



宇业控股

U-HOME HOLDINGS

U-HOME GROUP HOLDINGS LIMITED

宇業集團控股有限公司

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock Code : 2327)

2015

Annual Report 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Zhou Xuzhou (*Chairman*)
Zhou Wen Chuan (*Vice Chairman and Chief Executive Officer*)
Liu Lailin

Non-Executive Directors

Mao Zhenhua (Appointed on 5 October, 2015)
Chen Xuejun (Resigned on 2 October, 2015)

Independent Non-Executive Directors

Gao Guanjiang
Chau Chi Wai, Wilton
Jing Zhang Brogle (Appointed on 5 October, 2015)
Lee Cheuk Yin, Dannis (Resigned on 2 October, 2015)

AUTHORISED REPRESENTATIVES

Zhou Xuzhou
Zhou Wen Chuan

COMPANY SECRETARY

Shek Man Fai

AUDIT COMMITTEE

Chau Chi Wai, Wilton (*Chairman*)
(Appointed on 2 October, 2015)
Gao Guanjiang
Mao Zhenhua (Appointed on 5 October, 2015)
Lee Cheuk Yin, Dannis (Resigned on 2 October, 2015)
Chen Xuejun (Resigned on 2 October, 2015)

REMUNERATION COMMITTEE

Gao Guanjiang (*Chairman*)
Chau Chi Wai, Wilton
Liu Lailin

NOMINATION COMMITTEE

Zhou Xuzhou (*Chairman*)
Chau Chi Wai, Wilton
Jing Zhang Brogle (Appointed on 5 October, 2015)
Lee Cheuk Yin, Dannis (Resigned on 2 October, 2015)

董事會

執行董事

周旭洲(*主席*)
周文川(*副主席兼行政總裁*)
劉來臨

非執行董事

毛振華(於二零一五年十月五日獲委任)
陳學軍(於二零一五年十月二日辭任)

獨立非執行董事

高冠江
周志偉
張璟瑜(於二零一五年十月五日獲委任)
李卓然(於二零一五年十月二日辭任)

授權代表

周旭洲
周文川

公司秘書

石文輝

審核委員會

周志偉(*主席*)
(於二零一五年十月二日獲委任)
高冠江
毛振華(於二零一五年十月五日獲委任)
李卓然(於二零一五年十月二日辭任)
陳學軍(於二零一五年十月二日辭任)

薪酬委員會

高冠江(*主席*)
周志偉
劉來臨

提名委員會

周旭洲(*主席*)
周志偉
張璟瑜(於二零一五年十月五日獲委任)
李卓然(於二零一五年十月二日辭任)

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART XI OF THE COMPANY ORDINANCE

Unit 2906,
Tower 1, Lippo Centre,
89 Queensway,
Admiralty,
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants

PRINCIPAL BANKER

Nanyang Commercial Bank Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House, 2 Church Street,
Hamilton, HM11,
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

www.u-home.hk

STOCK CODE

2327

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

根據公司條例第XI部登記之香港總辦事處及主要營業地點

香港
金鐘
金鐘道89號
力寶中心第1座
2906室

核數師

香港立信德豪會計師事務所有限公司
執業會計師

主要往來銀行

南洋商業銀行有限公司

股份過戶登記總處

Codan Services Limited
Clarendon House, 2 Church Street,
Hamilton, HM11,
Bermuda

股份過戶登記香港分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓

公司網址

www.u-home.hk

股份代號

2327

CHAIRMAN'S STATEMENT

主席報告書

I am pleased to present the results of U-Home Group Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the period from 1 April 2015 to 31 December 2015 (the "period") to the shareholders.

RESULTS

To align with the financial year end date of the operating subsidiary which is incorporated in People's Republic of China ("PRC"), the Company has changed the financial year end date from 31 March to 31 December such that the current financial reporting period covered a 9 months period from 1 April 2015 to 31 December 2015. The comparative figures set out in this statement for last financial year from 1 April 2014 to 31 March 2015 may not be directly comparable.

During the period under review, the Group recorded a turnover of HK\$57,003,000, representing an increase of 5.11 times as compared to HK\$9,336,000 of the compared favourably with the results for the full 12 months in the last year. During the period, profit attributable to owners of the Company amounted to HK\$7,734,000, representing an increase of 2.9 times as compared to HK\$1,981,000 of the compared favourably with the results for the full 12 months in the last year.

With the expansion of scale of the trading business, the materials trading business has significantly upsized. The profits derived from the trading business for the period was HK\$2,131,000 (31 March 2015: HK\$484,000). The profits derived from the consultancy and agency business was HK\$9,230,000 (31 March 2015: HK\$3,651,000), which reflected higher profit contributions and improved margins from the consultancy and agency business in China. In addition, the investment and treasury function contributed HK\$2,490,000 (31 March 2015: HK\$704,000) for the period, resulting from the fair value gain on its investment property and the rental incomes.

DIVIDEND

The Board does not recommend the payment of final dividend for the period ended 31 December 2015.

本人欣然向各位股東提呈宇業集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)自二零一五年四月一日至二零一五年十二月三十一日期間(「期內」)之業績。

業績

為與於中華人民共和國(「中國」)註冊成立之經營附屬公司之財政年度結算日一致，本公司已將財政年度結算日由三月三十一日更改為十二月三十一日，因此本財政報告期涵蓋由二零一五年四月一日至二零一五年十二月三十一日九個月期間。本報表所載自二零一四年四月一日至二零一五年三月三十一日止之上一財政年度之比較數字未必可直接比較。

回顧期內，本集團錄得營業額57,003,000港元，比去年十二月個月業績9,336,000港元上升5.11倍。期內，本公司擁有人應佔溢利為7,734,000港元，比去年十二月個月業績1,981,000港元上升2.9倍。

隨著貿易業務規模擴張，原材料貿易業務規模已顯著擴大。期內來自貿易業務之溢利為2,131,000港元(二零一五年三月三十一日：484,000港元)。來自顧問及營銷代理業務之溢利為9,230,000港元(二零一五年三月三十一日：3,651,000港元)，反映中國顧問及營銷代理業務之溢利貢獻提高，而毛利率亦有所改善。此外，投資及財務業務於期內貢獻2,490,000港元(二零一五年三月三十一日：704,000港元)，乃來自其投資物業公平值收益及其租金收入。

股息

董事會並不建議派付截至二零一五年十二月三十一日止期間之末期股息。

CHAIRMAN'S STATEMENT

主席報告書

DEVELOPMENT AND PROSPECTS

On 9 April 2015, U-Home Oceania Pty Limited (“UHOL”), an indirect wholly-owned subsidiary of the Group, entered into the sale and purchases agreement with Alphington Developments Pty Ltd, a company incorporated in Australia with limited liability (“Vendor”), pursuant to which the Vendor agreed to sell and UHOL agreed to acquire the land use right over a land (the “Land”) at a consideration of AUD33,480,000 (inclusive of GST) (equivalent to approximately HK\$197,900,000). The Land is located in Part Alphington Paper Mill, 626 Heidelberg Road, Alphington, Victoria 3078, Australia, which is a residential district situated at the suburb of Melbourne, Victoria, Australia. Details of the transaction has been set out in the Company’s circular dated 29 May 2015. On 18 June 2015, an ordinary resolution was passed at the special general meeting in relation to the acquisition of the Land.

On 30 October 2015, U-Home Enterprise Development Company Limited (“UHEL”), a wholly owned subsidiary of the Company, entered into an agreement with 江蘇懿德投資有限公司 (Jiangsu Yide Investment Company Limited*), a company established in the PRC with limited liability (“Jiangsu Yide”), pursuant to which Jiangsu Yide agreed to sell and UHEL agreed to acquire the Sale Capital of 蕪湖逸舟商貿有限公司 (Wuhu Yizhou Trading Company Limited*), a company established in the PRC with limited liability (“Wuhu Yizhou”) which is principally engaged in investment holding and leasing of properties for an aggregate consideration of HK\$122,600,000. The Company has obtained written approvals on the acquisition from U-Home Group International Limited and U-Home Group Investment Limited respectively, which are a closely allied group of Shareholders to dispense with such special general meeting requirement. In relation to the transaction, Jiangsu Yide irrevocably undertakes UHEL that the audited net profit of Wuhu Yizhou for the three years ending 31 December 2017 will not be less than RMB18,000,000.

* for identification purpose only

發展與展望

於二零一五年四月九日，本集團之間接全資附屬公司U-Home Oceania Pty Limited (「UHOL」)與Alphington Developments Pty Ltd (一家於澳洲註冊成立之有限責任公司) (「賣方」)訂立買賣協議，據此，賣方同意出售而UHOL同意收購一幅土地(該「土地」)之土地使用權，代價為33,480,000澳元(包括商品服務稅)(相等於約197,900,000港元)。該土地位於Part Alphington Paper Mill, 626 Heidelberg Road, Alphington, Victoria 3078, Australia，為座落於澳洲維多利亞省墨爾本近郊之住宅區。交易詳情載於本公司日期為二零一五年五月二十九日的通函。於二零一五年六月十八日，股東特別大會上通過一項普通決議案，內容有關收購該土地。

於二零一五年十月三十日，本公司之全資附屬公司宇業實業發展有限公司(「宇業實業」)與一家於中國成立之有限公司江蘇懿德投資有限公司(「江蘇懿德」)訂立一份協議，據此，江蘇懿德同意出售而宇業實業同意收購一家於中國成立之有限公司蕪湖逸舟商貿有限公司(「蕪湖逸舟」)之銷售股本，該公司主要從事投資控股及租賃物業，總代價為122,600,000港元。本公司已就收購事項分別取得U-Home Group International Limited及U-Home Group Investment Limited(一組緊密聯繫之股東)之書面批准，以免除有關股東特別大會之規定。就該交易而言，江蘇懿德向宇業實業不可撤回地承諾，蕪湖逸舟於截至二零一七年十二月三十一日止三個年度之經審核純利將不少於人民幣18,000,000元。

* 僅供識別

CHAIRMAN'S STATEMENT

主席報告書

On 30 October 2015 and 6 December 2015, the Company entered into a letter of intent and a memorandum with La Clinique de Paris International Ltd ("LCDPI") which is mainly carrying out high-end health management, advanced anti-aging, preventive and functional medical services and sale of pharmaceuticals and health supplements. The Company considers to acquire 60% of the issued share capital of LCDPI, on the basis that the pre-money valuation of LCDPI will not exceed HK\$150,000,000 (the "Proposed Acquisition"). The Company and LCDPI have conducted further discussion in the Proposed Acquisition and reached framework consensus. The formal acquisition and mergers contract shall be entered into upon agreement on the related details by the parties.

Looking ahead, the Company's management and I will continue our hard work, devotion and pioneering efforts, to drive continuous development and new strategic expansion of the Company.

APPRECIATION

On behalf of the Board, I would like to express my deepest appreciation for all staff of the Group for their excellent contribution, thank our shareholders for their trust and acknowledge our business partners for their support.

Zhou Xuzhou

Chairman

Hong Kong, 16 March 2016

於二零一五年十月三十日及二零一五年十二月六日，本公司與La Clinique de Paris International Ltd (「LCDPI」)訂立意向書及備忘錄，該公司主要進行高端健康管理，深度抗衰老、預防醫學、功能醫學等醫療服務，以及買賣藥品及保健品。本公司考慮收購LCDPI之已發行股本之60%，基準為LCDPI之投資前估值將不超過150,000,000港元(「建議收購事項」)。本公司及LCDPI已就建議收購事項進行進一步商討並達成框架共識，雙方將於協定相關細節後簽訂正式購併合同。

展望未來，本人及附屬公司管理層將繼續勤勉，盡責，開拓，為附屬公司的持續性發展，和新的戰略擴張不懈努力。

致謝

本人謹代表董事會對本集團全體員工的卓越貢獻、股東的信任及商業伙伴的支持致以衷心的謝意。

周旭洲

主席

香港，二零一六年三月十六日

BUSINESS REVIEW AND PROSPECTS

Trading Business

During the period, turnover from the trading business was HK\$37,414,000, representing an increase of 30.95 times as compared to HK\$1,171,000 of the compared favourably with the results for the full 12 months in the last year. With the expansion of scale of the trading business, the materials trading business has significantly upsized. The profits derived from the trading business for the period was HK\$2,131,000 (31 March 2015: HK\$484,000), mainly due to the increase in trading of chemicals materials.

R&D and Project Management

The Group has commenced joint chemical and biological researches with an R&D institution in Hong Kong since 2007. During the period, the segment results was a loss of HK\$6,000. The disappointing results of the operation is mainly due to the existing R&D project is still under development. The management is optimistic about this business, actively promotes the existing projects and continues to identify R&D projects with potentials.

On 23 July 2012, the Group entered into a technology transfer agreement with Yunnan Jiwa Biotech Limited, a company incorporated in China ("YJB"), pursuant to which an aggregate consideration of RMB111,000,000 was payable by YJB upon satisfaction of the pre-condition stipulated for each of the three phases of construction, production and registration.

At phase 1, the Group shall transfer the technical documents of the product technology to YJB within six months upon signing the technology transfer agreement; at phase 2, the Group shall assist YJB to construct a production plant with its ancillary facilities for the production of the pharmaceutical bulk materials products to be qualified by the Group and YJB within a prescribed construction budget, and the construction of the plant was completed in July 2014 but the construction costs has not been confirmed; and at phase 3, the Group shall assist YJB to (i) commence full scale production of such pharmaceutical bulk materials products at a designated

業務回顧及前景

貿易業務

期內，來自貿易業務之營業額為37,414,000港元，比去年十二月個月業績1,171,000港元上升30.95倍。隨著貿易業務規模擴張，原材料貿易業務規模已顯著擴大。期內來自貿易業務之溢利為2,131,000港元(二零一五年三月三十一日：484,000港元)，主要由於化學原料貿易之增幅所致。

研發及項目管理

本集團於二零零七年開始與香港之研發機構合作進行化學及生物研究。期內，此分部業績虧損6,000港元。經營業績令人失望，主要因為現有研發項目仍在開發中。管理層對此業務表示樂觀，除積極推動現有項目外，亦持續物色具潛力之研發項目。

本集團與一家在中國註冊成立的公司，雲南積華生物科技有限公司(「積華生物科技」)於二零一二年七月二十三日訂立技術轉讓協議，據此，總代價人民幣111,000,000元須於就以下三個建設、生產及登記各階段制定之先決條件達成後，由積華生物科技支付。

於第一階段，本集團於技術轉讓協議簽訂後六個月內，向積華生物科技轉交該產品技術之技術文件；於第二階段，本集團須協助積華生物科技在指定建設預算內建設生產廠房連同其配套設施，以生產本集團及積華生物科技釐定符合規格之該醫藥原料產品，而廠房建設已於二零一四年七月完成，惟建築成本尚未確認；於第三階段，本集團須協助積華生物科技(i)開始以指定產能全面投產該醫藥原料產品及確保有關該醫藥原料之生產成

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

production capacity and ensure that the production cost of such bulk materials shall not exceed the prescribed unit cost, and (ii) obtain the registration certificates of such products as well as the certification of “Good Manufacturing Practice” issued by the State Food and Drug Administration of the PRC by no later than 31 December 2016.

According to the technology transfer agreement, invoices of RMB40,000,000, RMB20,000,000 and RMB51,000,000 shall be issued upon satisfaction of the pre-conditions set for phase 1, phase 2 and phase 3 respectively as mentioned above. The above payment schedule may be extended by mutual agreement between the parties to the technology transfer agreement, while the maximum consideration shall be subject to adjustment(s) if certain of the above terms and conditions cannot be fulfilled in full.

Investment and Treasury Function

During the period, segment results amounted to HK\$2,490,000, representing an increase of 2.54 times as compared to HK\$704,000 of the compared favourably with the results for the full 12 months in the last year, mainly due to the fair value gain on its investment property. The Group will continue to look for opportunities to invest in treasury products that yield higher returns under limited risk exposure.

Consultancy and Agency Business

During the period, segment results amounted to HK\$9,230,000, representing an increase of 1.53 times as compared to HK\$3,651,000 of the compared favourably with the results for the full 12 months in the last year, which was mainly derived from service income from property consultation in Mainland China. The Group will continue to seek opportunities for development in property sales and consultation business in Mainland China.

本不超過指定單位成本；及(ii)不遲於二零一六年十二月三十一日取得中國國家食品藥品監督管理局發出之有關該產品登記證及「良好作業規範」認證。

根據技術轉讓協議，於上述第一階段、第二階段及第三階段之先決條件分別達成後將分別發出人民幣40,000,000元、人民幣20,000,000元及人民幣51,000,000元之發票。上述付款時間進度表可藉技術轉讓協議之訂約方互相協議延長；而倘上述若干條款及條件未能全面達成，則最高代價可予調整。

投資及財務業務

期內，此分部錄得分部業績2,490,000港元，比去年十二月個月業績704,000港元上升2.54倍，主要因其投資物業公平值收益增加所致。本集團將繼續尋找風險承擔有限而回報相對較高之財務產品之機會。

顧問及營銷代理業務

期內，此分部錄得分部業績9,230,000港元，比去年十二月個月業績3,651,000港元上升1.53倍，主要來自中國內地物業顧問諮詢服務收益。本集團將繼續在中國內地物業銷售及顧問業務上尋找發展機會。

FUTURE DEVELOPMENT

Property Development

During the period, the Group has diversified its business into property development in Australia. An agreement to acquire a land at a consideration of AUD33,480,000 was signed by UHOL (a wholly owned subsidiary of the Company) and Vendor on 9 April 2015. The acquisition of the Land constitutes a very substantial acquisition of the Company under the Listing Rules. Details of the relevant agreement are set out in the Circular of the Company dated 29 May 2015.

The approval of the Foreign Investment Review Board under the Foreign Acquisitions and Takeovers Act 1975 to the Acquisition had been obtained on 19 May 2015. There is no restriction that will affect the acquisition of the Land negatively.

Acquisition of a leasing company in PRC

On 30 October 2015, UHEL entered into a sale and purchase agreement with Jiangsu Yide in relation to the purchase of 100% shares of Wuhu Yizhou.

Wuhu Yizhou is a company established in the PRC with limited liability, which is principally engaged in investment holding and leasing of properties. Wuhu Yizhou has 38 commercial properties situated at 安徽省蕪湖市城東新區東方紅郡商業步行街 (Commercial Pedestrian Street of Dong Fang Hong County, New Zone of East Town, Wuhu City, Anhui province, PRC*).

The Board is always committed to seeking opportunities for new business and performance growth, as well as for timely expansion of the Company's scope of operation and investments. The Group intends to engage in leasing of properties and may conduct trading business through Wuhu Yizhou in the future should the opportunity arise.

將來展望

物業發展

期內，本集團將業務分散並在澳洲開展物業發展業務。於二零一五年四月九日，本公司之全資附屬公司UHOL與賣方訂立協議，以代價33,480,000澳元收購一幅土地。收購該土地根據上市規則構成本公司一項非常重大收購事項。相關協議之詳情載於本公司日期為二零一五年五月二十九日之通函。

外商投資審查局根據一九七五年外國收購及併購法發出之批准已於二零一五年五月十九日取得。概無將對收購該土地造成負面影響之限制。

收購一間中國租賃公司

於二零一五年十月三十日，宇業實業與江蘇懿德訂立買賣協議，內容有關收購蕪湖逸舟之所有股份。

蕪湖逸舟為一間於中國成立之有限責任公司，主要從事投資控股及物業租賃。蕪湖逸舟擁有位於中國安徽省蕪湖市城東新區東方紅郡商業步行街之38個商業物業。

董事會一直致力於為本公司尋找新的業務和業績增長機會，適時拓展公司的經營範圍和投資範圍。本集團擬在日後出現商機時通過蕪湖逸舟從事物業租賃及可能進行貿易業務。

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Proposed acquisition of controlling shareholding in an anti-aging business

On 30 October 2015 and 6 December 2015, the Company entered into a letter of intent and a memorandum with LCDPI which is mainly carrying out high-end health management, advanced anti-aging, preventive and functional medical services and sale of pharmaceuticals and health supplements.

The board of directors and management of the Company will continue to explore new strategic development opportunities, strengthen corporate governance and optimize business portfolio, in order to enhance the corporate value of the Company.

FINANCIAL REVIEW

Liquidity

As at 31 December 2015, cash and cash equivalents of the Group totalled to approximately HK\$197,347,000 (31 March 2015: approximately HK\$52,208,000), of which approximately 95.6% are denominated in Hong Kong dollars, 3.7% in RMB, 0.6% in US dollars, and 0.1% in AUD. The increase in cash and cash equivalents is mainly due to the funds raised from the Open Offer.

As at 31 December 2015, the Group had aggregate banking facilities of approximately HK\$100,000,000 (31 March 2015: approximately HK\$100,000,000) and no banking facility (31 March 2015: approximately HK\$100,000,000) was utilized. The bank borrowings of HK\$100,000,000 as of 31 March 2015 had been repaid during the period.

Gearing ratio

As at 31 December 2015, the gearing ratio was 0% (31 March 2015: approximately 48%), calculated on the Group's bank borrowings over the Group's total assets. As of 31 December 2015, the Group had no bank borrowing, the bank borrowings of HK\$100,000,000 as of 31 March 2015 had been repaid during the period, while total assets of the Group as at 31 December 2015 was amounted to HK\$335,293,000 (31 March 2015: HK\$208,909,000). The lower in gearing ratio is mainly due to the repayment of all bank loans and the increase in cash balances.

