On behalf of the Board, I wish to convey our most sincere appreciation of the staunch support to our Group from all of our customers and suppliers and during the year.

By order of the Board

Hu Yebi
Chairman

Hong Kong, 26 June 2015

重大投資或資本資產之未來計劃及前景

謹此提述本公司日期為二零一四年三月二十日之公告，內容有關（其中包括）與李又強先生（「李先生」），彼在中國醫療行業擁有約17年經驗，尤其在中國之醫學儀器及設備售賣、分銷及售後服務方面）就組建一間合營公司訂立諒解備忘錄（「諒解備忘錄」）。

合營公司已於二零一四年五月成立及其營業執照已於二零一四年八月獲得。合營公司之註冊資本乃以現金由本集團出資75%及由李先生出資25%。合營公司已於二零一四年十月開展其醫學儀器貿易業務。

展望未來，就中國人口日益老化、城市化進程不斷加快及政府於保健之支出不斷增加而言，本集團將把握醫療行業發展所帶來之機會，並將於日後出現合適機會時投資於會令本公司之長期發展受惠之新收購或業務創業。

同時，本集團將對蒙古之採礦業務維持保守態度及密切監察市況並於機會出現時考慮其他選擇，例如變現投資。本集團將力爭達致可持續增長並為本公司股東（「股東」）帶來滿意回報。

為達致長遠增長及最大限度提高股東價值，董事將繼續物色一切可擴大本集團之收入及發展之潛在商機。

致謝

本人謹藉此對董事會各成員、管理團隊及員工於過去一年之竭誠服務及貢獻表示謝意。本人謹代表董事會對本集團所有客戶及供應商於年內對本集團之鼎力支持深表謝意。

承董事會命

主席
胡野碧

香港，二零一五年六月二十六日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL SUMMARY

The Group's revenue for the year ended 31 March 2015 was approximately HK\$7,632,000 and the administrative expenses for the year ended 31 March 2015 were approximately HK\$10,861,000, which represented an increase of 46% compared to the administrative expenses incurred in last year.

The loss attributable to the owners of the Company for the year ended 31 March 2015 was HK\$58,027,000, as compared a loss HK\$6,894,000 in the previous year. The increase in the loss was mainly derived from impairment loss on mining rights of HK\$65,937,000 together with a tax effect of HK\$16,484,000 credited to profit or loss and the increase in the Group's administrative expenses.

CURRENT AND GEARING RATIOS

As at 31 March 2015, the Group's bank balances and cash amounted to HK\$97,361,000 (as at 31 March 2014: HK\$24,514,000). The Group's net assets value amounted to approximately HK\$625,813,000 (as at 31 March 2014: HK\$596,952,000) with total assets approximately HK\$775,054,000 (as at 31 March 2014: HK\$764,244,000). Net current assets were approximately HK\$101,497,000 (as at 31 March 2014: HK\$23,288,000). The current ratio was 57.01 times (as at 31 March 2014: 7.89 times) and gearing ratio was 0.19 times (as at 31 March 2014: 0.22 times) represented on the basis of total liabilities over total assets.

CHARGES ON GROUP'S ASSETS

As at 31 March 2015, no assets of the Group are charged to secure the borrowings and banking facilities (as at 31 March 2014: Nil).

財務摘要

本集團截至二零一五年三月三十一日止年度之收益約為7,632,000港元，而截至二零一五年三月三十一日止年度之行政開支約為10,861,000港元，較去年產生之行政開支增加46%。

截至二零一五年三月三十一日止年度，本公司擁有人應佔虧損為58,027,000港元，而去年則為虧損6,894,000港元。虧損增加乃主要由於採礦權之減值虧損65,937,000港元連同計入收益之稅務影響16,484,000港元及本集團之行政開支增加所致。

流動及資產負債比率

於二零一五年三月三十一日，本集團之銀行結餘及現金為97,361,000港元（於二零一四年三月三十一日：24,514,000港元）。本集團之資產淨值約為625,813,000港元（於二零一四年三月三十一日：596,952,000港元），而總資產約為775,054,000港元（於二零一四年三月三十一日：764,244,000港元）。流動資產淨值約為101,497,000港元（於二零一四年三月三十一日：23,288,000港元）。流動比率為57.01倍（於二零一四年三月三十一日：7.89倍）及資產負債比率（以負債總額除以總資產表示）為0.19倍（於二零一四年三月三十一日：0.22倍）。

本集團資產之抵押

於二零一五年三月三十一日，本集團概無抵押任何資產以為借貸及銀行融資作抵押（於二零一四年三月三十一日：無）。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 March 2015, the Group did not have any significant contingent liabilities (as at 31 March 2014: Nil).

FOREIGN CURRENCY EXPOSURE

The Group did not have any significant exposure to and did not hedge against risks associated with foreign currency fluctuation.

EMPLOYEE INFORMATION

As at 31 March 2015, the Group had approximately 13 full time managerial and administrative employees (2014: 11). The Group affords competitive remuneration packages to its employees based on prevailing and industry practice. Compensation policies are reviewed regularly and are designed to reward and motivate productivity and performance.

DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the year ended 31 March 2015 (2014: Nil).

或然負債

於二零一五年三月三十一日，本集團並無任何重大或然負債（於二零一四年三月三十一日：無）。

外幣風險

本集團並無承受任何與外幣波動相關之重大風險，亦無對沖有關風險。

僱員資料

於二零一五年三月三十一日，本集團聘用約13名（二零一四年：11名）負責管理及行政工作之全職僱員。本集團根據現行業內慣例向其僱員提供具競爭力之薪酬待遇。本公司定期檢討薪酬政策，旨在獎勵及激勵僱員之生產力及表現。

股息

董事並不建議就截至二零一五年三月三十一日止年度派付任何股息（二零一四年：無）。

Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. HU Yebi (“Mr. Hu”), aged 51, was appointed as an executive Director and Chairman of the Board of the Company on 11 July 2014. He received his MBA from International Management School of the Netherlands in Delft, Holland and Postgraduate Diploma in Management Engineering from Beijing Institute of Technology in Beijing, China. Mr. Hu has more than 25 years’ experience in securities and financial services, merger and acquisition and corporate finance. Mr. Hu is a licensed person registered under the Securities and Futures Ordinance (the “SFO”) to carry on regulated activities on Dealing in Securities and Advising on Corporate Finance, and he is currently the responsible officer of Vision Finance International Company Limited, a registered institution licensed to carry on Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) of the regulated activities under the SFO. Prior to that, Mr. Hu was the managing director, equity capital markets of DBS Asia Capital Ltd, a subsidiary of DBS Bank Limited (previously known as the Development Bank of Singapore Ltd.) from 14 March 1994 to 15 March 2002. Between 16 March 2002 to 22 January 2005, Mr. Hu was the founder and chairman of Partners Capital International Limited and was appointed as a part-time member of Central Policy Unit of The Government of the HKSAR from 1 January 2008 to 31 December 2009.

Mr. Hu is the founder and chairman of Vision Finance Group Limited, the holding company of Vision Finance International Company Limited and an executive director of Hua Lien International (Holding) Company Limited (SEHK Stock Code: 969). He was appointed as an executive directors of ASR Logistics Holdings Limited (SEHK Stock Code: 1803) on 23 April 2015.

執行董事

胡野碧先生（「胡先生」），51歲，於二零一四年七月十一日獲委任為本公司之執行董事兼董事會主席。彼於荷蘭Delft之International Management School of the Netherlands取得工商管理碩士學位及於中國北京之北京理工大學取得管理工程專業研究生文憑。胡先生擁有逾25年證券及金融服務、併購及企業融資經驗。胡先生為根據證券及期貨條例（「證券及期貨條例」）註冊之持牌人士，可進行證券交易及就機構融資提供意見之受規管活動，且彼目前為睿智金融國際有限公司之負責人，該公司為根據證券及期貨條例註冊之持牌機構，可進行第1類（證券交易）及第6類（就機構融資提供意見）之受規管活動。此前，胡先生曾於一九九四年三月十四日至二零零二年三月十五日期間擔任星展銀行有限公司（前稱為新加坡發展銀行有限公司）之附屬公司星展亞洲融資有限公司之股票資本市場董事總經理。於二零零二年三月十六日至二零零五年一月二十二日，胡先生亦曾為博大資本國際有限公司之創辦人兼主席並於二零零八年一月一日至二零零九年十二月三十一日期間獲委任為香港特區政府中央政策組非全職顧問。

胡先生為睿智金融集團有限公司（睿智金融國際有限公司之控股公司）之創辦人兼主席及華聯國際（控股）有限公司（聯交所股份代號：969）之執行董事。彼於二零一五年四月二十三日獲委任為瀚洋物流控股有限公司（聯交所股份代號：1803）之執行董事。

Biographical Details of Directors

董事履歷詳情

Mr. Liu Xueheng (“Mr. Liu”), aged 42, was appointed as an executive Director of the Company on 11 July 2014. He obtained his MBA from the Cambridge University of the United Kingdom. Mr. Liu has extensive experience in the equity investment, corporate finance, IPO listing, and merger and acquisition. Mr. Liu is a co-founder of Partners Capital International Limited and Vision Finance Group Limited and is currently an executive director of Vision Finance Group Limited. Mr. Liu was an independent non-executive director of Guangshen Railway Company Limited (SEHK Stock Code: 525) from 2 June 2011 to 29 May 2014 and is currently an executive director of Beijing Properties (Holdings) Limited (SEHK Stock Code: 925) since January 2011.

Mr. Mung Bun Man, Alan (“Mr. Alan Mung”), aged 28, was appointed as an executive Director of the Company on 22 October 2013. He holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. He is a substantial shareholder of the Company. Mr. Alan Mung was appointed as an executive director of Mastermind Capital Limited (SEHK Stock code: 905) (“**Mastermind**”) on 31 March 2014. He was also appointed as an executive director of Well Way Group Limited (SEHK Stock code: 8063) on 24 March, 2014. He was an executive director of Shougang Concord Technology Holdings Limited (SEHK Stock code: 521) for the period from 24 November, 2013 to 6 February, 2015. Mr. Alan Mung has extensive working experience in investment and asset management.

劉學恒先生(「劉先生」)，42歲，於二零一四年七月十一日獲委任為本公司執行董事。彼獲頒英國劍橋大學工商管理碩士學位。劉先生於股本投資、企業融資、首次公開發售上市及併購方面擁有豐富經驗。劉先生為博大資本國際有限公司及睿智金融集團有限公司之共同創辦人，且目前為睿智金融集團有限公司之執行董事。劉先生於二零一一年六月二日至二零一四年五月二十九日期間擔任廣深鐵路股份有限公司(聯交所股份代號：525)之獨立非執行董事及現時自二零一一年一月起擔任北京建設(控股)有限公司(聯交所股份代號：925)之執行董事。

蒙品文先生(「蒙品文先生」)，28歲，於二零一三年十月二十二日獲委任為本公司執行董事。彼持有加州大學—聖達芭芭拉分校之商務經濟本科學位及北京大學之金融碩士學位。彼為本公司主要股東。蒙品文先生於二零一四年三月三十一日獲委任為慧德投資有限公司(聯交所股份代號：905)(「**慧德**」)之執行董事。彼亦於二零一四年三月二十四日獲委任為和滙集團有限公司(聯交所股份代號：8063)之執行董事。彼於二零一三年十一月二十四日至二零一五年二月六日期間擔任首長科技集團有限公司(聯交所股份代號：521)之執行董事。彼於投資及資產管理方面擁有豐富工作經驗。

Biographical Details of Directors

董事履歷詳情

NON-EXECUTIVE DIRECTORS

Mr. Chee Man Sang, Eric (“Mr. Chee”), aged 53, was appointed as a non-executive Director of the Company on 10 January 2013. Mr. Chee is a practising Certified Public Accountant in Hong Kong and a senior partner of Chan Chee Cheng & Co., a firm of certified public accountants. Mr. Chee holds a Bachelor Degree in Commerce (majoring in Accounting) from Birmingham University. He had worked in two international accounting firms in Canada and Hong Kong. Mr. Chee is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Chee is currently an independent non-executive director of Hop Fung Group Holdings Limited (SEHK Stock Code: 2320). He was an independent non-executive director of Mastermind Capital Limited (SEHK Stock Code: 905) from 9 March 2007 to 26 September 2014.

Mr. Tang Shu Pui, Simon (“Mr. Tang”), aged 50, was appointed as a non-executive Director of the Company on 10 January 2013. He is a solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. Mr. Tang is a partner of P. C. Woo & Co., solicitors, a solicitors firm with over 66 years of service in Hong Kong. Mr. Tang is a member of the Appeal Tribunal of the Hong Kong Federation of Insurers, Honorary Legal Advisor to the General Agents and Managers Association of Hong Kong, Founding Member and Executive Committee Member of the Hong Kong Institute Patent Attorneys, Visiting Lecturer in Intellectual Property Law in The Hong Kong Polytechnic University, Part Time Lecturer in Hong Kong University School of Professional and Continuing Education, member of the Basic Law Promotion Steering Committee and member of the Standing Committee on Standards and Development of the Law Society of Hong Kong.

非執行董事

池民生先生（「池先生」），53歲，於二零一三年一月十日獲委任為本公司非執行董事。池先生為香港執業會計師及執業會計師行陳池鄭會計師事務所之高級合夥人。池先生於伯明翰大學畢業，持有商業學士學位（主修會計）。彼曾任職加拿大及香港之兩間國際會計師行。池先生為香港會計師公會會員及加拿大安大略省特許會計師公會(Institute of Chartered Accountants of Ontario)會員。池先生現任合豐集團控股有限公司（聯交所股份代號：2320）之獨立非執行董事。彼於二零零七年三月九日至二零一四年九月二十六日期間擔任慧德投資有限公司（聯交所股份代號：905）之獨立非執行董事。

鄧澍培先生（「鄧先生」），50歲，於二零一三年一月十日獲委任為本公司非執行董事。彼為一名律師及香港國際仲裁中心之認可調解員。鄧先生為胡百全律師事務所（於香港服務超過66年之律師事務所）之合夥人。鄧先生為香港保險業聯會上訴裁判處委員、香港人壽保險經理協會榮譽法律顧問、香港專利師協會創會會員及執行委員會委員、香港理工大學知識產權法客座講師、香港大學專業進修學院兼職講師、基本法推廣督導委員會委員及香港律師會專業水準及發展常務委員會委員。

Biographical Details of Directors 董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Wai Man (“Mr. Chan”), aged 50, was appointed as an independent non-executive Director of the Company on 10 May 2013. He is a practicing certified public accountant, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chan is also a member of the Institute of Chartered Accountants in England and Wales. He has experiences in auditing, taxation and finance for over 15 years. Mr. Chan is now an independent non-executive director of Sage International Group Limited (SEHK Stock Code: 8082) and Well Way Group Limited (SEHK Stock Code: 8063) the shares of both companies are listed on GEM of Stock Exchange.

Mr. Tsui Sai Ming, Steven (“Mr. Tsui”), aged 52, was appointed as an independent non-executive Director of the Company on 10 May 2013. He is currently running his own trading and consultancy firm. Mr. Tsui had been working as a sales executive in a Toys manufacturing company from year 1996 to 2011 and became its director afterwards, who mainly ran sales and operation of its marketing companies in the United States. Mr. Tsui obtained a Bachelor’s Degree of Commerce (Accounting) with Honours from Birmingham University in 1985.

Mr. Ng Chun Chuen, David (“Mr. Ng”), aged 50, was appointed as an independent non-executive Director of the Company on 7 June 2013. He is the CFO of a private manufacturing group as well as a practicing certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Ng obtained Professional Diploma in Accountancy from The Hong Kong Polytechnic University in 1988. He has extensive experience in auditing, financial management, corporate development, investment and corporate finance.

Ms. Liu Yan (“Ms. Liu”), aged 44, was appointed as an independent non-executive Director of the Company on 18 June 2015. She graduated from Central University of Finance & Economics (Beijing) with a bachelor degree in Economics in 1992. She obtained a master degree in business administration from University of Rochester (Rochester, NY) in 2005. Ms. Liu is a member of Chinese Institute of Certified Public Accountants (CICPA). She has over 20 years of solid experience in auditing, financial management, taxation and fund management and worked for PricewaterhouseCoopers (Guangzhou, China), Barclays Capital (New York City), Angelo Gordon Asia Limited (Hong Kong and New York) and China Everbright Limited (Hong Kong).

獨立非執行董事

陳偉民先生（「陳先生」），50歲，於二零一三年五月十日獲委任為本公司獨立非執行董事。彼為執業會計師、香港會計師公會及特許公認會計師公會資深會員。陳先生亦為英格蘭及威爾士特許會計師公會會員。彼擁有超過十五年之審計、稅務及財務經驗。陳先生現任仁智國際集團有限公司（聯交所股份代號：8082）及和滙集團有限公司（聯交所股份代號：8063）（該兩間公司股份均於聯交所創業板上市）之獨立非執行董事。

徐世明先生（「徐先生」），52歲，於二零一三年五月十日獲委任為本公司獨立非執行董事。彼目前正經營彼本身之貿易及顧問公司。徐先生自一九九六年至二零一一年於一間玩具生產公司擔任銷售主任，並於其後成為其董事，主要負責其美國市場推廣公司之銷售及營運。徐先生於一九八五年於英國伯明翰大學取得商業（會計）學士榮譽學位。

吳振泉先生（「吳先生」），50歲，於二零一三年六月七日獲委任為本公司之獨立非執行董事。彼為一家私人製造集團之行政總裁及執業會計師以及香港會計師公會及特許公認會計師公會資深會員。吳先生於一九八八年取得香港理工大學專業會計文憑。彼於核數、財務管理、企業發展、投資及企業融資方面擁有豐富經驗。

劉艷女士（「劉女士」），44歲，於二零一五年六月十八日獲委任為本公司之獨立非執行董事。彼於一九九二年畢業於中央財經大學（北京），獲頒經濟學學士學位。彼於二零零五年獲得羅徹斯特大學（紐約州羅徹斯特市）工商管理碩士學位。劉女士為中國註冊會計師協會（CICPA）會員。彼於審計、財務管理、稅務及資金管理方面積逾20年經驗，並曾任職於普華永道中天（中國廣州）、Barclays Capital（紐約市）、安祖高頓亞洲有限公司（Angelo Gordon Asia Limited）（香港及紐約）及中國光大控股有限公司（香港）。

Report of the Directors

董事會報告

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 March 2015.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding. The principal activities of the Group are the mining business and trading of goods.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2015 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 46 to 104. The Directors do not recommend the payment of any dividend in respect of the year.

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements. This summary does not form a part of the audited financial statements.

RESULTS

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 | 2013 HK\$'000 二零一三年 千港元 | 2012 HK\$'000 二零一二年 千港元 | 2011 HK\$'000 二零一一年 千港元 |
|---------------------------|---------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 7,632 | 2,255 | 524 | 1,384 | 1,855 |
| (Loss) before taxation | 除稅前(虧損) | (74,746) | (6,894) | (8,957) | (4,872) | (271,050) |
| Taxation | 稅項 | 16,479 | - | - | - | 66,368 |
| (Loss) for the year | 年度(虧損) | (58,267) | (6,894) | (8,957) | (4,872) | (204,682) |
| Attributable to: | 應佔: | | | | | |
| Owners of the Company | 本公司擁有人 | (58,027) | (6,894) | (8,957) | (4,872) | (204,682) |
| Non-controlling interests | 非控股權益 | (240) | - | - | - | - |
| | | (58,267) | (6,894) | (8,957) | (4,872) | (204,682) |

董事謹此提呈本集團截至二零一五年三月三十一日止年度之年報連同經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團之主要業務為採礦業務及商品買賣。

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及於該日之本公司以及本集團事務狀況載於財務報表第46頁至第104頁。董事並不建議就本年度派付任何股息。

財務資料概要

以下為過去五個財政年度本集團已公告業績及資產、負債及非控股權益之概要，乃摘錄自經審核財務報表。此概要並不構成經審核財務報表之一部份。

業績

Report of the Directors

董事會報告

ASSETS AND LIABILITIES

資產及負債

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 | 2013 HK\$'000 二零一三年 千港元 | 2012 HK\$'000 二零一二年 千港元 | 2011 HK\$'000 二零一一年 千港元 |
|-----------------------------------|-------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 121 | 16 | 127 | 208 | 314 |
| Exploration and evaluation assets | 勘探及評估資產 | – | – | 2,409 | 2,546 | 2,837 |
| Mining rights | 採礦權 | 671,624 | 737,561 | 735,657 | 735,657 | 735,657 |
| Current assets | 流動資產 | 103,309 | 26,667 | 1,319 | 3,528 | 8,049 |
| Total assets | 總資產 | 775,054 | 764,244 | 739,512 | 741,939 | 746,857 |
| Current liabilities | 流動負債 | (1,812) | (3,379) | (5,710) | (4,072) | (4,782) |
| Promissory notes | 承兌票據 | – | – | – | (20,000) | (19,214) |
| Deferred tax liabilities | 遞延稅項負債 | (147,429) | (163,913) | (163,913) | (163,913) | (163,913) |
| Total liabilities | 總負債 | (149,241) | (167,292) | (169,623) | (187,985) | (187,909) |
| Net assets | 資產淨值 | 625,813 | 596,952 | 569,889 | 553,954 | 558,948 |

CHARITABLE DONATION

No charitable donation was made by the Group during the year (2014: Nil).

慈善捐贈

本年度內，本集團並無作出慈善捐贈（二零一四年：無）。

FIXED ASSETS

Details of movements in fixed assets of Group during the year are set out in note 13 to the financial statements.

固定資產

本集團年內之固定資產變動詳情載於財務報表附註13。

SHARE CAPITAL

Details of the movements in share capital of the Company during the year, together with the reasons, are set out in note 23 to the financial statements.

股本

本公司年內之股本變動詳情連同其原因載於財務報表附註23。

PRE-EMPTIVE RIGHTS

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

優先購買權

本公司之公司細則（「公司細則」）或百慕達法例均無條文規定本公司須按持股量比例向現有股東發售新股份之優先購買權。

Report of the Directors

董事會報告

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2015, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

RESERVES

Details of movements in reserves of the Company and the Group during the year are set out in note 24 to the financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

At 31 March 2015, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Bermuda Companies Act 1981, the Company's contributed surplus of HK\$159,393,000 is currently not available for distribution. The Company's share premium account in the amount of HK\$837,222,000 may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the year ended 31 March 2015 is as follows:

| | |
|-------------------------------------|-----------|
| The largest customer | 最大客戶 |
| Five largest customers in aggregate | 五名最大客戶合計 |
| The largest supplier | 最大供應商 |
| Five largest suppliers in aggregate | 五名最大供應商合計 |

At no time during the year have the Directors, their associates or any Shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company issued share capital) had any interest in these customers and suppliers.