建議收購抗衰老業務之控股股權

於二零一五年十月三十日及二零一五年十二月六日，本公司與LCDPI訂立意向書及備忘錄，該公司主要進行高端健康管理，深度抗衰老、預防醫學、功能醫學等醫療服務，以及買賣藥品及保健品。

本公司董事會及管理層將持續致力於為公司拓展新的戰略發展機會，加強企業管治，優化業務組合，從而提升企業價值。

財務回顧

流動資金

於二零一五年十二月三十一日，本集團之現金及現金等價物合共約為197,347,000港元（二零一五年三月三十一日：約52,208,000港元），當中約95.6%以港元列值、3.7%以人民幣列值、0.6%以美元列值及0.1%以澳元列值。現金及現金等價物增加，乃主要由於公開發售籌措之資金所致。

於二零一五年十二月三十一日，本集團之銀行信貸總額約為100,000,000港元（二零一五年三月三十一日：約100,000,000港元）及概無銀行信貸（二零一五年三月三十一日：約100,000,000港元）獲動用。本期間已償還截至二零一五年三月三十一日之銀行貸款100,000,000港元。

負債比率

於二零一五年十二月三十一日，負債比率為0%（二零一五年三月三十一日：約48%），乃按本集團之銀行貸款除本集團資產總額計算。於二零一五年十二月三十一日，本集團並無銀行貸款，本期間已償還截至二零一五年三月三十一日之銀行貸款100,000,000港元，而本集團於二零一五年十二月三十一日之資產總額為335,293,000港元（二零一五年三月三十一日：208,909,000港元）。負債比率降低主要由於已償還所有銀行貸款及現金結餘增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Credit risk

The Group has a pragmatic approach towards credit risk management. New customers are usually not allowed to purchase on credit and the payment conduct of clients are monitored both to facilitate the determination of credit limit as well as a control over whether new sale deliveries should be made. The Group's sale staff and marketing agents pay regular visits to customers to promote the Group's products and at the same time would update information on the clients' credit worthiness. The remuneration of sales staff and marketing agents are structured so that there is goal congruence in maintaining a robust credit risk management system.

Capital Commitments

As at 31 December 2015, the Company had no capital commitment (31 March 2015: Nil).

Charge on the Group's assets

As at 31 December 2015, the Group had no bank loan. As at 31 March 2015, the bank loans of HK\$100,000,000 were secured by the Group's pledged bank deposits of HK\$100,000,000.

Contingent Liabilities

As at 31 December 2015, there were no guarantees given to any banks or financial institutions by the Group (31 March 2015: Nil).

The Group was not liable to any material legal proceedings of which provision for contingent liabilities was required.

信貸風險

本集團在信貸風險管理方面採取務實之策略。新客戶一般不獲准以信貸進行購買，而本集團會監察客戶之付款情況，以協助釐定信貸限額及控制應否作出新銷售付貨。本集團之銷售員工及營銷代理定期造訪客戶以推廣本集團之產品，同時亦會更新客戶信譽之資料。銷售員工及營銷代理之佣金架構乃為符合維持強健之信貸風險管理系統之目標而設計。

資本承擔

於二零一五年十二月三十一日，本公司並無資本承擔(二零一五年三月三十一日：無)。

抵押本集團資產

於二零一五年十二月三十一日，本集團並無任何銀行貸款。於二零一五年三月三十一日，銀行貸款100,000,000港元以本集團已抵押銀行存款100,000,000港元作抵押。

或然負債

於二零一五年十二月三十一日，本集團並無向任何銀行或金融機構作出擔保(二零一五年三月三十一日：無)。

本集團毋須就任何須作出或然負債撥備之重大法律程序負上責任。

DIRECTORS' REPORT

董事會報告

The directors are pleased in presenting their annual report together with the audited financial statements for the period from 1 April 2015 to 31 December 2015.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Details of the principal activities of its subsidiaries are set out in note 26 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the period from 1 April 2015 to 31 December 2015 and the state of the Group's affairs as at that date are set out in the financial statements on pages 40 to 131.

The directors does not recommend the payment of any dividend in respect of the period from 1 April 2015 to 31 December 2015.

SHARE CAPITAL

Details of the movements in share capital of the Company during the period are set out in note 23 to the financial statements.

RESERVES

Profits attributable to shareholders of the Company, before dividends, of approximately HK\$7,734,000 (31 March 2015: approximately HK\$1,981,000) have been transferred to reserves. Details of the movements in the reserves of the Company and the Group during the period are set out in note 24 to the financial statements and the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2015, the aggregate amount of the Company's reserves available for distribution to its owners, calculated under the Companies Act 1981 of Bermuda (as amended), was HK\$233,054,000 (31 March 2015: HK\$33,325,000).

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

董事會欣然提呈其年報連同自二零一五年四月一日至二零一五年十二月三十一日止期間之經審核財務報表。

主要業務

本公司為一間投資控股公司。附屬公司之主要業務詳情載於財務報表附註26。

業績及股息分配

本集團自二零一五年四月一日至二零一五年十二月三十一日止期間之業績及本集團於該日期之財務狀況載於財務報表第40頁至第131頁。

董事會不建議派付任何自二零一五年四月一日至二零一五年十二月三十一日止期間之股息。

股本

本公司期內之股本變動詳情載於財務報表附註23。

儲備

本公司未計股息前之股東應佔溢利約7,734,000港元(二零一五年三月三十一日：約1,981,000港元)已轉撥至儲備。期內本公司及本集團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。

可供分派儲備

於二零一五年十二月三十一日，根據百慕達一九八一年公司法(經修訂)計算，本公司可供分派予其擁有人之儲備之總額為233,054,000港元(二零一五年三月三十一日：33,325,000港元)。

稅務減免

本公司並不知悉股東因持有本公司證券而可享有之任何稅務減免。

DIRECTORS' REPORT

董事會報告

PROPERTY, PLANT AND EQUIPMENT

The movements of property, plant and equipment of the Group for the period from 1 April 2015 to 31 December 2015 are set out in note 15 to the financial statements.

EMPLOYMENT REMUNERATION POLICY

As at 31 December 2015, the Group had approximately 60 employees. The Group's remuneration policies are in line with prevailing market practice and formulated on the basis of the performance and experience of individual employees. Apart from basic salaries, other staff benefits included provident funds and medical schemes.

DIRECTORS

The Directors of the Company during the period and up to the date of this report were as follows:

Executive Directors

Zhou Xuzhou
Liu Lailin
Zhou Wen Chuan

Non-Executive Directors

Mao Zhenhua (Appointed on 5 October, 2015)
Chen Xuejun (Resigned on 2 October, 2015)

Independent Non-Executive Directors

Gao Guanjiang
Chau Chi Wai, Wilton
Jing Zhang Brogle (Appointed on 5 October, 2015)
Lee Cheuk Yin, Dannis (Resigned on 2 October, 2015)

Pursuant to the Bye-law 87(1) of the Company, each director is required to retire by rotation once every three years and that one-third (or the number nearest to one-third but not less than one-third) of the directors shall retire from office by rotation at each annual general meeting of the Company. Accordingly, Professor Chau Chi Wai, Wilton, Dr. Mao Zhenhua and Ms. Jing Zhang Brogle will retire and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

物業、廠房及設備

本集團自二零一五年四月一日至二零一五年十二月三十一日止期間之物業、廠房及設備變動載於財務報表附註15。

僱員薪酬政策

於二零一五年十二月三十一日，本集團僱用約60名僱員。本集團之薪酬政策與現行市場慣例一致，並按個別僱員工作表現及經驗釐定。除基本薪金外，其他員工福利包括公積金及醫療計劃。

董事

本公司期內及直至本報告日期之董事如下：

執行董事

周旭洲
劉來臨
周文川

非執行董事

毛振華(於二零一五年十月五日獲委任)
陳學軍(於二零一五年十月二日辭任)

獨立非執行董事

高冠江
周志偉
張璟瑜(於二零一五年十月五日獲委任)
李卓然(於二零一五年十月二日辭任)

根據本公司細則第87(1)條規定，每位董事須每三年輪值退任一次，並規定三分之一(或最接近三分之一但不少於三分之一)之董事須於本公司各股東週年大會上輪值退任。因此，周志偉教授、毛振華博士及張璟瑜女士將於應屆股東週年大會上退任，並合資格且願意膺選連任。

DIRECTORS' REPORT

董事會報告

DIRECTOR'S SERVICE CONTRACTS

Mr. Zhou Xuzhou, Ms. Zhou Wen Chuan, and Mr. Liu Lailin have entered into service contracts with the Company respectively for an initial period of three years commencing from 30 August 2013. Such agreements are determinable by either party serving not less than three months' notice in writing to the other.

Mr. Gao Guanjiang and Professor Chau Chi Wai, Wilton have been appointed as an independent non-executive director since 30 August 2013. Such agreements are determinable by either party serving not less than two months' notice in writing to the other.

Dr. Mao Zhenhua, has been appointed as a non-executive director since 5 October 2015. Such agreement is determinable by either party serving not less than two months' notice in writing to the other.

Ms. Jing Zhang Brogle has been appointed as an independent non-executive director since 5 October 2015. Such agreement is determinable by either party serving not less than two months' notice in writing to the other.

Save as disclosed above, none of the directors has entered into a service contract with the Company which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under the heading "Connected Transactions", no contract of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries and fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

董事之服務合約

周旭洲先生、周文川女士及劉來臨先生分別已與本公司訂立服務合約，由二零一三年八月三十日起計初步任期為三年。有關協議可由任何一方向另一方發出不少於三個月之書面通知而終止。

高冠江先生及周志偉教授已由二零一三年八月三十日起獲委任為獨立非執行董事。有關協議可由任何一方向另一方發出不少於兩個月之書面通知而終止。

毛振華博士已由二零一五年十月五日起獲委任為非執行董事。有關協議可由任何一方向另一方發出不少於兩個月之書面通知而終止。

張璟瑜女士已由二零一五年十月五日起獲委任為獨立非執行董事。有關協議可由任何一方向另一方發出不少於兩個月之書面通知而終止。

除上文所披露者外，概無董事已與本公司訂立於一年內本集團不作賠償(法定賠償除外)不得終止之服務合約。

董事之合約權益

除「關連交易」一節所披露者外，本公司董事概無於本期末或於期內任何時間，在本公司、其控股公司或其任何附屬公司及同系附屬公司所訂立與本集團業務有關之重大合約中直接或間接擁有重大權益。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The directors and chief executive of the Company who held office as at 31 December 2015 had the following interests in the shares of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities Futures Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"):

董事及主要行政人員於股份、相關股份及債券之權益及短倉

於二零一五年十二月三十一日，按根據證券及期貨條例第352條規定置存之董事及主要行政人員權益及短倉登記冊所紀錄，或根據聯交所證券上市規則（「上市規則」）上市發行人董事進行證券交易的標準守則（「標準守則」）之規定而另行知會本公司及聯交所者，於該日在任之本公司各董事及主要行政人員於本公司、其附屬公司及其他相聯法團（定義見證券及期貨條例（「證券及期貨條例」））之股份權益如下：

Interests in issued Shares

已發行股份之權益

| Name of Director | Capacity | Corporate interests | Total number of Shares held | % of total issued Shares |
|--------------------------------|---|------------------------|-----------------------------|--------------------------|
| 董事姓名 | 身份 | 公司權益 | 持有之股份總數 | 佔已發行股份總數百分比 |
| Zhou Xuzhou | Interest in controlled corporation (Note 1) | 1,425,629,530 (Note 1) | 1,425,629,530 | 57.95% |
| 周旭洲 | 受控制法團之權益 (附註1) | (附註1) | | |
| Ms. Zhou Wen Chuan | Beneficial owner (Note 2) | 1,332,000 | 1,332,000 | 0.05% |
| 周文川女士 | 實益擁有人(附註2) | | | |
| Dr. Mao Zhenhua | Interest in controlled corporation (Note 3) | 100,000,000 | 100,000,000 | 4.07% |
| 毛振華博士 | 受控制法團之權益 (附註3) | | | |
| Professor Chau Chi Wai, Wilton | Beneficial owner (Note 4) | 600,000 | 600,000 | 0.02% |
| 周志偉教授 | 實益擁有人(附註4) | | | |

Note:

附註：

1. These Shares are held by U-Home Group International Limited and U-Home Group Investment Limited.

1. 該等股份由U-Home Group International Limited及U-Home Group Investment Limited持有。

DIRECTORS' REPORT

董事會報告

- Ms. Zhou Wen Chuan is an executive director.
 - 100,000,000 shares are beneficially owned by Eagle Best Limited. Eagle Best Limited is wholly owned by Zhongchengxin (HK) Investment Services Limited ("Zhongchengxin HK"), a company incorporated in Hong Kong with limited liability. Zhongchengxin HK is wholly owned by 中誠信投資有限公司 (Zhongchengxin Investment Company Limited*) ("Zhongchengxin Investment"), a company established in the PRC with limited liability. Zhongchengxin Investment is owned as to 60% by 湖北東亞實業有限公司 (Hubei East Asia Enterprise Company Limited*) ("Hubei East Asia"), a company established in the PRC with limited liability. Hubei East Asia is owned as to 50% by Dr. Mao Zhenhua, a non-executive director.
 - Professor Chau Chi Wai, Wilton is an independent non-executive director.
- 周文川女士為執行董事。
 - 100,000,000股由Eagle Best Limited實益擁有。Eagle Best Limited由於香港註冊成立之有限公司中誠信(香港)投資服務有限公司(「中誠信香港」)全資擁有。中誠信香港由於中國註冊成立之有限公司中誠信投資有限公司(「中誠信投資」)全資擁有。中誠信投資乃由於中國註冊成立之有限公司湖北東亞實業有限公司(「湖北東亞」)擁有60%。湖北東亞由非執行董事毛振華博士擁有50%。
 - 周志偉教授為獨立非執行董事。

SHARE OPTION SCHEME

The Share Option Scheme which was adopted on 24 September 2003 whereby the directors of the Company are authorized, at their discretion, to invite employees of the Group, including directors of any company in the Group, and any suppliers, consultants or advisers who have provided services to any company in the Group to take up options to subscribe for Shares. The Share Option Scheme shall be valid and effective for a period of ten years and had been ended on 23 September 2013. The Company has not adopted new share option scheme.

As at 31 March 2015 and 31 December 2015, no share option was outstanding. No share options were granted or exercised during the period from 1 April 2015 to 31 December 2015. During the period, no share options were granted and all outstanding share options granted under the Share Option Scheme were exercised.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, the Company had been notified by the following person (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as at 31 December 2015 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

* for identification purpose only

購股權計劃

購股權計劃於二零零三年九月二十四日採納，據此，本公司董事獲授權酌情邀請本集團僱員(包括本集團旗下任何公司之董事)，以及為本集團旗下任何公司提供服務之任何供應商、顧問或專家接納購股權以認購股份。購股權計劃之有效期為十年，於二零一三年九月二十三日屆滿。本公司並無採納新購股權計劃。

於二零一五年三月三十一日及二零一五年十二月三十一日，概無購股權未獲行使。自二零一五年四月一日至二零一五年十二月三十一日止期間，概無授出或行使購股權。期內，概無授出購股權，而根據購股權計劃授出之所有未行使購股權均已獲行使。

主要股東及其他人士於股份及相關股份之權益及短倉

於二零一五年十二月三十一日，本公司已獲以下人士(不包括本公司董事或主要行政人員)知會，彼等於二零一五年十二月三十一日於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部向本公司披露或記錄於本公司根據證券及期貨條例第336條置存之登記冊之權益或短倉。

* 僅供識別

DIRECTORS' REPORT

董事會報告

Interests in issued Shares

已發行股份之權益

| Name of substantial Shareholders | Capacity | Total interests (Note 1) | Percentage of total issued Shares 佔已發行股份總數百分比 |
|---|------------------------------------|-----------------------------|--|
| 主要股東名稱 | 身份 | 權益總額 (附註1) | 百分比 |
| U-Home Group International Limited (Note 2) | Beneficial owner | 925,976,530(L) | 37.64 |
| U-Home Group International Limited (附註2) | 實益擁有人 | 617,154,000(S) | 25.09 |
| U-Home Group Investment Limited (Note 3) | Beneficial owner | 499,653,000(L) | 20.31 |
| U-Home Group Investment Limited (附註3) | 實益擁有人 | 333,102,000(S) | 13.54 |
| Yuhua Enterprises Company Limited (Note 3) | Interest in controlled corporation | 499,653,000(L) | 20.31 |
| 宇華香港實業有限公司(附註3) | 受控制法團之權益 | 333,102,000(S) | 13.54 |
| 安徽宇華房地產開發有限公司 (Anhui Yuhua Real Estate Development Company Limited*) (Note 3) | Interest in controlled corporation | 499,653,000(L) | 20.31 |
| 安徽宇華房地產開發有限公司(附註3) | 受控制法團之權益 | 333,102,000(S) | 13.54 |
| Yee Sheng Enterprises Company Limited (Note 3) | Interest in controlled corporation | 499,653,000(L) | 20.31 |
| 宇城實業有限公司(附註3) | 受控制法團之權益 | 333,102,000(S) | 13.54 |
| Kambert Enterprises Limited (Note 3) | Interest in controlled corporation | 499,653,000(L) | 20.31 |
| Kambert Enterprises Limited (附註3) | 受控制法團之權益 | 333,102,000(S) | 13.54 |
| U-Home Property (Group) Limited (Note 3) | Interest in controlled corporation | 499,653,000(L) | 20.31 |
| U-Home Property (Group) Limited (附註3) | 受控制法團之權益 | 333,102,000(S) | 13.54 |
| Shunda Investment Limited (Notes 2 and 3) | Interest in controlled corporation | 1,425,629,530(L) | 57.95 |
| Shunda Investment Limited (附註2及3) | 受控制法團之權益 | 950,256,000(S) | 38.63 |
| Mr. Zhou Xuzhou (Notes 2 and 3) | Interest in controlled corporation | 1,425,629,530(L) | 57.95 |
| 周旭洲先生(附註2及3) | 受控制法團之權益 | 950,256,000(S) | 38.63 |

* for identification purpose only

* 僅供識別

DIRECTORS' REPORT

董事會報告

Notes:

1. The letter "L" denotes the person's long position in the Shares whereas the letter "S" denotes the person's short position in the Shares.
2. U-Home Group International Limited is wholly and beneficially owned by Shunda Investment Limited which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou.
3. U-Home Group Investment Limited is wholly and beneficially owned by Yuhua Enterprises Company Limited. Yuhua Enterprises Company Limited is wholly and beneficially owned by Anhui Yuhua Real Estate Development Company Limited*. Anhui Yuhua Real Estate Development Company Limited* is wholly and beneficially owned by Yee Sheng Enterprises Company Limited. Yee Sheng Enterprises Company Limited is wholly and beneficially owned by Kambert Enterprises Limited. Kambert Enterprises Limited is wholly and beneficially owned by U-Home Property (Group) Limited. U-Home Property (Group) Limited is wholly and beneficially owned by Shunda Investment Limited, which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou.

附註：

1. 「L」字指該人士於股份中之長倉，而「S」字指該人士於股份中之短倉。
2. U-Home Group International Limited由Shunda Investment Limited全資及實益擁有，而該公司由周旭洲先生全資及實益擁有。
3. U-Home Group Investment Limited由宇華香港實業有限公司全資及實益擁有。宇華香港實業有限公司由安徽宇華房地產開發有限公司全資及實益擁有。安徽宇華房地產開發有限公司由宇城實業有限公司全資及實益擁有。宇城實業有限公司由Kambert Enterprises Limited全資及實益擁有。Kambert Enterprises Limited由U-Home Property (Group) Limited全資及實益擁有。U-Home Property (Group) Limited由周旭洲先生全資及實益擁有之Shunda Investment Limited全資及實益擁有。

CONNECTED TRANSACTIONS

Certain related party transactions as disclosed in note 29 to the financial statements also fell under the definition of "connected transaction" in Chapter 14A of the Listing Rules, details of which are set out below. The Company has complied with the disclosure requirements, where applicable, in accordance with Chapter 14A of the Listing Rules.

Continuing Connected Transactions

Sale and Consultancy Service Framework Agreement

On 19 May 2014, Nanjing Tuoyu Property Management Limited ("Nanjing Tuoyu"), a 100% owned subsidiary of the Company and U-Home Group Limited ("U-Home Group"), a company wholly owned by Mr. Zhou Xuzhou, an executive director and controlling shareholder of the Company had entered into a framework agreement.

U-Home Group is a company incorporated in the PRC and a wholly owned subsidiary of Mr. Zhou Xuzhou, an executive director and controlling shareholder of the Company. U-Home Group is principally engaged in property investment and development.

* for identification purpose only

關連交易

財務報表附註29所披露之若干關連人士交易亦符合上市規則第14A章「關連交易」之定義，其詳情載於下文。本公司已遵守上市規則第14A章之披露規定(如適用)。

持續關連交易

銷售及顧問服務框架協議

於二零一四年五月十九日，南京拓宇置業管理有限公司(「南京拓宇」)，本公司之全資附屬公司)與宇業集團有限公司(「宇業集團」)，由本公司執行董事兼控股股東周旭洲先生全資擁有之公司)訂立框架協議。

宇業集團為一間於中國註冊成立之公司，並為本公司執行董事兼控股股東周旭洲先生全資擁有之公司。宇業集團主要從物業投資及開發。

* 僅供識別

DIRECTORS' REPORT

董事會報告

The annual cap amount for the transactions entered into between Nanjing Tuoyu and U-Home Group will not exceed RMB20,000,000 (equivalent to approximately HK\$25,000,000), RMB30,000,000 (equivalent to approximately HK\$37,500,000) and RMB40,000,000 (equivalent to approximately HK\$50,000,000) for the three years ending 31 March 2017, respectively.