購買、贖回或出售本公司之上市證券

截至二零一五年三月三十一日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情分別載於財務報表附註24及綜合權益變動表。

可分派儲備

於二零一五年三月三十一日，本公司並無可供現金分派及／或實物分派之保留溢利。根據百慕達一九八一年公司法，本公司之實繳盈餘159,393,000港元現時並不可供分派。本公司之股份溢價賬837,222,000港元可按繳足紅股之形式作分派。

主要客戶及供應商

主要客戶及供應商分別於截至二零一五年三月三十一日止年度內應佔本集團銷售及採購額之資料如下：

| | | Percentage of the group's total 集團總額之百分比 | |
|-------------------------------------|-----------|---|------------------|
| | | Sales 銷售 | Purchases 採購額 |
| The largest customer | 最大客戶 | 32% | N/A不適用 |
| Five largest customers in aggregate | 五名最大客戶合計 | 87% | N/A不適用 |
| The largest supplier | 最大供應商 | N/A不適用 | 33% |
| Five largest suppliers in aggregate | 五名最大供應商合計 | N/A不適用 | 89% |

概無本公司董事、彼等之聯繫人士或就董事所知擁有超過本公司已發行股本5%以上之任何股東於年內任何時間於該等客戶及供應商擁有任何權益。

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 annual report were:

Executive Directors

Mr. Hu Yebi (*Chairman*) (appointed on 11 July 2014)

Mr. Liu Xueheng (*Chief Executive Officer*) (appointed on 11 July 2014)

Mr. Mung Kin Keung (resigned on 18 June 2015)

Mr. Mung Bun Man, Alan

Mr. Ha Wing Ho, Peter (resigned on 11 July 2014)

Non-Executive Directors

Mr. Chee Man Sang, Eric

Mr. Tang Shu Pui, Simon

Independent Non-Executive Directors

Mr. Chan Wai Man

Mr. Tsui Sai Ming, Steven

Mr. Ng Chun Chuen, David

Ms. Liu Yan (appointed on 18 June 2015)

In accordance with Bye-law 87, Mr. Chee Man Sang, Eric, Mr. Hu Yebi and Mr. Liu Xueheng, will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting. Pursuant to Bye-law 86, Ms. Liu Yan shall hold office until the forthcoming annual general meeting and, being eligible, offer herself for re-election at that meeting. Each of the independent non-executive Directors had made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

董事

本公司於年內及截至本年報刊發日期之董事如下：

執行董事

胡野碧先生(主席)

(於二零一四年七月十一日獲委任)

劉學恒先生(行政總裁)

(於二零一四年七月十一日獲委任)

蒙建強先生(於二零一五年六月十八日辭任)

蒙品文先生

哈永豪先生(於二零一四年七月十一日辭任)

非執行董事

池民生先生

鄧澍培先生

獨立非執行董事

陳偉民先生

徐世明先生

吳振泉先生

劉艷女士(於二零一五年六月十八日獲委任)

按照公司細則第87條，池民生先生、胡野碧先生及劉學恒先生將於應屆股東週年大會上告退，惟彼等均符合資格並願意膺選連任。根據公司細則第86條，劉艷女士之任期直至應屆股東週年大會為止，惟彼符合資格並願意於該大會上膺選連任。各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書。董事會認為全體獨立非執行董事均符合上市規則第3.13條所載之獨立性指引，並根據該指引之條款屬獨立人士。

Report of the Directors

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS

The Director's biographical information are set out on pages 9 to 12.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The Directors' fees are subject to Shareholders' approval at annual general meeting with reference to the recommendation of the Group's remuneration committee. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 26 to the financial statements, no other contract of significance to which the Company or a subsidiary was a party and in which a Director of the Company had a material interest subsisted at the year end date or at any time during the year.

MANAGEMENT CONTRACTS

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

董事履歷詳情

董事履歷資料載於第9頁至第12頁。

董事之服務合約

建議於應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立任何不可由本公司於一年內終止而毋須作出補償（法定補償除外）之服務合約。

董事酬金

董事袍金須於股東週年大會上由股東批准，並參照本集團薪酬委員會之建議。其他薪酬乃由董事會參照董事職責、責任及本集團之表現及業績而釐定。

董事於合約中之權益

除財務報表附註26所披露者外，於年結日或年內任何時間，概無存續本公司或附屬公司為訂約方，且本公司董事於其中擁有重大權益之其他重大合約。

管理合約

年內並無訂立或存在有關本公司整體或任何重大部份業務之管理及行政合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2015, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), were as follows:

Long positions in shares of the Company

| Name of Director | 董事姓名 | Number of shares held | Percentage of the issued share capital in the Company 佔本公司已發行股本之百分比 |
|--------------------|------|----------------------------------|--|
| Mung Bun Man, Alan | 蒙品文 | 185,333,333 (Note 1) (附註1) | 17.72% |
| Hu Yebi | 胡野碧 | 100,000,000 (Note 2) (附註2) | 9.56% |
| Liu Xueheng | 劉學恒 | 50,000,000 | 4.78% |

Note 1: As at 31 March 2015, 185,333,333 Shares are held under the name of Skill Trade Investments Limited, which is solely owned by Mr. Mung Bun Man, Alan.

Note 2: As at 31 March 2015, 100,000,000 Shares are held under the name of Power Ace Investments Limited, which is owned by Mr. Hu Yebi and his spouse as to 50% and 50% respectively.

董事於股份、相關股份及債券之權益及短倉

於二零一五年三月三十一日，本公司董事及主要行政人員於本公司或任何相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部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（包括彼等根據證券及期貨條例之該等規定被列為或被視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條規定須列入該條例所指之登記冊內之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

於本公司股份之好倉

| Name of Director | 董事姓名 | Number of shares held | Percentage of the issued share capital in the Company 佔本公司已發行股本之百分比 |
|--------------------|------|----------------------------------|--|
| Mung Bun Man, Alan | 蒙品文 | 185,333,333 (Note 1) (附註1) | 17.72% |
| Hu Yebi | 胡野碧 | 100,000,000 (Note 2) (附註2) | 9.56% |
| Liu Xueheng | 劉學恒 | 50,000,000 | 4.78% |

附註1：於二零一五年三月三十一日，185,333,333股股份乃以Skill Trade Investments Limited（其乃由蒙品文先生獨資擁有）名義持有。

附註2：於二零一五年三月三十一日，100,000,000股股份乃以Power Ace Investments Limited（其乃由胡野碧先生及其配偶分別擁有50%權益）名義持有。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(Continued)*

Long positions in shares of the Company *(Continued)*

Save as disclosed above, as at 31 March 2015, none of the directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR 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 granted to any Directors 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 to acquire such rights in any other body corporate.

董事於股份、相關股份及債券之權益及短倉 (續)

於本公司股份之好倉 (續)

除上文所披露者外，於二零一五年三月三十一日，本公司之董事及主要行政人員概無於本公司或其任何相聯法團（按證券及期貨條例第XV部之涵義）之股份、相關股份或債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等規定被列為或被視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條規定須列入該條例所指之登記冊內之權益或淡倉；或(c)根據上市規則所載上市發行人董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉。

董事收購股份或債券之權利

於年內任何時間，任何董事或其各自之配偶或未成年子女概無獲授可藉收購本公司之股份或債券而獲益之權利，而彼等亦無行使任何該等權利；或本公司或其任何附屬公司並無參與任何安排，致使董事於任何其他法人團體取得該等權利。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2015, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long position of substantial shareholders in the shares of the Company

| Name of Shareholders | Capacity | Number of ordinary shares held | % of issued ordinary shares capital 佔已發行普通股股本百分比 |
|---------------------------------|--|----------------------------------|---|
| 股東名稱 | 身份 | 所持有普通股數目 | |
| Skill Trade Investments Limited | Beneficial Owner 實益擁有人 | 185,333,333 (Note 1) (附註1) | 17.72% |
| Mr. Mung Bun Man, Alan 蒙品文先生 | Interest of Controlled Corporation 受控制法團之權益 | 185,333,333 (Note 1) (附註1) | 17.72% |
| Power Ace Investments Limited | Beneficial Owner 實益擁有人 | 100,000,000 (Note 2) (附註2) | 9.56% |
| Mr. Hu Yebi 胡野碧先生 | Interest of Controlled Corporation 受控制法團之權益 | 100,000,000 (Note 2) (附註2) | 9.56% |
| Ms. Li Ling Xiu 李靈修女士 | Interest of Controlled Corporation 受控制法團之權益 | 100,000,000 (Note 2) (附註2) | 9.56% |

Note:

1. Skill Trade Investments Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. Mung Bun Man, Alan.
2. Power Ace Investments Limited is a company incorporated under the laws of the British Virgin Islands, the share capital of which is legally and beneficially owned by Mr. Hu Yebi and his spouse Ms. Li Lingxiu as to 50% and 50% respectively.

主要股東於本公司股份及相關股份之權益及短倉

於二零一五年三月三十一日，按本公司根據證券及期貨條例第336條存置之權益登記冊所載，擁有本公司已發行股本5%或以上權益之股東載列如下：

主要股東於本公司股份之好倉

附註：

1. Skill Trade Investments Limited為一間根據英屬處女群島法例註冊成立之公司，其全部已發行股本由蒙品文先生合法及實益擁有。
2. Power Ace Investments Limited為一間根據英屬處女群島法例註冊成立之公司，其股本由胡野碧先生及其配偶李靈修女士分別合法及實益擁有50%權益。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

(Continued)

Long position of substantial shareholders in the shares of the Company *(Continued)*

Save as disclosed above, as far as the Directors are aware, as at 31 March 2015, no other person had an interest or short position in the Company's shares or underlying shares which would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of the related party transactions are disclosed in note 26 to the financial statements. None of these related party transactions constitutes a connected transaction under Chapter 14A of the Listing Rules.

主要股東於本公司股份及相關股份之權益及短倉 (續)

主要股東於本公司股份之好倉 (續)

除上文所披露者外，據董事所知，於二零一五年三月三十一日，概無其他人士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XV部第2及第3分部之條文須向本公司披露之權益或短倉，或根據證券及期貨條例第336條須載入本公司存置之登記冊之權益或短倉。

關連及關連人士交易

有關關連人士交易詳情披露於財務報表附註26。根據上市規則第14A章，概無該等關連人士交易構成關連交易。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the Directors of the Company or their respective associates was interested in, apart from the Group's businesses, any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the annual report, except for certain deviations, please refer to the Corporate Governance Report on pages 24 to 43 of the annual report.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDIT COMMITTEE

The Company has an Audit Committee which was established in compliance with the CG Code contained in Appendix 14 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Group's audited financial statements for the year ended 31 March 2015 has been reviewed by the Audit Committee. The Audit Committee comprises the four independent non-executive Directors and one nonexecutive director of the Company, and meets at least twice annually to perform their duties.

董事於競爭業務之權益

除本集團業務外，本公司董事或彼等各自之聯繫人士概無於任何與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益。

企業管治

董事認為，本公司已於年報所涵蓋之整個會計期間內遵守上市規則附錄十四所載之《企業管治常規守則》（「企業管治守則」），惟若干偏離者除外，請參閱年報第24頁至第43頁之企業管治報告。

足夠之公眾持股量

根據本公司從公開途徑取得之資料並據董事於本年報日期所知悉，本公司已維持上市規則所指定之公眾持股量。

審核委員會

本公司已遵照上市規則附錄十四所載之企業管治守則成立審核委員會，以審視及監督本集團之財務報告程序及內部控制。審核委員會已審閱本集團截至二零一五年三月三十一日止年度之經審核財務報表。審核委員會由本公司四位獨立非執行董事及一位非執行董事組成，並每年至少舉行兩次會議以履行其職責。

Report of the Directors

董事會報告

AUDITOR

The consolidated financial statements of the Group for the year ended 31 March 2013 were audited by Messrs Morison Heng. On 9 August 2013, the Company announced that Morison Heng resigned. BDO Limited (“BDO”) was appointed as the auditor of the Company on 17 September 2013.

The consolidated financial statements of the Group for the years ended 31 March 2014 and 2015 were audited by BDO. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to reappoint BDO as auditor of the Company.

核數師

本集團截至二零一三年三月三十一日止年度之綜合財務報表乃由華利信會計師事務所審核。於二零一三年八月九日，本公司宣佈華利信會計師事務所已辭任。於二零一三年九月十七日，香港立信德豪會計師事務所有限公司（「立信德豪」）獲委任為本公司核數師。

本集團截至二零一四年及二零一五年三月三十一日止年度之綜合財務報表已由立信德豪審核。於應屆股東週年大會上將向股東提呈一項決議案以續聘立信德豪為本公司之核數師。

Corporate Governance Report

企業管治報告

The Board is committed to maintain statutory and regulatory standards and adherence to the principle of corporate governance with emphasis on transparency, independence, accountability and responsibility. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Stock Exchange has issued Appendix 14 of the Listing Rules relating to the CG Code for the listed company to comply with. In the opinion of the Directors, the Company has complied with the CG Code throughout the year, except for the certain deviations from the CG Code which are explained in the following paragraphs.

THE BOARD

Responsibilities

The overall management of the Company's business is vested in the Board, which assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should take decisions objectively in the interests of the Company.

The Board reserves for its decisions all major matters of the Company, including: the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions, financial information, appointment of Directors and other significant financial and operational matters.

CG Code provision A.2.1 stipulates that the roles of Chairman and chief executive officer (the "CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. The positions of Chairman and CEO are vacated until the appointment of Mr. Hu Yebi as chairman and Mr. Liu Xueheng as CEO on 11 July 2014.

The Chairman's responsibilities are to provide leadership to the Board and formulate the Group's business strategies. The Chairman is also responsible for ensuring the Board works effectively, in particular, ensuring all the Directors receive reliable, adequate and complete information in a timely manner. The Chairman may communicate with the Directors directly or through the assistance of the Company Secretary to discuss or clarify any issues concerning the Group from time to time, and to provide any supporting information and documents to them. The Chairman assumes the primary responsibility for ensuring that good corporate governance practices and procedures are established.

董事會致力維持法定及監管標準，並緊守企業管治之原則，強調透明度、獨立性、問責性及負責。為達到股東對企業管治水平不斷提升之期望及符合日趨嚴謹之規管要求，以及履行其良好企業管治之承諾，董事會將不時檢討其企業管治常規。

上市公司須遵守聯交所頒佈之上市規則附錄十四之企業管治守則。董事認為，除若干偏離企業管治守則之情況外，本公司全年一直遵守企業管治守則，偏離詳情於以下段落說明。

董事會

職責

本公司之業務由董事會負責整體管理。董事會負責領導及監控本公司事務，並透過指導及監管其事務對促進本公司之成功共同負責。全體董事均客觀就本公司利益作出決定。

董事會保留就本公司所有重要事項作出決策之權力，包括批准及監控所有政策事項、整體策略及預算、內部監控及風險管理制度、重大交易、財務資料、委任董事及其他重大財務及營運事宜。

企業管治守則第A.2.1條訂明，主席與行政總裁（「行政總裁」）之角色應有區分，並不應由同一人兼任。主席與行政總裁的分工應清楚界定並以書面列載。主席及行政總裁之職位一直懸空，直至於二零一四年七月十一日胡野碧先生獲委任為主席及劉學恒先生獲委任為行政總裁為止。

主席之職責為領導董事會並制訂本集團的業務策略。主席亦負責確保董事會有效運作，尤其確保全體董事及時接獲可靠、充足及完備資料。主席可直接或透過公司秘書協助與董事溝通，以不時商討或澄清任何有關本集團的事宜，並向彼等提供任何支持資料及文件。主席承擔確保已建立良好企業管治常規及程序的主要責任。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Responsibilities (Continued)

The CEO is responsible for the conduct of day-to-day operation of the Company and accountable to the Board for all aspects of the corporate performance. He recommends policies to the Board for consideration and approval, and keeps the Board informed of any material developments of the Company's business. The CEO may delegate his duties to any other management members or responsible officers of the Company but he assumes the principal responsibility. Up to the date of this report, the chairman of the Board is Mr. Hu Yebi and Mr. Liu Xueheng is the CEO.

Composition

The Board currently comprises the following Directors:

Executive Directors

Mr. Hu Yebi (*Chairman*) (appointed on 11 July 2014)

Mr. Liu Xueheng (*Chief Executive Officer*) (appointed on 11 July 2014)

Mr. Mung Bun Man, Alan

Non-Executive Directors

Mr. Chee Man Sang, Eric

Mr. Tang Shu Pui, Simon

Independent Non-Executive Directors

Mr. Chan Wai Man

Mr. Tsui Sai Ming, Steven

Mr. Ng Chun Chuen, David

Ms. Liu Yan (appointed on 18 June 2015)

In accordance with Bye-law 87, Mr. Chee Man Sang, Eric, Mr. Hu Yebi and Mr. Liu Xueheng will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting. Pursuant to Bye-law 86, Ms. Liu Yan, shall hold office until the forthcoming annual general meeting and, being eligible, offer herself for re-election at that meeting.

Each of the independent non-executive Directors had made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considered that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

董事會 (續)

職責 (續)

行政總裁負責進行本公司的日常營運及就企業表現的所有方面向董事會負責。彼向董事會建議政策供其考慮及審批，並持續通知董事會任何有關本公司業務的重大發展。行政總裁可向本公司任何其他管理層成員或負責的主管轉授其職責，惟彼承擔主要責任。截至本報告日期止，董事會主席為胡野碧先生及劉學恒先生為行政總裁。

組成

董事會現時由以下董事組成：

執行董事

胡野碧先生 (主席)

(於二零一四年七月十一日獲委任)

劉學恒先生 (行政總裁)

(於二零一四年七月十一日獲委任)

蒙品文先生

非執行董事

池民生先生

鄧澍焙先生

獨立非執行董事

陳偉民先生

徐世明先生

吳振泉先生

劉艷女士 (於二零一五年六月十八日獲委任)

按公司細則第87條，池民生先生、胡野碧先生及劉學恒先生將於應屆股東週年大會上告退，惟彼等均符合資格並願意膺選連任。根據公司細則第86條，劉艷女士之任期直至應屆股東週年大會為止，惟彼符合資格並願意於該大會上膺選連任。

各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書。董事會認為全體獨立非執行董事均符合上市規則第3.13條所載之獨立性指引，並根據該指引之條款屬獨立人士。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Composition (Continued)

During the year ended 31 March 2015, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors (“INEDs”) with at least one INED possessing appropriate professional qualifications or accounting or related financial management expertise.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

Biographical details of the Directors of the Company as at the date of this annual report are set out in the “Biographical Details of Directors” section on pages 9 to 12 of this report, which demonstrates a diversity of skills, expertise, experience and qualifications. Save as disclosed in this report, none of the Directors has any financial, business, family or other material or relevant relationships among members of the Board.

All Directors are regularly updated on governance and regulatory matters. There is a procedure to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the expense of the Company in order to discharge of their duties.

During the year, 2 regular and 5 irregular Board meetings were held. The Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying Board papers in respect of Board meetings are sent out in full to all Directors within reasonable time before the meeting. Minutes of Board meetings are kept by duly appointed secretaries of the respective meetings and record in sufficient detail the matters considered by the Board and decision reached and sent to all Directors for their comment and records respectively within a reasonable time after the Board meeting was held.

All Directors have access to Board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

董事會 (續)

組成 (續)

於截至二零一五年三月三十一日止年度，董事會一直符合上市規則之規定，委任最少三名獨立非執行董事（「獨立非執行董事」），而其中最少一名獨立非執行董事須具備適當專業資格，或具備會計或有關財務管理之專業知識。

董事名單（按類別排列）亦於本公司不時根據上市規則發出之所有企業通訊中披露。

本公司董事於本年報日期之履歷詳情載於本報告第9頁至第12頁之「董事履歷詳情」一節，當中載列各董事之多樣化技能、專業知識、經驗及資格。除本報告所披露者外，董事會成員之間並無任何財務、業務、家屬或其他重大或相關關係。

全體董事均定期獲得有關管治及規管事宜之更新資訊。董事可根據程序，按合理要求於合適情況下尋求獨立專業意見，以協助履行彼等之職責，有關費用由本公司支付。

年內，董事會召開了兩次定期董事會會議及5次臨時董事會會議。如有需要，董事可將討論事項納入有關議程。董事會會議之議程及隨附之董事會文件在開會前一段合理時間內發送予全體董事。董事會會議紀錄由正式獲委任之有關會議之秘書備存，詳列會議上董事會所考慮事項及達致之決定，並於董事會會議舉行後一段合理時間內送交全體董事，以分別供董事表達意見及記錄之用。

全體董事均有權查閱董事會之文件及有關資料，並會及時獲得充分資料，確保董事會可就提呈會議之事項作出知情決定。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Composition (Continued)

The Company has received written annual confirmation from each INED of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all INEDs to be independent in accordance with the independence guidelines as set out in the Listing Rules.

All non-executive Directors (including the INEDs) are appointed for specific terms. The term of office for each INED is not more than three years from the date of appointment subject to the requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting pursuant to the Company's Bye-laws.

According to the Company's Bye-Law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the numbers of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. All Directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after their appointment. Any other Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

The Company has a formal, considered and transparent procedure for the appointment of new Directors to the Board and all Directors should be subject to re-election at regular intervals. Upon the resignation of a Director, an announcement is made publicly to disclose the reasons for his/her resignation.

The Company has arranged a Directors & Officers Liabilities Insurance for its directors and officers.