The aforesaid continuing connected transactions have been reviewed by the independent non-executive directors of the Company who have confirmed that the transactions have been entered into:

- (a) in the ordinary and usual course of business of the Company;
- (b) on normal commercial terms; or, if there is no available comparison, on terms that are no less favorable than terms available to or from independent third parties; and
- (c) in accordance with the relevant agreement governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions as set out above. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

預期於截至二零一七年三月三十一日止三個年度，南京拓宇與宇業集團所訂立交易之年度金額分別將不會超過上限人民幣20,000,000元(相等於約25,000,000港元)、人民幣30,000,000元(相等於約37,500,000港元)及人民幣40,000,000元(相等於約50,000,000港元)。

本公司獨立非執行董事已審閱上述持續關連交易，並已確認該等交易：

- (a) 於本公司之日常及一般業務過程中訂立；
- (b) 按一般商業條款進行或(倘無可供比較之交易)按不遜於給予或來自獨立第三方之條款訂立；及
- (c) 按屬公平合理且符合本公司股東之整體利益之條款及根據監管該等交易之有關協議訂立。

本公司核數師已獲委聘根據香港會計師公會發出的香港鑒證業務準則第3000號(經修訂)「歷史財務資料審核或審閱以外的鑒證工作」，以及參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」，對本集團持續關連交易出具報告。核數師已就上述持續關連交易出具載有調查結果及結論之無保留意見函件。本公司向聯交所提供核數師信函之副本。

DIRECTORS' REPORT

董事會報告

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

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 financial period is as follows:

| | | Percentage of the Group's total 佔本集團 | |
|-------------------------------------|---------|---|--------------------|
| | | Sales 總銷售百分比 | Purchase 總採購百分比 |
| The largest customer | 最大客戶 | 59% | |
| Five largest customers in aggregate | 五大客戶合計 | 89% | |
| The largest supplier | 最大供應商 | | 72% |
| Five largest suppliers in aggregate | 五大供應商合計 | | 99% |

Other than as disclosed at note 29 to the financial statement, 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's share capital) had any interest in these major customers and suppliers.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 132 of the annual report.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Directors' Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

購買、出售或贖回本公司之上市證券

本公司於期內概無贖回其任何股份。本公司或其任何附屬公司於期內概無購買或出售本公司任何股份。

主要客戶及供應商

於本財政期間內，有關主要客戶及供應商分別應佔本集團之銷售及採購之資料如下：

除財務報表附註29所披露者外，於本年度任何時間，概無本公司董事、彼等之聯繫人士或任何據董事所知擁有本公司股本5%以上之股東於該等主要客戶及供應商中擁有任何權益。

五年財務概要

本集團於過去五個財政年度之業績以及資產與負債概要載於年報第132頁。

獲准許之彌償條文

本公司已就其董事及高級管理層可能會面對由企業活動產生之法律行動，為董事及行政人員之職責作適當投保安排。基於董事利益之獲准許彌償條文根據公司條例(香港法例第622章)第470條之規定於董事編製之董事報告按照公司條例(香港法例第622章)第391(1)(a)條獲通過時生效。

DIRECTORS' REPORT

董事會報告

RETIREMENT SCHEMES

The Group operates a Mandatory Provident Fund scheme for its employees in Hong Kong and participates in a defined contribution retirement scheme organized by the PRC municipal government for its PRC employees. Particulars of these retirement schemes are set out in note 3.14 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the Company's Bye-Laws, or the law of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors of the Company, the percentage of the Shares which are in the hands of the public exceeds 25% of the total number of issued Shares.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company.

退休計劃

本集團為其香港僱員設立強制性公積金計劃，並為其中國僱員參與中國市政府成立之定額供款退休計劃。有關該等退休計劃之詳情載於財務報表附註3.14。

優先購買權

本公司公司細則或百慕達法例並無有關本公司股份之優先購買權之規定，致使本公司須向現有股東按比例發售新股。

足夠公眾持股量

根據本公司公開取得之資料以及據本公司董事所知，公眾人士持有之股份百分比高於已發行股份總數之25%。

核數師

一份決議案將於本公司應屆股東週年大會提呈，以續聘香港立信德豪會計師事務所有限公司為本公司核數師。

DIRECTORS' REPORT

董事會報告

ANNUAL GENERAL MEETING

The 2016 Annual General Meeting of the Company will be held at 11:30 a.m. on 22 June 2016 (Wednesday) at Theatre A, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong and a notice of annual general meeting will be published and dispatched in due course.

On behalf of the Board of Directors

Zhou Wen Chuan

Executive Director and Chief Executive Officer

Hong Kong, 16 March 2016

股東週年大會

本公司之二零一六年股東週年大會將於二零一六年六月二十二日(星期三)上午十一時三十分假座香港金鐘金鐘道95號統一中心22樓A演講廳舉行，股東週年大會通告將於適當時候刊發及寄發。

代表董事會

周文川

執行董事兼行政總裁

香港，二零一六年三月十六日

CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance practices are crucial to the effective management of the Group. The Company is committed to the transparency, accountability and independence highlighted by the principles of the Code Provisions in accordance with the “Code on Corporate Governance Practices” and the revised version of it which takes effect from 1 April 2012 (the “CG Code”) as set out in Appendix 14 of the Listing Rules to protect the rights of shareholders and stakeholders, enhance shareholder value and ensure proper management of corporate assets.

The Board is of the opinion that during the financial period from 1 April 2015 to 31 December 2015, the Company had applied the CG Code as set out in the Listing Rules.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted the Model Code of Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. On specific enquiries made, all directors have confirmed that, for the period from 1 April 2015 to 31 December 2015, they have complied with the required standard set out in the Model Code and the Own Code.

BOARD OF DIRECTORS

Composition of the Board

The Composition of the Board ensures a balance of skills and experience appropriate to the requirements of the business of the Company and to the exercising of independent judgment.

During the period, the Board consists of three executive directors, one non-executive director and three independent non-executive directors with a variety of experience in management, accounting and finance; their brief biographical particulars and their relationship among the Board are set out on page 34 to 37 of this annual report.

企業管治常規

董事會認為良好之企業管治常規對本集團之有效管理至為重要。本公司致力做到上市規則附錄14所載「企業管治常規守則」及其於二零一二年四月一日生效之修訂版（「企管守則」）之守則條文原則所著重之透明度、問責性及獨立性，以保障股東及利益相關團體之權利、提升股東價值及確保妥善管理公司資產。

董事會認為於自二零一五年四月一日至二零一五年十二月三十一日止財政期間內，本公司已應用上市規則所載之企管守則。

董事進行證券交易

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為其本身董事進行證券交易之行為守則。經作出特定查詢後，所有董事已確認自二零一五年四月一日至二零一五年十二月三十一日止期間，彼等已遵守標準守則及本身守則所載之必守標準。

董事會

董事會之組成

董事會之組成乃為確保進行本公司業務及行使獨立判斷時所需之技巧及經驗之平衡。

期內，董事會由三名執行董事、一名非執行董事及三名獨立非執行董事組成，彼等於管理、會計及金融方面擁有豐富經驗；彼等之簡歷及其於董事會之關係載於本年報第34至37頁。

CORPORATE GOVERNANCE REPORT

企業管治報告

Five board meetings were held for the period from 1 April 2015 to 31 December 2015 and the attendance was as follows:

於自二零一五年四月一日至二零一五年十二月三十一日止期間曾舉行五次董事會會議，出席率如下：

| Board of Directors 董事會成員 | Attendance 出席率 |
|---|-------------------|
| <i>Executive Directors</i> 執行董事 | |
| Zhou Xuzhou 周旭洲 | 5/5 |
| Liu Lailin 劉來臨 | 5/5 |
| Zhou Wen Chuan 周文川 | 5/5 |
| <i>Non-Executive Directors</i> 非執行董事 | |
| Gao Guanjiang 高冠江 | 5/5 |
| Chau Chi Wai, Wilton 周志偉 | 5/5 |
| Mao Zhenhua (Appointed on 5 October 2015) 毛振華(於二零一五年十月五日獲委任) | 1/1 |
| Jing Zhang Brogle (Appointed on 5 October 2015) 張璟瑜(於二零一五年十月五日獲委任) | 1/1 |
| Chen Xuejun (Resigned on 2 October 2015) 陳學軍(於二零一五年十月二日辭任) | 4/4 |
| Lee Cheuk Yin, Dannis (Resigned on 2 October 2015) 李卓然(於二零一五年十月二日辭任) | 4/4 |

The Company has appointed sufficient numbers of Independent Non-Executive Directors in accordance with the Listing Rules, including those with accounting and finance expertise. They have dedicatedly provided the Company with professional advice with respect to the steady operation and development of the Company. They also exercise supervision and coordination to safeguard interests of the company and its subsidiaries.

本公司已根據上市規則委任足夠數目之獨立非執行董事，包括擁有會計及金融專業人士。彼等已致力就本公司之穩定經營及發展向本公司提供專業意見。彼等亦進行監督及協調工作，以保障本公司及其附屬公司之利益。

The Company has received written annual confirmation from each Independent Non-Executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-Executive Directors to be independent in accordance with independence guidelines set out in the Listing Rules.

本公司已接獲各獨立非執行董事根據上市規則之規定就其獨立性發出之書面年度確認。根據上市規則所載之獨立性指引，本公司認為所有獨立非執行董事均為獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Operation of the Board of Directors

The Board oversees the Group's strategic development, and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. All Board members have access to appropriate business documents and information about the Group on a timely basis. All directors and board committees have access to external legal counsel and other professionals for independent advice at the Group's expense if they require it.

Four board committees, namely, the audit committee, remuneration committee, nomination committee and strategic committee have been established to oversee particular aspects of the Group's affairs. The Board has delegated the day-to-day management and operations of the Group's businesses to management of the Company and its subsidiaries.

The board had met five times during the period to discuss and formulate overall strategies for the Group, review the financial performance, as well as other significant matters when board decisions were required.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Board held meetings from time to time whenever necessary. The company secretary assists in preparing the agenda for meetings and ensures that all relevant rules and regulations are followed.

董事會之運作

董事會監察本集團之策略性發展，並釐定本集團之目標、策略及政策。董事會亦監督及控制營運及財務表現，務求達到本集團之策略目標。所有董事會成員均能及時獲得有關本集團之適當業務文件及資料。所有董事及董事委員會成員可在彼等需要時，向外部法律顧問及其他專業人士尋求獨立意見，費用由本集團承擔。

四個董事委員會，即審核委員會、薪酬委員會、提名委員會及戰略委員會已告成立，以監察本集團有關方面之事務。董事會已授權本公司及其附屬公司之管理層負責本集團業務之日常管理及運作。

期內，董事會已舉行五次會議以討論及制定本集團之整體策略、審閱財務表現及其他需要董事會決策之重要事宜。

企業管治職能

由於並無成立企業管治委員會，因此由董事會負責執行企業管治職能，如制定及檢討本公司企業管治之政策及常規、為董事及高級管理層提供培訓及持續專業發展及確保本公司之政策及常規符合法律及監管規定等。

董事會不時在有需要時舉行會議。公司秘書協助準備會議議程，並確保符合所有相關規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告

Minutes of every Board meeting are circulated to all directors for their perusal and comments prior to confirmation of the minutes at the following board meeting. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Zhou Xuzhou is the Chairman of the Company and is mainly responsible for the management of the Board. Ms. Zhou Wen Chuan is the Chief Executive Officer of the Company and is delegated with the authority and is responsible for day-to-day management of the Group's business, and the implementation of the approved strategies in achieving the overall business objectives.

NON-EXECUTIVE DIRECTORS

Each of the Non-Executive Directors has entered into a service contract with the Company for a term of one year or till retirement by rotation in accordance with the Bye-laws of the Company, whichever is earlier.

REMUNERATION OF DIRECTORS

The Company established a Remuneration Committee on 1 September 2005 with written terms of reference as disclosed on the Company's website. The Remuneration Committee is responsible for formulating and recommending remuneration policy to the board, as well as reviewing and making recommendations on the Group's share option scheme, bonus structure, provident fund and other compensation-related issues. The committee shall consult with the Chairman on its proposals and recommendations, and has access to professional advice if deemed necessary.

每次董事會會議會議記錄分發至全體董事，以供彼等於董事會會議後在確認會議記錄前細閱及給予意見。董事會亦會確保會議記錄將於合適時間，以適當形式及內容提供必須資料，已讓所有董事可履行彼等之職責。

每位董事會成員均可全面接觸公司秘書獲取意見及服務，旨在確保董事會程序及所有適用法律及規例已獲得遵守，彼等亦有權全面獲取董事會文件及相關資料，以便彼等能作出知情決定及履行彼等之職責及責任。

主席及行政總裁

周旭洲先生為本公司之主席，主要負責董事會之管理。周文川女士為本公司之行政總裁，獲授權及負責本集團業務之日常管理，以及實施獲批准之策略以達致整體業務目標。

非執行董事

各非執行董事已與本公司訂立服務合約，為期一年或直至根據本公司細則輪值告退（以較早者為準）。

董事酬金

本公司於二零零五年九月一日成立薪酬委員會，其書面職權範圍於本公司網站披露。薪酬委員會負責制定及向董事會建議薪酬政策及審閱本集團之購股權計劃、花紅結構、公積金及其他薪酬相關事宜，並提出建議。委員會須就其提議及推薦建議與主席磋商，並可於需要時尋求專業意見。

During the period under review, the members of Remuneration Committee are Mr. Gao Guanjiang, Professor Chau Chi Wai, Wilton and Mr. Liu Lailin, Mr. Gao Guanjiang, Professor Chau Chi Wai, Wilton are independent Non-Executive Directors. Mr. Liu Lailin is Executive Director. Mr. Gao Guanjiang is the chairman of the remuneration committee.

PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the company secretary of the Company.

Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan being Executive Directors, Dr. Mao Zhenhua being Non-Executive Director and Mr. Gao Guanjiang, Professor Chau Chi Wai, Wilton and Ms. Jing Zhang Brogle being Independent Non-Executive Directors, have attended various seminars and meetings organised by such as Hong Kong Institute of Certified Public Accountants, Hong Kong Securities and Investment Institute and Hong Kong Institute of Directors to develop and refresh their knowledge so as to ensure that their contributions to the Board. All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

於回顧期內，薪酬委員會之成員包括高冠江先生、周志偉教授及劉來臨先生。高冠江先生及周志偉教授為獨立非執行董事，劉來臨先生為執行董事。高冠江先生為薪酬委員會主席。

專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，就彼等對董事會之貢獻發展及重溫彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

執行董事周旭洲先生、劉來臨先生及周文川女士、非執行董事毛振華博士及獨立非執行董事高冠江先生、周志偉教授及張璟瑜女士均已出席香港會計師公會、香港證券及投資學會及香港董事學會等舉辦之多次研討會及會議，發展及更新彼等之知識，以確保彼等繼續對董事會作出貢獻。全體董事亦了解到持續專業發展之重要性並承諾參與任何合適之培訓，以發展及重溫彼等之知識及技能。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the period, the Remuneration Committee had held 1 meeting. Attendance of each individual member was as follows:

| Committee Member | Meeting Attended/Held 出席／舉行 會議次數 |
|-----------------------------|---|
| 委員會成員 | |
| Gao Guanjiang 高冠江 | 1/1 |
| Chau Chi Wai, Wilton 周志偉 | 1/1 |
| Liu Lailin 劉來臨 | 1/1 |

The emolument policies of the directors of the Company were reviewed by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company's remuneration policy and structure for all directors' and senior management and the Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Details on the emolument payable to the Directors is disclosed in note 14 to the financial statements respectively.

期內，薪酬委員會已舉行一次會議。各個別成員之出席率如下：

本公司董事之薪酬政策乃由薪酬委員會參考本集團營運業績、個人表現及可資比較市場統計數據檢討。

薪酬委員會之職責及職能包括向董事會主席諮詢彼等就其他執行董事之薪酬建議及就本公司全體董事及高級管理層之薪酬政策及架構向董事會提出建議。薪酬委員會已採納守則條文B.1.2(c)(ii)條項下之方式就個別執行董事及高級管理層薪酬組合向董事會提出建議。

應付董事之薪酬詳情於財務報表附註14披露。

NOMINATION OF DIRECTORS

The Company established a Nomination Committee on 1 September 2005 with written terms of reference as disclosed on the Company's website. The Nomination Committee is responsible for reviewing and making recommendations to the board on relevant matters relating to the appointment, re-appointment and succession planning for the board members. The Nomination Committee has the responsibility to consider and access candidates for directorships on the Board based on their characters, qualifications and experience appropriate for the businesses of the Group.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent Non-executive directors and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive officer. In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the machinery industry and/or other professional areas.

During the Period, the members of Nomination Committee are Mr. Zhou Xuzhou, Professor Chau Chi Wai, Wilton and Ms. Jing Zhang Brogle, Mr. Zhou Xuzhou is Executive Director. Professor Chau Chi Wai, Wilton and Ms. Jing Zhang Brogle are Independent Non-Executive Directors. Mr. Zhou Xuzhou is the chairman of the nomination committee.

董事之提名

本公司已於二零零五年九月一日成立提名委員會，其書面職權範圍於本公司網站披露。提名委員會負責審閱及向董事會建議有關董事會成員委任、續聘及連任計劃之相關事宜。提名委員會有責任就董事會之董事職位按候選人之品格、資格及與本集團業務相關之資歷考慮及評核有關人選。

提名委員會之角色及職能包括至少每年檢討董事會之架構、規模及組成情況、就任何建議調整向董事會提出符合本公司企業策略之推薦意見、物色具備資格成為董事會成員之適當人選及挑選獲提名人士擔任董事職務(如有需要)、評估獨立非執行董事之獨立性及就有關委任或重新委任董事之相關事宜及就董事(特別是主席及行政總裁)之連任計劃向董事會提出推薦意見。於提名新董事之過程中，董事會將考慮候選人之資格、能力、工作經驗、領導能力及其專業操守，尤其是於機械行業及／或其他專業領域之經驗。

期內，提名委員會之成員包括周旭洲先生、周志偉教授及張璟瑜女士。周旭洲先生為執行董事，周志偉教授及張璟瑜女士為獨立非執行董事。周旭洲先生為提名委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the period, the Nomination Committee had held 1 meetings. Attendance of each individual member was as follows:

期內，提名委員會已舉行一次會議。各個別成員之出席率如下：

| Committee Member | Meeting Attended/Held |
|---|-----------------------|
| 委員會成員 | 出席／舉行會議次數 |
| Zhou Xuzhou 周旭洲 | 1/1 |
| Chau Chi Wai, Wilton 周志偉 | 1/1 |
| Lee Cheuk Yin, Dannis (Resigned on 2 October 2015) 李卓然(於二零一五年十月二日辭任) | 1/1 |
| Jing Zhang Brogle (Appointed on 5 October 2015) 張璟瑜(於二零一五年十月五日獲委任) | N/A 不適用 |

AUDITOR'S REMUNERATION

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect to the Company. During the period, the Group is required to pay to the auditor, BDO Limited the following remuneration:

核數師薪酬

本公司之審核委員會負責考慮外部核數師之委聘及審閱由外部核數師進行之任何非核數職能，包括該等非核數職能會否對本公司構成任何潛在重大不利影響。期內，本集團須向核數師香港立信德豪會計師事務所有限公司支付以下薪酬：

| Nature of services | 服務性質 | HK\$'000 千港元 |
|--------------------|------|-----------------|
| Audit services | 核數服務 | 550 |

AUDIT COMMITTEE

The Audit Committee members comprise of Profession Chau Chi Wai, Wilton, Mr. Gao Guanjiang and Dr. Mao Zhenhua. Professor Chau Chi Wai, Mr. Gao Guanjiang are Independent Non-Executive Directors. Dr. Mao Zhenhua is Non-Executive Director. Professor Chau Chi Wai is the Chairman of the Audit Committee who has appropriate professional qualifications and accounting expertise. No member of this committee is a member of the former or external auditors of the Company.

審核委員會

審核委員會之成員包括周志偉教授、高冠江先生及毛振華教授。周志偉教授及高冠江先生為獨立非執行董事，毛振華教授為非執行董事。周志偉教授為審核委員會主席，彼擁有合適之專業資格及會計專業知識。本委員會成員中並無本公司前任或外聘核數師之成員。

CORPORATE GOVERNANCE REPORT

企業管治報告

The audit committee's primary responsibilities include overseeing the relationship with the Company's external auditor, review of financial information of the Group, and oversight of the Group's financial reporting system, internal control procedures and risk management. The Company has adopted a term of reference of the audit committee, which complies with the provisions of the CG Code. The terms of reference of the audit committee are available on the Company's website.

During the period, the Audit Committee had held 2 meetings. Attendance of each individual member was as follows:

| Committee Member | Meeting Attended/Held 出席／舉行 會議次數 |
|--|---|
| Chau Chi Wai, Wilton (Appointed on 2 October 2015) 周志偉(於二零一五年十月二日獲委任) | 1/1 |
| Gao Guanjiang 高冠江 | 2/2 |
| Mao Zhenhua (Appointed on 5 October 2015) 毛振華(於二零一五年十月五日獲委任) | 1/1 |
| Chen Xuejun (Resigned on 2 October 2015) 陳學軍(於二零一五年十月二日辭任) | 1/1 |
| Lee Cheuk Yin, Dannis (Resigned on 2 October 2015) 李卓然(於二零一五年十月二日辭任) | 1/1 |

At the meetings held during the period, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

- (a) review and supervise the financial reporting process and internal control system of the Company and its subsidiaries;
- (b) recommendation to the Board, for the approval by shareholders, of the re-appointment of the external Auditor and approval of their remuneration;
- (c) determination of the nature and scope of the audit; and
- (d) review the financial statements for the relevant periods.