Induction for Directors

Each newly appointed director will receive comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has proper understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

董事會 (續)

組成 (續)

本公司已收到每名獨立非執行董事根據上市規則之規定發出之年度獨立確認書。根據上市規則所載之獨立性指引，本公司認為全體獨立非執行董事均為獨立。

全體非執行董事（包括獨立非執行董事）均按特定任期委任。根據本公司之公司細則，每位獨立非執行董事之任期均自委任日期起計不超過三年，並須遵守全體董事之三分之一須於每屆股東週年大會上輪席退任之規定。

根據本公司之公司細則第86(2)條，董事有權不時及隨時委任任何人士為董事，以填補董事會臨時空缺，或待股東於股東大會上授權後，作為現有董事會之新增董事，惟就此獲委任後之董事數目不得超出股東於股東大會不時釐定之數目上限。獲委任填補臨時空缺之所有董事須於彼等獲委任後之首屆股東大會上接受股東選舉。就此獲董事會委任之任何其他董事僅可任職至本公司下屆股東週年大會，屆時將符合資格於該大會膺選連任。

本公司已制訂正式、周詳而具透明度之委任新董事加入董事會之程序，而全體董事均須定期重選。於董事辭任時，本公司作出公開公告以披露其辭任理由。

本公司已為其董事及高級職員購買董事及高級職員責任保險。

董事入職

每位新委任董事將於首次獲委任時獲得全面、正式及特為其而設的就任須知，以確保彼對本公司的業務及運作均有適當之理解，以及全面認知其本身在上市規則及相關監管規定下之責任及義務。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Continuous Professional Development of the Directors

The Directors are encouraged to participate in continuous professional development (the “CPD”) to develop and refresh their knowledge and skills. According to the confirmation records provided by the Directors, all of the Directors have participated in the CPD for the year ended 31 March 2015.

Directors’ attendance records

The number of full Board meetings, committee meetings and general meetings attended by each Director during the year under review is set out in the following table. Figure in brackets indicates maximum number of meetings in the period in which the individual was a Board member or Committee member.

| Name of Director 董事姓名 | Full Board Meetings 全體董事會會議 | Audit Committee Meetings 審核委員會會議 | Remuneration Committee Meetings 薪酬委員會會議 | Nomination Committee Meetings 提名委員會會議 | General Meetings 股東大會 |
|--|--------------------------------|-------------------------------------|--|--|--------------------------|
| Executive Directors 執行董事 | | | | | |
| Mr. Hu Yebi (note 1) 胡野碧先生(附註1) | 4/(4) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/(1) |
| Mr. Liu Xueheng (note 1) 劉學恒先生(附註1) | 1/(4) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/(1) |
| Mr. Ha Wing Ho, Peter (note 2) 哈永豪先生(附註2) | 2/(2) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/(1) |
| Mr. Mung Kin Keung 蒙建強先生 | 4/(7) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/(2) |
| Mr. Mung Bun Man, Alan 蒙品文先生 | 5/(7) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 2/(2) |
| Non-executive Directors 非執行董事 | | | | | |
| Mr. Chee Man Sang, Eric 池民生先生 | 2/(7) | 1/(2) | 1/(2) | 1/(2) | 0/(2) |
| Mr. Tang Shu Pui, Simon 鄧澍培先生 | 4/(7) | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/(2) |
| Independent non-executive Directors 獨立非執行董事 | | | | | |
| Mr. Chan Wai Man 陳偉民先生 | 4/(7) | 2/(2) | 2/(2) | 2/(2) | 1/(2) |
| Mr. Tsui Sai Ming, Steven 徐世明先生 | 1/(7) | 2/(2) | N/A 不適用 | N/A 不適用 | 2/(2) |
| Mr. Ng Chun Chuen, David 吳振泉先生 | 3/(7) | 2/(2) | 2/(2) | 2/(2) | 1/(2) |
| Ms. Liu Yan (note 3) 劉艷女士(附註3) | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |

Note 1. appointed on 11 July 2014
Note 2. resigned on 11 July 2014
Note 3. appointed on 18 June 2015

董事會 (續)

董事之持續專業發展

本公司鼓勵董事參與持續專業發展(「持續專業發展」)，以發展和更新其知識和技能。根據董事所提供之確認記錄，全體董事於截至二零一五年三月三十一日止年度均有參與持續專業發展。

董事出席記錄

各董事於回顧年度內出席之全體董事會會議、委員會會議及股東大會次數載於下表。括弧內之數字指該人士擔任董事會成員或委員會成員期內之最多會議數目。

附註1. 於二零一四年七月十一日獲委任
附註2. 於二零一四年七月十一日辭任
附註3. 於二零一五年六月十八日獲委任

Corporate Governance Report

企業管治報告

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

During the year ended 31 March 2015, the Board has adopted and complied with the code provisions of the CG Code in so far as they are applicable except for the following deviations.

CG Code provision A.1.1 stipulates that the Board should meet regularly and board meeting should be held at least four times a year at approximately quarterly intervals. During the year, only two regular board meetings were held to review and discuss the annual and interim results. The Company does not announce its quarterly results and hence does not consider the holding of quarterly meetings as necessary.

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer (the “CEO”) should be separate and should not be performed by the same individual. During the year ended 31 March 2015, the Company has not appointed chairman and CEO until 11 July 2014. Up to the date of this report, the chairman of the Board is Mr. Hu Yebi and Mr. Liu Xueheng is the CEO.

CG Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term subject to re-election. Independent non-executive directors of the Company are not appointed for a specific term. However, all directors of the Company are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

CG Code provision A.6.7 stipulates that the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of Shareholders. Two non-executive Directors and two Independent non-executive Directors did not attend the special general meeting (“SGM”) held on 8 May 2014. A non-executive Director was unable to attend the annual general meeting of the Company held on 16 September 2014 due to his various work commitments. However, at the respective general meetings of the Company, there were at least two executive Directors presented to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

遵守《企業管治常規守則》

董事會已於截至二零一五年三月三十一日止年度內採納及遵守企業管治守則內適用之守則條文，惟以下偏離者除外。

企業管治守則第A.1.1條訂明董事會應定期舉行會議，而每年應最少舉行四次董事會會議，大約每季舉行一次。年內，僅舉行兩次定期董事會會議以審閱及討論年度及中期業績。本公司並無公告其季度業績，故認為毋須每季舉行會議。

企業管治守則第A.2.1條訂明，主席與行政總裁（「行政總裁」）之角色應有區分，並不應由同一人兼任。於截至二零一五年三月三十一日止年度內，本公司主席及行政總裁之職位一直懸空至二零一四年七月十一日為止。截至本報告日期止，董事會主席為胡野碧先生及劉學恒先生為行政總裁。

企業管治守則第A.4.1條訂明，非執行董事之委任應有指定任期，並須接受重選。本公司之獨立非執行董事並無按指定任期委任。然而，本公司之全體董事均須按本公司之公司細則，於本公司之股東週年大會上輪值退任及重選。

企業管治守則第A.6.7條訂明獨立非執行董事及其他非執行董事應出席股東大會及對股東的意見有公正的了解。兩名非執行董事及兩名獨立非執行董事並未出席於二零一四年五月八日舉行之股東特別大會（「股東特別大會」）。一名非執行董事因其多項工作事務未能出席本公司於二零一四年九月十六日舉行之股東週年大會。然而，於本公司各股東大會上，有至少兩名執行董事出席，以令董事會對本公司股東的意見有公正的了解。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

The Company has set up a remuneration committee with written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure that there are formal and transparent procedures for setting policies on the remuneration of Directors and senior management.

The Remuneration Committee comprises four members and is chaired by Mr. Ng Chun Chuen, David (independent non-executive Director). The other members of the Remuneration Committee are Mr. Chee Man Sang, Eric (non-executive Director), Mr. Chan Wai Man (independent non-executive Director) and Ms. Liu Yan (independent non-executive Director). Accordingly, the Remuneration Committee comprises a majority of independent non-executive Directors.

The duties of the remuneration committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing such policy;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the group and desirability of performance based remuneration;
- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

薪酬委員會

本公司遵照上市規則附錄14所載之企業管治守則成立薪酬委員會，並訂有書面職權範圍，以確保在制定董事及高級管理層之薪酬政策上採納正式及透明之程序。

薪酬委員會由四名成員組成，並由吳振泉先生（獨立非執行董事）擔任主席。薪酬委員會之其他成員為池民生先生（非執行董事）、陳偉民先生（獨立非執行董事）及劉艷女士（獨立非執行董事）。因此，薪酬委員會之大部分成員為獨立非執行董事。

薪酬委員會的職責如下：

- (a) 就本公司所有董事及高級管理層之薪酬政策及架構以及確立正式及透明的程序以發展該政策向董事會提出建議；
- (b) 獲授權以決定所有執行董事及高級管理層的具體薪酬組合，包括實物福利、退休金權利及賠償支出（包括任何離職補償及終止僱傭合約賠償）及向董事會建議非執行董事之薪酬。薪酬委員會應參考之因素包括可資比較公司之薪金、工作時數及董事之責任、本集團其他方面之僱傭條件及與表現掛鉤薪酬之可取性；
- (c) 參考董事會不時議決之公司目標及宗旨以檢討及批准與表現掛鉤薪酬；

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE (Continued)

- (d) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (g) to advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under Rule 13.68 of the Listing Rules.

During the year, 4 meetings were held to review the remuneration of Directors and resigned Directors. Details of the Directors' remuneration are set out in note 13 to the financial statements.

NOMINATION COMMITTEE

The Company has set up a nomination committee with written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure fair and transparent procedures for appointment, re-election and removal of Directors to the Board.

The Nomination Committee comprises four members and is chaired by Mr. Ng Chun Chuen, David (independent non-executive Director). The other members of the Nomination Committee are Mr. Chee Man Sang, Eric (non-executive Director), Mr. Chan Wai Man (independent non-executive Director) and Ms. Liu Yan (independent non-executive Director). Accordingly, the Remuneration Committee comprises a majority of independent non-executive Directors.

薪酬委員會 (續)

- (d) 檢討及批准給予執行董事及高級管理層的離職補償及終止僱傭合約賠償，以確保該等賠償按相關合約條款制定、在其他方面公平及不超過本公司應付者；
- (e) 檢討及批准董事因不當行為被解僱或免職之賠償安排，以確保該等安排按相關合約條款制定以及賠償支出在其他方面為合理及適當者；
- (f) 確保概無董事或其任何聯繫人士參予制定其本人的薪酬；及
- (g) 就上市規則13.68條所需股東批准之任何董事服務合約如何投票向股東提出意見。

年內共舉行4次會議以檢討董事及辭任董事之薪酬。董事薪酬之詳情載於財務報表附註13內。

提名委員會

本公司遵照上市規則附錄14所載之企業管治守則成立提名委員會，並訂有書面職權範圍，以確保在委任、重選及罷免董事會董事之事宜上採納公平及透明之程序。

提名委員會由四名成員組成，並由吳振泉先生（獨立非執行董事）擔任主席。提名委員會之其他成員為池民生先生（非執行董事）、陳偉民先生（獨立非執行董事）及劉艷女士（獨立非執行董事）。因此，提名委員會之大部分成員為獨立非執行董事。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE (Continued)

The duties of the nomination committee are as follows:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors; and
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive officer.

During the current year, the nomination committee had evaluated nominees to fill up the vacancy resulted from resigned Directors and made recommendation to the Board.

AUDIT COMMITTEE

The Audit Committee comprises five members and is chaired by Mr. Chan Wai Man (independent non-executive Director) who possesses the accounting and related financial management expertise. The other members of the Audit Committee are Mr. Chee Man Sang, Eric (non-executive Director), Mr. Tsui Sai Ming, Steven (independent non-executive Director), Mr. Ng Chun Chuen, David (independent non-executive Director) and Ms. Liu Yan (independent non-executive Director). Accordingly, the Audit Committee comprises a majority of independent non-executive Directors.

提名委員會 (續)

提名委員會的職責如下：

- (a) 定期檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出的變動向董事會提出建議；
- (b) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事的獨立性；及
- (d) 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃的有關事宜向董事會提出建議。

本年度內，提名委員會已評估提名人以填補董事辭任後產生之空缺，並向董事會提出建議。

審核委員會

審核委員會由五名成員組成，並由陳偉民先生（獨立非執行董事）擔任主席，彼具備會計及相關財務管理專長。審核委員會之其他成員為池民生先生（非執行董事）、徐世明先生（獨立非執行董事）、吳振泉先生（獨立非執行董事）及劉艷女士（獨立非執行董事）。因此，審核委員會之大部分成員為獨立非執行董事。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

The duties of the audit committee are as follows:

1 Relationships with the Company's auditor

- (a) to be primarily responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and to consider any questions of resignation or dismissal of that auditor;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable accounting standard;
- (c) to discuss with the external auditor before the audit commences, the nature and scope of the audit and reporting obligations;
- (d) to ensure co-ordination where more than one audit firm is involved; and
- (e) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The audit committee shall report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

審核委員會 (續)

審核委員會之職責如下：

1 與本公司核數師的關係

- (a) 主要負責就外聘核數師之委任、重新委任及罷免向董事會作出建議、及批准外聘核數師之薪酬及聘用條款、及處理有關其辭任或被罷免之任何問題；
- (b) 根據適用會計標準審閱及監察外聘核數師之獨立性及客觀性以及審核程序之有效性；
- (c) 於審核工作開始之前與外聘核數師討論審核性質及範疇以及申報責任；
- (d) 如有超過一間核數師行參與審核，則確保彼等之協調性；及
- (e) 制定及實行有關委聘外聘核數師提供非審核服務之政策。就此而言，外聘核數師包括與該核數師行處於共同控制、擁有權或管理下之任何實體，或知悉所有相關資料之合理及知情第三方將合理斷定在當地或國際上屬於該核數師行一部份之任何實體。審核委員會應向董事會匯報、識別其認為須採取行動或作出所需改善之任何事宜及就將採取之行動作出建議。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

2 Review of financial information of the Company

- (a) To monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In this regard, in reviewing the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the audit committee shall focus particularly on:
- (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting.
- (b) in regard to 2(a) above:
- (i) members of the audit committee must liaise with the Company's Board, senior management and the person appointed as the Company's qualified accountant; and
 - (ii) the audit committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer or auditors.

審核委員會 (續)

2 審閱本公司的財務資料

- (a) 監察本公司財務報表及本公司年報及賬目、中期報告及(如編製以供刊發)季度報告所載重大財務申報判斷之完整性。就此而言,於向董事會提交前,檢討本公司年報及賬目、中期報告及(如編製以供刊發)季度報告,並特別針對以下事項:
- (i) 會計政策及實務之任何變更;
 - (ii) 涉及重大判斷之範疇;
 - (iii) 審核產生之重大調整;
 - (iv) 持續經營之假設及任何保留意見;
 - (v) 遵守會計準則;及
 - (vi) 遵守有關財務申報之上市規則及其他法律規定。
- (b) 就上文2(a)段而言:
- (i) 審核委員會成員與本公司董事會、高級管理層及獲委任為本公司合資格會計師之人士聯絡;及
 - (ii) 審核委員會應考慮該等報告及賬目內所反映或需反映之任何重大或不尋常事項,並適當考慮任何由本公司之合資格會計師、監察主任或核數師提出之事項。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

3 Oversight of the Company's financial reporting system and internal control procedures

- (a) to review the Company's financial controls, internal control and risk management systems;
- (b) to discuss with the management the system of internal control and ensure that management has discharged its duty to have any effective internal control system;
- (c) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit function;
- (e) to review the group's financial and accounting policies and practices;
- (f) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;
- (g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (h) to report to the Board on the matters set out herein and, in particular, the matters required to be performed by the audit committee under the CG Code;

審核委員會 (續)

3 監管本公司財務申報制度及內部監控程序

- (a) 審閱本公司有關財務監控、內部監控及風險管理系統；
- (b) 與管理層討論內部監控系統，並確保管理層已履行其職責設立有效之內部監控系統；
- (c) 應董事會委派或主動對內部監控事宜之任何重要調查結果及管理層之回應進行研究；
- (d) 倘設有內部審計職能，以確保內部及外聘核數師之協調，及確保內部審計職能獲提供足夠資源並於本公司內具有適當地位，以及檢討及監察內部審計職能之有效性；
- (e) 檢討集團之財務及會計政策及實務；
- (f) 審閱外聘核數師之管理層函件、核數師就會計記錄、財務賬目或監控系統向管理層提出之任何重大疑問及管理層作出之回應；
- (g) 確保董事會及時回應外聘核數師之管理層函件所提出之事宜；
- (h) 向董事會匯報本職權範圍內之事宜，尤其企業管治守則要求審核委員會履行之事宜；

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

3 Oversight of the Company's financial reporting system and internal control procedures (Continued)

- (i) to consider other topics, as defined by the Board;
- (j) to review arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters, and to ensure that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action;
- (k) to act as the key representative body for overseeing the Company's relation with the external auditor; and
- (l) to discuss problems and reservations arising from the interim and final audits and any matters the auditor may wish to discuss (in the absence of the management where necessary).

4 Independence of external auditors

- (a) to consider all relationships between the Company and the audit firm (including the provision of non-audit services);
- (b) to seek from the audit firm, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including current requirements regarding rotation of audit partners and staff;
- (c) to meet with the auditor, at least annually, in the absence of management, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise;

審核委員會 (續)

3 監管本公司財務申報制度及內部監控程序 (續)

- (i) 考慮其他董事會界定之課題；
- (j) 審閱本公司的僱員可保密地使用以提出有關財務匯報、內部監控或其他事項之可能失當之安排，並確保已備有恰當安排供該等事項的公平及獨立調查及作適當的跟進行動；
- (k) 作為主要代表實體以監督本公司與外聘核數師之關係；及
- (l) 討論中期及全年審核所產生之問題及保留意見，以及核數師可能希望討論之任何事宜（如有必要，可在管理層避席之情況下進行）。

4 外聘核數師之獨立性

- (a) 考慮本公司與核數公司之間的所有關係（包括提供非核數服務）；
- (b) 每年向核數公司索取資料，了解核數公司就保持其獨立性以及監察有關規定執行方面的政策和程序，包括就輪換核數合夥人及職員的現時規定；
- (c) 至少每年在管理層不在場的情況下會見核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及核數師想提出的任何其他事項；

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

4 Independence of external auditors (Continued)

- (d) to agree with the Board the Company's policies relating to the hiring of employees or former employees of the external auditor and monitor the application of such policies. The audit committee shall then be in a position to consider whether in the light of this there has been any impairment or appearance of impairment, of the auditor's judgment or independence in respect of the audit; and
- (e) to ensure that the provision by an external auditor of non-audit services does not impair the external auditor's independence or objectivity. When assessing the external auditor's independence or objectivity in relation to the provision of non-audit services, the audit committee may wish to consider:
 - (i) whether the skills and experience of the audit firm make it a suitable supplier of the non-audit services;
 - (ii) whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the external auditor;
 - (iii) the nature of the non-audit services, the related fee levels and the fee levels individually and in aggregate relative to the audit firm; and
 - (iv) the criteria which govern the compensation of the individuals performing the audit.

All the members of the audit committee have confirmed to be independent with reference to Rule 3.13 of the Listing Rules.

During the year, the audit committee has reviewed the financial results and reports as well as the Company's internal control review report. The audit committee also met the external auditors and monitored the appointment of external auditors.

There is no disagreement between the Board and the audit committee.

審核委員會 (續)

4 外聘核數師之獨立性 (續)

- (d) 與董事會協定本公司有關招聘外聘核數師的僱員或前僱員的政策，並監察有關政策的應用。審核委員會應考慮有關招聘是否會削弱或應會削弱核數師進行審核時的判斷或獨立性；及
- (e) 確保外聘核數師提供非核數服務時不會損害其獨立性或客觀性。當評估外聘核數師在提供非核數服務方面的獨立性或客觀性時，審核委員會或可考慮以下事項：
 - (i) 就核數公司的技能和經驗而言，其是否適合為本公司提供該等非核數服務；
 - (ii) 是否設有預防措施，以確保外聘核數師的核數工作的客觀性及獨立性不會因其提供該等服務而受到影響；
 - (iii) 該等非核數服務的性質、有關費用的水平，以及就該核數公司而言，個別服務費用和合計服務費用的水平；及
 - (iv) 監管個別核數職員的酬金標準。

參照上市規則第3.13條，審核委員會全體委員已確認為獨立。

年內，審核委員會已審閱財務業績及報告以及本公司之內部監控審查報告。審核委員會亦已與外聘核數師會面及監察外聘核數師之委任。

董事會與審核委員會間概無意見分歧。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the Corporate Governance functions set out in the CG Code D.3.1. as below:

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

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2015.

企業管治職能

董事會負責履行企業管治守則第D.3.1.條之企業管治職能，其載列如下：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規則方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (e) 檢討本公司遵守企業管治守則的情況及於企業管治報告內的披露。

證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）。

經向全體董事作出特定查詢後，董事確認彼等於截至二零一五年三月三十一日止年度內一直遵守標準守則所載規定。

Corporate Governance Report

企業管治報告

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should take decisions objectively in the interests of the Company. The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing, and coordinating the daily operation of the Company are delegated to the management.

DIRECTORS' AND AUDITOR' RESPONSIBILITIES FOR ACCOUNTS

The Directors acknowledge their responsibilities for the preparation of financial statements of the Company for the year ended 31 March 2015. In preparing the financial statement, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable, and have prepared the accounts on the going concern basis. Respective responsibilities of the Directors and the external auditors to the Shareholders are set out in the "Independent Auditor's Report" on pages 44 to 45 of this annual report.

AUDITOR'S REMUNERATION

During the year, BDO was appointed as the external auditor of the Company. The remuneration paid to the external auditor of the Group in respect of audit services and non-audit services for the year ended 31 March 2015 amounted to HK\$588,000 and HK\$50,000 respectively.

CONSTITUTIONAL DOCUMENTS

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

董事會及管理層之職責、問責及貢獻

董事會負責領導及監控本公司，並透過指導及監督本公司事務，共同負責促進本公司邁向成功。全體董事應客觀作出符合本公司利益之決定。董事會負責決定一切主要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運之職責轉授予管理層。

董事及核數師對賬目之責任

董事知悉彼等編製本公司截至二零一五年三月三十一日止年度財務報表之責任。董事於編製財務報表時已揀選及貫徹應用合適之會計政策，並作出審慎及合理之判斷及估計，並採納持續經營基準編製有關賬目。董事及外聘核數師各自向股東所負之責任載列於本年報第44至45頁之「獨立核數師報告書」。

核數師酬金

年內，立信德豪獲委任為本公司外聘核數師。截至二零一五年三月三十一日止年度就審核服務及非審核服務支付予本集團外聘核數師之酬金分別為588,000港元及50,000港元。

憲章文件

於截至二零一五年三月三十一日止年度，本公司之憲章文件並無變動。

Corporate Governance Report

企業管治報告

INTERNAL CONTROL

The Board is responsible for the establishing and maintaining a sound system of internal control within the Group. However, such a system was designed to manage various risks of the Group within certain acceptable risk level, rather than complete the elimination of the risk of failure to achieve the business objectives of the Group.