審核委員會之主要職責包括監督與本公司外聘核數師之關係、審閱本集團之財務資料，以及監察本集團之財務申報系統、內部監控程序及風險管理。本公司已採納符合企管守則條文之審核委員會職權範圍。審核委員會之職權範圍登載於本公司網站。

期內，審核委員會已舉行兩次會議。各個別成員之出席率如下：

於期內舉行之會議上，在根據其職權範圍履行其職責方面，審核委員會所履行之工作包括：

- (a) 檢討及監督本公司及其附屬公司之財務申報程序及內部監控系統；
- (b) 向董事會建議重新委任外部核數師並批准彼等之酬金，以待股東批准；
- (c) 釐定審核之性質及範圍；及
- (d) 審閱有關期間之財務報表。

CORPORATE GOVERNANCE REPORT

企業管治報告

STRATEGIC COMMITTEE

The Company established a Strategic Committee on 5 October 2015 with written terms of reference as disclosed on the Company's website. The purpose of the Strategic Committee is to conduct researches and submit proposals to the Board concerning the long-term development strategic and material investment decision of the Company.

Dr. Mao Zhenhua, Mr. Zhou Xuzhou and Mr. Liu Lailin were appointed as members of the Strategic Committee and Dr. Mao Zhenhua has been appointed as the chairman of the Strategic Committee on 5 October 2015. Dr. Mao Zhenhua is Non-Executive Director. Mr. Zhou Xuzhou and Mr. Liu Lailin are Executive Director.

During the period, the Strategic Committee had not held any meeting.

RESPONSIBILITY ON FINANCIAL REPORTING

Management provides financial information with explanation to the Board to assist the Board in assessing the financial position of the Company.

The board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price sensitive announcement and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to the statutory requirements. The Board is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern.

The reporting responsibilities of BDO Limited, the Company's auditor, are stated in the Independent Auditor's Report on pages 38 to 39 of the Annual Report.

COMPANY SECRETARY

The Company Secretary is responsible for advising the Board on governance matters and also facilitates induction and professional development of Directors. The company Secretary reports to the Chairman of the Board. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, all applicable laws, rules and regulations are followed.

戰略委員會

本公司於二零一五年十月五日成立戰略委員會，其書面職權範圍於本公司網站披露。戰略委員會的目的是負責對公司長期發展戰略及重大投資決策進行研究並向董事局提出建議。

於二零一五年十月五日，毛振華博士、周旭洲先生及劉來臨先生獲委任為戰略委員會成員，而毛振華博士獲委任為戰略委員會主席。毛振華博士為非執行董事。周旭洲先生及劉來臨先生為執行董事。

期內，戰略委員會並無舉行任何會議。

財務報告之責任

管理層向董事會提供財務資料並作出解釋，以協助董事會評估本公司之財務狀況。

董事會確認其須對本公司之年報及中期報告、上市規則規定之其他股價敏感公佈及其他財務披露、向監管機構發出之報告以及按法定要求須予披露之資料中作平衡、清晰及易明之評審。董事會並不知悉有任何重大不確定因素對本集團持續經營能力構成重大疑慮。

本公司核數師香港立信德豪會計師事務所有限公司之申報責任載於本年報第38至39頁之獨立核數師報告。

公司秘書

公司秘書負責就管治事宜向董事會提供意見，亦協助進行董事之入職培訓及專業發展。公司秘書向董事會主席匯報。全體董事均可獲得公司秘書之意見及服務，以確保遵從董事會程序、所有適用法律、規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告

Mr. Shek Man Fai who is a certified public accountant (as defined in the professional Accountants Ordinance) was appointed Company Secretary of the Company since 26 April 2013. He has taken no less than 15 hours of relevant professional training to comply with Rule 3.29 of the Listing Rules for the period from 1 April 2015 to 31 December 2015.

INTERNAL CONTROL

The Board had conducted a review of the effectiveness of the system of internal control of the Group which covered all material controls, including financial, operational and compliance controls and risk management functions.

SHAREHOLDERS' RIGHTS

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth 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 sent to 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 months after the deposit of such requisition.

Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders, can submit a written request to the company secretary of the Company stating the resolution intended to be moved at the general meeting or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

The above procedures are subject to the Company's Bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation (as amended from time to time). Shareholders who have enquiries about the above procedures or have enquiries to put to the Board may write to the company secretary of the Company at the principal place of business at Unit 2906, Tower 1, Lippo Centre, 89 Queensway, Admiralty, Hong Kong or by e-mail to ir@yujejt.com for the attention of the company secretary.

COMMUNICATION WITH SHAREHOLDERS

To enhance transparency and effectively communicate with the investment community, the executive directors and senior management of the Company actively maintains close communications with various institutional investors, financial analysts and financial media. Investors are welcome to share their views with the Board by sending enquiries to ir@yujejt.com.

自二零一三年四月二十六日起，石文輝先生（為執業會計師（定義見專業會計師條例））獲委任為本公司之公司秘書。自二零一五年四月一日至二零一五年十二月三十一日止期間，彼已接受不少於15小時的相關專業培訓，以遵守上市規則第3.29條。

內部監控

董事會已檢討本集團內部監控制度之成效，當中涵蓋所有主要監控，包括財務、營運、合規監控及風險管理職能。

股東權利

倘股東於提交要求書日期持有本公司繳足股本（附有權利於所有時間於本公司股東大會上投票）不少於十分之一，則有權向本公司之公司秘書發出要求書，要求董事會召開股東特別大會，處理該要求書處指明之任何事宜；而該會議須於提交該要求書後兩個月內舉行。

倘本公司有股東 (i) 於股東大會上持有全體股東之總投票權不少於二十分之一；或 (ii) 不少於一百名股東，則可提交要求書予本公司之公司秘書，列明擬於股東大會上動議之決議案，或提交一份不超過一千字之聲明，說明任何提呈之決議案所提述之事宜，或將於特定股東大會上處理之事宜。

上述程序受本公司之公司細則、百慕達一九八一年公司法及適用法律及法規（經不時修訂）所限。股東倘對上述程序有查詢，或擬向董事會提出查詢，可致函至本公司之主要營業地點（地址為香港金鐘金鐘道89號力寶中心第一座2906室）予本公司之公司秘書，或發送電子郵件至 ir@yujejt.com 予公司秘書。

與股東之溝通

為提高透明度及有效地與投資大眾溝通，本公司之執行董事及高級管理層積極與各機構投資者、財經分析師及財經媒體保持密切溝通。歡迎投資者將疑問發送到 ir@yujejt.com，以向董事會提出其意見。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Mr. Zhou Xuzhou, aged 59, was appointed as an executive director of the Company on 30 August 2013 and was appointed as the Chairman of the Company on 23 September 2013. He is the Chairman of the Nomination Committee and a member of the Strategic Committee of the Company.

Mr. Zhou obtained a Master of Arts degree from the University of Wuhan (武漢大學) in 1985. He is the founder and chairman of the board of directors, chief executive officer and the sole shareholder of 宇業集團有限公司 (U-Home Group Limited*). U-Home Group Limited is a company incorporated under the laws of the PRC and, together with over twenty of its subsidiaries, is principally engaged in real estate development, hotel management, property management and financial investment in various cities in the PRC.

Mr. Zhou, through subsidiaries wholly owned by him, has started his real estate business since 1992. Mr. Zhou is primarily responsible for leading the strategic planning and business development of U-Home Group Holdings Limited and overseeing all key aspects of the operations of U-Home Group Holdings Limited, including financial management and project development business. He has over 21 years of experience in the property industry. Mr. Zhou is the father of Ms. Zhou Wen Chuan.

Ms. Zhou Wen Chuan, aged 32, was appointed as an executive director of the Company on 30 August 2013 and was appointed as a Chief Executive Officer on 23 September 2013.

Ms. Zhou obtained a master degree in Business Administration from the Chinese University of Hong Kong in 2011, and a master degree in Food Science and a bachelor degree in Science in Food Nutrition and Health from the University of British Columbia in 2008 and 2007 respectively. Ms. Zhou is the daughter of Mr. Zhou Xuzhou.

* For identification purpose only

執行董事

周旭洲先生，59歲，於二零一三年八月三十日獲委任為本公司之執行董事及於二零一三年九月二十三日獲委任為本公司之主席。彼為本公司提名委員會主席及戰略委員會成員。

周先生於一九八五年在武漢大學取得文學碩士。彼為宇業集團有限公司之創辦人、董事會主席、首席執行官及唯一股東。宇業集團有限公司為一間根據中國法律註冊成立之公司，連同其超過二十間主要附屬公司在中國多個城市從事房地產開發、酒店管理、物業管理及金融投資。

周先生自一九九二年起透過其全資擁有之附屬公司開展房地產業務。周先生主要負責領導宇業集團控股有限公司之策略規劃及業務發展，並監督宇業集團控股有限公司之所有主要營運範疇，包括財務管理及項目發展業務。彼於物業行業有逾21年經驗。周先生為周文川女士之父親。

周文川女士，32歲，於二零一三年八月三十日獲委任為本公司之執行董事及於二零一三年九月二十三日獲委任為本公司之行政總裁。

周女士於二零一一年在香港中文大學取得工商管理碩士學位，並於二零零八年及二零零七年分別取得英屬哥倫比亞大學之食品科學碩士學位及食品營養與衛生理學士學位。周女士為周旭洲先生之女兒。

* 僅供識別

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

Mr. Liu Lailin, aged 58, was appointed as an executive director of the Company on 30 August 2013. He is a member of the Nomination Committee and a member of the Strategic Committee of the Company.

Mr. Liu joined 安徽宇華實業有限公司 (Anhui Yuhua Enterprises Company Ltd.*), the immediate holding company of U-Home Group Limited, in 1994. He is currently a director and executive vice president of U-Home Group Limited and the chairman of 滁州宇達物業開發有限公司 (Chuzhou Yuda Property Development Company Ltd.*), a subsidiary of U-Home Group Limited. Prior to joining Anhui Yuhua Enterprises Company Ltd., Mr. Liu was the assistant accountant of 大唐湘潭發電有限責任公司 (Datang Xiangtan Power Generation Co., Ltd.*). Mr. Liu has over 17 years of experience in real estate management. He obtained a Diploma of Management of Industrial Enterprise from Hunan Radio and Television University in 1986.

NON-EXECUTIVE DIRECTORS

Dr. Mao Zhenhua, aged 52, was appointed as a non-executive director of the Company on 5 October 2015. He is the Chairman of the Strategic Committee and a member of the Audit Committee of the Company.

Dr. Mao is currently the Chairman and Chief Executive Officer of China Chengxin Credit Management Co., Ltd., Professor of Renmin University of China and Chairman of the Institute of Economy. Dr. Mao graduated from Wuhan University with a doctorate in Economics. Mr. Mao had carried out economic analysis and policies research for Hubei Provincial Government, Hainan Provincial Government and Research Office of the State Council.

Dr. Mao founded China Chengxin Company ("China Chengxin") in 1992. He acted as its General Manager, Chairman and General Manager, Chief Executive Officer. He was the Deputy Chairman and Chief Executive Officer of China Cheng Xin International Credit Rating Co. Ltd.. Under the leadership of Mr. Mao, China Chengxin has become a company specialising in credit services and a comprehensive enterprise group principally engaging in the business of investing in banks, real estates and industries.

* For identification purpose only

劉來臨先生，58歲，於二零一三年八月三十日獲委任為本公司之執行董事。彼為本公司提名委員會及戰略委員會成員。

劉先生於一九九四年加入宇業集團有限公司之直接控股公司安徽宇華實業有限公司。彼現為宇業集團有限公司之董事及常務副總裁，以及宇業集團有限公司之附屬公司滁州宇達物業開發有限公司之主席。加入安徽宇華實業有限公司前，劉先生為大唐湘潭發電有限責任公司之助理會計師。劉先生於房地產管理積逾17年經驗。彼於一九八六年在湖南廣播電視大學取得工業企業管理文憑。

非執行董事

毛振華博士，52歲，於二零一五年十月五日獲委任為本公司非執行董事。彼為本公司戰略委員會主席及審核委員會成員。

毛博士現任中國誠信信用管理有限公司董事長及首席執行官，中國人民大學教授及經濟研究所所長。毛博士在武漢大學取得經濟學博士。毛先生曾先後在湖北省、海南省政府和國務院研究室從事經濟分析、政策研究工作。

毛博士於一九九二年創辦中國誠信公司（「中國誠信」），先後任其總經理、董事長兼總經理、首席執行官。彼為中誠信國際信用評級有限責任公司副董事長兼首席執行官。在毛先生的領導下，中誠信已發展成為一家以信用服務為特色，主要從事於投資銀行、房地產和實業投資業務的綜合型企業集團。

* 僅供識別

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Gao Guanjiang, aged 63, was appointed as an independent non-executive director of the Company on 30 August 2013. He is the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company.

Mr. Gao graduated from the Wuhan University (武漢大學) with a Ph. D in Economics. Mr. Gao has over 20 years of experience in commercial banking, investment banking, business administration and securities and finance.

Professor Chau Chi Wai Wilton, aged 54, was appointed as an independent non-executive director of the Company on 30 August 2013. He is the Chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company.

Professor Chau obtained a doctoral degree in business administration, a master degree in business administration, a bachelor degree in laws and a bachelor degree in science. He is a fellow member of the Chartered Association of Certified Accountants (UK). Prof. Chau currently the Chairman of Pan Asia Venture Development Platform and a Vice Chairman of Hong Kong Biotechnology Organisation. He is currently an independent non-executive director of Angang Steel Company Limited (H-Share Stock Code: 347; A-Share Stock Code: 898). He is also a Professor of Practice in Entrepreneurship in the Chinese University of Hong Kong and a Visiting Professor in the Asia University, Taiwan. Prof. Chau has about 30 years of experience in direct investment and venture capital.

獨立非執行董事

高冠江先生，63歲，於二零一三年八月三十日獲委任為本公司之獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會成員。

高先生於武漢大學畢業並獲授經濟學博士銜。高先生於商業銀行、投資銀行、工商管理及證券金融方面累積逾二十年經驗。

周志偉教授，54歲，於二零一三年八月三十日獲委任為本公司之獨立非執行董事。彼為審核委員會主席、本公司薪酬委員會成員及提名委員會成員。

周教授已取得工商管理博士學位、工商管理碩士學位、法律學士學位及理學士學位。彼為英國特許公認會計師公會資深會員。周教授現任泛亞創業投資平台之主席及香港生物科技協會副主席。彼現任鞍鋼股份有限公司（H股股份代號：347；A股股份代號：898）之獨立非執行董事。彼亦兼任香港中文大學創業實務教授及台灣亞洲大學專任教授。周教授於直接投資及企業資本方面具有近30年經驗。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

Jing Zhang Brogle, aged 41, was appointed as an independent non-executive director of the Company on 5 October 2015. She is a member of the Nomination Committee of the Company.

Ms. Zhang is currently the Chief Executive Officer of Edmond de Rothschild Group's ("Edmond de Rothschild Group") Hong Kong branch. Ms. Zhang has over 16 years of experience in private banking and asset management industry. She is a Chartered Financial Analyst and holds a Higher Economics Diploma and a Bachelor degree in English Literature.

Prior to joining Edmond de Rothschild Group, Ms. Zhang Brogle has founded her own wealth management company focusing on multi-family office advisory services, and was also head of Greater China at another Swiss bank Vontobel where she set up its Asian private banking platform from Hong Kong. She has also been CEO, managing director and board member of Vontobel Wealth Management Hong Kong. Prior to her Asian career life, Ms. Zhang worked for UBS Wealth Management in Switzerland as a senior advisor after serving 6 years at the Swiss bank Vonobel's Asset Management as Investment Strategist, Fund Analyst and Fund Portfolio Manager.

SENIOR MANAGEMENT

Mr. Shek Man Fai, aged 41, is the Financial Controller and the Company Secretary of the Company. He joined the Group in November 2006 and was appointed as company secretary of the Company with effect from 26 April 2013. He has over 20 years of experience in financial accounting. He is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Shek holds a Bachelor Degree in Business Accounting from the University of Lincolnshire and Humberside and a Master Degree in Finance from the National University of Ireland.

張璟瑜女士，41歲，於二零一五年十月五日獲委任為本公司獨立非執行董事。彼為本公司提名委員會成員。

張女士現任愛德蒙得羅斯柴爾德集團香港分部(「愛德蒙得羅斯柴爾德集團」)總裁。張女士於私人銀行及資產管理行業擁有逾16年豐富經驗。張女士為特許金融分析師，並持有高級經濟工商碩士和英國語言文學學士文憑。

加入愛德蒙得羅斯柴爾德集團之前，張女士曾創立了自己的財富管理公司，主要從事家族辦公室業務，她也曾擔任瑞士Vontobel銀行大中華區主管，為該行在香港創立並發展了亞洲的私人銀行業務，隨後獲委任為Vontobel Wealth Management Hong Kong的行政總裁兼董事總經理，亦為該公司董事會成員。在她的亞洲職業生涯之前，張女士就職於瑞士銀行瑞銀財富管理(UBS Wealth Management)並擔任高級客戶顧問，此前，彼於瑞士Vontobel Asset Management，先後擔任多個職位達6年，包括投資策略師、基金分析師及投資組合經理。

高級管理人員

石文輝先生，41歲，本公司之財務總監兼公司秘書。彼於二零零六年十一月加盟本集團，並於二零一三年四月二十六日起獲委任為本公司之公司秘書。彼於財務會計積逾二十年經驗。彼為英國特許公認會計師公會資深會員及香港會計師公會資深會員。石先生持有英國林肯大學企業會計學士學位及愛爾蘭國立大學財務學碩士學位。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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To the Shareholders of U-Home Group Holdings Limited
(incorporated in Bermuda with limited liability)

致宇業集團控股有限公司股東
(於百慕達註冊成立之有限公司)

We have audited the consolidated financial statements of U-Home Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 40 to 131, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period from 1 April 2015 to 31 December 2015, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計載列於第40至131頁宇業集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一五年十二月三十一日之綜合財務狀況表、由二零一五年四月一日至二零一五年十二月三十一日期間之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

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.

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》之披露規定編制綜合財務報表，以令綜合財務報表作出真實而公平之反映，及落實其認為編制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。

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 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.

核數師之責任

我們之責任是根據我們的審計對此等綜合財務報表發表意見。並按照百慕達公司法第90條僅向整體股東報告，除此之外本報告另無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 financial position of the Group as at 31 December 2015 and of its financial performance and cash flows for the period from 1 April 2015 to 31 December 2015 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
Tsui Ka Che, Norman
Practising Certificate Number P05057

Hong Kong, 16 March 2016

我們已根據香港會計師公會頒佈之《香港審計準則》進行審計工作。該等準則要求我們遵守道德規範，並規劃及進行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程式以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選取之程式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在重大錯誤陳述之風險。於作出該等風險評估時，核數師考慮與公司編制綜合財務報告以作出真實而公平地反映相關之內部控制，以設計適當審計程式，但目的並非對公司內部控制之有效性發表意見。審計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，我們所獲得之審計憑證能充足及適當地為我們之審計意見提供基礎。

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集團於二零一五年十二月三十一日之財務狀況及其由二零一五年四月一日至二零一五年十二月三十一日期間之財務表現及現金流量，並已按照香港《公司條例》之披露規定妥為編制。

香港立信德豪會計師事務所有限公司
執業會計師
徐家賜
執業證書號碼 P05057

香港，二零一六年三月十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|---|----------------------|-------------|---|--|
| | | Notes 附註 | | |
| Revenue | 收益 | 6 | 57,003 | 9,336 |
| Cost of sales and services provided | 銷售及提供服務成本 | | (44,229) | (3,854) |
| Gross profit | 毛利 | | 12,774 | 5,482 |
| Other income | 其他收入 | 8 | 10,734 | 5,261 |
| Selling expenses | 銷售開支 | | (54) | (1) |
| Administrative expenses | 行政費用 | | (7,816) | (7,637) |
| Other operating expenses | 其他經營支出 | | (3) | (2) |
| Fair value gain on investment property | 投資物業之公平值收益 | 16 | 2,000 | — |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 28 | 1,503 | — |
| Operating profit | 經營溢利 | | 19,138 | 3,103 |
| Finance costs | 融資成本 | 9 | — | (351) |
| Profit before income tax expense | 除所得稅開支前溢利 | 10 | 19,138 | 2,752 |
| Income tax expense | 所得稅開支 | 11 | (11,406) | (769) |
| Profit for the period/year | 期/年內溢利 | | 7,732 | 1,983 |
| Other comprehensive income, after tax | 其他全面收益，扣除稅項 | | | |
| Item that may be reclassified subsequently to profit or loss: | 其後可重新分類至損益之項目： | | | |
| Exchange (loss)/gain on translation of financial statements of foreign operations | 換算外國業務財務報表之匯兌(虧損)/收益 | | (984) | 42 |
| Total comprehensive income for the period/year | 期/年內全面收益總額 | | 6,748 | 2,025 |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|---|---------------------------|-------------|---|--|
| | | Notes 附註 | | |
| Profit/(Loss) for the period/year attributable to: | 下列各項應佔期／年內溢利／(虧損)： | | | |
| Owners of the Company | 本公司擁有人 | | 7,734 | 1,981 |
| Non-controlling interests | 非控股權益 | | (2) | 2 |
| Profit for the period/year | 期／年內溢利 | | 7,732 | 1,983 |
| Total comprehensive income attributable to: | 下列各項應佔全面收益總額： | | | |
| Owners of the Company | 本公司擁有人 | | 6,750 | 2,023 |
| Non-controlling interests | 非控股權益 | | (2) | 2 |
| | | | 6,748 | 2,025 |
| Earnings per share | 每股盈利 | 12 | | (represented) (經重列) |
| Basic (HK cents) | 基本(港仙) | | 0.38 | 0.11 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2015 於二零一五年十二月三十一日

| | | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---|----------------|-------------|---|--|
| | | Notes 附註 | | |
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 2,162 | 96 |
| Investment property | 投資物業 | 16 | 35,000 | 33,000 |
| Intangible assets | 無形資產 | 17 | 776 | 1,392 |
| Deposits | 按金 | 20 | 32,609 | 8,861 |
| | | | 70,547 | 43,349 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 18 | 513 | 161 |
| Accounts receivable | 應收賬款 | 19 | 6,343 | 4,659 |
| Deposits, prepayments and other receivables | 按金、預付款項及其他應收款項 | 20 | 60,543 | 8,532 |
| Pledged bank deposits | 已抵押銀行存款 | 21 | — | 100,000 |
| Cash and cash equivalents | 現金及現金等價物 | 21 | 197,347 | 52,208 |
| | | | 264,746 | 165,560 |
| Current liabilities | 流動負債 | | | |
| Bank borrowings | 銀行貸款 | | — | 100,000 |
| Accounts payable | 應付賬款 | 22 | 2,368 | — |
| Accrued expenses and other payables | 應付費用及其他應付款項 | | 8,768 | 10,595 |
| Tax payables | 應付稅項 | | 9,242 | 1,075 |
| | | | 20,378 | 111,670 |
| Net current assets | 流動資產淨值 | | 244,368 | 53,890 |
| Net assets | 資產淨值 | | 314,915 | 97,239 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2015 於二零一五年十二月三十一日

| | | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---|-------------|-------------|---|--|
| | | Notes 附註 | | |
| EQUITY | 權益 | | | |
| Share capital | 股本 | 23 | 24,600 | 16,400 |
| Reserves | 儲備 | 24 | 290,323 | 80,845 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 314,923 | 97,245 |
| Non-controlling interests | 非控股權益 | | (8) | (6) |
| Total equity | 權益總額 | | 314,915 | 97,239 |

On behalf of the Board
代表董事會

Zhou Xuzhou
周旭洲
Director
董事

Zhou Wen Chuan
周文川
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月三十一日 止年度 HK\$'000 千港元 |
|---|-------------|--------------------|---|--|
| | Notes 附註 | | | |
| Cash flows from operating activities | | 經營活動之現金流量 | | |
| Profit before income tax expense | | 除所得稅開支前溢利 | 19,138 | 2,752 |
| Adjustments for: | | 調整專案： | | |
| Amortisation of intangible assets | 17 | 無形資產攤銷 | 559 | 886 |
| Depreciation of property, plant and equipment | 15 | 物業、廠房及設備折舊 | 1,971 | 20 |
| Fair value gain on investment property | 16 | 投資物業之公平值收益 | (2,000) | — |
| Gain on disposal of a subsidiary | 28 | 出售一間附屬公司之收益 | (1,503) | — |
| Interest income | | 利息收入 | (219) | (251) |
| Reimbursement from former shareholders | 8 | 來自前股東之賠償 | (9,852) | |
| Interest expense | | 利息支出 | — | 351 |
| Operating profit before working capital changes | | 營運資金變動前經營溢利 | 8,094 | 3,758 |
| (Increase)/Decrease in inventories | | 存貨(增加)/減少 | (352) | 226 |
| (Increase)/Decrease in accounts receivable | | 應收賬款(增加)/減少 | (1,988) | 4,947 |
| Increase in deposits, prepayments and other receivables | | 按金、預付款項及其他應收款項增加 | (11,277) | (5,147) |
| Increase/(Decrease) in accounts payable | | 應付賬款增加/(減少) | 2,368 | (8,506) |
| Increase in accrued expenses and other payables | | 應計費用及其他應付款項增加 | 6,294 | 7,438 |
| Net cash generated from operations | | 經營產生之現金淨額 | 3,139 | 2,716 |
| Hong Kong profits tax paid, net | | 已付香港利得稅，淨額 | (2,640) | 685 |
| Taxation outside Hong Kong paid | | 已付香港境外稅項 | (483) | (57) |
| Net cash from operating activities | | 經營活動產生之現金淨額 | 16 | 3,344 |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月三十一日 止年度 HK\$'000 千港元 |
|--|-------------|-------------------------|---|--|
| | Notes 附註 | | | |
| Cash flows from investing activities | | 投資活動之現金流量 | | |
| Net cash inflow on disposal of a subsidiary | 28 | 出售一間附屬公司之現金流入淨額 | 665 | — |
| Deposits paid for acquisition of subsidiaries | | 收購附屬公司之已付按金 | (24,250) | — |
| Payments for purchase of a land use right | | 購置土地使用權付款 | (38,815) | — |
| Payments for purchase of property, plant and equipment | 15 | 購置物業、廠房及設備付款 | (3,963) | (52) |
| Payments for purchase of intangible assets | | 購置無形資產付款 | — | (2,278) |
| Decrease in pledged bank deposits | | 已抵押銀行存款減少 | 100,000 | 6,214 |
| Interest received | | 已收利息 | 219 | 251 |
| Net cash from investing activities | | 投資活動產生之現金淨額 | 33,856 | 4,135 |
| Cash flows from financing activities | | 融資活動之現金流量 | | |
| Proceeds from issues of ordinary shares | 23 | 發行普通股之所得款項 | 210,928 | — |
| Proceeds from bank borrowings | | 銀行貸款之所得款項 | — | 166,000 |
| Repayments of bank borrowings | | 償還銀行貸款 | (100,000) | (165,992) |
| Interest paid | | 已付利息 | — | (323) |
| Net cash from/(used in) financing activities | | 融資活動產生/(所用)之現金淨額 | 110,928 | (315) |
| Net increase in cash and cash equivalents | | 現金及現金等價物增加淨額 | 144,800 | 7,164 |
| Effect of exchange rate changes on cash and cash equivalents | | 現金及現金等價物匯率變動之影響 | 339 | 33 |
| Cash and cash equivalents at beginning of the period/ year | | 期/年初之現金及現金等價物 | 52,208 | 45,011 |
| Cash and cash equivalents at end of the period/year | 21 | 期/年終之現金及現金等價物 | 197,347 | 52,208 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | Equity attributable to owners of the Company 本公司擁有人應佔權益 | | | | | | | Non- controlling interests 非控股權益 | Total equity 權益總額 | |
|--|------------------|--|-------------------------------------|---|--|-------------------------|--|-----------------------------|---|-------------------------|---------|
| | | Share capital | Share premium* (note 24(iii)) | Contributed surplus* (note 24(i)) | Statutory reserve* (note 24(iv)) | Translation reserve* | Asset revaluation reserve* (note 24(ii)) 資產重估 儲備* | Acc- umulated losses* | Total | | |
| | | 股本 | 股份溢價* | 繳入盈餘* | 法定儲備* | 換算儲備* | 資產重估 儲備* | 保留溢利* | 總計 | | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| At 1 April 2015 | 於二零一五年四月一日 | 16,400 | 66,909 | 1,091 | 149 | 2 | 22,353 | (9,659) | 97,245 | (6) | 97,239 |
| Issue of shares upon open offer (note 23) | 於公開發售時發行股份(附註23) | 8,200 | 202,728 | - | - | - | - | - | 210,928 | - | 210,928 |
| Profit for the period | 年內溢利 | - | - | - | - | - | - | 7,734 | 7,734 | (2) | 7,732 |
| Other comprehensive income | 其他全面收益 | | | | | | | | | | |
| Exchange loss on translation of financial statements of foreign operations | 換算外國業務財務報表之匯兌虧損 | - | - | - | - | (984) | - | - | (984) | - | (984) |
| Total comprehensive income for the period | 期內全面收益總額 | - | - | - | - | (984) | - | 7,734 | 6,750 | (2) | 6,748 |
| Appropriation to PRC statutory reserve | 撥往中國法定儲備 | - | - | - | 820 | - | - | (820) | - | - | - |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 24,600 | 269,637 | 1,091 | 969 | (982) | 22,353 | (2,745) | 314,923 | (8) | 314,915 |

* total of these equity accounts as at reporting date represent "Reserves" in the consolidated statement of financial position

* 於報告日之該等權益賬總額指綜合財務狀況表內之「儲備」

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間

| | | Equity attributable to owners of the Company 本公司擁有人應佔權益 | | | | | | | Non-controlling interests 非控股權益 | Total equity 權益總額 | |
|--|-----------------|--|---|---|--|-------------------------------|---|------------------------------|------------------------------------|----------------------|--------|
| | | Share capital 股本 | Share premium* (note 24(iii)) 股份溢價* | Contributed surplus* (note 24(i)) 繳入盈餘* | Statutory reserve* (note 24(iv)) 法定儲備* | Translation reserve* 換算儲備* | Asset revaluation reserve* (note 24(iii)) 資產重估儲備* | Accumulated losses* 保留溢利* | Total 總計 | | |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| At 1 April 2014 | 二零一五年四月一日 | 16,400 | 66,909 | 1,091 | — | (40) | 22,353 | (11,491) | 95,222 | (8) | 95,214 |
| Profit for the year | 年內溢利 | — | — | — | — | — | — | 1,981 | 1,981 | 2 | 1,983 |
| Other comprehensive income | 其他全面收益 | | | | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | 換算外國業務財務報表之匯兌收益 | — | — | — | — | 42 | — | — | 42 | — | 42 |
| Total comprehensive income for the year | 年內全面收益總額 | — | — | — | — | 42 | — | 1,981 | 2,023 | 2 | 2,025 |
| Appropriation to PRC statutory reserve | 撥往中國法定儲備 | — | — | — | 149 | — | — | (149) | — | — | — |
| At 31 March 2015 | 於二零一五年三月三十一日 | 16,400 | 66,909 | 1,091 | 149 | 2 | 22,353 | (9,659) | 97,245 | (6) | 97,239 |

* total of these equity accounts as at reporting date represent "Reserves" in the consolidated statement of financial position

* 於報告日之該等權益賬總額指綜合財務狀況表內之「儲備」

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

1. GENERAL INFORMATION

U-Home Group Holdings Limited (“the Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is Unit 2906, Tower 1, Lippo Centre, 89 Queensway, Admiralty, Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal places of business of the Company and its subsidiaries (collectively referred to as “the Group”) are in Hong Kong, the People’s Republic of China (the “PRC”) and Australia.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries include trading of health care products, chemical materials and building materials, research and development of chemical and biological products, investment and treasury function, consultancy and agency business and property development.

The directors consider the immediate holding company is U-Home Group International Limited and the ultimate parent is Shunda Investment Limited, both companies are incorporated in British Virgin Islands (“BVI”) with limited liability.

Due to the change of financial year end date from 31 March to 31 December in order to be aligned the financial year end date of the Company’s operating subsidiary which is incorporated in the PRC, the financial statements for the current period cover a 9 month period while the comparative amounts for consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover a period of 12 month period, and therefore they are not entirely comparable.

The financial statements for the period from 1 April 2015 to 31 December 2015 were approved for issue by the board of directors on 16 March 2016.

1. 一般資料

宇業集團控股有限公司(「本公司」)於百慕達註冊成立為有限公司。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點則為香港金鐘道89號力寶中心第一座2906室。本公司之股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司及其附屬公司(統稱為「本集團」)之主要營業地點位於香港、中華人民共和國(「中國」)及澳洲。

本公司主要從事投資控股。其附屬公司之主要業務包括買賣保健產品、化學材料及建築材料研究及開發化學及生物產品、投資及財務業務、顧問及營銷代理業務以及物業發展。

董事認為其直接控股公司為U-Home Group International Limited及最終母公司為Shunda Investment Limited，兩者均為於英屬處女群島(「英屬處女群島」)註冊成立之有限公司。

鑒於財政年度結算日由三月三十一日變更為十二月三十一日以與本公司於中國註冊成立之經營附屬公司之財政年度結算日一致，本期間之財務報表涵蓋九個月期間，而綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註之比較金額涵蓋十二個月期間，因此未能完全進行比較。

董事會已於二零一六年三月十六日批准刊發由二零一五年四月一日至二零一五年十二月三十一日期間之財務報表。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements on pages 40 to 131 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange.

The significant accounting policies that have been used in the preparation of these financial statements are summarised in note 3. These policies have been consistently applied to all the period/year presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s financial statements, if any, are disclosed in note 4.

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.

2. 編制基準

2.1 合規聲明

第40至131頁的財務報表是按照所有適用香港財務申報準則（「HKFRSs」）、香港會計標準（「HKASs」）及解釋（以下統稱「HKFRS」）以及香港公司條例的披露規定。此外，本財務報表包括香港聯合交易所有限公司證券上市規則中適用的披露規定。

用於編制該等財務報表之重大會計政策概述於附註3。除另有所指外，該等政策已一直應用於所有呈列期間／年度。新訂或經修訂香港財務報告準則之應用以及對本集團財務報表之影響（如有）於附註4披露。

務須注意，在編制財務報表時曾採用會計估計及假設。儘管該等假設乃按管理層所深知，以及根據現時事宜及行動而作出，惟實際結果可能與該等估計迥異。涉及高度判決及複雜性之範疇，或所涉及之假設及估計對財務報表影響重大之範疇均於附註5披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

2. BASIS OF PREPARATION (Continued)

2.2 Basis of measurement

The financial statements have been prepared under the historical cost basis except for investment property which is measured at fair value as explained in the accounting policies set out in note 3.5.

2.3 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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the period are included in consolidated statement of profit or loss and other comprehensive income from the dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

2. 編制基準(續)

2.2 計量基準

財務報表按照歷史成本基準編製，惟投資性物業按公平值計量除外。計量基準已全面於附註3.5之會計政策提述。

2.3 功能及呈列貨幣

財務報表乃以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

3. 重大會計政策概要

3.1 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間交易及結餘連同該等交易之未變現溢利均於編制綜合財務報表時予以全數對銷。惟於有關交易可提供所轉讓資產之減值證明時，則亦可對銷未變現虧損，在此情況下，虧損可於損益中確認。

期內購入或出售之附屬公司自有關收購生效日期起計或截至有關出售日期止(如適用)之業績計入綜合損益及其他全面收益表。倘有必要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者保持一致。

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

3. 重大會計政策概要(續)

3.1 業務合併及綜合基準(續)

收購附屬公司或業務乃以收購法入賬。收購成本按本集團(作為收購方)所轉移之資產、產生之負債及發行之權益於收購日期之公平值總額計量。所購入之可識別資產及承擔之可識別負債主要按收購日期之公平值計量。本集團先前持有被收購方之權益按收購日期之公平值重新計量，所產生之盈虧於損益確認。本集團可按每宗交易，選擇按公平值或按應佔被收購方可識別資產淨值之比例計量屬目前於附屬公司擁有權益之非控股權益。所有其他非控股權益均按公平值計量，除非香港財務報告準則規定使用其他計量基準，則作別論。所產生之收購相關成本一概列作開支，除非有關成本於發行股本工具時產生而自權益中扣除，則作別論。

收購方將予轉移之任何或然代價按收購日期之公平值計量。倘其後對代價作出調整，僅於調整乃由於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期之公平值之新資料而作出時，方通過商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Business combination and basis of consolidation (Continued)

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

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.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

3. 重大會計政策概要(續)

3.1 業務合併及綜合基準(續)

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日)前的業務合併所產生的或然代價結餘已根據該準則的過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計的修訂作為對該等業務合併成本的調整處理，並被確認為商譽的一部份。

倘本集團於附屬公司之權益變動並未導致喪失控制權，則作為權益交易入賬。本集團權益及非控股權益之賬面值已予調整，以反映其於附屬公司之有關權益變動。非控股權益之調整金額與已付或已收代價公平值之間之任何差額直接於權益確認，並歸屬予本公司擁有人。

倘本集團喪失對附屬公司之控制權，則出售產生之損益乃根據(i)已收代價公平值與任何保留權益公平值之總額及(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益之過往賬面值兩者間之差額計算。先前於其他全面收益內確認與該附屬公司有關之任何金額按猶如已出售相關資產或負債之方式入賬。

NOTES TO THE FINANCIAL STATEMENTS

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Business combination and basis of consolidation (Continued)

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 interests' 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.

3.2 Subsidiaries

A 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.

3.3 Foreign currency

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 reporting date, 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 reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

3. 重大會計政策概要(續)

3.1 業務合併及綜合基準(續)

收購後，屬目前於附屬公司擁有權益之非控股權益之賬面值為該等權益於首次確認時之金額，另加非控股權益應佔其後權益變動金額。即使全面收益總額歸屬予非控股權益會導致該等非控股權益產生虧絀結餘，全面收益總額仍須歸屬予該等非控股權益。

3.2 附屬公司

附屬公司為本公司可行使控制權之被投資公司。倘以下三個元素全部獲滿足，則本公司控制該被投資公司：對被投資公司之權力、來自被投資公司可變回報之風險或權利及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。

3.3 外幣

於綜合實體之獨立財務報表內，外幣交易按照交易當日通行之匯率換算為個別實體之功能貨幣。於報告日，以外幣計值之貨幣資產及負債按該日之匯率換算。結算此類交易與於報告日重新換算之貨幣資產及負債交易所產生之匯兌盈虧於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 Foreign currency (Continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

On consolidation, 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 rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or 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 other comprehensive income and accumulated separately in the translation reserve in equity.

On disposal of a foreign operation, the cumulative exchange differences recognised in the translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the gain or loss on disposal.

3. 重大會計政策概要(續)

3.3 外幣(續)

按公平值入賬且以外幣計值之非貨幣專案，乃按釐定公平值當日通行之匯率重新換算，並作為公平值盈虧之一部分呈報。以外幣計值且以歷史成本計量之非貨幣項目概不會重新換算。

於綜合財務報表內，外國業務所有原以有別於本集團呈報貨幣之貨幣呈列之獨立財務報表，均已折算為港元。資產及負債均以報告日之收市匯率換算為港元。收入與開支則按交易日期之匯率或報告期之平均匯率折算為港元，惟匯率並無大幅波動。該步驟產生之任何差額已於其他全面收益內確認及於權益之匯兌儲備內分開累計。

出售外國業務時，截至出售日期與該業務有關且於換算儲備確認之累計匯兌差額乃作為出售盈虧之一部分重新分類至損益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Property, plant and equipment

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

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

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. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Depreciation is provided to write off the cost of property, plant and equipment less their estimated residual values over their estimated useful lives, using straight-line method, as follows:

| | |
|-----------------------------------|-----------|
| Furniture, fixtures and equipment | 5 years |
| Leasehold improvements | 1.5 years |

The assets' estimated residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

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

3. 重大會計政策概要(續)

3.4 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。

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。

倘與該項目有關之未來經濟利益有可能流入本集團，而專案成本能可靠地計量，方會將往後之成本計入資產賬面值或確認為獨立資產(如適用)。所有其他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。

折舊按物業、廠房及設備之估計使用年限以直線法撇銷該等項目之成本(減去估計剩餘價值)計算如下：

| | |
|----------|------|
| 傢俬、裝置及設備 | 5年 |
| 租賃裝修 | 1.5年 |

於各報告日會審閱資產之估計剩餘價值、使用年限及折舊方法，並於適當時進行調整。

出售物業、廠房及設備項目之盈虧為銷售所得款項淨額與其賬面值之差額，並於出售時在損益確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 Investment property

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

3.6 Intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on straight-line method over their useful life as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss.

| | |
|-----------------|---------|
| Computer system | 3 years |
|-----------------|---------|

3. 重大會計政策概要(續)

3.5 投資物業

投資物業為持作賺取租金或作資本升值或該兩種用途而非在日常業務過程中持作銷售、用作生產或供應貨品或服務或作行政用途之物業。投資物業於初步確認時按成本及其後按公平值計量，而其任何變動於損益內確認。

3.6 無形資產

單獨購置的無形資產將在最初階段按成本確認。業務合併中收購的無形資產的費用為收購日期的公平值。其後，具有有限期使用壽命的無形資產以成本減去累計的攤銷和累計的減值虧損計算。

攤銷按其使用壽命(如下)使用直線法攤銷。具有無限期使用壽命的無形資產以成本減去累計的減值虧損計算。攤銷支出在損益內確認。

| | |
|------|----|
| 電腦系統 | 3年 |
|------|----|

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Intangible assets (Continued)

Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired.

3. 重大會計政策概要(續)

3.6 無形資產(續)

減值

具有無限使用壽命的無形資產和目前無法使用的無形資產每年通過比較其賬面價值和其可回收金額測定其減值，不論是否有任何減值跡象。如果資產的可回收金額預估低於其賬面金額，賬面金額則減值至其可回收金額。

減值虧損立即被確認為支出。

倘減值虧損其後撥回，則資產之賬面值將上調至其可收回金額之經修訂估計，惟經上調賬面值不得超過資產於過往年度無確認減值虧損時應釐定之賬面值。

具有有限使用壽命的無形資產在有跡象表明可能減值的時候進行減值測定。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Financial instruments

(i) Financial assets

Financial assets are classified into loans and receivables. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the instrument. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the loans and receivables expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

3. 重大會計政策概要(續)

3.7 財務工具

(i) 財務資產

財務資產分類為貸款及應收款項。管理層會依據購入該財務資產之目的，於初步確認時確定其種類，並於獲許及適當時在每個報告日重新評估此分類。

所有財務資產僅於本集團成為工具合約條文一方時確認。初步確認財務資產時，財務資產會以公平值計量，而倘投資並非透過損益按公平值列賬，則另加直接應佔之交易成本。

倘收取貸款及應收款項所產生現金流量之權利失效或被轉讓，且擁有權之絕大部分風險及報酬已經轉移，即終止確認財務資產。

貸款及應收款項

貸款及應收款項為有固定或可釐定金額付款而並無活躍市場報價之非衍生財務資產。其於其後使用實際利率法按攤銷成本減任何減值虧損計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Financial instruments (Continued)

(i) Financial assets (Continued)

Impairment of 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:

- 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;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

3. 重大會計政策概要(續)

3.7 金融工具(續)

(i) 財務資產(續)

財務資產之減值

於各報告期末，本集團會評估是否有任何客觀減值證據。如有客觀證據顯示因於初步確認金融資產後發生一宗或多宗事件對金融資產之估計未來現金流量造成影響，則該等金融資產被視為減值。減值證據可能包括：

- 債務人有重大財務困難；
- 違約，如拖欠或到期未付利息或本金款項；
- 債務人可能破產或進行其他財務重組；
- 債務人有可能會破產或進行其他金融重組；及
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響。

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Financial instruments (Continued)

(i) Financial assets (Continued)

Impairment of financial assets (Continued)

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.