The current Board has already commenced an assessment and review of the internal control system of the Company and will take appropriate action to maintain an adequate internal control system to safeguard Shareholders' investments and the Company's assets, and review the effectiveness of such on an annual basis through the audit committee.

COMPANY SECRETARY

The Company Secretary, Mr. Cheng Sik Kong ("Mr. Cheng"), is responsible for facilitating the Board process, as well as the communications among the Board members, shareholders and management. Mr. Cheng also prepares detailed minutes of each meeting. Board minutes would be sent to the Board for comments as soon as practicable. Mr. Cheng reports directly to the Board. All Directors also have access to the advice and services of the Company Secretary to ensure that all applicable laws, rules and regulations are followed. During the Year, Mr. Cheng undertook over 15 hours of professional training to update his skills and knowledge.

內部監控

董事會負責為本集團建立及維持健全之內部監控系統。然而，該系統之設計僅為於可接受之風險範圍內管理本集團之風險，而並非完全消除本集團未能達到業務目標之風險。

現時董事會已開始評核及檢討本公司之內部監控系統，並採取合適措施以維持充分之內部監控系統，以保障股東投資及本公司資產，並每年透過其審核委員會檢討其有效程度。

公司秘書

公司秘書鄭錫光先生（「鄭先生」）負責推動董事會程序以及董事會成員、股東及管理層之間之溝通。鄭先生亦就各會議進行詳細記錄。董事會會議記錄將於可行情況下盡快送呈至董事會評閱。鄭先生直接向董事會報告。所有董事均可獲得公司秘書之意見及服務，以確保遵守所有適用法例、規則及規例。於年內，鄭先生已接受逾十五小時之專業培訓以更新其技術及知識。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Group strives to disclose relevant information on its activities to shareholders in an open and timely manner. Communication is achieved through:

- (1) The Company's annual and interim reports which have been enhanced to present a balance, clear and comprehensive assessment of the Group position and prospects.
- (2) Notices of annual and other general meetings and accompanying explanatory materials.
- (3) Announcement releases on major transaction.
- (4) Disclosures to the Stock Exchange and relevant regulatory bodies.
- (5) Response to inquiries from shareholders by Directors during the Annual General Meeting (the "AGM").

The Company endeavor to maintain two way communications with the Shareholders through various channels. All the enquiries are dealt with in timely manner. The shareholders are encouraged to attend the AGM and special general meetings (the "SGM") of the Company. The shareholders are also encouraged to put their enquiries about the Group by mail to the principle place of business of the Company (for the attention of company secretary).

Constructive use of Annual General Meeting

The relations with shareholders should be maintained through constructive use of AGM. We are encouraging shareholders to attend at the AGM, giving shareholders an opportunity to ask questions and to hear about the Company during the meeting and an opportunity to use their vote and greater openness in voting procedures at the AGM. Our executive Directors and responsible person of audit committee, nomination committee and remuneration committee will answer the questions raised by the shareholders. Annual report and related papers are post to shareholders for their consideration at least 20 clear business days prior to the AGM. AGM proceedings are continually reviewed in the light of corporate governance best practices.

與股東溝通

本集團致力將其業務之有關資訊，以公開及迅速之方法向股東披露。溝通經以下途徑達致：

- (1) 本公司已改進其年報及中期報告，對本集團之現況及前景呈列一個持平、清晰及全面之評估。
- (2) 股東週年大會及其他股東大會通告以及於該等通告內附上解釋性資料。
- (3) 為主要交易發出公告。
- (4) 向聯交所及相關監管機構披露。
- (5) 於股東週年大會（「股東週年大會」）上，由董事回應股東之詢問。

本公司致力透過不同渠道與股東維持雙向溝通。所有查詢將會盡快處理。歡迎股東出席本公司股東週年大會及股東特別大會（「股東特別大會」）。本公司亦歡迎股東郵寄至本公司主要營業地點，並註明公司秘書收，查詢有關本集團之事項。

積極運用股東週年大會

本集團透過股東週年大會積極維繫與股東之關係。本集團鼓勵股東出席股東週年大會，為股東提供於會上提問及聆聽有關本公司事項之機會，並可於股東週年大會行使其投票權，投票程序亦更為透明。本集團之執行董事及審核委員會、提名委員會及薪酬委員會之負責人士將回答股東之提問。年報及有關文件於股東週年大會舉行最少20個足營業日前寄發予股東參考。股東週年大會之程序將繼續根據企業管治最佳慣例檢討。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

Procedures for the Shareholders to Convene a Special General Meeting

Pursuant to Bye-Law 58, members holding at the date of deposit of the requisition not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the company shall at all times have the right, by written requisition to the Board or the company secretary of the Company to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company at Suite 1018, 10th Floor, Central Tower, 28 Queen's Road Central, Hong Kong (for the attention of company secretary), and may consist of several documents in like form each signed by one or more requisitionists.

If within twenty-one (21) days of such deposit the Board fails to proceed to convene such 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.

A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such Directors as were in default.

股東權利

股東召開股東特別大會之程序

根據公司細則第58條，於遞呈要求當日持有不少於有權於本公司股東大會上投票之本公司繳足股本十分之一(10%)之股東，有權隨時透過向董事會或本公司之公司秘書發出書面要求，要求董事會召開股東特別大會，以處理相關要求中列明之任何事宜，而有關會議須於相關要求遞呈後兩(2)個月內舉行。

請求必須列明大會目的，且必須由提出請求者簽署，並遞交至本公司之註冊辦事處（地址為香港中環皇后大道中28號中匯大廈10樓1018室，並註明公司秘書收），而其可由各自由一名或多名請求者簽署之一式多份文件組成。

倘於有關遞交請求日期起計二十一(21)日內，董事會未能召開有關大會，則提出請求者或持有所有提出請求者之過半數總投票權之任何提出請求者，可自行召開大會，惟任何如此召開之大會不可於該日期起計三個月屆滿後舉行。

提出請求者須盡可能以董事召開大會之相同方式召開會議。

提出請求者因董事未有正式召開會議而招致的任何合理費用，須由本公司償還提出請求者，而任何如此償還之款項，須由本公司從到期或即將到期就失責董事之服務而應向其支付之費用或其他酬金中扣留。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Procedures for the Shareholders to Put Forward Proposals at General Meetings

- (1) Proposals at shareholders' meetings can be put forward by the members of the Company holding at the date of the submission of the proposals not less than one-tenth (10%) of the paid-up capital of the Company as at the date of the submission carries the right of voting at general meetings of the Company.
- (2) The submission of the proposals must be made within 3 business days after a notice of the shareholders' meeting have been served to all registered shareholders by the Board. The proposals must be written and must state the objects of the proposals, and must be signed by the proposers, and mailed and deposited at Suite 1018, 10th Floor, Central Tower, 28 Queen's Road Central, Hong Kong (for the attention of company secretary); and may consist of several documents in like form, each signed by one or more proposers.
- (3) The proposals will be verified with the Company's share registrar and upon its confirmation that the proposals are proper and in order, the company secretary will ask the Board to update the resolutions by serving sufficient notice in accordance with the statutory requirements to all registered shareholders, provided that the proposers have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in publishing supplementary circular and updating related resolutions. On the contrary, if the requisition has been verified as not in order, the proposer will be advised of this outcome and accordingly, no resolution will be updated as requested.

股東權利 (續)

於股東大會動議之程序

- (1) 於動議日期持有附有權利於本公司股東大會表決的本公司實繳股本不少於十分一(10%)之本公司股東，可於股東大會動議。
- (2) 動議須於董事會向全體登記股東發出股東大會通告後3個營業日內提交，動議必須以書面作出，並註明動議目的，經由動議人簽署，郵寄及送達香港中環皇后大道中28號中匯大廈10樓1018室(註明公司秘書收)；並可包括多份各自經由一名或多名動議人簽署之類似格式文件。
- (3) 動議將由本公司股份過戶登記處核實，經其確認動議恰當及符合程序後，公司秘書將要求董事會根據法定規定，向全體登記股東發出充份通知，更新決議案，惟動議人須提交合理相信足以應付本公司刊發補充通函及更新相關決議案所需開支的款項。相反，倘若動議經核證為不符程序，動議人將獲知會有關結果，亦不會按要求更新決議案。

Independent Auditor's Report

獨立核數師報告書



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TO THE MEMBERS OF BESTWAY INTERNATIONAL HOLDINGS LIMITED *(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Bestway International Holdings Limited (the "Company") and its subsidiaries (hereafter referred to as "the Group") set out on pages 46 to 104, which comprise the consolidated and company statements of financial position as at 31 March 2015, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

致百威國際控股有限公司全體成員 *(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「我們」)已審核載列於第46至104頁之百威國際控股有限公司(「貴公司」)及其附屬公司(以下簡稱「貴集團」)之綜合財務報表,當中包括於二零一五年三月三十一日之綜合及公司財務狀況報表與截至該日止年度之綜合全面收入報表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責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》之披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平之反映,及落實董事認為編製綜合財務報表所必要之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

我們之責任是根據我們之審核對該等綜合財務報表作出意見,並按照百慕達《公司法》第90條僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告之內容向任何其他人士負責或承擔責任。

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Independent Auditor's Report

獨立核數師報告書

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the 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 state of affairs of the Company and of the Group as at 31 March 2015 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Chow Tak Sing, Peter

Practising Certificate Number P04659

Hong Kong, 26 June 2015

我們根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求我們遵守道德規範，並規劃和執行審核，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審核涉及執程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，核數師考慮與該公司編製綜合財務報表以作出真實而公平之反映相關之內部控制，以設計適當之審核程序，但目的並非對公司內部控制之有效性發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證充足及適當地為我們之審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一五年三月三十一日之事務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

香港立信德豪會計師事務所有限公司

執業會計師

周德陞

執業證書編號P04659

香港，二零一五年六月二十六日

Consolidated Statement of Comprehensive Income

綜合全面收入報表

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 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|--|-----------------------|-------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 7 | 7,632 | 2,255 |
| Cost of sales | 銷售成本 | | (4,548) | (2,062) |
| Gross profits | 毛利 | | 3,084 | 193 |
| Other income | 其他收入 | 7 | 27 | 394 |
| Selling and distribution expenses | 銷售及分銷開支 | | (898) | – |
| Administrative expenses | 行政開支 | | (10,861) | (7,430) |
| Other operating expenses | 其他經營開支 | | (66,098) | (51) |
| Loss before income tax | 除所得稅前虧損 | 8 | (74,746) | (6,894) |
| Income tax credit | 所得稅抵免 | 9 | 16,479 | – |
| Loss for the year | 年度虧損 | | (58,267) | (6,894) |
| Other comprehensive income | 其他全面收入 | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | <i>其後可能重新分類至損益之項目</i> | | | |
| – Exchange difference on translation of financial statements of foreign operations | – 換算海外業務財務報表產生之匯兌差額 | | 3 | (156) |
| Total comprehensive income for the year | 年度全面收入總額 | | (58,264) | (7,050) |
| Loss for the year attributable to: | 以下人士應佔本年度虧損： | | | |
| Owners of the Company | 本公司擁有人 | | (58,027) | (6,894) |
| Non-controlling interests | 非控股權益 | | (240) | – |
| | | | (58,267) | (6,894) |
| Total comprehensive income attributable to: | 以下人士應佔全面收入總額： | | | |
| Owners of the Company | 本公司擁有人 | | (58,024) | (7,050) |
| Non-controlling interests | 非控股權益 | | (240) | – |
| | | | (58,264) | (7,050) |
| Loss per share | 每股虧損 | 11 | | |
| Basic and diluted (HK cents) | 基本及攤薄 (港仙) | | (5.65) | (0.85) |

Consolidated Statement of Financial Position

綜合財務狀況報表

As at 31 March 2015 於二零一五年三月三十一日

| | Notes 附註 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Property, plant and equipment | 13 | 121 | 16 |
| Mining rights | 14 | 671,624 | 737,561 |
| | | 671,745 | 737,577 |
| Current assets | | | |
| Trade receivables | 16 | 2,795 | 1,372 |
| Inventories | 17 | 1,277 | 615 |
| Deposits, other receivables and prepayments | 18 | 1,876 | 166 |
| Cash and cash equivalents | 19 | 97,361 | 24,514 |
| | | 103,309 | 26,667 |
| Current liabilities | | | |
| Trade payables | 20 | – | 1,248 |
| Accrued liabilities and other payables | 21 | 1,812 | 2,131 |
| | | 1,812 | 3,379 |
| Net current assets | | 101,497 | 23,288 |
| Total assets less current liabilities | | 773,242 | 760,865 |

Consolidated Statement of Financial Position

綜合財務狀況報表

As at 31 March 2015 於二零一五年三月三十一日

| | | Notes 附註 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---|------------------------|-------------|----------------------------------|----------------------------------|
| Non-current liabilities | 非流動負債 | | | |
| Deferred tax liabilities | 遞延稅項負債 | 22 | 147,429 | 163,913 |
| Net assets | 資產淨值 | | 625,813 | 596,952 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人 應佔權益 | | | |
| Share capital | 股本 | 23 | 52,296 | 44,796 |
| Reserves | 儲備 | 24 | 570,632 | 552,156 |
| | | | 622,928 | 596,952 |
| Non-controlling interests | 非控股權益 | | 2,885 | – |
| Total equity | 權益總額 | | 625,813 | 596,952 |

Hu Yebi
胡野碧
Director
董事

Liu Xueheng
劉學恒
Director
董事

Statement of Financial Position

財務狀況報表

As at 31 March 2015 於二零一五年三月三十一日

| | Notes 附註 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Property, plant and equipment | 13 | 47 | 7 |
| Investments in subsidiaries | 15 | – | – |
| | | 47 | 7 |
| Current assets | | | |
| Deposits, other receivables and prepayments | 18 | 7 | 155 |
| Amounts due from subsidiaries | 15 | 545,464 | 759,427 |
| Cash and cash equivalents | 19 | 82,991 | 22,233 |
| | | 628,462 | 781,815 |
| Current liabilities | | | |
| Accrued liabilities and other payables | 21 | 1,150 | 827 |
| Amount due to a subsidiary | 15 | – | 1,051 |
| | | 1,150 | 1,878 |
| Net current assets | | 627,312 | 779,937 |
| Total assets less current liabilities | | 627,359 | 779,944 |
| Net assets | | 627,359 | 779,944 |
| EQUITY | | | |
| Share capital | 23 | 52,296 | 44,796 |
| Reserves | 24 | 575,063 | 735,148 |
| Total equity | | 627,359 | 779,944 |

Hu Yebi
胡野碧
Director
董事

Liu Xueheng
劉學恒
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

| | | Equity attributable to the Company's owners 本公司擁有人應佔權益 | | | | | | Non- controlling interests | Total equity |
|--|------------------------|---|-----------------------------------|---|---|--|----------------|----------------------------------|------------------|
| | | Share capital | Share premium* (note 24(a)) | Contributed surplus* (note 24(b)) | Exchange fluctuation reserve* (note 24(c)) | Accumulated losses* (note 24(d)) | Total | | |
| | | HK\$'000 股本 | HK\$'000 股份溢價* | HK\$'000 實繳盈餘* | HK\$'000 匯率波動儲備* | HK\$'000 累積虧損* | HK\$'000 總額 | HK\$'000 非控股權益 | HK\$'000 權益總額 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2013 | 於二零一三年四月一日 | 37,336 | 734,069 | 52,743 | 45 | (254,304) | 569,889 | - | 569,889 |
| Loss for the year | 年度虧損 | - | - | - | - | (6,894) | (6,894) | - | (6,894) |
| Other comprehensive income | 其他全面收益 | | | | | | | | |
| - Exchange difference on translation of financial statements of foreign operations | - 換算海外業務財務報表產生之匯兌差額 | - | - | - | (156) | - | (156) | - | (156) |
| Total comprehensive income for the year | 年度全面收益總額 | - | - | - | (156) | (6,894) | (7,050) | - | (7,050) |
| Issue of shares (note 23(a)) | 發行股份 (附註23(a)) | 7,460 | 26,653 | - | - | - | 34,113 | - | 34,113 |
| At 31 March 2014 and 1 April 2014 | 於二零一四年三月三十一日及二零一四年四月一日 | 44,796 | 760,722 | 52,743 | (111) | (261,198) | 596,952 | - | 596,952 |
| Loss for the year | 年度虧損 | - | - | - | - | (58,027) | (58,027) | (240) | (58,267) |
| Other comprehensive income | 其他全面收益 | | | | | | | | |
| - Exchange difference on translation of financial statements of foreign operations | - 換算海外業務財務報表產生之匯兌差額 | - | - | - | 3 | - | 3 | - | 3 |
| Total comprehensive income for the year | 年度全面收益總額 | - | - | - | 3 | (58,027) | (58,024) | (240) | (58,264) |
| Issue of shares (note 23(c)) | 發行股份 (附註23(c)) | 7,500 | 76,500 | - | - | - | 84,000 | - | 84,000 |
| Capital contribution from non-controlling interest | 非控股權益注資 | - | - | - | - | - | - | 3,125 | 3,125 |
| At 31 March 2015 | 於二零一五年三月三十一日 | 52,296 | 837,222 | 52,743 | (108) | (319,225) | 622,928 | 2,885 | 625,813 |

* The consolidated reserves of the Group of approximately HK\$570,632,000 (2014: HK\$552,156,000) as at 31 March 2015 as presented in the Group's consolidated statement of financial position comprised these reserve accounts.

* 於本集團綜合財務狀況報表所呈列本集團於二零一五年三月三十一日之綜合儲備約570,632,000港元(二零一四年: 552,156,000港元)乃包括此等儲備賬目。

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 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---|-----------------------------------|----------------------------------|----------------------------------|
| Cash flows from operating activities | 經營業務之現金流量 | | |
| Loss before income tax | 除所得稅前虧損 | (74,746) | (6,894) |
| Adjustments for: | 經調整下列各項： | | |
| Interest income | 利息收入 | (27) | - |
| Impairment loss on mining rights | 採礦權之減值虧損 | 65,937 | - |
| Impairment loss on property, plant and equipment | 物業、廠房及設備之 減值虧損 | - | 44 |
| Depreciation of property, plant and equipment | 物業、廠房及設備之折舊 | 16 | 63 |
| Operating loss before working capital changes | 營運資金變動前之經營虧損 | (8,820) | (6,787) |
| Increase in inventories | 存貨增加 | (662) | (615) |
| Increase in trade receivables | 應收貿易賬款增加 | (1,423) | (1,372) |
| (Increase)/Decrease in prepayments, other receivables and deposits | 預付款項、其他應收款項及 按金(增加)/減少 | (1,710) | 707 |
| (Decrease)/Increase in trade payables | 應付貿易賬款(減少)/增加 | (1,248) | 1,248 |
| Decrease in accrued liabilities and other payables | 應計負債及其他應付賬款減少 | (319) | (733) |
| Cash used in operations | 經營所用之現金 | (14,182) | (7,552) |
| Interest income | 利息收入 | 27 | - |
| Tax paid | 已付稅項 | (5) | - |
| <i>Net cash used in operating activities</i> | <i>經營業務所用之現金淨額</i> | (14,160) | (7,552) |
| Cash flows from investing activities | 投資活動之現金流量 | | |
| Purchases of property, plant and equipment | 購買物業、廠房及設備 | (122) | (16) |
| <i>Net cash used in investing activities</i> | <i>投資活動所用之現金淨額</i> | (122) | (16) |
| Cash flows from financing activities | 融資活動之現金流量 | | |
| Net proceeds from issue of shares | 發行股份之所得款項淨額 | 84,000 | 34,113 |
| Increase in loans from shareholders | 股東借款增加 | - | 4,000 |
| Repayment of loans from shareholders | 償還股東借款 | - | (7,000) |
| Capital contribution from non-controlling interest | 非控股權益注資 | 3,125 | - |
| <i>Net cash generated from financing activities</i> | <i>融資活動所得之現金淨額</i> | 87,125 | 31,113 |
| Net increase in cash and cash equivalents | 現金及等同現金項目增加淨額 | 72,843 | 23,545 |
| Effect of foreign exchange rate changes | 外幣匯率變動之影響 | 4 | 525 |
| Cash and cash equivalents at 1 April | 於四月一日之現金及 等同現金項目 | 24,514 | 444 |
| Cash and cash equivalents at 31 March | 於三月三十一日之現金及 等同現金項目 | 97,361 | 24,514 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

1. CORPORATE INFORMATION

Bestway International Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda on 18 August 1995. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at Suite 1018, 10th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “HKEx”) on 2 October 1995.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries are set out in note 15 to the financial statements.

The financial statements for the year ended 31 March 2015 were approved and authorised for issue by the board of directors on 26 June 2015.

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective on 1 April 2014

In the current year, the Company and its subsidiaries (the “Group”) has applied for the first time the following new and revised standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2014:

| | |
|-----------------------|---|
| Amendments to HKAS 32 | Offsetting Financial Assets and Liabilities |
| HK (IFRIC) – Int 21 | Levies |

1. 公司資料

百威國際控股有限公司（「本公司」）於一九九五年八月十八日根據百慕達一九八一年公司法於百慕達註冊成立為一間獲豁免有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港中環皇后大道中28號中匯大廈10樓1018室。本公司股份於一九九五年十月二日起於香港聯合交易所有限公司（「港交所」）主板上市。

本公司之主要業務為投資控股。本公司之附屬公司之主要業務載於財務報表附註15。

董事會已於二零一五年六月二十六日批准並授權刊發截至二零一五年三月三十一日止年度之財務報表。

2. 應用香港財務報告準則（「香港財務報告準則」）

(a) 採納新訂／經修訂香港財務報告準則－於二零一四年四月一日生效

本公司及其附屬公司（「本集團」）已於本年度首次應用由香港會計師公會（「香港會計師公會」）頒佈之下列新訂及經修訂準則，該等準則乃與本集團於二零一四年四月一日開始之年度期間之財務報表有關及有效：

| | |
|------------------------|-----------|
| 香港會計準則第32號（修訂本） | 抵銷金融資產與負債 |
| 香港（國際財務報告詮釋委員會）－詮釋第21號 | 徵稅 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(a) Adoption of new/revised HKFRSs – effective on 1 April 2014 (Continued)

Amendments to HKAS 32 – Offsetting Financial Assets and Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement. The amendments are applied retrospectively.