(ii) Financial liabilities

The Group's financial liabilities include accounts payable, accrued expenses and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in profit or loss in the period in which they are incurred.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

3. 重大會計政策概要(續)

3.7 金融工具(續)

(i) 財務資產(續)

財務資產之減值(續)

減值虧損將於有客觀證據證明資產出現減值時在損益賬確認，減值虧損之金額為資產賬面值與以金融資產之原實際利率折現之估計未來現金流量現值之差額。使用撥備賬則財務資產賬面金額減少。當財務資產被視為不可收回時，對於相應的財務資產則於撥備賬內撇銷。

(ii) 財務負債

本集團之財務負債包括應付賬款、應計費用及其他應付款項。

財務負債於本集團成為工具合約條文一方時確認。所有與利息相關之支出於產生期間之損益確認。

財務負債於負債責任獲解除、取消或屆滿時予以確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Financial instruments (Continued)

(ii) Financial liabilities (Continued)

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Accounts payable, accrued expenses and other payables

These are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

(iii) 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.

3. 重大會計政策概要(續)

3.7 金融工具(續)

(ii) 財務負債(續)

倘現有財務負債由同一貸款人按大為不同之條款提供之另一筆借貸取代，或現有負債之條款獲大幅修改，則該等交換或修改被視為停止確認原有負債並確認新負債，而有關賬面值之差額則於損益確認。

應付賬款及票據、應計費用及其他應付款項

應付賬款及票據、應計費用及其他應付款項初步按其公平值確認，其後則利用實際利率法按攤銷成本計量。

(iii) 實際利率法

實際利率法乃計算財務負債之攤銷成本及於有關期間分配利息開支之方法。實際利率是通過財務資產或賬務(如適用，則較短時期內)的預期年限來準確折扣地預計未來現金收入或支出。

NOTES TO THE FINANCIAL STATEMENTS

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Financial instruments (Continued)

(iv) Equity instruments

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.8 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

3.9 Cash and cash equivalents

Cash and cash equivalents represent cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash which are subject to an insignificant risk of change in value.

3. 重大會計政策概要(續)

3.7 金融工具(續)

(iv) 股本工具

普通股乃分類為權益。股本乃使用已發行股份之面值釐定。

任何與發行股份有關之交易成本會自股份溢價中扣除(減去任何相關所得稅利益)，惟以權益交易直接應佔之增加成本為限。

3.8 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中較低者確認。成本包括所有購買成本、轉換成本及使存貨達致其目前地點及狀況所產生之其他成本。成本乃使用加權平均法計算。可變現淨值指日常業務過程中之估計售價減去估計銷售所需成本之數額。

3.9 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、存於銀行之活期存款，以及原到期日為三個月或以下、可隨時轉換為已知金額之現金且不存在重大價值變動風險之短期高流動性投資。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Leases

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

(i) Classification of assets leased to the Group

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

(ii) Operating lease charges as the lessee

Where the Group has the right to use the 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 rental are charged to profit or loss in the accounting period in which they are incurred.

3. 重大會計政策概要(續)

3.10 租賃

倘本集團決定一項安排(由一項或一連串交易組成)賦予權利於協議時期內使用一項或多項特定資產以換取一筆或多筆款項,則有關安排屬於或包含租賃。有關決定乃按安排性質之評估作出,而不論有關安排是否以法定形式租賃訂立。

(i) 租賃予本集團之資產之分類

當租賃將擁有權之絕大部分風險及報酬轉移予本集團,本集團以租賃持有之資產會分類為根據融資租賃持有。並無將擁有權之絕大部分風險及報酬轉移予本集團之租賃會分類為經營租賃。

(ii) 作為承租人之經營租賃費用

倘本集團擁有根據經營租賃持有之資產之使用權,則根據租賃支付之款項會於租期內以直線法自損益扣除,惟倘另一基準更能代表租賃資產所產生利益之模式則除外。所獲租約優惠於損益確認為總租金淨額之一部分。或然租金於其產生之會計期間自損益扣除。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Leases (Continued)

(iii) Assets leased out under operating leases as lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

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

3.11 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

3. 重大會計政策概要(續)

3.10 租賃(續)

(iii) 經營租賃項下作為出租人出租之資產

經營租賃項下出租之資產乃根據資產之性質計量及呈列。於協商及安排經營租賃時所產生之初步直接成本乃計入租賃資產之賬面值，並根據租期以與租金收入之相同基準確認為開支。

經營租賃之應收租金收入於租賃期間按直線法於損益確認，除非有其他基準更能呈列來自使用租賃資產利益之時間模式。所獲得之租賃減免於損益中確認為應收租賃款項總額淨值之組成部分。或然租金在其賺取之會計期間確認為收入。

3.11 撥備及或然負債

如本集團須就已發生之事件承擔有法律或推定義務，因而可能導致須以經濟效益之資源外流履行責任，並可就責任金額作出可靠之估計時，本集團便會計提撥備。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Provisions and contingent liabilities (Continued)

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

3.12 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services rendered and the use by others of the Group's assets yielding interest and rental income, net of rebates and discounts. A single arrangement is separated into its identifiable components if each component has stand-alone value to the customer and the fair value of the component can be measured reliably. The consideration for the arrangement is allocated to the identifiable components on a relative fair value basis. Revenue is recognised for each component of a single arrangement in accordance with the Group's revenue recognition policies.

3. 重大會計政策概要(續)

3.11 撥備及或然負債(續)

如經濟效益外流之可能性較低，或是無法對有關金額作出可靠估計，便會將有關義務披露為或然負債，惟經濟效益外流之可能性極低則除外。如本集團之可能責任須視乎某宗或多宗未來事件是否發生方能確定是否存在，亦會披露為或然負債，惟經濟效益外流之可能性極低則除外。

3.12 收益確認

收益包括已扣除回扣及折扣之銷售貨品及提供服務以及由其他人士使用本集團資產以產生利息及租金收入之已收及應收代價之公平值。倘各組成部分對客戶而言有個別價值，而組成部分之公平值能可靠地計量，則一項單一安排會分為其可識別分部。安排之代價按相對公平值基準分配至可識別組成部分。每項組成部分之收益乃按本集團確認收益之政策確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Revenue recognition (Continued)

Provided it is probable that the economic benefits will flow to the Group and revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- Sales of goods, including health care products, chemical materials and building materials, are recognised upon transfer of the significant risk and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.
- Consultancy service fee income is recognised when the services are provided.
- Rental income is recognised on straight-line method over the lease period of the tenancy.
- Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

3.13 Impairment of non-financial assets

Property, plant and equipment and intangible assets are subject to impairment testing and are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. 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.

3. 重大會計政策概要(續)

3.12 收益確認(續)

只要經濟利益可能流入本集團及收益及成本(如適用)能可靠計量，收益確認如下：

- 銷售貨品(包括保健產品、化學材料及建築材料)於擁有權之重大風險及報酬轉移予客戶後確認。通常為交付貨品及客戶收取貨品之時。
- 顧問服務費收入乃於提供服務時確認。
- 租金收入於租約之租賃期間按直線法確認。
- 利息收入乃根據尚未償還本金額按時間基準以適用利率累計。

3.13 非財務資產減值

物業、廠房及設備須接受減值測試，並於有跡象顯示該等資產之賬面值可能無法收回時進行減值測試。

減值虧損按資產之賬面值超出其可收回金額數額部分即時確認為支出。可收回金額為反映市況之公平值減銷售成本與使用值兩者中之較高者。評估使用值時，估計未來現金流量按反映幣值時間價值之現行市場評估及該資產之特定風險之稅前折現率折現至其現值。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 Impairment of non-financial assets (Continued)

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

An impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

Impairment loss is 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.

3.14 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

3. 重大會計政策概要(續)

3.13 非財務資產減值(續)

就評估減值而言，倘資產並無產生大致上獨立於其他資產之現金流入，其可收回金額會按獨立產生現金流入之最小組別資產(即現金產生單位)釐定。因此，部分資產會個別檢測減值，部分則按現金產生單位檢測。

減值虧損乃按比例自現金產生單位之其他資產扣除，惟資產之賬面值不得減至低於其個別公平值減銷售成本或使用值(如可釐定)。

倘釐定資產之可收回金額時所用之估計有利變動，而資產賬面值並無超逾未有確認減值虧損時可能釐定之賬面值(扣除折舊或攤銷)，則撥回減值虧損。

3.14 僱員福利

退休福利

僱員之退休福利乃透過定額供款計劃提供。

本集團根據強制性公積金計劃條款，為其所有合資產參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員提供一項強積金計劃。供款按僱員基本薪金之某一百分比作出。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 Employee benefits (Continued)

Retirement benefits (Continued)

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the period. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

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.

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are recognised until the time of leave.

3.15 Income taxes

Income taxes for the period comprise current tax and deferred tax.

3. 重大會計政策概要(續)

3.14 僱員福利(續)

退休福利(續)

在中國運營的集團附屬公司的僱員須參加由當地市政府運作的中央退休金計劃。此類附屬公司需在其員工工資中按一定百分比向中央退休金計劃供款。

供款於僱員於期內提供服務時於損益確認為開支。本集團於該等計劃項下之責任限於應付之固定百分比供款。

短期僱員福利

短期僱員福利乃預期將於僱員提供服務之年度報告期間結束後起計十二個月前全數清償之僱員福利(離職福利除外)。短期僱員福利乃於僱員提供相關服務之年度內確認。

僱員可享有之年假於累計予僱員時確認。因僱員於截至報告日前提供服務而可享有之年假之估計負債會予以準備。

不能累積之補假(如病假及分娩假期)，於休假時方予確認。

3.15 所得稅

期內所得稅包括本期稅項及遞延稅項。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Income taxes (Continued)

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.

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. 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.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

3. 重大會計政策概要(續)

3.15 所得稅(續)

即期稅項乃根據已就所得稅而言毋須課稅或不可扣稅專案作出調整之日常業務產生之利潤或虧損，採用於報告期末已制定或大致制定之稅率計算。

遞延稅項乃就用於財務報告目的之資產及負債之賬面值與用於稅務目的之相應金額間之暫時差額確認。遞延稅項負債會就所有應課稅暫時差額確認。遞延稅項資產於有可能動用應課稅利潤抵銷可抵扣暫時差額之情況下確認。遞延稅項乃按預期適用於變現資產或清償負債期間之稅率(根據報告期末已制定或大致制定之稅率計算得出)計量。

對於計量遞延稅項金額時用於釐定適合稅率之一般規定而言，有一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」而按公平值列賬。除非該假定被推翻，否則此等投資物業之遞延稅項金額乃以出售此等投資物業時所適用之稅率及按其於報告日之賬面值而計量。若投資物業可計提折舊並根據一個商業模式而持有，而該商業模式之目的是隨著時間推移而消耗該物業所體現之絕大部分經濟利益(而不是通過出售)時，該假定即被推翻。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Income taxes (Continued)

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 difference and it is probable that the temporary difference 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 items recognised directly in equity in which case the taxes are also recognised directly in equity.

3.16 Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the chief operating decision-maker i.e. the most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations. Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. 重大會計政策概要(續)

3.15 所得稅(續)

於附屬公司、聯營公司及共同控制實體之投資產生之應課稅暫時差異會確認遞延稅項負債，惟倘本集團可控制暫時差異之撥回及暫時差異將不會於可見將來撥回則另作別論。

所得稅於損益確認，惟倘所得稅與已於其他全面收益確認之專案有關則除外，在此情況下，所得稅亦於其他全面收益確認，或倘所得稅與已直接於權益確認之專案有關則除外，在此情況下，有關稅項亦直接於權益確認。

3.16 分部報告

經營分部及財務報表所呈報各分部專案之金額，乃從為向本集團各項業務及地理位置分配資源及評估其表現而定期向主要營運決策者(即最高行政管理層)提供之財務資料中識別。個別重大經營分部不會合計以供財務呈報之用，惟倘該等分部的經濟特性均屬類似，以及就產品及服務性質、生產工序性質、客戶種類或類別、分銷產品或提供服務之方法以及監管環境之性質均屬類似，則作別論。倘個別不重大經營分部符合以上大部分條件，則可予以合計。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (a) The party is a person or a close member of that person's family is related to the Group if that person,
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Company's parent.
- (b) The party 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 party and the other party is an associate of the third party;

3. 重大會計政策概要(續)

3.17 關連人士

就此等財務報表而言，倘屬以下情況，即有關人士會被視為與本集團有關聯：

- (a) 符合以下條件之人士或該人士之近親與本集團有關聯：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司之主要管理層成員。
- (b) 適用以下任何條件之實體與本集團有關聯：
 - (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)；
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或為另一實體所屬集團旗下成員公司之聯營公司或合營企業)；
 - (iii) 兩間實體及本集團均為同一第三方之合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Related parties (Continued)

- (b) The party is related to the Group if any of the following conditions apply: (Continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

3. 重大會計政策概要(續)

3.17 關連人士(續)

- (b) 適用以下任何條件之實體與本集團有關聯：(續)
- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
- (vi) 該實體受(a)所識別人士控制或共同控制；
- (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員；及
- (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向本集團或其本集團母公司提供主要管理人員服務。

該名人士之直系親屬為可能預期於與實體進行交易時，影響該名人士或受該名人士影響之該等家族成員，並包括：

- (a) 該名人士之子女及配偶或家屬；
- (b) 該名人士之配偶或家屬之子女；及
- (c) 該名人士或該名人士之配偶或家屬之受養人。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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4. ADOPTION OF HKFRSs

4.1 Adoption of new or revised HKFRSs — effective 1 April 2015

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

The adoption of these amendments has no material impact on the Group's financial statements.

4.2 New or revised HKFRSs that have been issued but are not yet effective

The following new or 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.

| | |
|-----------------------|--|
| HKFRSs (Amendments) | Annual Improvements 2012 – 2014 Cycle ¹ |
| Amendments to HKAS 1 | Disclosure Initiative ¹ |
| Amendments to HKAS 27 | Equity Method in Separate Financial Statements ¹ |
| HKFRS 9 (2014) | Financial Instruments ² |
| HKFRS 15 | Revenue from Contracts with Customers ² |

Note:

¹ Effective for annual periods beginning on or after 1 January 2016

² Effective for annual periods beginning on or after 1 January 2018

4. 採納香港財務報告準則

4.1 採納新訂或經修訂香港財務報告準則 — 二零一五年四月一日起生效

| | |
|-------------------------------|----------------------------|
| 香港財務報告準則 (修訂本) | 二零一零年至 二零一二年週期 之年度改進 |
| 香港財務報告準則 (修訂本) | 二零一一年至 二零一三年週期 之年度改進 |
| 香港會計準則 第19號之修訂 本(二零一一年) | 界定福利計劃： 僱員供款 |

採納該等修訂對本集團之財務報表並無重大影響。

4.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

下列可能與本集團財務報表相關之新訂或經修訂香港財務報告準則已頒佈但尚未生效，而本集團並無提早採納。

| | |
|----------------------------|-------------------------------------|
| 香港財務報告準則 (修訂本) | 二零一二年至二零一四年 週期之年度改進 ¹ |
| 香港會計準則 第1號之修訂本 | 披露計劃 ¹ |
| 香港會計準則 第27號之修訂本 | 個別財務報表之權益法 ¹ |
| 香港財務報告 準則第9號 (二零一四年) | 財務工具 ² |
| 香港財務報告準則 第15號 | 來自與客戶合約之收益 ² |

附註：

¹ 於二零一六年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

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4. ADOPTION OF HKFRSs (Continued)

4.2 New or revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to encourage entities to use judgement in the application of HKAS 1 when considering the layout and content of their financial statements.

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”).

4. 採納香港財務報告準則(續)

4.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港會計準則第1號之修訂本 — 披露計劃

該修訂本旨在鼓勵公司在考慮其財務報表之佈局及內容時在應用香港會計準則第1號時運用判斷。

香港會計準則第27號之修訂本 — 個別財務報表之權益法

該修訂允許公司在其個別財務報表中就其於附屬公司、合營企業及聯營公司之投資入賬時採用權益法。

香港財務報告準則第9號(二零一四年) — 財務工具

香港財務報告準則第9號引進有關財務資產分類及計量之新要求。按業務模式持有而目的為收取合約現金流之債務工具(業務模式測試)以及具產生現金流之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。倘該公司業務模式之目的為持有及收取合約現金流以及出售財務資產，則符合合約現金流特徵測試之債務工具按透過按公平值計入其他全面收益(「按公平值計入其他全面收益」)之方式計量。公司可於最初確認時作出不可撤銷之選擇，以按透過按公平值計入其他全面收益之方式計量並非持作買賣之股本工具。所有其他債務及股本工具以按公平值計入損益(「按公平值計入損益」)之方式計量。

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4. ADOPTION OF HKFRSs (Continued)

4.2 New or revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 9 (2014) – Financial Instruments (Continued)

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.

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.

4. 採納香港財務報告準則(續)

4.2 已頒佈但尚未生效之新訂或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) – 財務工具(續)

香港財務報告準則第9號就並非以按公平值計入損益之方式計量之所有財務資產納入新的預期虧損減值模式(取代了香港會計準則第39號之已產生虧損模式)以及新的一般對沖會計規定，以讓公司於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號沿用香港會計準則第39號項下財務負債之確認、分類及計量規定，惟指定按公平值計入損益之財務負債除外，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益確認，除非會產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認財務資產及財務負債之規定。

香港財務報告準則第15號 – 來自與客戶合約之收益

此項新準則確立一個單獨的收益確認框架。該框架的核心原則為公司應確認收益以用金額描述轉讓承諾商品或服務予客戶，該金額反映預期該公司有權就交換該等商品及服務所收取的代價。香港財務報告準則第15號將取代現行收益確認指引(包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋)。

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4. ADOPTION OF HKFRSs (Continued)

4.2 New or 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 has already commenced an assessment of the impact of adopting the above Standards and amendments to existing Standards to the Group.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

4. 採納香港財務報告準則(續)

4.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第15號 — 來自與客戶合約之收益(續)

香港財務報告準則第15號要求以五個步驟確認收益：

- 第一步： 識別與客戶的合約
- 第二步： 識別合約中的履約責任
- 第三步： 釐定交易價
- 第四步： 將交易價分配至各履約責任
- 第五步： 於各履約責任完成時確認收益

香港財務報告準則第15號包含與特定收益相關課題的特定指引，該等指引或會更改根據香港財務報告準則現時應用之方法。該準則亦顯著提升與收益相關的質化與量化披露。

本集團已開始評估採納上述準則及現有準則之修訂本對本集團之影響。

本集團尚未能陳述此等新公佈是否將引致本集團之會計政策及財務報表出現重大變動。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience 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:

5.1 Fair value of investment property

As disclosed in note 16, investment property is measured at fair value and revalued at the end of each reporting period. The fair value is determined with reference to valuation conducted by Roma Appraisals Limited ("Roma"), an independent firm of professional valuer. Such valuation was based on various assumptions which are subject to uncertainty and might materially differ from actual results. In making the judgement, the Group considered current price in an active market for similar properties and used assumptions that were mainly based on market conditions existing at the end of each reporting period.

5.2 Impairment on accounts and other receivables

The Group estimates impairment losses for bad and doubtful debts resulting from the inability of its debtors to make the required payments. These estimates are based on ageing of its accounts and other receivable balances, customers' credit-worthiness, and historical write-off experience. If the financial condition of its debtors deteriorates so that the actual impairment loss will be higher than expected, the Group will revise the basis of making the allowance and its future results would be affected.

5. 關鍵會計估計及判斷

估計及判斷會受到持續評估，並基於過往經驗及其他因素(包括根據情況對未來事件作合理預期)而作出。

本集團就未來作出估計及假設。就定義而言，會計估計結果極少與有關實際結果一致。於下一財政年度，對資產及負債賬面值可能造成重大調整風險之估計及假設討論如下：

5.1 投資物業之公平值

誠如附註16所披露，投資物業乃按公平值計量，並於各報告期末重新估值。公平值乃參考由獨立專業估值師行羅馬國際評估有限公司(「羅馬」)進行之估值釐定。該等估值乃根據多項假設釐定，惟受不確定因素所限，並可能與實際結果出現重大差異。在作出判斷時，本集團考慮活躍市場中類似物業之當前市價，並採用主要根據各報告期末之市況作出之假設。

5.2 應收賬款及其他應收款項

本集團為債務人無力付款而產生之呆壞賬減值虧損進行估計。該等估計乃根據其應收賬款及其他應收款項結餘之賬齡、客戶之信用程度及以往撇賬之經驗而作出。倘債務人之財務狀況惡化，致使實際減值虧損高於預期，則本集團將會修訂作出撥備之基準，並可能對其日後業績構成影響。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

5.3 Sale of technical know-how

During the year ended 31 March 2013, the Group entered into multiple-element arrangements when they sold its intangible assets to Yunnan Jida Biotech Limited ("YJB"), an associate of the Group disposed of on 23 August 2013. The consideration of total arrangements has been allocated to the deliverables based on their relative fair values. The allocated consideration is recognised as revenue in accordance with note 3.12. The Group's directors exercise judgement to determine whether the arrangements comprise identifiable components so as to apply the recognition criteria to the separately identifiable components of a single transaction in order to reflect the substance of the transaction.

5.4 Determining whether the Group is acting as a principal or as an agent in trading of chemical materials

During the current period, the Group has commenced its trading business of chemical materials. The Group entered into a sale contract with its customer in Hong Kong and a purchase contract with its supplier in the PRC. The Group engaged a service provider to repackage the chemical materials when the goods were shipped to Hong Kong to suit the customer's requirements. Management considered that the Group took primary responsibility in arranging the trading activities and has the latitude in setting the selling price with reference to the sale contract terms and the prevailing market price of the chemical materials. The Group also bore the customer's credit risk for the amount receivable from the customer.

5. 關鍵會計估計及判斷(續)

5.3 銷售技術知識

截至二零一三年三月三十一日止年度內，本集團向已於二零一三年八月二十三日出售的本集團聯營公司積華生物科技(「YJB」)出售其無形資產時已訂立多種安排。全部安排之代價已按其各自之公平值分配至可交付部分。所分配之代價根據附註3.12 確認為收益。本集團董事於釐定安排是否包括可識別組成部分時會行使判斷，在個別單一可識別組成部分應用確認原則，以反映交易性質。

5.4 釐定本集團作為買賣化學材料之主要人或代理人

於本期間，本集團已展開其買賣化學材料業務。本集團與其於香港之客戶訂立銷售合約，以及與其於中國之供應商訂立購買合約。本集團委聘服務供應商於貨品運送到香港時重新包裝化學材料，以配合客戶之規定。管理層認為，本集團承擔安排買賣活動之主要責任，並擁有釐定售價(經參考銷售合約條款及化學材料之現行市價)之彈性。本集團亦就應收客戶款項承擔客戶之信貸風險。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

5.4 Determining whether the Group is acting as a principal or as an agent in trading of chemical materials *(Continued)*

Management of the Group considered that the Group is acting as a principal in this trading business because it has exposure to the significant risks and rewards associated with these sales of chemical materials and therefore, gross amount of the sales and cost of sales of these indent trading transactions were recorded. In determining whether the Group is acting as a principal or as an agent, management is required to exercise significant judgement and to consider all relevant facts and circumstances of this trading business.

5.5 Depreciation and amortisation

The Group depreciates the property, plant and equipment and amortises intangible assets in accordance with the accounting policies stated in notes 3.4 and 3.6 respectively. The estimated useful lives reflect the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of these assets. Management reassesses the estimated useful lives at the end of the reporting period.

5.6 Estimated provision for the income tax and related obligations

As detailed in note 11, the Hong Kong Inland Revenue Department ("IRD") has initiated a tax audit on certain subsidiaries of the Company. The tax audit covers the years of assessment from 2008/09 to 2013/14. The directors of the Company are of the opinion that the Group has made the best estimate of the provisions for Hong Kong Profits Tax and related potential penalty for the tax audit in the consolidated financial statements.

5. 關鍵會計估計及判斷(續)

5.4 釐定本集團作為買賣化學材料之主事人或代理人(續)

本集團之管理層認為，本集團於其買賣業務擔當主事人角色，乃由於其面對有關該等化學材料銷售之重大風險及回報，並因而錄得該等期貨買賣交易之銷售總額及銷售成本。釐定本集團為主事人或代理人時，管理層須作出重大判斷及考慮該交易業務之所有相關事實及情況。

5.5 折舊及攤銷

按照附註3.4和附註3.6中的寫明的會計政策，本集團分別對資產、廠房和設備進行了折舊及對無形資產進行了攤銷。估計使用年限代表董事預計本集團擬定通過使用上述資產獲得未來經濟利益的年限。於報告期末，管理層在此評估了估計使用年限。

5.6 所得稅及相關責任之估計撥備

誠如附註11所述，香港稅務局(「稅務局」)已開始就本公司若干附屬公司進行稅務審核。稅務審核涵蓋由二零零八/零九年至二零一三/一四年課稅年度。本公司董事認，本集團已就香港利得稅及綜合財務報表中稅務審核之相關潛在罰款之撥備作出最佳估計。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

5.6 Estimated provision for the income tax and related obligations (Continued)

Provision for potential penalty is recognised in “income tax expense” on the consolidated statement of profit or loss and other comprehensive income and included in “tax payables”. If the final payment required for the settlement of the tax audit is more or less than expected, additional impact to profit or loss may arise.

6. REVENUE

Revenue includes the net invoiced value of goods sold and consultancy service fee income generated by the Group. The amounts of each significant category of revenue recognised during the period/year are as follows:

5. 關鍵會計估計及判斷(續)

5.6 所得稅及相關責任之估計撥備(續)

潛在罰款之撥備乃確認於綜合損益及其他全面收益表之「所得稅開支」並計入「應付稅項」。倘清償稅務審核所須之最終款項高於或少於預期，則可能對損益造成額外影響。

6. 收益

收益包括本集團已售出貨品之發票淨值及產生之顧問服務費收入。各主要類別於期／年內確認之收益金額如下：

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至二零一五年三月三十一日止年度 HK\$'000 千港元 |
|--------------------------------|---------|--|---|
| Sales of health care products | 買賣保健產品 | 763 | 1,171 |
| Sales of chemical materials | 買賣化學材料 | 33,518 | — |
| Sales of building materials | 買賣建築材料 | 3,133 | — |
| Consultancy service fee income | 顧問服務費收入 | 19,589 | 8,165 |
| | | 57,003 | 9,336 |

NOTES TO THE FINANCIAL STATEMENTS

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

7. SEGMENT INFORMATION

The Group determines its operating segments and prepares segment information based on the regular internal financial information reported to the executive directors. The executive directors based on their decisions about resources allocation to the Group's business components and for their review of the performance of those components on these reports. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

For the period from 1 April 2015 to 31 December 2015, the Group has five (31 March 2015: four) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- (i) Trading of health care products, chemical materials and building materials — Trading of health care products, chemical materials and building materials
- (ii) Research and development — Research and development of chemical and biological products
- (iii) Investment and treasury function — Investment holding and treasury function
- (iv) Consultancy and agency business — Provision for property agency and consultancy service
- (v) Property development — Development of residential properties

7. 分部資料

本集團根據定期呈報予執行董事之內部財務資料識別其經營分部及編製分部資料。執行董事根據該等報告所載者決定本集團業務部分之資源分配及檢討該等部分之表現。呈報予執行董事之內部財務資料所載業務部分乃依據本集團之主要產品及服務範疇釐定。

由二零一五年四月一日至二零一五年十二月三十一日，本集團有五個(二零一五年三月三十一日：四個)可呈報分部。由於各業務提供不同產品及服務並須不同業務策略，故該等分部乃分開管理。下列概要載述本集團各呈報分部之營運：

- (i) 買賣保健產品、化學材料及建築材料 — 買賣保健產品、化學材料及建築材料
- (ii) 研究及開發 — 化學及生物產品之研究及開發
- (iii) 投資及財務業務 — 投資控股及財務業務
- (iv) 顧問及營銷代理業務 — 提供物業營銷代理及顧問服務
- (v) 物業發展 — 發展住宅物業

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7. SEGMENT INFORMATION (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs incurred on corporate borrowings
- income tax expense
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but exclude tax recoverable. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment and the Group's headquarters.

Segment liabilities include all liabilities but exclude tax payables. In addition, corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segments.

7. 分部資料(續)

本集團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所用者相同，惟：

- 公司借貸之融資成本
- 所得稅開支
- 並非直接歸屬於任何經營分部之業務活動之公司收支

並無計入經營分部之經營業績。

分部資產包括所有資產，惟不包括可收回稅項。此外，並非直接歸屬於任何經營分部之業務活動之公司資產並無分配予某分部及本集團總部。

分部負債包括所有負債，惟不包括應付稅項。此外，並非直接歸屬於任何經營分部之業務活動之公司負債並無分配予某分部。

並無對可呈報分部作出不均勻分配。

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7. SEGMENT INFORMATION (Continued)

Segment revenue, segment results, segment assets and segment liabilities

Information regarding the Group's reportable segments including the reconciliations to revenue, profit before income tax expense, total assets, total liabilities and other segment information are as follows:

7. 分部資料(續)

分部收益、分部業績、分部資產及分部負債

有關本集團可呈報分部之資料(包括與收益、除所得稅前溢利、資產總值、負債總額及其他分部資料之對賬)如下:

| | | Trading of health care products, chemical materials and building materials 買賣保健產品、化學材料及建築材料 HK\$'000 千港元 | Research and development 研究及開發 HK\$'000 千港元 | Investment and treasury function 投資及財務業務 HK\$'000 千港元 | Consultancy and agency business 顧問及營銷代理業務 HK\$'000 千港元 | Property development 物業發展 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---------------------------|---|--|--|---|---|--------------------------------|
| For the period from 1 April 2015 to 31 December 2015 | 由二零一五年四月一日至二零一五年十二月三十一日期間 | | | | | | |
| Reportable segment revenue | 可呈報分部收益 | 37,414 | — | — | 19,589 | — | 57,003 |
| Reportable segment profit/(loss) | 可呈報分部溢利/(虧損) | 2,131 | (6) | 2,490 | 9,230 | — | 13,845 |
| Employee benefit expenses (including directors' emoluments) | 僱員福利開支 (包括董事酬金) | | | | | | (2,209) |
| Exchange loss, net | 匯兌收益，淨額 | | | | | | (536) |
| Secretary fee | 秘書費用 | | | | | | (1,698) |
| Legal and professional fees | 法律及專業費用 | | | | | | (922) |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | | | | | | 1,503 |
| Reimbursement from former shareholders | 來自前股東之賠償 | | | | | | 9,852 |
| Unallocated corporate income | 未分配公司收入 | | | | | | 280 |
| Unallocated corporate expenses | 未分配公司開支 | | | | | | (977) |
| Profit before income tax expense | 除所得稅開支前溢利 | | | | | | 19,138 |

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7. SEGMENT INFORMATION (Continued)

Segment revenue, segment results, segment assets and segment liabilities (Continued)

7. 分部資料(續)

分部收益、分部業績、分部資產及分部負債(續)

| | | Trading of health care products, chemical materials and building materials | Research and development | Investment and treasury function | Consultancy and agency business | Property development | Corporate | Total |
|--|------------------------------|--|--------------------------|----------------------------------|---------------------------------|----------------------|-----------|----------|
| | | 買賣保健產品、化學材料及建築材料 | 研究及開發 | 投資及財務業務 | 顧問及營銷代理業務 | 物業發展 | 公司 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| For the period from 1 April 2015 to 31 December 2015 (Continued) | 由二零一五年四月一日至二零一五年十二月三十一日期間(續) | | | | | | | |
| Other information | 其他資料 | | | | | | | |
| Interest income from: | 利息收入： | | | | | | | |
| — bank deposits | — 銀行存款 | — | — | — | — | — | 7 | 7 |
| — time deposits | — 定期存款 | — | — | 212 | — | — | — | 212 |
| Amortisation of intangible assets | 無形資產攤銷 | — | — | — | (559) | — | — | (559) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | — | — | (18) | (1,953) | — | — | (1,971) |
| Additions to specified non-current assets [#] | 特定非流動資產之增加 [#] | — | — | — | 3,963 | — | — | 3,963 |

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7. SEGMENT INFORMATION (Continued)

Segment revenue, segment results, segment assets and segment liabilities (Continued)

7. 分部資料(續)

分部收益、分部業績、分部資產及分部負債(續)

| | | Trading of health care products, chemical materials and building materials | Research and development | Investment and treasury function | Consultancy and agency business | Property development | Total |
|------------------------------------|---------------|--|--------------------------|----------------------------------|---------------------------------|----------------------|----------|
| | | 買賣保健產品、化學材料及建築材料 | 研究及開發 | 投資及財務業務 | 顧問及營銷代理業務 | 物業發展 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| As at 31 December 2015 | 於二零一五年十二月三十一日 | | | | | | |
| Reportable segment assets | 可呈報分部資產 | 4,632 | 3,089 | 66,577 | 30,525 | 38,957 | 143,780 |
| Cash and cash equivalents | 現金及現金等價物 | | | | | | 186,094 |
| Other corporate assets | 其他公司資產 | | | | | | 5,419 |
| Group assets | 集團資產 | | | | | | 335,293 |
| As at 31 December 2015 | 於二零一五年十二月三十一日 | | | | | | |
| Reportable segment liabilities | 可呈報分部負債 | 413 | — | 108 | 6,298 | — | 6,819 |
| Tax payables | 應付稅項 | | | | | | 9,242 |
| Accrued expense and other payables | 應計費用及其他應付款項 | | | | | | 610 |
| Other corporate liabilities | 其他公司負債 | | | | | | 3,707 |
| Group liabilities | 集團負債 | | | | | | 20,378 |

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7. SEGMENT INFORMATION (Continued)

7. 分部資料(續)

Segment revenue, segment results, segment assets and segment liabilities (Continued)

分部收益、分部業績、分部資產及分部負債(續)

| | Trading of health care products 買賣保健產品 | Research and development 研究及開發 | Investment and treasury function 投資及 財務業務 | Consultancy and agency business 顧問及 營銷代理業務 | Total 總計 |
|-------------------------------------|---|---|---|--|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Year ended 31 March 2015 | 截至二零一五年 三月三十一日止年度 | | | | |
| Reportable segment revenue | 可呈報分部收益 | | | | |
| | 1,171 | — | — | 8,165 | 9,336 |
| Reportable segment profit/(loss) | 可呈報分部溢利/ (虧損) | | | | |
| | 484 | (6) | 704 | 3,651 | 4,833 |
| Exchange loss, net | 匯兌虧損，淨額 | | | | |
| | | | | | (1,073) |
| Secretary fee | 秘書費用 | | | | |
| | | | | | (806) |
| Legal and professional fees | 法律及專業費用 | | | | |
| | | | | | (113) |
| Unallocated corporate income | 未分配公司收入 | | | | |
| | | | | | 3,480 |
| Unallocated corporate expenses | 未分配公司開支 | | | | |
| | | | | | (3,569) |
| Profit before income tax expense | 除所得稅開支前溢利 | | | | |
| | | | | | 2,752 |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

7. SEGMENT INFORMATION (Continued)

Segment revenue, segment results, segment assets and segment liabilities (Continued)

7. 分部資料(續)

分部收益、分部業績、分部資產及分部負債(續)

| | Trading of health care products | Research and development | Investment and treasury function | Consultancy and agency business | Corporate | Total |
|---|---------------------------------------|--------------------------------|--|---------------------------------------|-----------|----------|
| | 買賣保健產品 | 研究及開發 | 投資及 財務業務 | 顧問及 營銷代理業務 | 公司 | 總計 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Year ended 31 March 2015 (Continued) | 截至二零一五年 三月三十一日 止年度(續) | | | | | |
| Other information | 其他資料 | | | | | |
| Interest income from: | 利息收入： | | | | | |
| — bank deposits | — | — | — | 1 | 31 | 32 |
| — time deposits | — | — | 219 | — | — | 219 |
| Finance costs | — | — | (351) | — | — | (351) |
| Amortisation of intangible assets | — | — | — | (886) | — | (886) |
| Depreciation of property, plant and equipment | (20) | — | — | — | — | (20) |
| Additions to specified non-current assets [‡] | 13 | — | 39 | 2,278 | — | 2,330 |

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

7. SEGMENT INFORMATION (Continued)

Segment revenue, segment results, segment assets and segment liabilities (Continued)

| | Trading of health care products | Research and development | Investment and treasury function | Consultancy and agency business | Total |
|--|---------------------------------------|-----------------------------|--|---------------------------------------|----------|
| | 買賣保健產品 | 研究及開發 | 投資及 財務業務 | 顧問及 營銷代理業務 | 總計 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |

| | | | | | |
|---------------------------------------|------------------|-------|-------|---------|---------|
| As at 31 March 2015 | 於二零一五年 三月三十一日 | | | | |
| Reportable segment assets | 可呈報分部資產 | 1,587 | 3,089 | 179,247 | 9,352 |
| Cash and cash equivalents | 現金及現金等價物 | | | | 2,516 |
| Other corporate assets | 其他公司資產 | | | | 13,118 |
| Group assets | 集團資產 | | | | 208,909 |
| As at 31 March 2015 | 於二零一五年 三月三十一日 | | | | |
| Reportable segment liabilities | 可呈報分部負債 | 207 | — | 102,781 | 2,162 |
| Tax payables | 應付稅項 | | | | 1,075 |
| Accrued expense and other payables | 應計費用及 其他應付款項 | | | | 5,445 |
| Group liabilities | 集團負債 | | | | 111,670 |

Including the Group's property, plant and equipment, intangible assets and investment property.

包括本集團之物業、廠房及設備、無形資產及投資物業。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

7. SEGMENT INFORMATION (Continued)

Geographical information

An analysis of the Group's property, plant and equipment, investment property and intangible assets (i.e. specified non-current assets) by geographical locations, determined based on physical location of the assets, is as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|-------------------------------|-----------|---|---|
| Hong Kong (place of domicile) | 香港(註冊地點) | 35,078 | 33,096 |
| The PRC (excluding Hong Kong) | 中國(不包括香港) | 2,860 | 1,392 |
| | | 37,938 | 34,488 |

The following table provides an analysis of the Group's revenue from external customers:

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|-------------------------------|-----------|---|--|
| Hong Kong | 香港 | 34,281 | 1,171 |
| The PRC (excluding Hong Kong) | 中國(不包括香港) | 22,722 | 8,165 |
| | | 57,003 | 9,336 |

The geographic location of customers is based on the location at which the goods and services were delivered or rendered.

7. 分部資料(續)

地區資料

本集團按資產實際位置釐定之地區劃分之物業、廠房及設備、投資物業及無形資產(即指定非流動資產)分析如下：

下表載列本集團來自外來客戶之收益之分析：

客戶所在地以交付貨品或提供服務之地區為基準。

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

7. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue for the current financial period from one (for the year ended 31 March 2015: one) customer of the Group's trading of health care products, chemical materials and building materials segment amounted to HK\$33,518,000 (for the year ended 31 March 2015: HK\$1,171,000), which represent 59% (for the year ended 31 March 2015: 13%) of the Group's revenue.

Revenue for the current financial period from one customer (for the year ended 31 March 2015: four customers) of the Group's consultancy and agency segment amounted to HK\$6,903,000 (for the year ended 31 March 2015: HK\$3,446,000, HK\$2,532,000, HK\$1,115,000 and HK\$1,072,000), which represent 12% (for the year ended 31 March 2015: 37%, 27%, 12% and 11%) of the Group's revenue.

As at 31 December 2015, amount due from the largest customer accounted for 11% (31 March 2015: 45%) of the Group's total accounts receivable balances.

7. 分部資料(續)

有關主要客戶之資料

本財政年度，本集團買賣保健產品、化學材料及建築材料分部之一名(截至二零一五年三月三十一日止年度：一名)客戶產生之收益為33,518,000港元(截至二零一五年三月三十一日止年度：1,171,000港元)，佔本集團收益之59%(截至二零一五年三月三十一日止年度：13%)。

本財政年度，本集團顧問及營銷代理分部之一名(截至二零一五年三月三十一日止年度：四名)客戶產生之收益為6,903,000港元(截至二零一五年三月三十一日止年度：3,446,000港元、2,532,000港元、1,115,000港元及1,072,000港元)，佔本集團收益之12%(截至二零一五年三月三十一日止年度：37%、27%、12%及11%)。

於二零一五年十二月三十一日，應收最大客戶之款項佔本集團應收賬款結餘總額之11%(二零一五年三月三十一日：45%)。

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8. OTHER INCOME

8. 其他收入

| | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|--|----------------------|---|--|
| Compensation from former shareholders on the shortfall of net asset value of the Group | 前股東因本集團資產 淨值不足而補償 | 6 | 4,035 |
| Interest income on bank deposits | 銀行存款之利息收入 | 219 | 251 |
| Reimbursement from former shareholders (note) | 來自前股東之賠償 (附註) | 9,852 | — |
| Rental income | 租金收入 | 600 | 960 |
| Sundry income | 其他收入 | 57 | 15 |
| | | 10,734 | 5,261 |

Note:

On 12 March 2013, the Company and Sunny Enterprise Limited (“Sunny Enterprise”), a company wholly-owned by former shareholders of the Company, entered into a management agreement (the “Management Agreement”). Pursuant to the Management Agreement, Sunny Enterprise provided certain management services to certain of the Group’s companies for a period of two years with effect from 23 August 2013 and agreed to indemnify the Company any damages, losses, liabilities incurred and happened during the management period. The proposed settlement of HK\$9,143,000 as detailed in note 11 and the professional fees incurred for handling the tax matter of HK\$709,000 will be reimbursed by Sunny Enterprise in the capacity of former shareholders in accordance with the terms of the Management Agreement. As of 31 December 2015, HK\$2,640,000 has been reimbursed by the former shareholder to the Group, the outstanding balance of the proposed settlement of HK\$6,503,000 is included in “other receivables” in note 20. The professional fees of HK\$709,000 had been reimbursed during the current financial period.