The adoption of the amendments has no impact on these financial statements as the Group does not have any offsetting arrangements.

HK (IFRIC) – Int 21 – Levies

HK (IFRIC) – Int 21 clarifies that an entity recognises a liability to pay a levy imposed by government when the activity that triggers payment, as identified by the relevant legislation, occurs. The interpretation has been applied retrospectively.

The adoption of HK (IFRIC) – Int 21 has no impact on these financial statements as the interpretation is consistent with the Group’s previous application of its accounting policies on provisions.

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

2. 應用香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂／經修訂香港財務報告準則－於二零一四年四月一日生效（續）

香港會計準則第32號之修訂－抵銷金融資產與負債

有關修訂通過對香港會計準則第32號加設應用指引而澄清有關抵銷之規定，該指引對實體「目前擁有法律上可強制執行權利以抵銷」之時間以及總額結算機制被認為是等同於淨額結算之時間作出澄清。有關修訂乃追溯地應用。

由於本集團並無任何抵銷安排，採納有關修訂對該等財務報表並無影響。

香港（國際財務報告詮釋委員會）－詮釋第21號－徵稅

香港（國際財務報告詮釋委員會）－詮釋第21號釐清根據相關法例所識別，實體於引發付款的活動發生時確認支付政府所施加的徵稅責任。該詮釋已追溯地應用。

由於該詮釋與本集團先前就條文應用的會計政策一致，因此採納香港（國際財務報告詮釋委員會）－詮釋第21號並無對該等財務報表構成影響。

(b) 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則

下列為與本集團財務報表潛在相關之已頒佈惟尚未生效且本集團並無提早採用之新訂／經修訂香港財務報告準則。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

| | |
|-----------------------|---|
| Amendments to HKAS 1 | Disclosure Initiative ¹ |
| Amendments to HKAS 27 | Equity Method in Separate Financial Statements ¹ |
| HKFRS 9 (2014) | Financial Instruments ³ |
| HKFRS 15 | Revenue from Contracts with Customers ² |
| ¹ | Effective for annual periods beginning on or after 1 January 2016 |
| ² | Effective for annual periods beginning on or after 1 January 2017 |
| ³ | Effective for annual periods beginning on or after 1 January 2018 |

Information on new and amended HKFRSs that are expected to have impact on the Group is explained as follows. Other new or revised HKFRSs that have been issued but are not yet effective are unlikely to have material impact on the Group’s results and financial position upon application.

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to further encourage companies to apply professional judgement in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgement in determining where and in what order information is presented in the financial disclosures.

2. 應用香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則（續）

| | |
|------------------------|-------------------------|
| 香港會計準則第1號 （修訂本） | 披露計劃 ¹ |
| 香港會計準則第27號 （修訂本） | 獨立財務報表的權益法 ¹ |
| 香港財務報告準則第9號 （二零一四年） | 金融工具 ³ |
| 香港財務報告準則第15號 | 客戶合約收益 ² |

- ¹ 於二零一六年一月一日或以後開始之年度期間生效
- ² 於二零一七年一月一日或以後開始之年度期間生效
- ³ 於二零一八年一月一日或以後開始之年度期間生效

預期對本集團造成影響之新訂及經修訂香港財務報告準則之資料載於下文。應用其他已頒佈但尚未生效之新訂或經修訂香港財務報告準則時不太可能對本集團之業績及財務狀況構成重大影響。

香港會計準則第1號之修訂－披露計劃

有關修訂為進一步鼓勵公司運用專業判斷以釐定於財務報表中披露哪些資料而設計。例如，有關修訂釐清重要性適用於整份財務報表，而收錄不重要之資料可限制財務披露事項之效用。此外，有關修訂釐清，公司應運用專業判斷釐定資料於財務披露中之呈列章節及次序。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements.

HKFRS 9 (2014) – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

2. 應用香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則（續）

香港會計準則第27號之修訂－獨立財務報表的權益法

該等修訂容許實體就其於附屬公司、合營企業及聯營公司之投資，在其獨立財務報表內使用權益法入賬。

香港財務報告準則第9號（二零一四年）－金融工具

香港財務報告準則第9號引進金融資產分類及計量之新規定。按目的為收取合約現金流而持有資產之業務模式持有之債務工具（業務模式測試）以及具產生現金流的合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流特徵測試），一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流以及出售金融資產兩者，則符合合約現金流特徵測試之債務工具以按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量。實體可於初步確認時作出不可撤銷之選擇，以按公平值計入其他全面收益計量並非持作買賣之股本工具。所有其他債務及股本工具按公平值計入損益賬（「按公平值計入損益賬」）計量。

香港財務報告準則第9號就並非按公平值計入損益賬計量之所有金融資產納入新的預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 9 (2014) – Financial Instruments (Continued)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

2. 應用香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則（續）

香港財務報告準則第9號（二零一四年）－金融工具（續）

香港財務報告準則第9號遵照香港會計準則第39號項下金融負債之確認、分類及計量規定，惟指定按公平值計入損益賬之金融負債除外，而負債信貸風險變動引致之公平值變動金額於其他全面收入確認，除非會產生或擴大會計錯配風險則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認金融資產及金融負債之規定。

香港財務報告準則第15號－客戶合約收益

新準則設立單一收入確認框架。框架之主要原則為實體應確認收入，以說明實體按反映交換商品及服務預期所得代價之金額向客戶轉讓所承諾商品或服務。香港財務報告準則第15號取代現有收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

2. APPLICATIONS OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 15 – Revenue from Contracts with Customers (Continued)

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

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

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

The Group is in the process of making an assessment of the potential impact of these new pronouncements. The directors so far concluded that the application of these new pronouncements will have no material impact on the Group’s financial statements.

2. 應用香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則（續）

香港財務報告準則第15號－客戶合約收益（續）

香港財務報告準則第15號規定確認收入所應用之五個步驟：

- 步驟1：識別與客戶所訂立之合約
- 步驟2：識別合約之履約責任
- 步驟3：釐定交易價格
- 步驟4：分配交易價格至各履約責任
- 步驟5：於履行各履約責任後確認收入

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則之做法之特定收入相關事宜之特定指引。有關準則亦顯著加強有關收入之定性及定量披露。

本集團正在評估該等新準則之潛在影響。董事迄今認為，應用該等新準則將不會對本集團之財務報表造成重大影響。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements on pages 46 to 104 have been prepared in accordance with HKFRSs which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the HKICPA. The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the HKEx.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis. The measurement bases are fully described in the accounting policies below.

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. The policies that have been consistently applied to all the years presented unless otherwise stated.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is the same as the functional currency of the Company.

3. 編製基準

(a) 合規聲明

載於第46頁至第104頁的財務報表乃根據香港財務報告準則編製。香港財務報告準則包括所有由香港會計師公會頒佈之適用的個別香港財務報告準則、香港會計準則及詮釋。財務報表亦包括根據香港《公司條例》及港交所《證券上市規則》之適用披露規定。

(b) 計量基準

財務報表乃根據歷史成本基準編製。計量基準於下文的會計政策中全面載述。

編製此等財務報表所使用的重大會計政策概述如下。除另有指明外，此等政策已在所有呈列年度貫徹應用。

應注意編製本財務報表時已運用會計估算及假設。雖然該等估算乃根據管理層對當前事件及行動的最佳認知及判斷而作出，惟實際結果最終可能與該等估算有出入。涉及高度判斷或複雜性的範圍，又或假設及估算對財務報表屬重大的部分於附註5披露。

(c) 功能及呈列貨幣

財務報表以港元（「港元」）呈列，其與本公司之功能貨幣相同。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The results of the subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of the disposal, as appropriate.

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

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. 重大會計政策概要

(a) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司每年截至三月三十一日止的財務報表。

附屬公司乃自控制權轉讓予本集團當日起綜合計算，並自終止控制權當日起不再綜合計算。年內所收購或出售附屬公司的業績乃自收購生效日期起或截至出售生效日期止（按適當情況）納入綜合全面收益賬。

本集團於附屬公司內的擁有權變動如不導致本集團對其喪失控制權，將作股權交易核算。本集團持有的權益與非控股權益的賬面金額應予調整以反映附屬公司中相關權益的變動。調整的非控股權益的金額與收取或支付的對價的公平值之間差額直接計入權益並歸屬於本公司的擁有者擁有。

收購後，現時於附屬公司的擁有權權益的非控股權益的賬面值為該等權益於初步確認時的款額加上有關非控股權益應佔權益其後變動的部分。即使會導致非控股權益出現虧絀結餘，全面收益總額乃歸屬於非控股權益。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

(b) Subsidiaries

Subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

4. 重大會計政策概要 (續)

(a) 綜合賬目基準 (續)

集團內公司間交易、交易之結餘及未變現盈虧於編製綜合財務報表時予以對銷。集團內部資產銷售之未變現虧損於綜合賬目時撥回，而相關資產亦會從本集團之角度進行減值測試。附屬公司財務報表內所匯報之金額已於需要時作出調整，以確保與本集團採納之會計政策貫徹一致。

(b) 附屬公司

附屬公司為本公司可對其行使控制權之被投資方。以下三個因素全部出現時即表示本公司控制一名被投資方：對被投資方擁有權力、面對或擁有來自被投資方可變回報之風險或權利及擁有利用其權力影響該等可變回報之能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

除非附屬公司乃持作出售或計入出售組別，否則於本公司之財務狀況報表中，於附屬公司之投資按成本值扣除任何減值虧損列賬。附屬公司之業績由本公司按已收及應收股息之基準列賬。

(c) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。

物業、廠房及設備之成本包括其購置價格及收購該等項目直接應佔之成本。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment (Continued)

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

| | |
|---|--------------|
| Furniture, fixtures and office equipment and motor vehicles | 3 to 5 years |
|---|--------------|

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Mining rights

Mining rights are carried at cost and are subject to amortisation upon commissioning of the mine for production. Mining rights are depleted on the unit-of-production basis over the total proven and probable reserves of the mine concerned. Mining rights are also subject for impairment testing whenever there are indications that the assets' carrying amount may not be recoverable (note (e)).

4. 重大會計政策概要 (續)

(c) 物業、廠房及設備 (續)

僅當與該項目有關之未來經濟利益可能流入本集團且該項目之成本能可靠計量時，其後成本才會計入資產之賬面值或確認為單獨資產（如適用）。替代部份之賬面值會取消確認。所有其他開支如維修及保養成本會於其產生之財政期間作為支出於損益確認。

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本或估值（扣除預計剩餘價值）撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。可使用年期列示如下：

| | |
|-----------------|------|
| 傢俬、固定裝置及辦公設備及汽車 | 3至5年 |
|-----------------|------|

倘資產的賬面值高於其估計可收回金額，則即時撇減資產至其可收回金額。

出售物業、廠房及設備項目的損益指銷售所得款項淨額與其賬面值兩者間的差額，於出售時在損益賬中予以確認。

(d) 採礦權

採礦權按成本列賬，並須於礦場投產後攤銷。採礦權根據相關礦場之總探明及預計可採儲量以生產單位法計算損耗。每當有跡象顯示資產之賬面值未必能夠收回時，採礦權亦須進行減值測試（附註(e)）。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Impairment of non-financial assets

Property, plant and equipment, mining rights and investments in subsidiaries are subject for impairment testing. These assets are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those of other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, 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 assessment of time value of money and the risk specific to the asset.

An impairment loss is subsequently reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. A reversal of impairment loss is recognised as income immediately.

4. 重大會計政策概要 (續)

(e) 非財務資產之減值

物業、廠房及設備、採礦權及於附屬公司之投資須進行減值測試。這些資產則於每當有跡象顯示有關資產之賬面值未必能收回時進行減值測試。

就評估減值而言，倘資產未能產生大致上獨立於其他資產之現金流入，則可收回金額將按能單獨產生現金流入之最小資產類別（即現金產生單位）釐定。因此，部份資產乃就減值個別進行測試，而部份資產則在現金產生單位之水平進行測試。

倘資產之賬面值超出其可收回金額，將即時按有關差額確認減值虧損為開支。可收回金額為公平值、反映市況減銷售成本以及使用價值之較高者。在評估使用價值時，估計未來現金流量將使用稅前折現率折現至其現值，以反映目前貨幣時間值之市場估量及資產有關之風險。

倘用以釐定資產可收回金額之估計出現好轉，則會於其後撥回減值虧損，惟資產之賬面值不得超過倘無確認減值虧損而原應釐定之賬面值（扣除折舊或攤銷）。減值虧損撥回將立即於收入表中確認。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial Instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The financial assets of the Group are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

4. 重大會計政策概要 (續)

(f) 財務工具

(i) 財務資產

本集團視乎所收購資產於初步確認時將其財務資產分類。本集團之財務資產初步按公平值加收購財務資產直接應佔之交易成本計量。從一般途徑購買或出售之財務資產按交易日基準確認及終止確認。從一般途徑購買或出售之財務資產乃根據合約購買或出售，其條款規定須按相關市場規例或慣例普遍設訂之時限內交付資產。

借款及應收款項

借款及應收款項為有定額或可計算付款而在活躍市場並無報價之非衍生財務資產，乃主要透過向客戶提供貨品及服務產生（貿易應收賬款），當中亦包括其他類別之合約貨幣資產。於初步確認後，會使用實際利率法按攤銷成本減任何已識別減值虧損列賬。

(ii) 財務資產減值虧損

於各報告期末，集團評估是否有財務資產存在減值之任何客觀證據。倘因初始確認資產後發生之一項或多項事件導致存在客觀減值證據，而該項事件對財務資產之估計未來現金流量所造成之影響能夠可靠估計，則該財務資產出現減值。減值證據可包括：

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 重大會計政策概要 (續)

(f) 財務工具 (續)

(ii) 財務資產減值虧損 (續)

- 債務人出現重大財政困難；
- 違約，如逾期或拖欠利息或本金還款；
- 由於債務人出現財務困難而給予其優惠條件；及
- 債務人有可能破產或進行其他財務重組。

若有客觀證據證明該資產減值，則於損益內確認減值虧損，並以資產之賬面值與採用原實際利率貼現之估計未來現金流量現值之差額計算。財務資產之賬面值透過使用撥備賬減少。倘財務資產之任何部份被釐定為無法收回，則就相關財務資產自撥備賬撇銷。

若該資產之可收回金額增加，而增幅可以客觀地與確認減值後發生之事件有關連，則減值虧損會於往後期間撥回，惟該資產於撥回減值當日之賬面值不得高於倘該資產未有確認減值而應有之攤銷成本。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial Instruments (Continued)

(iii) Financial liabilities

The Group classified its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, accrued liabilities and other payables and amount due to a subsidiary. They are subsequently measured at amortised cost using the effective interest method. The related interest expense is recognised in profit or loss.

Gain or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. 重大會計政策概要 (續)

(f) 財務工具 (續)

(iii) 財務負債

集團按錄得負債之目的，進行財務負債分類。攤銷成本之財務負債乃按公平值扣除直接應佔錄得成本初始計量。

攤銷成本之財務負債

攤銷成本之財務負債包括貿易應付款、應計負債及其他應付款及應付一間附屬公司款項。其後以實際利率法按攤銷成本計量。有關利息開支乃於損益表內確認。

當負債被終止確認以及透過攤銷過程，收益或虧損於損益表確認。

(iv) 實際利率法

實際利率法乃計算財務資產或財務負債之攤銷成本及於有關期間分配利息收入或利息開支之方法。實際利率乃於財務資產或負債之預期年期或（如適用）較短期間內準確貼現估計未來現金收入或付款之利率。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial Instruments (Continued)

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(g) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises purchase cost and, where applicable, those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4. 重大會計政策概要 (續)

(f) 財務工具 (續)

(v) 終止確認

凡有關財務資產所帶來之未來現金流量之合約權利期間屆滿，或財務資產經已轉讓，而轉讓符合香港會計準則第39號規定之取消確認準則，則集團會取消確認該財務資產。

當相關合約中訂明之責任已履行、註銷或期滿，將取消確認財務負債。

(vi) 股本工具

本公司發行之股本工具按所收取之所得款項扣除直接發行成本入賬。

(g) 存貨

存貨初始按成本確認，其後按成本與可變現淨值兩者之較低者確認。成本值包括採購成本，如適用的話，更包括把存貨運到現時的地點及狀態費用。可變現淨值乃按於日常業務範圍內之估計售價扣除進行銷售所需之估計費用計算。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue recognition

Revenue is recognised to the extent when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably. Revenue is measured at the fair value of the consideration received, net of allowances for returns, trade discounts and value-added tax. The following specific recognition criteria must also be met before revenue is recognised:

- Sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the customers, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. Normally, risk is transferred upon dispatch of goods.
- Rental and management fee income is recognised as service rendered.
- Interest income is recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable.

(i) Income tax

Income tax for the year comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

4. 重大會計政策概要 (續)

(h) 收益確認

當經濟效益可能流入本集團及收入能可靠計量時確認收入。收益乃按已收代價之公平值扣除退貨備抵、貿易折扣及增值稅計量。在進行收益確認前下列特別確認準則必須符合：

- 銷售貨品於擁有權之重大風險及回報均已轉移至客戶及本集團對該等項目已經沒有任何保留一般視為與擁有權相關之管理權或對已售貨品之有效控制權後方可確認。通常風險轉移於貨品分派。
- 租金及管理費收入於提供服務時確認。
- 利息收入依據未償還本金額及適用之實際利率按時間比例基準確認。

(i) 所得稅

本年度之所得稅包括現行稅項及遞延稅項。

現行稅項乃根據日常業務之損益，對就所得稅而言毋須課稅或不可扣稅之項目作出調整，並按報告期末已制定或大致上制定之稅率計算。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Income tax (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to any items recognised directly in equity in which case the taxes are also recognised directly in equity.

(j) Foreign currencies

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the retranslation of monetary assets and liabilities are recognised in the profit or loss.

4. 重大會計政策概要 (續)

(i) 所得稅 (續)

遞延稅項乃就資產與負債就財務報告目的而言之賬面值與就稅務目的所用之相應數額之暫時差異而確認。除不影響會計或應課稅溢利之商譽及已確認資產與負債之外，所有應課稅暫時差異之遞延稅項負債均會確認。在有可能出現可運用可扣稅之暫時差異抵銷應課稅溢利時，遞延稅項資產方會確認。遞延稅項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於報告期末已制定或大致上制定之稅率計量。

遞延稅項負債乃於投資附屬公司產生應課稅暫時性差額時確認，惟倘集團能夠控制暫時性差額之撥回且該暫時性差額在可預見將來將不可能撥回者則除外。

所得稅乃於損益內確認，除非該等稅項與其他全面收益確認之項目有關，在該情況下，該等稅項亦於其他全面收益內確認或倘該等稅項與直接確認權益之項目有關，在此情況下，直接於權益確認。

(j) 外幣

於綜合實體之個別財務報表中，外幣交易乃按於交易當日之通行匯率換算為個別實體之功能貨幣。於報告期末，以外幣計值之貨幣資產及負債乃以報告期末之通行匯率換算。因結算該等交易以及因重新換算貨幣資產及負債所產生之匯兌收益及虧損會於損益確認。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated at the rate prevailing on the date of when fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rate at the end of reporting period. Income and expenses have been converted into the HK\$ at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in the other comprehensive income and accumulated separately in the translation reserve in equity.

(k) Employee benefits

Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

4. 重大會計政策概要 (續)

(j) 外幣 (續)

以外幣按歷史成本計量之非貨幣項目不會按釐定公平值當日匯率重新換算，按列作公平值損益之一部分入賬。以外幣按歷史成本計量之非貨幣項目不會重新換算。

於綜合財務報表內，原以有別於本集團呈報貨幣之貨幣呈列賬目之海外經營所有獨立財務報表，已折算為港元。資產及負債已於報告期末按收市匯率折算為港元。收支已按報告期間內之平均匯率折算為港元，惟匯率波動幅度並不重大。因折算過程而產生之差額已於其他全面收益確認並於權益內換算儲備中單獨累計。

(k) 僱員福利

短期僱員福利

短期僱員福利是指預計在僱員提供相關服務的年度報告期末後十二個月之前將全數結付的僱員福利（離職福利除外）。短期僱員福利於僱員提供相關服務的年度內確認。

定額供款退休計劃

向定額供款退休計劃作出的供款，於僱員提供服務時在損益中確認為開支。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4. 重大會計政策概要 (續)

(I) 關連人士

- (a) 倘一名人士符合下列情形，則該名人士或該名人士之近親家屬成員被視為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司之主要管理人員成員。
- (b) 倘任何下列情況適用，則該實體即被視為與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司互相關連）。
 - (ii) 一實體為另一實體之聯營公司或合營企業（或為某一集團之成員公司之聯營公司或合營企業，而該另一實體為此集團之成員公司）。
 - (iii) 該等實體均為同一第三方之合營企業。
 - (iv) 一實體為第三實體之合營企業及另一實體為該第三實體之聯營公司。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Related parties (Continued)

(b) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(m) Lease

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

4. 重大會計政策概要 (續)

(l) 關連人士 (續)

(b) (續)

- (v) 該實體乃為本集團或一與本集團有關連之實體之僱員福利而設之離職後福利計劃。
- (vi) 該實體受(a)所識別之人士控制或共同控制。
- (vii) 於(a)(i)所識別之人士對該實體有重大影響力或為該實體(或該實體之母公司)之主要管理人員成員。

一名人士之近親為預期可能會於與該實體之業務往來中影響該名人士或受到該名人士影響之家庭成員，並包括：

- (i) 該名人士之子女及配偶或同居者；
- (ii) 該名人士之配偶或同居者之子女；及
- (iii) 該名人士或該名人士之配偶或同居者之受贍養人。

(m) 租約

凡租約條款將擁有權之絕大部分風險及回報轉讓予承租人之租約均分類為融資租約。所有其他租約均分類為經營租約。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Lease (Continued)

The Group as lessee under operating lease

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(n) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and in banks and short-term deposits with original maturities of three months or less that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

(o) Segment reporting

For the purposes of assessing segment performance and allocating resources between segments, the directors assess segment profit or loss by gross profit/loss less selling expenses. The measurement policies used by the Group for reporting segment results under HKFRS 8 are the same as those accounting policies used in its financial statements prepared under HKFRSs. Segment assets/liabilities have not been disclosed as such amounts are not regularly provided to the directors for resources allocation.

The Group determines its operating segment based on the internal reports reviewed by the chief operating decision-maker in order to allocate resources and to assess segment performance.

4. 重大會計政策概要 (續)

(m) 租約 (續)

經營租約項下本集團作為承租人

如屬本集團有權使用根據經營租約持有之資產，則根據租約作出之付款會在租賃期內，以直線法於損益扣除；但如有其他基準更能代表將自租賃資產取得之利益之時間模式則除外。所收取之租金優惠於損益中確認為所付租金總額之組成部份。或有租金在其產生之會計期間內於損益扣除。

(n) 現金及等同現金項目

現金及等同現金項目包括手頭及銀行現金及原到期日不超過三個月並可隨時兌換為已知數額之現金及面臨之價值變動風險不大之短期存款。

(o) 分部報告

就評估分部表現及各分部間分配資源而言，董事以毛利／毛損減銷售開支評估分部溢利或虧損。本集團就根據香港財務報告準則第8號呈報分部業績所採用之計量政策與其根據香港財務報告準則編製之財務報表內所採用之該等會計政策相同。分部資產／負債並無予以披露，原因為有關金額並無定期提供予董事以作資源分配。

本集團根據主要經營決策者所審閱之內部報告釐定其經營分部，以分配資源及評估分部表現。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Segment reporting (Continued)

All of the Group's activities are engaged in the business of trading of goods. On 31 December 2009, the Group completed its acquisitions of entire interest in mining companies established in the Mongolia and henceforth became engaged in the mining business. However, no active operation took place between the date of acquisition and the end of the reporting period. Therefore, the Group's chief operating decision-maker considers there to be only one operating segment under the requirements of HKFRS 8.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4. 重大會計政策概要 (續)

(o) 分部報告 (續)

本集團之所有業務活動均為貨品貿易業務。本集團於二零零九年十二月三十一日完成收購於蒙古成立之採礦公司之全部權益，此後開始從事採礦業務。然而，於收購日期至報告期末並無活躍的營運活動。因此，本集團主要經營決策者認為，根據香港財務報告準則第8號之規定，本集團僅有一個經營分部。

5. 重要會計估計及判斷

估計及判斷會根據過往經驗及其他因素，包括在若干情況下相信將會合理發生的預期未來事件，而不斷作出評估。

本集團作出有關未來的估計及假設，所得出的會計估計如按定義計，將甚少等同相關的實際結果。帶有導致於下一個財政年度內對資產與負債的賬面值作出重大調整的重大風險的估計及假設於下文討論。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(i) Estimated impairment on mining rights

Mining rights are assessed annually to determine for any indication of impairment. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is the higher of the fair value less costs of disposal and value in use. These assessments require the use of estimates and assumptions such as long-term selling prices, discount rates, future capital requirements and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Fair value for the mining rights is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future operating plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Management has assessed its cash-generating units as being an individual mine site which is the lowest level for which cash flows are largely independent of those of other assets. Based on the directors' assessment, impairment loss approximately of HK\$49,453,000 (net of tax) has been provided on mining rights for the year (2014: Nil).

(ii) Useful lives of mining rights

The Group's management determines the estimated useful lives for its mining rights based on the proven and probable reserves. However, the mining rights were granted for terms of 30 years and renewable for another 20 years. The directors of the Company are of the opinion that the Group will be able to continuously renew the mining rights and the business license of the respective mining subsidiaries at minimal charges. Accordingly, the Group has used the proven and probable reserves as a basis of estimation for the useful lives of its mining rights.

5. 重要會計估計及判斷(續)

(i) 採礦權之估計減值

採礦權每年進行評估，以釐定是否出現任何減值跡象。倘存在減值跡象，則會作出可收回金額之正式估計，即公平值減銷售成本與使用價值之較高者。該等評估要求使用估計及假設，如長期售價、折現率、未來資金要求及營運表現。公平值釐定為知情自願雙方在公平交易中出售資產所獲得之金額。採礦權之公平值一般採用獨立市場參與人士可能考慮之假設，釐定為持續使用資產產生之估計未來現金流量之現值，其中包括對未來營運計劃及最終出售之成本之估計。現金流量乃採用反映貨幣時間價值及該資產特有風險之當前市場評估之除稅後折現率貼現至其現值。管理層已評估其作為獨立礦區之現金產生單位，有關現金產生單位為現金流入基本上獨立於其他資產之最低層次。根據董事之評估，已於本年度就採礦權計提減值虧損約49,453,000港元（二零一四年：無）。

(ii) 採礦權可用年期

本集團管理層以探明及概略礦場儲量為基準，釐定採礦權估計可用年期。然而，採礦權乃按三十年之年期獲授出及其後可再續二十年。本公司董事認為，本集團將能繼續以最低費用重續各礦業附屬公司之採礦權及營業執照。因此，本集團以探明及概略礦場儲量為基準，估計採礦權可用年限。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(ii) Useful lives of mining rights (Continued)

Amortisation rates are determined based on estimated proven and probable mine reserve volume with reference to the independent technical assessment report. The estimates involve subjective judgements in developing such information and have taken into account the recent production and the technical information about each mine. The capitalised cost of mining rights are amortised using the units of production method. Any change to the estimated proven and probable mine reserves will affect the amortisation charge of those mining rights. Management will reassess the useful lives whenever the ability to renew the mining rights and business license is changed.

(iii) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitors' actions in response to severe industry cycles. Management reassesses the estimations at the end of reporting period to ensure inventories are stated at the lower of cost and net realisable value.

(iv) Impairment of trade receivables

The Group's management assesses the collectability of trade receivables. This estimate is based on the credit worthiness and repayment history of the Group's customers and the current market condition. Management reassesses if there is any indication of the impairment loss at the end of reporting period.

5. 重要會計估計及判斷(續)

(ii) 採礦權可用年期(續)

攤銷率根據探明及概略礦場儲備容量為基準釐定，並經參考獨立技術評估報告。此等估計涉及編製有關資料時所作出之主觀判斷，並已考慮各礦場近期之產量及技術資料。已資本化之採礦權費用以單位生產法予以攤銷。探明及概略礦場儲備之預計數量之變動，會影響該等採礦權之攤銷費。倘本集團重續採礦權及營業執照之能力有變，管理層將重估可用年期。

(iii) 存貨的可變現淨值

存貨的可變現淨值乃按其於日常業務過程中的估計售價，減估計完成的成本及銷售費用。該等估計乃基於目前市場狀況及銷售同類產品之以往經驗。但可能會因競爭對手為應對嚴峻行業形勢而採取的行動出現重大變化。管理層於報告期末重新評估該等估計以確保存貨按成本與可變現淨值兩者之較低者入賬。

(iv) 應收貿易賬款減值

本集團管理層會評估應收貿易賬款的可收回性。此項估計乃根據本集團客戶的信譽及還款紀錄，以及當前市況作出。倘若於報告期末出現任何減值虧損跡象，則管理層將對其進行重估。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

6. SEGMENT INFORMATION

The chief operating decision-makers have been identified as the Company's executive directors. Since no active operation took place between the date of acquisition and the end of the reporting period as to the Group's mining business. Therefore, the executive directors consider there to be only one operating segment (i.e. trading business) under the requirements of HKFRS 8.

Revenue of the Group was generated from trading business in the People's Republic of China (the "PRC") and Hong Kong. The geographical location of customers is determined based on the location at which the goods were delivered. The geographical location of the non-current assets is based on the physical and operating locations of the assets. The following table sets out information about the geographical location of the Group's revenue from external customers and its non-current assets.

6. 分部資料

主要經營決策者已確認為本公司之執行董事。由於就本集團之採礦業務而言，於收購日期至報告期末並無活躍之營運活動，故執行董事認為，根據香港財務報告準則第8號之規定，本集團僅有一個經營分部（即貿易業務）。

本集團之收益來自於中華人民共和國（「中國」）及香港之貿易業務。客戶之地理位置乃根據提供貨品之地點釐定。非流動資產之地理位置乃根據資產之實際及經營地點釐定。下表載列有關本集團來自外部客戶收益及其非流動資產之地理位置之資料。

| | Turnover from external customers 來自外界客戶之營業額 | | Non-current assets 非流動資產 | |
|--|--|----------------------------------|----------------------------------|----------------------------------|
| | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| The Republic of Mongolia ("Mongolia") | 蒙古共和國 （「蒙古」） | - | 671,624 | 737,563 |
| The PRC | 中國 | 1,173 | 74 | 7 |
| Hong Kong | 香港 | 1,082 | 47 | 7 |
| | | 7,632 | 671,745 | 737,577 |

For the year ended 31 March 2015, approximately HK\$2,308,000 or 30.2% and HK\$2,427,000 or 31.8% of the Group's revenue were derived from Customer A and Customer B respectively in the trading business. For the year ended 31 March 2014, revenue from a single customer amounting to HK\$1,173,000 had accounted for over 10% of the Group's revenue.

截至二零一五年三月三十一日止年度，於貿易業務方面，本集團收益之約2,308,000港元或30.2%及2,427,000港元或31.8%乃分別源自客戶A及客戶B。截至二零一四年三月三十一日止年度，來自一名客戶之收益為1,173,000港元，佔本集團收益10%以上。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

7. REVENUE AND OTHER INCOME

Revenue of the Group, which is also the turnover of the Group, represents the net invoiced value of goods sold, net of allowances for returns, trade discounts and value-added tax. An analysis of the Group's revenue and other income is as follows:

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|----------------------------------|-------------|----------------------------------|----------------------------------|
| Revenue | 收益 | | |
| Sale of goods | 銷售貨品 | 7,632 | 2,255 |
| Other income | 其他收入 | | |
| Interest income on bank deposits | 銀行存款之利息收入 | 27 | - |
| Rental and management fee income | 租金及管理費收入 | - | 394 |
| | | 27 | 394 |

8. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Auditor's remuneration | 核數師酬金 | 588 | 580 |
| Cost of inventories recognised as expenses | 已確認為開支之存貨成本 | 4,548 | 2,062 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 16 | 63 |
| Impairment loss on mining rights (note 14) | 採礦權之減值虧損(附註14) | 65,937 | - |
| Impairment loss on property, plant and equipment | 物業、廠房及設備之減值虧損 | - | 44 |
| Staff costs (excluding directors' emoluments) | 員工成本(不包括董事酬金) | 2,080 | 883 |
| Defined contribution costs | 界定供款成本 | 62 | 38 |
| Total staff costs | 員工成本總額 | 2,142 | 921 |
| Operating lease charges in respect of office premises | 有關辦公室物業之經營租賃支出 | 1,094 | 706 |

7. 收益及其他收入

本集團之收益，亦為本集團之營業額，指扣除退貨、貿易折扣及增值稅撥備後之所售貨品發票淨值。本集團收益及其他收入之分析如下：

8. 除所得稅前虧損

除所得稅前虧損乃經扣除下列各項後達致：

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

9. INCOME TAX CREDIT

| | |
|---------------------------------|----------------|
| PRC enterprise income tax | 中國企業所得稅 |
| – Current year | – 本年度 |
| Hong Kong profits tax | 香港利得稅 |
| – Under provision in prior year | – 於上年度撥備不足 |
| Deferred tax credit (note 22) | 遞延稅項抵免 (附註22) |
| Total income tax credit | 所得稅抵免總額 |

Hong Kong profits tax is calculated at 16.5% on the estimated assessable profits for the year (2014: Nil).

Enterprise Income Tax (“EIT”) arising from the PRC is calculated on the estimated assessable profits for the year according to the relevant laws and regulations in the PRC. The applicable tax rate for the EIT is 25%. No EIT was provided for the year ended 31 March 2014 as the Group had no assessable profit.

Subsidiaries incorporated in Mongolia are subject to Mongolian income tax which is calculated at the rate of 10% on the first 3 billion Mongolian Tugrik (“MNT”) of taxable income and 25% on the amount in excess thereof. No income tax was provided as these Mongolian subsidiaries have not derived any taxable income during the year ended 31 March 2015 (2014: Nil).

9. 所得稅抵免

| | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---------------------------------|----------------------------------|----------------------------------|
| PRC enterprise income tax | | |
| – Current year | 4 | – |
| Hong Kong profits tax | | |
| – Under provision in prior year | 1 | – |
| Deferred tax credit (note 22) | (16,484) | – |
| Total income tax credit | (16,479) | – |

香港利得稅乃根據本年度之估計應課稅溢利按16.5%計算 (二零一四年：無)。

中國產生之企業所得稅 (「企業所得稅」) 乃根據中國相關法律及法規按本年度之估計應課稅溢利計算。企業所得稅之適用稅率為25%。由於本集團並無應課稅溢利，故於截至二零一四年三月三十一日止年度並無就企業所得稅作出撥備。

於蒙古註冊成立之附屬公司須繳納蒙古國所得稅，該所得稅乃以應課稅收入首3,000,000,000蒙古圖格里克 (「蒙古圖格里克」) 按10%之稅率計算，超出部份按25%之稅率計算。由於該等蒙古附屬公司在截至二零一五年三月三十一日止年度並無產生應課稅收入 (二零一四年：無)，因此並未就所得稅作出撥備。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

9. INCOME TAX CREDIT (Continued)

A reconciliation of the income tax credit and the accounting loss at applicable tax rates is presented below:

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Loss before income tax | 除所得稅前虧損 | (74,746) | (6,894) |
| Tax calculated at the rates applicable to losses in the respective jurisdiction | 按適用於各自相關司法權區虧損之稅率計算之稅項 | (17,996) | (1,084) |
| Tax effect of non-deductible expenses | 不可扣稅開支之稅務影響 | 1,174 | 159 |
| Tax effect of utilisation of tax loss not recognised | 已動用未確認稅項虧損之稅務影響 | - | (6) |
| Tax effect of tax losses not recognised | 未確認稅項虧損之稅務影響 | 342 | 947 |
| Underprovision of tax expenses in prior year | 上年度稅項開支撥備不足 | 1 | - |
| Others | 其他 | - | (16) |
| Income tax credit | 所得稅抵免 | (16,479) | - |

10. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated losses for the year attributable to owners of the Company of HK\$58,027,000 (2014: HK\$6,894,000), a loss of HK\$6,659,000 (2014: HK\$6,315,000) has been dealt with in the financial statements of the Company.

11. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of HK\$58,027,000 (2014: HK\$6,894,000) and the weighted average number of ordinary shares in issue during the year of 1,027,420,000 (2014: 814,159,000) ordinary shares.

Diluted loss per share for years ended 31 March 2015 and 2014 are the same as the basic losses per share as the Company has no dilutive potential ordinary shares outstanding during both years.

9. 所得稅抵免 (續)

按照適用稅率調節所得稅抵免及會計損失於下文呈列：

10. 本公司擁有人應佔年度虧損

於本公司擁有人應佔年度綜合虧損為58,027,000港元(二零一四年：6,894,000港元)中；虧損6,659,000港元(二零一四年：6,315,000港元)已於本公司財務報表內處理。

11. 每股虧損

每股基本虧損乃基於本公司擁有人應佔本年度虧損58,027,000港元(二零一四年：6,894,000港元)及年內已發行普通股的加權平均數1,027,420,000股(二零一四年：814,159,000股)普通股計算。

由於截至二零一五年及二零一四年三月三十一日止年度本公司並無潛在尚未發行攤薄普通股，故於該兩個年度之每股攤薄虧損與每股基本虧損相同。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

12. EMOLUMENTS FOR DIRECTORS AND SENIOR MANAGEMENT

(a) Directors' emoluments

| Year ended 31 March 2015 | 截至二零一五年 三月三十一日止年度 |
|---|----------------------|
| <i>Executive directors:</i> | <i>執行董事:</i> |
| Mr. Mung Kin Keung | 蒙建強先生 |
| Mr. Mung Bun Man, Alan | 蒙品文先生 |
| Mr. Hu Yebi ¹ | 胡野碧先生 ¹ |
| Mr. Liu Xueheng ¹ | 劉學恒先生 ¹ |
| Mr. Ha Wing Ho, Peter ² | 哈永豪先生 ² |
| <i>Non-executive directors:</i> | <i>非執行董事:</i> |
| Mr. Chee Man Sang, Eric | 池民生先生 |
| Mr. Tang Shu Pui, Simon | 鄧澍培先生 |
| <i>Independent non-executive directors:</i> | <i>獨立非執行董事:</i> |
| Mr. Chan Wai Man | 陳偉民先生 |
| Mr. Tsui Sai Ming, Steven | 徐世明先生 |
| Mr. Ng Chun Chuen, David | 吳振泉先生 |

12. 董事及高層管理酬金

(a) 董事酬金

| Fees HK\$'000 | Salaries, allowances and benefits HK\$'000 | Retirement scheme contributions HK\$'000 | Total HK\$'000 |
|------------------|---|---|-------------------|
| 袍金 千港元 | 薪金、津貼及 福利 千港元 | 退休計劃供款 千港元 | 總額 千港元 |
| 60 | – | – | 60 |
| 176 | – | 6 | 182 |
| – | 165 | 3 | 168 |
| – | 165 | 3 | 168 |
| 17 | – | – | 17 |
| 60 | – | – | 60 |
| 60 | – | – | 60 |
| 60 | – | – | 60 |
| 60 | – | – | 60 |
| 60 | – | – | 60 |
| 60 | – | – | 60 |
| 553 | 330 | 12 | 895 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

12. EMOLUMENTS FOR DIRECTORS AND SENIOR MANAGEMENT (Continued)

12. 董事及高層管理酬金 (續)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

| | | Fees HK\$'000 | Salaries, allowances and benefits HK\$'000 | Retirement scheme contributions HK\$'000 | Total HK\$'000 |
|---|----------------------|------------------|---|---|-------------------|
| | | 袍金 千港元 | 薪金、津貼及 福利 千港元 | 退休計劃供款 千港元 | 總額 千港元 |
| Year ended 31 March 2014 | 截至二零一四年 三月三十一日止年度 | | | | |
| <i>Executive directors:</i> | <i>執行董事:</i> | | | | |
| Mr. Ha Wing Ho, Peter | 哈永豪先生 | 56 | – | 3 | 59 |
| Mr. Mung Kin Keung | 蒙建強先生 | 27 | – | – | 27 |
| Mr. Mung Bun Man, Alan | 蒙品文先生 | 27 | – | – | 27 |
| Mr. Wu Jiang ³ | 吳疆先生 ³ | 131 | – | 5 | 136 |
| Mr. Zhang Qianjin ⁴ | 張前進先生 ⁴ | 26 | – | – | 26 |
| Mr. Chim Kim Lun, Ricky ⁵ | 詹劍崙先生 ⁵ | 8 | – | – | 8 |
| Mr. Law Fei Shing ⁶ | 羅輝城先生 ⁶ | 39 | – | 2 | 41 |
| <i>Non-executive directors:</i> | <i>非執行董事:</i> | | | | |
| Mr. Chee Man Sang, Eric | 池民生先生 | 60 | – | – | 60 |
| Mr. Tang Shu Pui, Simon | 鄧澍培先生 | 60 | – | – | 60 |
| <i>Independent non-executive directors:</i> | <i>獨立非執行董事:</i> | | | | |
| Mr. Chan Wai Man | 陳偉民先生 | 54 | – | – | 54 |
| Mr. Tsui Sai Ming, Steven | 徐世明先生 | 54 | – | – | 54 |
| Mr. Ng Chun Chuen, David | 吳振泉先生 | 49 | – | – | 49 |
| Mr. Au Kwok Yee, Benjamin ⁶ | 歐國義先生 ⁶ | 8 | – | – | 8 |
| Ms. Lau Siu Ngor ⁶ | 劉小娥女士 ⁶ | 8 | – | – | 8 |
| Mr. Lum Pak Sum ⁷ | 林柏森先生 ⁷ | 13 | – | – | 13 |
| | | 620 | – | 10 | 630 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

12. EMOLUMENTS FOR DIRECTORS AND SENIOR MANAGEMENT (Continued)

(a) Directors' emoluments (Continued)

Notes:

- 1 Mr. Hu Yebi and Mr. Liu Xueheng were appointed as the executive directors of the Company on 11 July 2014.
- 2 Mr. Ha Wing Ho, Peter resigned on 11 July 2014.
- 3 Mr. Wu Jiang resigned on 20 March 2014.
- 4 Mr. Zhang Qiangjin resigned on 22 October 2013.
- 5 Mr. Chim Kim Lun, Ricky resigned on 23 April 2013.
- 6 Mr. Law Fei Shing, Mr. Au Kwok Yee, Benjamin and Ms. Lau Siu Ngor resigned on 10 May 2013.
- 7 Mr. Lum Pak Sum resigned on 31 May 2013.

(b) Five highest paid individuals

The emoluments of the five highest individuals in the Group for the year included one (2014: one) director whose emolument is reflected in the analysis presented above. The emoluments payable to the remaining four (2014: four) highest paid individuals are as follows:

| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|---|------------|----------------------------------|----------------------------------|
| Salaries, allowances and other benefits | 薪金、津貼及其他福利 | 1,179 | 672 |
| Defined contribution costs | 界定供款成本 | 48 | 27 |
| | | 1,227 | 699 |

12. 董事及高層管理酬金 (續)

(a) 董事酬金 (續)

附註：

- 1 胡野碧先生及劉學恒先生於二零一四年七月十一日獲委任本公司之執行董事。
- 2 哈永豪先生於二零一四年七月十一日辭任。
- 3 吳疆先生於二零一四年三月二十日辭任。
- 4 張前進先生於二零一三年十月二十二日辭任。
- 5 詹劍崙先生於二零一三年四月二十三日辭任。
- 6 羅輝城先生、歐國義先生及劉小娥女士於二零一三年五月十日辭任。
- 7 林柏森先生於二零一三年五月三十一日辭任。

(b) 五位最高薪酬人士

年內，本集團五位最高薪酬人士包括一位（二零一四：一位）董事，彼之酬金於上文分析內反映。餘下四位（二零一四年：四位）最高薪酬人士於年內之酬金如下：

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

12. EMOLUMENTS FOR DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

(b) Five highest paid individuals *(Continued)*

The number of non-director individuals fell within the following emolument band:

| | | 2015 二零一五年 | 2014 二零一四年 |
|----------------------|---------------|---------------|---------------|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 4 | 4 |

The emoluments paid or payable to members of senior management were within in the following band:

| | | 2015 Number of individuals 二零一五年 人數 | 2014 Number of individuals 二零一四年 人數 |
|--------------------|-------------|---|---|
| Nil to HK\$500,000 | 零至500,000港元 | 10 | 15 |

(c) No emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

12. 董事及高層管理酬金 (續)

(b) 五位最高薪酬人士 (續)

本年度酬金介乎下列範圍之非董事人士人數：

| | | 2015 二零一五年 | 2014 二零一四年 |
|----------------------|---------------|---------------|---------------|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 4 | 4 |

已付及應付高層管理之酬金介乎下列範圍之人數：

| | | 2015 Number of individuals 二零一五年 人數 | 2014 Number of individuals 二零一四年 人數 |
|--------------------|-------------|---|---|
| Nil to HK\$500,000 | 零至500,000港元 | 10 | 15 |

(c) 本集團概無為吸引董事或任何五位最高薪酬人士加入本集團或作為離職之補償而向彼等支付任何酬金。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

| | | Group 本集團 Furniture, fixtures, equipment and motor vehicles HK\$'000 傢俬、固定裝置、 設備及汽車 千港元 | Company 本公司 Furniture, fixtures, and equipment HK\$'000 傢俬、固定裝置 及設備 千港元 |
|-----------------------------------|----------------------------|--|--|
| Cost | 成本 | | |
| At 1 April 2013 | 於二零一三年四月一日 | 349 | – |
| Additions | 添置 | 16 | 8 |
| Impairment loss | 減值虧損 | (261) | – |
| Exchange realignment | 匯兌調整 | (73) | – |
| | | <hr/> | <hr/> |
| At 31 March 2014 and 1 April 2014 | 於二零一四年三月三十一日及 二零一四年四月一日 | 31 | 8 |
| Additions | 添置 | 122 | 50 |
| Exchange realignment | 匯兌調整 | (2) | – |
| | | <hr/> | <hr/> |
| At 31 March 2015 | 於二零一五年三月三十一日 | 151 | 58 |
| | | <hr/> | <hr/> |
| Accumulated depreciation | 累計折舊 | | |
| At 1 April 2013 | 於二零一三年四月一日 | 222 | – |
| Charge for the year | 年度開支 | 63 | 1 |
| Written off | 撇銷 | (217) | – |
| Exchange realignment | 匯兌調整 | (53) | – |
| | | <hr/> | <hr/> |
| At 31 March 2014 and 1 April 2014 | 於二零一四年三月三十一日 及二零一四年四月一日 | 15 | 1 |
| Charge for the year | 年度開支 | 16 | 10 |
| Exchange realignment | 匯兌調整 | (1) | – |
| | | <hr/> | <hr/> |
| At 31 March 2015 | 於二零一五年三月三十一日 | 30 | 11 |
| | | <hr/> | <hr/> |
| Net carrying amount | 賬面淨值 | | |
| At 31 March 2015 | 於二零一五年三月三十一日 | 121 | 47 |
| | | <hr/> | <hr/> |
| At 31 March 2014 | 於二零一四年三月三十一日 | 16 | 7 |
| | | <hr/> | <hr/> |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

14. MINING RIGHTS

14. 採礦權

| | | Group 本集團 | |
|---|----------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Opening net carrying amount | 年初之賬面淨值 | 737,561 | 735,657 |
| Transfer from exploration and evaluation assets | 轉撥自勘探及評估資產 | - | 1,904 |
| Impairment loss | 減值虧損 | (65,937) | - |
| Closing net carrying amount | 年末之賬面淨值 | 671,624 | 737,561 |

The mining rights represent the rights to conduct mining activities in the location of Nogoonnuur Soum and Tsengel Soum of Bayan-Ulgii Aimag in Mongolia, and have legal lives of 16 to 21 years, expiring in July 2031, March 2033, December 2035 and July 2036, respectively. The mining licenses are issued by Mineral Resources and Petroleum Authority of Mongolia and may be extended for two successive additional periods of 20 years each. In the opinion of the directors, the application for extension is procedural and the Group should be able to renew its mining licenses at minimal charges, until all the proven and probable minerals have been mined. In 2013, the Group appointed a qualified mineral technical adviser to prepare a resource estimation and engaged a Mongolian professional firm to review and update the feasibility study report and the environmental impact assessment report on the above tungsten mines. No active mining operation of the Group has taken place yet.

採礦權指可於蒙古巴彥烏列蓋省瑙貢諾爾市及臣格勒市進行採礦活動之權利，法定年期為十六年至二十一年，分別於二零一三年七月、二零一三年三月、二零一五年十二月及二零一六年七月屆滿。礦產開採執照乃由蒙古礦產資源及石油管理局發出，可連續續期兩次，每次20年。董事認為，申請續期僅須完成相關程序，故本集團應可續期礦產開採執照而無需重大成本，直至所有探明及估計之礦藏已獲開採為止。於二零一三年，本集團已委聘一名合資格礦產技術顧問編製資源評估及委聘一間蒙古專業公司審閱及更新有關上述鎢礦之可行性研究報告及環境影響評估報告。本集團尚未進行活躍採礦業務。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

14. MINING RIGHTS (Continued)

In last financial year, in response to a letter issued by a Mongolian Province Governor which required the Group to make submission on the timing of commencement of mining operations or otherwise certain mining licenses might be revoked, the Group entered into a memorandum of understanding with China Metallurgical Geology Bureau of Shandong (the "Contractor") on 22 May 2013, pursuant to which the Group agreed to engage the Contractor to conduct mining activities, including development and exploitation of all of its Mongolian tungsten mines. Subsequently on 2 October 2013, the Group engaged Mongolia Zhenyuan Company Limited ("Mongolia Zhenyuan"), an associated company of the Contractor, to conduct mining area geological survey, tunnel investigation and sample collection. However, the Group and Mongolia Zhenyuan is still in the process of negotiation of the relevant mining terms and consideration for incorporation into a formal and legally binding cooperation agreement which, however, is not yet concluded and entered into up to the reporting date. During the current year, the Group has further engaged a mining professional to prepare an updated feasibility study report for the tungsten mines. Based on the foregoing, the directors expect that the exploitation of the mines will take place no later than the end of 2017.

With reference to the opinion from the Group's Mongolian legal advisers dated 26 June 2015, the directors are of the opinion that the Group is in compliance with all laws and governmental rules and regulations in Mongolia and the Group's mining rights are still in effect and in good standing as at the reporting date.

14. 採礦權 (續)

在上一個財政年度，為回應一名蒙古省長發出要求本集團提交開展採礦業務時間，否則可能會撤回若干開採執照之函件，於二零一三年五月二十二日，本集團與中國冶金地質總局山東局（「承包商」）訂立一份諒解備忘錄，據此，本集團已同意委聘承包商進行採礦活動，包括開發及開採其全部蒙古鎢礦。其後於二零一三年十月二日，本集團委聘承包商之聯營公司蒙古正元有限公司（「蒙古正元」）進行礦區地質調查、隧道調查及樣本收集。然而，本集團與蒙古正元正在磋商將載入正式及具法律約束力合作協議之有關採礦條款及代價，惟於截至報告日期止尚未達成及訂立正式合作協議。於本年度，本集團已進一步委聘一名採礦專業人員就鎢礦編製一份更新的可行性研究報告。基於上述，董事預期該等礦山將不遲於二零一七年底進行開採。

根據本集團之蒙古國法律顧問於二零一五年六月二十六日發出之意見，董事認為本集團之採礦權符合蒙古國之所有法律及政府規則及規例，且本集團之採礦權於報告日期仍然有效及存續。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

14. MINING RIGHTS (Continued)

At 31 March 2015, the directors re-assessed the recoverable amount of the cash generating unit that holds mining rights (the "Mining CGU") by using fair value less costs of disposal, which is derived by using discounted cash flow analysis. The discount cash flow analysis has incorporated assumptions that a typical market participant would use in estimating the fair value of the Mining CGU. The discount cash flows analysis uses cash flow projection for a period of 3 to 7 years and the discount rates applied to the cash flow projection are 22.71%-24.63% (2014: 22.10%-24.31%). In determining the discount rates, the weighted average cost of capital was used, which is determined with reference to the industry capital structure of market comparables with mining projects, and have taken into account the specific risks encountered by the Mining CGU. Other key assumptions adopted include estimated selling price with nil growth rate, industry average gross margin, estimated mine reserve based on technical assessment reports and the expectation for market development. The fair value of the Mining CGU is a level 3 fair value measurement. There was no change to the valuation technique during the year.

With reference to the assessment, the directors are of the view that the recoverable amount of the Mining CGU is estimated to be HK\$524,195,000 and therefore an impairment loss of HK\$49,453,000 (net of tax) in respect of the Mining CGU was identified for the year ended 31 March 2015. The impairment loss is allocated to write down the carrying amount of the mining rights by HK\$65,937,000, together with a tax effect of HK\$16,484,000 credited to profit or loss. The impairment is primarily due to decline in the estimated selling price of tungsten concentrate products during the year.

14. 採礦權 (續)

於二零一五年三月三十一日，董事已透過採用公平值減出售成本重新評估持有採礦權之現金產生單位（「採礦現金產生單位」）之可收回金額，並採用已折現現金流量分析計算得出。折現現金流量分析已納入典型市場參與者將於估計採礦現金產生單位之公平值時採用之假設。折現現金流量分析採用三至七年期間之現金流量預測及適用於現金流量預測之折現率為22.71% – 24.63%（二零一四年：22.10% – 24.31%）。於釐定折現率時，已採用加權平均資本成本，並參考具採礦項目之市場可比較項目之行業資本結構釐定及計及採礦現金產生單位承受之特定風險。所採納之其他主要假設包括零增長率之估計售價、行業平均毛利率、根據技術評估報告之估計礦產儲備及市場發展之預期。採礦現金產生單位之公平值乃公平值測量之第三級。估值技術於年內並無變動。

根據評估，董事認為，採礦現金產生單位之可收回金額估計為524,195,000港元，因此，於截至二零一五年三月三十一日止年度就採礦現金產生單位確認減值虧損為49,453,000港元（扣除稅項）。該減值虧損乃分配以將採礦權之賬面值撇減65,937,000港元（連同計入損益之稅務影響16,484,000港元）。減值主要因鎢精礦產品之預計售價於年內下跌所致。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

15. INVESTMENTS IN SUBSIDIARIES

15. 於附屬公司之投資

| | | Company 本公司 | |
|--------------------------------|------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Unlisted investments | 非上市投資 | - | - |
| Amounts due from subsidiaries | 應收附屬公司款項 | 775,390 | 759,427 |
| Less: Provision for impairment | 減：減值撥備 | (229,926) | - |
| | | 545,464 | 759,427 |
| Amount due to a subsidiary | 應付一間附屬公司款項 | - | (1,051) |

Amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

應收／（應付）附屬公司款項為無抵押、免息及須按要要求償還。

The Company has four directly held wholly-owned subsidiaries incorporated in the British Virgin Islands. Three of them have investment cost of US\$1 each and the remaining one was fully impaired in prior years.

本公司有四間直屬全資附屬公司在英屬處女群島註冊成立，其中三間的投資成本為1美元，餘下的一間的投資已於過往年度悉數減值。

Particulars of the subsidiaries as at 31 March 2015 are as follows:

於二零一五年三月三十一日之附屬公司之詳情如下：

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ registration and operations 註冊成立／註冊及經營地點 | Issued share/paid-up registered capital 已發行股份／實繳 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股權百分比 | | Principal activities 主要業務 |
|---|--|--|--|----------------|------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Bestway Group International Limited | British Virgin Islands/ Hong Kong 英屬處女群島／香港 | US\$1,100 1,100美元 | 100 | - | Investment holding 投資控股 |
| Wide Flourish Investments Limited 廣盛投資有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | Dormant 暫無業務 |
| Tectron Pacific Limited | British Virgin Islands/ Hong Kong 英屬處女群島／香港 | US\$1 1美元 | 100 | - | Investment holding 投資控股 |
| Best Future Investments Limited 佳將投資有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | Dormant 暫無業務 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

15. INVESTMENTS IN SUBSIDIARIES (Continued)

15. 於附屬公司之投資 (續)

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ registration and operations 註冊成立/註冊及經營地點 | Issued share/paid-up registered capital 已發行股份/實繳 註冊資本 | Percentage of equity attributable to the Company | | Principal activities 主要業務 |
|---------------------------------------|--|--|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Best Shield Enterprises Limited | British Virgin Islands 英屬處女群島 | US\$51 51美元 | - | 100 | Dormant 暫無業務 |
| Prolific Rich Limited | British Virgin Islands/ Mongolia | US\$1 | - | 100 | Investment holding |
| 豐裕有限公司 | 英屬處女群島/蒙古 | 1美元 | - | 100 | 投資控股 |
| Grand Shing Limited | British Virgin Islands/ Mongolia | US\$1 | - | 100 | Investment holding |
| 弘輝有限公司 | 英屬處女群島/蒙古 | 1美元 | - | 100 | 投資控股 |
| Giant Silver Limited | Hong Kong/The PRC | HK\$1 | - | 100 | Investment holding and trading business |
| 泰銀有限公司 | 香港/中國 | 1港元 | - | 100 | 投資控股及貿易業務 |
| Happy Trip Limited | Hong Kong | HK\$1,200,002 | - | 100 | Dormant |
| 樂業有限公司 | 香港 | 1,200,002港元 | - | 100 | 暫無業務 |
| Happy Concord Limited | Hong Kong | HK\$1 | - | 100 | Trading business |
| | 香港 | 1港元 | - | 100 | 貿易業務 |
| Future Technology Company Limited* | The PRC | HK\$10,000,000 | - | 100 | Trading business |
| 佳將科技(深圳)有限公司* | 中國 | 10,000,000港元 | - | 100 | 貿易業務 |
| 北京康橋通達有限公司# | The PRC | RMB10,000,000 | - | 75 | Trading business |
| | 中國 | 人民幣10,000,000元 | - | 75 | 貿易業務 |
| Kainarwolfram LLC | Mongolia | US\$100,000 | - | 100 | Mining and exploitation of natural resources |
| | 蒙古 | 100,000美元 | - | 100 | 採礦及勘察天然資源 |
| Ikh Uuliin Erdenes LLC | Mongolia | US\$100,000 | - | 100 | Mining and exploitation of natural resources |
| | 蒙古 | 100,000美元 | - | 100 | 採礦及勘察天然資源 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

15. INVESTMENTS IN SUBSIDIARIES (Continued)

- * The Company is incorporated in the PRC as a wholly-owned foreign enterprise.
- # The Company is incorporated in the PRC as a limited liability company.

The financial statements of the above subsidiaries were audited by BDO Limited, for the statutory purpose and/or for the purpose of the Group's consolidation.

16. TRADE RECEIVABLES

Ageing analysis of the Group's trade receivables as of the end of reporting period, based on invoice date, is as follows:

| | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|----------------|----------------------------------|----------------------------------|
| Within 30 days | 30日內 | 1,372 |
| 61-90 days | 61至90日 | - |
| | 2,795 | 1,372 |

Trade receivables are non-interest bearing. Normal credit period ranging from 30 to 90 days is allowed on sales of goods (2014: 60 to 90 days).

The Group's trade receivables are neither past due nor impaired and they are related to customers for whom there are no recent history of default.

17. INVENTORIES

| | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|------------------|----------------------------------|----------------------------------|
| Goods for resale | 轉售貨品 | 615 |

15. 於附屬公司之投資 (續)

- * 該公司於中國註冊成立為一間外商獨資企業。
- # 該公司於中國註冊成立為有限公司。

上述附屬公司的財務報表乃由香港立信德豪會計師事務所有限公司審核，以作法定用途及／或作本集團合併用途。

16. 應收貿易賬款

本集團於報告期末之應收貿易賬款按發票日期之賬齡分析如下：

| Group 本集團 | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Within 30 days | 30日內 | 1,170 | 1,372 |
| 61-90 days | 61至90日 | 1,625 | - |
| | | 2,795 | 1,372 |

應收貿易賬款為免息。就銷售貨品之一般信貸期介乎30日至90日（二零一四年：60日至90日）。

本集團之應收貿易賬款並無逾期或減值，且其乃與近期並無違約記錄之客戶有關。

17. 存貨

| Group 本集團 | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|------------------|------|----------------------------------|----------------------------------|
| Goods for resale | 轉售貨品 | 1,277 | 615 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

18. DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

| | | Group 本集團 | | Company 本公司 | |
|-------------------|--------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Prepayments | 預付款項 | 1,739 | 155 | 7 | 155 |
| Other receivables | 其他應收款項 | 137 | 9 | – | – |
| Rental deposits | 租金按金 | – | 2 | – | – |
| | | 1,876 | 166 | 7 | 155 |

18. 按金、其他應收款項及預付款項

19. CASH AND CASH EQUIVALENTS

Group and Company

Cash and cash equivalents of the Group and the Company represent the bank balances and cash. The bank deposits carry interest at the prevailing market interest rates.

As at 31 March 2015, the Group had bank balance and cash denominated in Renminbi ("RMB") amounting to approximately HK\$14,130,000 (2014: Nil). RMB is not freely convertible into other currencies. The conversion of RMB into foreign currencies and remittance of RMB out of the PRC are subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

20. TRADE PAYABLES

Ageing analysis of the Group's trade payables, based on invoice date, is as follows:

| | | Group 本集團 | |
|----------------|------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Within 30 days | 30日內 | – | 1,248 |

Trade payables are non-interest bearing and normally settled on terms of 30 days.

19. 現金及等同現金項目

本集團及本公司

本集團及本公司之現金及等同現金項目指銀行結餘及現金。該等銀行存款按現行市場利率計息。

於二零一五年三月三十一日，本集團擁有以人民幣（「人民幣」）計值之銀行結餘及現金約為14,130,000港元（二零一四年：無）。人民幣不可自由兌換為其他貨幣。人民幣兌換外幣及將人民幣匯出中國均須遵守中國政府頒佈之外匯管制規則及法規。

20. 應付貿易賬款

本集團之應付貿易賬款按發票日期之賬齡分析如下：

| | | Group 本集團 | |
|----------------|------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Within 30 days | 30日內 | – | 1,248 |

應付貿易賬款為不計息及一般按30日期限結付。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

21. ACCRUED LIABILITIES AND OTHER PAYABLES

| | | Group 本集團 | |
|---------------------|--------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Accrued liabilities | 應計負債 | 1,150 | 827 |
| Other payables | 其他應付款項 | 662 | 1,304 |
| | | 1,812 | 2,131 |

21. 應計負債及其他應付款項

| | | Company 本公司 | |
|--|--|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| | | 1,150 | 827 |
| | | - | - |
| | | 1,150 | 827 |

22. DEFERRED TAX LIABILITIES

Group

Details of the deferred tax liabilities recognised and movements thereon during the current and prior reporting periods are as follows:

| | | Fair value adjustment on mining rights 採礦權之 公平值調整 HK\$'000 千港元 |
|---|--|--|
| At 1 April 2013, 31 March 2014 and 1 April 2014 | 於二零一三年四月一日、 二零一四年三月三十一日及 二零一四年四月一日 | 163,913 |
| Credit to profit or loss | 計入損益 | (16,484) |
| At 31 March 2015 | 於二零一五年三月三十一日 | 147,429 |

Deferred taxation is calculated in full on temporary differences under the liability method using the principal tax rate of 25% (2014: 25%).

As at 31 March 2015, the Group had estimated unused tax losses arising in Hong Kong of approximately HK\$43,585,000 (2014: HK\$49,324,000) subject to the agreement of the Inland Revenue Department that are available for offset against future taxable profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. The estimated tax losses can be carried forward indefinitely.

本報告期間及過往報告期間已確認之遞延稅項負債及其變動詳情如下：

遞延稅項乃採用負債法按基本稅率25% (二零一四年：25%)全數計算暫時差異。

於二零一五年三月三十一日，本集團之於香港產生之估計未動用稅項虧損約43,585,000港元(二零一四年：49,324,000港元)(待稅務局同意)可用以抵銷未來溢利。由於未來溢利來源之不可預測性，並無就該等稅項虧損確認遞延稅項資產。估計之稅項虧損可無限期結轉。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

23. SHARE CAPITAL

Group and Company

23. 股本

本集團及本公司

| | | Number of shares '000 股份數目 千股 | Amount HK\$'000 金額 千港元 |
|--|--------------------------------------|--|---------------------------------|
| Ordinary shares | 普通股 | | |
| <u>Authorised:</u> | <u>法定:</u> | | |
| At 1 April 2013 at HK\$0.01 per share | 於二零一三年四月一日 每股面值0.01港元 | 172,833,333 | 1,728,333 |
| Share consolidation (note (b)) | 股份合併(附註(b)) | (138,266,666) | - |
| At 31 March 2014 and 2015 at HK\$0.05 per share | 於二零一四年及二零一五年 三月三十一日每股面值0.05港元 | 34,566,667 | 1,728,333 |
| <u>Issued and fully paid:</u> | <u>已發行及繳足:</u> | | |
| At 1 April 2013 at HK\$0.01 per share | 於二零一三年四月一日 每股面值0.01港元 | 3,733,563 | 37,336 |
| Issue of new shares at HK\$0.01 per share (note (a)) | 以每股面值0.01港元發行新股份 (附註(a)) | 746,000 | 7,460 |
| Share consolidation (note (b)) | 股份合併(附註(b)) | (3,583,650) | - |
| At 31 March 2014 at HK\$0.05 per share | 於二零一四年三月三十一日 每股面值0.05港元 | 895,913 | 44,796 |
| Issue of new shares at HK\$0.05 per share (note (c)) | 以每股面值0.05港元發行新股份 (附註(c)) | 150,000 | 7,500 |
| At 31 March 2015 at HK\$0.05 per share | 於二零一五年三月三十一日 每股面值0.05港元 | 1,045,913 | 52,296 |
| | | '000 千股 | HK\$'000 千港元 |
| Preference shares | 優先股 | | |
| <u>Authorised:</u> | <u>法定:</u> | | |
| At 1 April 2013 at HK\$0.01 per share | 於二零一三年四月一日 每股面值0.01港元 | 27,166,667 | 271,666 |
| Share consolidation (note (b)) | 股份合併(附註(b)) | (21,733,334) | - |
| At 31 March 2014 and 2015 at HK\$0.05 per share | 於二零一四年及二零一五年 三月三十一日每股面值0.05港元 | 5,433,333 | 271,666 |
| <u>Issued and fully paid:</u> | <u>已發行及繳足:</u> | | |
| At 1 April 2013 and 31 March 2014 and 2015 | 於二零一三年四月一日及 二零一四年及二零一五年 三月三十一日 | - | - |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

23. SHARE CAPITAL (Continued)

Group and Company (Continued)

- (a) On 17 October 2013, the Company completed a placing of 746,000,000 new ordinary shares of the Company at HK\$0.047 per share. The net proceeds generated from the placing amounting to HK\$34,113,000 (net of share issue expense of HK\$949,000). The placing resulted in the increase in share capital of HK\$7,460,000 and share premium of HK\$26,653,000.
- (b) Pursuant to an ordinary resolution passed on 6 November 2013, a share consolidation was approved with effect from 7 November 2013 in which (i) every 5 of the existing issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company were consolidated into 1 consolidated share having a par value of HK\$0.05 per share; and (ii) every 5 of the existing unissued preference shares of HK\$0.01 each of the Company were consolidated into 1 consolidated share having a par value of HK\$0.05 per share (the "Share Consolidation"). Immediately after the Share Consolidation, the authorised ordinary share capital, issued and fully paid ordinary share capital and authorised preference shares of the Company comprised 34,566,667,000, 895,913,000 and 5,433,333,000 consolidated shares of HK\$0.05 each respectively.
- (c) On 15 May 2014, the Company completed the allotment and issue of 150,000,000 new ordinary shares at HK\$0.56 per share. The net proceeds derived from the subscription amounted to HK\$84,000,000 and resulted in the increase in share capital of HK\$7,500,000 and share premium of HK\$76,500,000. Details of the subscription were set out in the circular of the Company dated 15 April 2014 and the announcement of the Company dated 15 May 2014.

23. 股本 (續)

本集團及本公司 (續)

- (a) 於二零一三年十月十七日，本公司按每股股份0.047港元完成配售746,000,000股之本公司新普通股。配售所產生之所得款項淨額為34,113,000港元（扣除股份發行開支949,000港元）。配售導致增加7,460,000港元股本及26,653,000港元股份溢價。
- (b) 根據於二零一三年十一月六日通過之普通決議案，股份合併獲批准並於二零一三年十一月七日生效，其中(i)本公司股本中每5股每股面值0.01港元之已發行及未發行現有普通股合併為1股面值為0.05港元之合併股份；及(ii)本公司每5股每股面值為0.01港元之未發行現有優先股合併為1股面值為0.05港元之合併股份（「股份合併」）。緊隨股份合併後，本公司之法定普通股本、已發行及繳足普通股本以及法定優先股分別包括34,566,667,000股、895,913,000股及5,433,333,000股每股面值為0.05港元之合併股份。
- (c) 於二零一四年五月十五日，本公司完成按每股0.56港元配發及發行150,000,000股新普通股。認購事項所得款項淨額為84,000,000港元並導致股本增加7,500,000港元及股份溢價76,500,000港元。認購事項之詳情載於本公司日期為二零一四年四月十五日之通函及本公司日期為二零一四年五月十五日之公告內。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

24. RESERVES

Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 50 of the financial statements.

Company

24. 儲備

本集團

本集團之儲備金額及其於本年度及過往年度之變動已於財務報表第50頁綜合權益變動表內呈列。

本公司

| | | Share premium (note (a)) HK\$'000 股份溢價 (附註(a)) 千港元 | Contributed surplus (note (b)) HK\$'000 實繳盈餘 (附註(b)) 千港元 | Accumulated losses (note (d)) HK\$'000 累計虧損 (附註(d)) 千港元 | Total HK\$'000 總計 千港元 |
|--------------------------------------|--------------------------------|--|--|---|--------------------------------|
| At 1 April 2013 | 於二零一三年四月一日 | 734,069 | 159,393 | (178,652) | 714,810 |
| Issue of shares (note 23(a)) | 發行股份 (附註23(a)) | 26,653 | - | - | 26,653 |
| Loss for the year | 年內虧損 | - | - | (6,315) | (6,315) |
| At 31 March 2014 and 1 April 2014 | 於二零一四年 三月三十一日及 二零一四年四月一日 | 760,722 | 159,393 | (184,967) | 735,148 |
| Issue of shares (note 23(c)) | 發行股份 (附註23(c)) | 76,500 | - | - | 76,500 |
| Loss for the year | 年內虧損 | - | - | (236,585) | (236,585) |
| At 31 March 2015 | 於二零一五年 三月三十一日 | 837,222 | 159,393 | (421,552) | 575,063 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

24. RESERVES (Continued)

Company (Continued)

Notes:

(a) **Share premium**

Amount subscribed for share capital in excess of nominal value.

(b) **Contributed surplus**

The contributed surplus of the Group arose as a result of the Group reorganisation prior to its public listing on 2 October 1995 and represents the difference between the nominal value of the shares of the former holding company of the Group acquired pursuant to the Group reorganisation, over the nominal value of the shares of the Company issued in exchange therefore.

(c) **Exchange fluctuation reserve**

Gains/losses are arising on retranslating the net assets of foreign operations into presentation currency.

(d) **Accumulated losses**

Cumulative net gains and losses recognised in profit or loss.

25. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for total future minimum lease payments under non-cancellable operating leases, which the Group is a lessee are as follows:

| | | Group 本集團 | | Company 本公司 | |
|-----------------|-----|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Within one year | 一年內 | 239 | 274 | 180 | 270 |

Operating lease payments represent rental payable by the Group for its office premises. The leases typically run for an initial period of 12 months (2014: 14 months). None of the leases include contingent rental.

24. 儲備 (續)

本公司 (續)

附註：

(a) **股份溢價**

認購股本金額超出面值之款項。

(b) **實繳盈餘**

本集團之實繳盈餘因本集團於一九九五年十月二日公開上市前進行集團重組而產生，乃指根據本集團重組而收購本集團前控股公司之股份面值，超出因該收購而發行之本公司股份面值之差額。

(c) **匯兌波動儲備**

海外業務的淨資產重新換算為呈列貨幣產生的損益。

(d) **累計虧損**

於損益賬確認的累計淨收益及虧損。

25. 經營租約承擔

於報告期末，本集團根據不可撤銷經營租約（本集團作為承租人）未來最低租金付款總額如下：

經營租約付款指本集團就其辦公室物業所支付之租金。租約通常初步為期十二個月（二零一四年：十四個月），可選擇於重新磋商所有條款時重續租約。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

26. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere in the financial statements, the following transactions were carried out by the Group and the Company with related parties:

| | | Notes | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|--|-------------------|-------|----------------------------------|----------------------------------|
| | | 附註 | | |
| Rental expenses paid to a related company | 支付予一間關連公司之租金支出 | (i) | 340 | 150 |
| Rental income and management fee received from a related company | 來自一間關連公司之租金收入及管理費 | (ii) | - | 394 |

Notes:

- (i) Rental expenses paid to a related company, in which Mr. Mung Kin Keung and Mr. Mung Bun Man, Alan are common directors, were made according to the terms of the lease agreement.
- (ii) Rental and management fee income derived from a related company, in which Mr. Ha Wing Ho, Mr Mung Kin Keung, Mr. Mung Bun Man, Alan and Mr. Chee Man Sang, Eric are the common executive directors, were made according to the terms of the lease agreement.
- (b) The compensation of key management personnel, who are also the directors of the Company, has been disclosed in note 12 to the financial statements.

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks included market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group does not have written risk management policies and guidelines. However, the directors meet periodically to analyse and formulate measures to manage the Group's exposure to the financial risk, including principally changes in interest rates and currency exchange rates.

26. 關連人士交易

- (a) 除財務報表其他地方所披露者外，以下乃本集團及本公司與關連人士進行之交易：

| | | Notes | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
|--|-------------------|-------|----------------------------------|----------------------------------|
| | | 附註 | | |
| Rental expenses paid to a related company | 支付予一間關連公司之租金支出 | (i) | 340 | 150 |
| Rental income and management fee received from a related company | 來自一間關連公司之租金收入及管理費 | (ii) | - | 394 |

附註：

- (i) 支付予一間關連公司(蒙建強先生及蒙品文先生為其共同董事)之租金支出，乃根據租賃協議條款作出。
- (ii) 來自一間關連公司(哈永豪先生、蒙建強先生、蒙品文先生及池民生先生為其共同執行董事)之租金及管理費收入，乃根據租賃協議條款作出。
- (b) 主要管理人員(亦為本公司之董事)之薪酬已於財務報表附註12內披露。

27. 財務風險管理及公平值計量

本集團因在日常業務中使用金融工具而承受財務風險。財務風險包括市場風險(包括外匯風險和利率風險)，以及信貸風險及流動性風險。本集團並無書面之風險管理政策及指引。然而，董事會定期舉行會議，分析及制定策略以管理本集團所面對之財務風險，包括主要的利率變動及匯率變動。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

Generally, the Group employs a conservative strategy regarding its risk management. As the Group's exposure to market risk is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are described below.

(a) Categories of financial assets and liabilities

The carrying amounts of the Group's financial assets and liabilities recognised at the end of reporting periods are categorised as follows. See notes 4(f)(i) and 4(f)(iii) for explanations on how the category of financial instruments affects their subsequent measurement.

27. 財務風險管理及公平值計量 (續)

一般而言，本集團就其風險管理推行保守策略。由於本集團所面對之市場風險維持於低水平，本集團並無應用任何衍生或其他工具以作對沖。本集團並無持有或發行衍生金融工具以作買賣。本集團所面對之主要重大財務風險載列如下。

(a) 財務資產及負債分類

本集團於報告期末所確認之財務資產及負債的賬面值分類如下。有關財務工具之分類如何影響彼等其後之計量之解釋見附註4(f)(i)及4(f)(iii)。

| | | Group 本集團 | |
|--|---------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Financial assets | 財務資產 | | |
| Loans and receivables: | 貸款及應收款項： | | |
| – Trade receivables | – 應收貿易賬款 | 2,795 | 1,372 |
| – Deposits and other receivables | – 按金及其他應收款項 | 137 | 11 |
| Cash and cash equivalents | 現金及等同現金項目 | 97,361 | 24,514 |
| | | 100,293 | 25,897 |
| Financial liabilities | 財務負債 | | |
| At amortised cost: | 於攤銷成本： | | |
| – Trade payables | – 應付貿易賬款 | – | 1,248 |
| – Accrued liabilities and other payables | – 應計負債及其他應付款項 | 1,812 | 2,131 |
| | | 1,812 | 3,379 |

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(a) Categories of financial assets and liabilities (Continued)

| | | Company 本公司 | |
|--|---------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Financial assets | 財務資產 | | |
| Loans and receivables: | 貸款及應收款項： | | |
| – Amounts due from subsidiaries | – 應收附屬公司之款項 | 545,464 | 759,427 |
| Cash and cash equivalents | 現金及等同現金項目 | 82,991 | 22,233 |
| | | 628,455 | 781,660 |
| Financial liabilities | 財務負債 | | |
| At amortised cost: | 於攤銷成本： | | |
| – Amount due to a subsidiary | – 應付一間附屬公司之款項 | – | 1,051 |
| – Accrued liabilities and other payables | – 應計負債及其他應付款項 | 1,150 | 827 |
| | | 1,150 | 1,878 |

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has interest-bearing assets in relation to cash at banks and short-term bank deposits carried at effective interest rates with reference to the market. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rate risk for the Group's cash at banks is considered minimal.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

27. 財務風險管理及公平值計量 (續)

(a) 財務資產及負債分類 (續)

| | | Company 本公司 | |
|--|---------------|----------------------------------|----------------------------------|
| | | 2015 HK\$'000 二零一五年 千港元 | 2014 HK\$'000 二零一四年 千港元 |
| Financial assets | 財務資產 | | |
| Loans and receivables: | 貸款及應收款項： | | |
| – Amounts due from subsidiaries | – 應收附屬公司之款項 | 545,464 | 759,427 |
| Cash and cash equivalents | 現金及等同現金項目 | 82,991 | 22,233 |
| | | 628,455 | 781,660 |
| Financial liabilities | 財務負債 | | |
| At amortised cost: | 於攤銷成本： | | |
| – Amount due to a subsidiary | – 應付一間附屬公司之款項 | – | 1,051 |
| – Accrued liabilities and other payables | – 應計負債及其他應付款項 | 1,150 | 827 |
| | | 1,150 | 1,878 |

(b) 利率風險

利率風險乃有關財務工具公平值或現金流量因市場利率變動而波動之風險。

本集團有計息資產，涉及以參考市場之實際利率計息之銀行現金及短期銀行存款。本集團之收入及營運現金流量大部分獨立於市場利率變動。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金之利率風險被認為輕微。

本集團自過往年度以來一直遵守管理利率風險之政策，並認為該等政策有效。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(c) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables and cash and cash equivalents. The carrying amounts of these financial assets presented in the consolidated statement of financial position are net of impairment losses, if any. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's 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 does not obtain collateral from other customers. Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 16.

The Group has deposited its cash with various banks. The credit risk on cash and bank balances is limited because most of the Group's bank deposits are deposited with major banks located in Hong Kong and the PRC.

The policies to manage credit risk have been followed by the Group since prior year are considered to have been effective.

27. 財務風險管理及公平值計量 (續)

(c) 信貸風險

信貸風險指金融工具之對方未能按金融工具之條款履行其責任，並導致本集團財務虧損之風險。本集團之信貸風險主要來自應收貿易賬款及現金及等同現金項目。於綜合財務狀況報表內所呈列之該等財務資產之賬面值已扣除減值虧損（如有）。管理層已制定一項信貸政策並會持續監察其所面臨之信貸風險。

關於應收貿易賬款，當所有客戶要求之信用額超過特定金額時，均參考個人信貸進行評估。該等評估集中於客戶過往到期支付記錄以及現有支付能力，並考慮與客戶本身及其經營經濟環境有關之詳細資訊。本集團並無從其他客戶處取得擔保。因應收貿易賬款而引致本集團所面臨之信貸風險於附註16作出進一步量化披露。

本集團於多家銀行存放現金。由於本集團之銀行存款乃存放於香港及中國之主要銀行，故現金及銀行結餘之信貸風險有限。

信貸風險管理政策在過往年度一直由本集團沿用，且被認為行之有效。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(d) Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates and invests in Hong Kong, the PRC and Mongolia with most of the transactions denominated and settled in HK\$, RMB and MNT respectively. No material foreign currency risk has been identified for the monetary assets and liabilities in Hong Kong, the PRC and Mongolia as they were largely denominated in a currency same as the functional currency of the Hong Kong, the PRC and Mongolian entities to which these transactions related. The Group has not entered into any derivative instrument to hedge the foreign exchange exposures, however, the management continuously monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

The policies to manage foreign current risk have been followed by the Group since prior year are considered to be effective.

(e) Liquidity risk

Liquidity risk relates to the risk that the Group will not able to meet its obligation associated with its financial liabilities. The Group's objective is to ensure adequate funds to meet commitments associated with its financial liabilities. Cash flows are closely monitored on an ongoing basis. The Group will raise funds from the realisation of its assets if required.

27. 財務風險管理及公平值計量 (續)

(d) 外幣風險

外幣風險指金融工具之公允價值或未來現金流因匯率變動而波動之風險。本集團主要於香港、中國及蒙古營運及投資，而大部分交易均以港元、人民幣及蒙古圖格里克為單位及結算。由於香港、中國及蒙古貨幣資產與負債之貨幣單位與有關交易之香港、中國及蒙古實體之功能貨幣相同，故並無識別重大外幣風險。本集團並未訂立任何衍生工具以對沖外匯風險。然而，管理層持續監控外匯風險，並於必要時考慮對沖重大外匯風險。

本集團自過往年度以來一直遵守管理外幣風險之政策，並認為該等政策有效。

(e) 流動資金風險

流動資金風險乃與本集團未能履行財務負債相關責任之風險有關。本集團之目標在於確保資金充足以滿足其承諾相關之財務負債。現金流量已被持續密切監控。本集團將於必要時通過變現其資產以籌集資金。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Liquidity risk (Continued)

At the end of each reporting periods, the remaining contractual maturity of the Group's and the Company's financial liabilities which are based on undiscounted cash flows are summaries below:

| | | Group 本集團 | | |
|---|--------------------|---|---|--|
| | | On demand or within 1 year HK\$'000 按要求或一年內 千港元 | Total contractual undiscounted cash flows HK\$'000 合約未貼現 現金流量總額 千港元 | Carrying amount HK\$'000 賬面值 千港元 |
| 31 March 2015 | 二零一五年三月三十一日 | | | |
| Accrued liabilities and other payables | 應計負債及 其他應付款項 | 1,812 | 1,812 | 1,812 |
| 31 March 2014 | 二零一四年三月三十一日 | | | |
| Trade payables | 應付貿易賬款 | 1,248 | 1,248 | 1,248 |
| Accrued liabilities and other payables | 應計負債及 其他應付款項 | 2,131 | 2,131 | 2,131 |
| | | 3,379 | 3,379 | 3,379 |
| | | Company 本公司 | | |
| | | On demand or within 1 year HK\$'000 按要求或一年內 千港元 | Total contractual undiscounted cash flows HK\$'000 合約未貼現 現金流量總額 千港元 | Carrying Amount HK\$'000 賬面值 千港元 |
| 31 March 2015 | 二零一五年三月三十一日 | | | |
| Accrued liabilities and other payables | 應計負債及 其他應付款項 | 1,150 | 1,150 | 1,150 |
| 31 March 2014 | 二零一四年三月三十一日 | | | |
| Accrued liabilities and other payables | 應計負債及 其他應付款項 | 827 | 827 | 827 |
| Amount due to a subsidiary | 應付一間附屬公司之款項 | 1,051 | 1,051 | 1,051 |
| | | 1,878 | 1,878 | 1,878 |

27. 財務風險管理及公平值計量 (續)

(e) 流動資金風險 (續)

於各報告期末，根據未貼現現金流量編製之本集團及本公司之財務負債之餘下合約到期情況概述如下：

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(f) Fair value risk

The directors consider that the fair values of the Group's and the Company's financial assets and financial liabilities are not materially different from their carrying amounts because of the immediate and short term maturity of these financial instruments.

28. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholders value. The Group's overall strategy remains unchanged from prior year. The directors actively review the capital structure on a continuing basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the new shares issues, the issue of new debts or the redemption of existing debts. The management regards total equity as capital. The amount of capital as at 31 March 2015 and 2014 amounted to approximately HK\$625,813,000 and HK\$596,952,000 respectively which the management considers as optimal having considered the projected capital expenditures and projected strategic investment opportunities.

27. 財務風險管理及公平值計量 (續)

(f) 公平值風險

董事認為由於有關金融工具即期及短期內到期，故本集團及本公司財務資產及負債公平值與其賬面值並無重大差異。

28. 資本管理

本集團的主要資本管理目標為確保其可維持穩健的資本比率，以支持其業務及為股東爭取最佳回報。本集團整體策略與往年相同。董事持續積極審閱資本結構。作為此審閱之一部份，董事考慮資本成本及與各類別資本相關之風險。本集團將根據董事之建議，透過發行新股、新增債務或贖回現有債務而平衡其整體資本結構。管理層視總權益為資本。於二零一五年及二零一四年三月三十一日的資本金額各自為約625,813,000港元及596,952,000港元，其中管理層已考慮到預期資本開支及預測策略投資機會，並認為處於最佳資本狀況。

Notes to the Financial Statements

財務報表附註

31 March 2015 二零一五年三月三十一日

29. EVENTS AFTER THE REPORTING DATE

- (i) On 29 May 2015, the Company and a placing agent (the "Placing Agent") entered into a deed of termination ("2015 Placing Termination Deed") in respect of the placing agreement (the "Placing Agreement"), pursuant to which the Company has conditionally agreed to place through the Placing Agent up to 420,000,000 placing shares ("Placing Shares") at a price of HK\$0.56 per Placing Share, subject to adjustment. With effect of the 2015 Placing Termination Deed on 29 May 2015, it was agreed among the parties that the Placing Agreement would be irrevocably and unconditionally terminated in all respects by the mutual consent of the parties and would be of no further force.

On 29 May 2015, being the long stop date, the subscription agreement dated 3 February 2015 (the "Subscription Agreement"), pursuant to which a subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 880,000,000 shares ("Subscription Shares") at an issue price of HK\$0.56 per Subscription Share, was lapsed due to the conditions to completion of the Subscription Agreement have not been fulfilled on the same date.

The directors consider that the termination of the Placing Agreement and the lapse of the Subscription Agreement has no material adverse impact on the existing business operation and financial position of the Group. Details of the termination and the lapse of the subscription were set out in the Company's announcement on 31 May 2015.

- (ii) On 13 June 2015, the Company and another placing agent entered into a placing agreement pursuant to which the Company has conditionally agreed to place a maximum of 205,000,000 placing shares to independent investors at a price of HK\$0.88 per share. The net proceeds are intended to be used as general working capital of the Group and for potential acquisition activities as identified by the Group from time to time, details of which have been set out in the Company's announcement dated 15 June 2015.

29. 報告日期後事項

- (i) 於二零一五年五月二十九日，本公司與配售代理（「配售代理」）就配售協議（「配售協議」）訂立終止契據（「二零一五年配售事項終止契據」），據此，本公司已有條件同意透過配售代理按每股配售股份0.56港元之價格（可予調整）配售最多420,000,000股配售股份（「配售股份」）。自二零一五年配售事項終止契據於二零一五年五月二十九日生效起，訂約方已協定配售協議將於訂約方相互同意下於所有方面不可撤回及無條件終止，且其將不再具任何效力及作用。

於二零一五年五月二十九日（即最後截止日期），日期為二零一五年二月三日之認購協議（「認購協議」）（據此，認購方已有條件同意認購及本公司已有條件同意按每股認購股份0.56港元之發行價配發及發行合共880,000,000股股份（「認購股份」））告失效，原因為完成認購協議之條件於同日並未獲達成。

董事認為，終止配售協議及認購協議失效對本集團之現有業務營運及財務狀況並無任何重大不利影響。認購事項終止及失效之詳情載列於本公司日期為二零一五年五月三十一日之公告。

- (ii) 於二零一五年六月十三日，本公司與另一名配售代理訂立配售協議，據此，本公司已有條件同意按每股0.88港元之價格配售最多205,000,000股配售股份予獨立投資者。所得款項淨額擬將用作本集團之一般營運資金及用於本集團不時物色之潛在收購活動，詳情載列於本公司日期為二零一五年六月十五日之公告。