附註：

於二零一三年三月十二日，本公司與本公司前股東之全資擁有公司太陽企業有限公司（「太陽企業」）訂立管理協議（「管理協議」）。根據管理協議，太陽企業向本集團若干公司提供若干管理服務，為期兩年，由二零一三年八月二十三日起生效，並同意就管理期間產生及出現之任何損害、損失及負債向本公司作出賠償。建議償付9,143,000港元（詳情載於附註11）及處理稅項事宜產生之專業費用709,000港元將由太陽企業以前股東身份根據管理協議之條款進行賠償。於二零一五年十二月三十一日，前股東已向本集團賠償2,640,000港元，而建議償付之未償還結餘6,503,000港元乃計入附註20之「其他應收款項」。專業費用709,000港元於本財政期間已獲賠償。

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9. FINANCE COSTS

9. 融資成本

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至二零一五年三月三十一日止年度 HK\$'000 千港元 |
|--|--------------------|--|---|
| Interest charges on bank borrowings wholly repayable within five years | 須於五年內悉數償還之銀行貸款利息開支 | — | 351 |

10. PROFIT BEFORE INCOME TAX EXPENSE

10. 除所得稅前溢利

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至二零一五年三月三十一日止年度 HK\$'000 千港元 |
|--|-----------------------|--|---|
| Profit before income tax expense is arrived at after charging/(crediting): | 除所得稅開支前溢利已扣除/(計入): | | |
| Auditor's remuneration | 核數師酬金 | 596 | 500 |
| Cost of inventories recognised as expense | 確認為開支之存貨成本 | 34,879 | 708 |
| Depreciation of property, plant and equipment (note 15) | 物業、廠房及設備折舊(附註 15) | 1,971 | 20 |
| Amortisation of intangible assets (note 17) | 無形資產攤銷(附註 17) | 559 | 886 |
| Employee benefit expenses (including directors' emoluments) (note 13) | 僱員福利開支(包括董事酬金)(附註 13) | 6,295 | 5,839 |
| Operating lease charges in respect of premises | 物業之經營租賃開支 | 174 | 265 |
| Exchange loss, net | 匯兌虧損淨額 | 536 | 1,073 |
| Outgoings in respect of investment property | 投資物業之相關開銷 | 110 | 150 |
| Net rental income from investment property | 投資物業之租金收入淨額 | (490) | (810) |

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11. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% (for the year ended 31 March 2015: 16.5%) on the estimated assessable profits for the period.

Enterprise Income Tax ("EIT") has been provided on the estimated assessable profits of subsidiaries operating in PRC at 25% (for the year ended 31 March 2015: 25%).

11. 所得稅開支

期內，香港利得稅已就估計應課稅溢利按 16.5% (截至二零一五年三月三十一日止年度：16.5%) 之稅率作出撥備。

企業所得稅(「企業所得稅」)已就於中國經營之附屬公司之估計應課稅溢利按 25% (截至二零一五年三月三十一日止年度：25%) 之稅率作出撥備。

| | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|--|-------------|---|--|
| Current tax | 本期稅項 | | |
| — Hong Kong | — 香港 | | |
| Tax for the period/year | 本期間/年度稅項 | 359 | 181 |
| Under-provision in respect of prior years | 過往年度撥備不足 | 9,123 | 3 |
| | | 9,482 | 184 |
| — PRC | — 中國 | | |
| EIT for the period/year | 本期間/年度企業所得稅 | 1,924 | 802 |
| Deferred tax | 遞延稅項 | | |
| Current period/year | 本期間/年度 | — | (217) |
| | | 11,406 | 769 |

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11. INCOME TAX EXPENSE (Continued)

The income tax expense for the period can be reconciled to the profit before income tax expense in the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支(續)

期內所得稅開支與綜合損益及其他全面收益表之除所得稅開支前溢利之對賬如下：

| | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|---|---------------------|---|--|
| Profit before income tax expense | 除所得稅開支前溢利 | 19,138 | 2,752 |
| Tax calculated at the rates applicable to the tax jurisdictions concerned | 按相關稅務司法地區適用之稅率計算之稅項 | 4,002 | 765 |
| Tax effect of non-deductible expenses | 不可扣減開支之稅務影響 | 370 | 247 |
| Tax effect of non-taxable revenue | 毋須課稅收益之稅務影響 | (1,792) | (99) |
| Tax effect of tax losses not recognised | 未確認稅項虧損之稅務影響 | 591 | 463 |
| Tax effect of temporary differences not recognised | 未確認暫時差異之稅務影響 | (888) | (126) |
| Utilisation of tax losses previously not recognised | 動用過往未確認之稅項虧損 | — | (267) |
| Others | 其他 | — | (217) |
| Under-provision in respect of prior years (note) | 過往年度撥備不足(附註) | 9,123 | 3 |
| Income tax expense | 所得稅開支 | 11,406 | 769 |

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11. INCOME TAX EXPENSE (Continued)

The Group has estimated tax losses arising in Hong Kong of HK\$3,971,000 (31 March 2015: HK\$8,269,000) that are available indefinitely for offsetting against future taxable profits of the companies in which losses arose. Deferred tax assets of HK\$655,000 (31 March 2015: HK\$1,364,000) have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Note:

The IRD commenced a tax audit on certain subsidiaries of the Company covers the years of assessment from 2008/09 to 2013/14. During the current financial period, the IRD issued estimated profits tax assessments of HK\$2,640,000 and HK\$2,970,000 to the Group relating to the years of assessment 2008/09 and 2009/10 for the financial years ended 31 March 2009 and 2010, respectively. The Group has lodged objection with the IRD against the assessments. On a complete without prejudice basis and in the interest of time for finalising the tax position of the relevant subsidiaries, on 15 December 2015, the Group offered a settlement proposal for an amount of HK\$9,143,000 as a full and final settlement of the tax matter. On 23 December 2015, the IRD agreed that the relevant subsidiary can holdover HK\$1,683,000 of the tax demanded for the year of assessment 2009/10, while for the amount of HK\$2,640,000, which was paid for purchasing the tax reserve certificate during the current financial period by one of the subsidiaries concerned for the year of assessment 2008/09.

The Group has provided various information and supporting documents to address the enquiries raised by the IRD and to defend its tax position (i.e. offshore claim in relation to certain of its profits, as well as the tax deductibility of various expenses). The IRD is still in the process of reviewing the case and has not expressed any formal opinion on the potential tax liability.

In the opinion of the directors of the Company and based on their best estimate, the Group has made adequate provisions for Hong Kong Profits Tax and related potential penalty for the tax audit as at 31 December 2015.

11. 所得稅開支(續)

本集團在香港產生之估計稅項虧損為3,971,000港元(二零一五年三月三十一日：8,269,000港元)，可無限期用作與產生虧損公司之未來應課稅溢利抵銷。由於該等虧損乃於錄得持續虧損之附屬公司產生，且本集團並不認為有可能會產生可動用稅項虧損之應課稅溢利，故並無就該等虧損確認遞延稅項資產655,000港元(二零一五年三月三十一日：1,364,000港元)。

附註：

稅務局開始就本公司之若干附屬公司進行稅務審核，範圍涵蓋二零零八／零九年及二零一三年／一四年課稅年度。於本財政年度，稅務局已分別就二零零八／零九年及二零零九年／一零年課稅年度向本集團發出截至二零零九年及二零一零年三月三十一日止財政年度金額為2,640,000港元及2,970,000港元之估計利得稅評估。本集團已就該等評估向稅務局提出異議。在完全不影響利益的基準及就確定相關附屬公司的稅務狀況節省時間，於二零一五年十二月十五日，本集團提出和解建議，金額為9,143,000港元，以此作為該稅項事宜的完全及最終和解。於二零一五年十二月二十三日，稅務局同意相關附屬公司可緩繳二零零九／一零年課稅年度要求的稅項1,683,000港元，而2,640,000港元已獲支付，以在本財政期間由其中一間附屬公司就二零零八／零九年課稅年度購買儲稅券。

本集團已就稅務局提出的查詢提供各種資料及支持文件，以就其應課稅狀況(即有關其溢利的離岸申索及多項開支的稅項扣減)提出抗辯。稅務局仍就有關個案進行審理及並未就潛在稅務負債發表任何正式意見。

本公司董事認為及根據彼等的最佳預測，於二零一五年十二月三十一日，本集團已就稅務審核為香港利得稅及相關潛在罰款計提充足撥備。

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12. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

12. 每股盈利

本公司普通權益持有人應佔每股基本盈利乃按以下數據計算：

| | | For the period from 1 April 2015 to 31 December 2015 由 二零一五年 四月一日至 二零一五年 十二月 三十一日 期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月 三十一日 止年度 HK\$'000 千港元 |
|---|---------------------|---|--|
| Earnings | 盈利 | | |
| Earnings for the purposes of basic earnings per share | 用以計算每股基本盈利之盈利 | 7,734 | 1,981 |
| | | '000 千股 | '000 千股 (represented) (經重列) |
| Number of shares | 普通股數目 | | |
| Weighted average number of ordinary shares for the purposes of basic earnings per share | 用以計算每股基本盈利之普通股加權平均數 | 2,010,694 | 1,733,182 |

As set out in note 23, 820,000,000 offer shares were issued on the basis of one offer share for every two existing shares held on 24 August 2015 by the qualifying shareholders at the subscription price of HK\$0.26 per offer share. The weighted average number of ordinary shares in issued during the current period was adjusted to reflect the open offer during the period. Basic earnings per share for the year ended 31 March 2015 were represented to reflect the open offer during the current period.

誠如附註23所載，820,000,000股發售股份已獲發行，基準為合資格股東於二零一五年八月二十四日每持有兩股現有股份獲發一股發售股份，認購價為每股發售股份0.26港元。本期間已發行普通股之加權平均數已作出調整，以反映期內之公開發售。截至二零一五年三月三十一日止年度之每股基本盈利已經重列，以反映本期間之公開發售。

The share option scheme adopted by the Company on 24 September 2003 is valid for a period of 10 years and had been ended on 23 September 2013. No other potential ordinary shares are applicable to the Company as of 31 March 2015 and 31 December 2015, accordingly, diluted EPS is not applicable to the Company.

本公司於二零零三年九月二十四日採納之購股權計劃有效期為十年，截至二零一三年九月二十三日失效。概無其他潛在普通股於二零一五年三月三十一日及二零一五年十二月三十一日適用於本公司，因此，每股攤薄盈利不適用於本公司。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

13. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

13. 僱員福利開支(包括董事酬金)

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年 四月一日至 二零一五年 十二月 三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月三十一日 止年度 HK\$'000 千港元 |
|---|-----------|---|--|
| Salaries and other allowances | 薪金及其他津貼 | 5,311 | 5,148 |
| Contributions to defined contribution plans | 定額供款計劃之供款 | 984 | 691 |
| | | 6,295 | 5,839 |

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財務報表附註

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14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

Directors' emoluments are disclosed as follows:

14. 董事及高級管理層酬金

(a) 董事酬金

董事酬金乃披露如下：

| | | Fees | Salaries and other allowances | Contributions to defined contribution plans | Total |
|--|----------------|----------|-------------------------------|---|----------|
| | | 袍金 | 薪金及其他津貼 | 定額供款計劃之供款 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| For the period from | 由二零一五年四月一日 | | | | |
| 1 April 2015 to | 至二零一五年 | | | | |
| 31 December 2015 | 十二月三十一日期間 | | | | |
| Executive directors | 執行董事 | | | | |
| Mr. Zhou Xuzhou | 周旭洲先生 | — | 375 | — | 375 |
| Ms. Zhou Wen Chuan | 周文川女士 | — | 225 | 11 | 236 |
| Mr. Liu Lailin | 劉來臨先生 | — | 225 | — | 225 |
| Non-executive directors | 非執行董事 | | | | |
| Mr. Chen Xuejun (note (iv)) | 陳學軍先生(附註(iv)) | 70 | — | — | 70 |
| Mr. Mao Zhenhua (note (iii)) | 毛振華先生(附註(iii)) | 19 | — | — | 19 |
| Independent non-executive directors | 獨立非執行董事 | | | | |
| Mr. Lee Cheuk Yin, Dannis (note (iv)) | 李卓然先生(附註(iv)) | 71 | — | — | 71 |
| Mr. Chau Chi Wai, Wilton | 周志偉先生 | 90 | — | — | 90 |
| Mr. Gao Guanjiang | 高冠江先生 | 90 | — | — | 90 |
| Ms. Jing Zhang Brogle (note (iii)) | 張璟瑜女士(附註(iii)) | 19 | — | — | 19 |
| | | 359 | 825 | 11 | 1,195 |

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財務報表附註

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14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(a) Directors' emoluments (Continued)

| | | Fees | Contributions | | Total |
|--|--------------------|----------|-------------------------------|-------------------------------|----------|
| | | | Salaries and other allowances | to defined contribution plans | |
| | | | 薪金及 其他津貼 | 定額供款 計劃之供款 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| For the year ended | 截至二零一五年 | | | | |
| 31 March 2015 | 三月三十一日止年度 | | | | |
| Executive directors | 執行董事 | | | | |
| Mr. Zhou Xuzhou | 周旭洲先生 | — | 500 | — | 500 |
| Ms. Zhou Wen Chuan | 周文川女士 | — | 300 | 3 | 303 |
| Mr. Liu Lailin | 劉來臨先生 | — | 300 | — | 300 |
| Non-executive director | 非執行董事 | | | | |
| Mr. Chen Xuejun (note (iv)) | 陳學軍先生(附註 (iv)) | 118 | — | — | 118 |
| Independent non-executive directors | 獨立非執行董事 | | | | |
| Mr. Lee Cheuk Yin, Dannis (note (iv)) | 李卓然先生 (附註 (iv)) | 120 | — | — | 120 |
| Mr. Chau Chi Wai, Wilton | 周志偉先生 | 120 | — | — | 120 |
| Mr. Gao Guanjiang | 高冠江先生 | 120 | — | — | 120 |
| | | 478 | 1,100 | 3 | 1,581 |

Notes:

- (i) There was no arrangement under which a director waived or agreed to waive any emoluments during the period (for the year ended 31 March 2015: Nil).
- (ii) During the period, no emolument was paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (for the year ended 31 March 2015: Nil).
- (iii) These directors were appointed on 5 October 2015.
- (iv) These directors resigned on 2 October 2015.

附註：

- (i) 期內，概無董事放棄或同意放棄任何酬金之安排(截至二零一五年三月三十一日止年度：無)。
- (ii) 期內，本集團並無支付酬金予董事以吸引彼等加入本集團或作為加入本集團後之報酬，或作為離職之補償(截至二零一五年三月三十一日止年度：無)。
- (iii) 該等董事於二零一五年十月五日獲委任。
- (iv) 該等董事於二零一五年十月二日辭任。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the period included three (for the year ended 31 March 2015: three) directors whose emoluments are reflected in the analysis presented above. Emoluments payable to the remaining two individuals (for the year ended 31 March 2015: two individuals) during the period are as follows:

14. 董事薪酬及高級管理層酬金(續)

(b) 五名最高薪酬人士

期內本集團五名最高薪酬人士包括三名(截至二零一五年三月三十一日止年度: 三名)董事, 有關酬金於上文呈列之分析內反映。期內應付其餘兩名人士(截至二零一五年三月三十一日止年度: 兩名人士)之酬金如下:

| | | For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至二零一五年三月三十一日止年度 HK\$'000 千港元 |
|---|-----------|--|---|
| Salaries and other allowances | 薪金及其他津貼 | 1,000 | 910 |
| Contributions to defined contribution plans | 定額供款計劃之供款 | 14 | 18 |
| | | 1,014 | 928 |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(b) Five highest paid individuals (Continued)

Emoluments of the two individuals (for the year ended 31 March 2015: two individuals) fell within the following bands:

Nil — HK\$1,000,000

No emolument was paid by the Group to the directors or any of the five highest paid individual as an inducement to join or upon joining the Group, or as compensation for loss of office (for the year ended 31 March 2015: Nil).

The emoluments paid or payable to members of senior management are included in the analysis presented above.

14. 董事及高級管理層酬金(續)

(b) 五名最高薪酬人士(續)

兩名(截至二零一五年三月三十一日止年度：兩名)人士之酬金處於以下範圍：

| Number of individuals 人數 | |
|---|---|
| For the period from 1 April 2015 to 31 December 2015 由二零一五年 四月一日至 二零一五年 十二月 三十一日期間 | For the year ended 31 March 2015 截至 二零一五年 三月三十一日 止年度 |
| 2 | 2 |

零至1,000,000港元

本集團概無向董事或五名最高薪酬人士其中任何人士支付酬金，以吸引彼等加入本集團或作為加入本集團後之報酬，或作為離職之補償(截至二零一五年三月三十一日止年度：無)。

已付或應付高級管理人員之酬金載於上文所列之分析。

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

| | | Furniture, fixtures and equipment 傢私、裝置 及設備 HK\$'000 千港元 | Leasehold improvements 租賃裝修 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|------------------------------------|--|--|--------------------------------|
| At 1 April 2014 | 於二零一四年四月一日 | | | |
| Cost | 成本 | 552 | — | 552 |
| Accumulated depreciation | 累計折舊 | (488) | — | (488) |
| Net carrying amount | 賬面淨值 | 64 | — | 64 |
| Year ended 31 March 2015 | 截至二零一五年 三月三十一日止年度 | | | |
| Opening net carrying amount | 期初賬面淨值 | 64 | — | 64 |
| Additions | 添置 | 52 | — | 52 |
| Depreciation (note 10) | 折舊(附註10) | (20) | — | (20) |
| Closing net carrying amount | 期終賬面淨值 | 96 | — | 96 |
| At 31 March 2015 | 於二零一五年 三月三十一日 | | | |
| Cost | 成本 | 604 | — | 604 |
| Accumulated depreciation | 累計折舊 | (508) | — | (508) |
| Net carrying amount | 賬面淨值 | 96 | — | 96 |
| For the period from 1 April 2015 to 31 December 2015 | 由二零一五年四月一日 至二零一五年十二月 三十一日止期間 | | | |
| Opening net carrying amount | 期初賬面淨值 | 96 | — | 96 |
| Additions | 添置 | — | 3,963 | 3,963 |
| Depreciation (note 10) | 折舊(附註10) | (18) | (1,953) | (1,971) |
| Exchange adjustment | 匯兌調整 | — | 74 | 74 |
| Closing net carrying amount | 期終賬面淨值 | 78 | 2,084 | 2,162 |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | | | |
| Cost | 成本 | 604 | 3,963 | 4,567 |
| Accumulated depreciation | 累計折舊 | (526) | (1,953) | (2,479) |
| Exchange adjustment | 匯兌調整 | — | 74 | 74 |
| Net carrying amount | 賬面淨值 | 78 | 2,084 | 2,162 |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

16. INVESTMENT PROPERTY

16. 投資物業

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|-------------------------|-----------------|---|---|
| Fair value | 公平值 | | |
| At 1 April | 於四月一日 | 33,000 | 33,000 |
| Change in fair value | 公平值變動 | 2,000 | — |
| At 31 December/31 March | 於十二月三十一日/三月三十一日 | 35,000 | 33,000 |

The fair value of investment property is a level 2 recurring fair value measurement. The fair values of the Group's investment property as at 31 December 2015 and 31 March 2015 have been arrived at on market value basis carried out by Roma, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

The valuation of the investment property as at 31 December 2015 and 31 March 2015 are determined using direct comparison approach assuming sale of the property in its existing states with the benefit of vacant possession and by making reference to comparable sales transactions as available in the relevant market.

The investment property is leased to Eden (Swiss) Health Management & Consultancy Company Limited ("Eden (Swiss)") and Meilleure International Health Management Company Limited ("Meilleure"), companies controlled by a director of the Company, on a lease term of 2 years and 3 months respectively.

投資物業之公平值為第二級經常性公平值計量。於二零一五年十二月三十一日及二零一五年三月三十一日，本集團投資物業之公平值已按獨立估值師羅馬（持有認可及相關專業資格，並擁有於近期對投資物業之地點及類別進行估值之經驗）按市值基準進行之估值達致。

於二零一五年十二月三十一日及二零一五年三月三十一日，投資物業之估值乃採用直接比較法，假設物業在現況下交吉出售，並經參考於相關市場上取得之可資比較銷售交易而釐定。

投資物業租予本公司一名董事控制之公司Eden (Swiss) Health Management & Consultancy Company Limited（「Eden (Swiss)」）及美瑞國際健康管理有限公司（「美瑞」），租期分別為兩年及三個月。

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17. INTANGIBLE ASSETS

17. 無形資產

| | | Computer system 電腦系統 HK\$'000 千港元 |
|--|----------------------------|--|
| Additions | 添置 | 2,278 |
| Amortisation for the year (note 10) [#] | 本年度攤銷(附註10) [#] | (886) |
| At 31 March 2015 and 1 April 2015 | 於二零一五年三月三十一日及 二零一五年四月一日 | 1,392 |
| Amortisation for the period (note 10) [#] | 本期間攤銷(附註10) [#] | (559) |
| Exchange adjustment | 匯兌調整 | (57) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 776 |

[#] Included in administrative expense

[#] 計入行政費用

18. INVENTORIES

18. 存貨

All inventories held at the end of the reporting periods are health care products.

於報告期末，所有存貨均為保健產品。

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

19. ACCOUNTS RECEIVABLE

The directors of the Company consider that the fair values of accounts receivable are not materially different from their carrying amounts because these amounts have short maturity periods at their inception.

The Group generally allows a credit period of 30 days to 180 days (for the year ended 31 March 2015: 30 days to 180 days) to its trade customers. Based on invoice date, ageing analysis of the Group's accounts receivable net of impairment allowance is as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--------------------------------------|-------------|---|---|
| Within 3 months | 三個月內 | 6,343 | 1,416 |
| Over 3 months but less than 6 months | 三個月以上但少於六個月 | — | 2,551 |
| Over 6 months | 六個月以上 | — | 692 |
| | | 6,343 | 4,659 |

Included in the accounts receivables are balances of HK\$4,308,000 (31 March 2015: HK\$4,515,000) in aggregate due from related companies.

19. 應收賬款

由於應收賬款於訂立時之到期期限短，故本公司董事認為該等款項之公平值與其賬面值並無重大差異。

本集團一般向其貿易客戶提供30日至180日(截至二零一五年三月三十一日止年度：30日至180日)之信貸期。本集團之應收賬款(扣除減值撥備)根據發票日期之賬齡分析如下：

計入應收賬款之應收關聯公司之合計結餘為4,308,000港元(二零一五年三月三十一日：4,515,000港元)。

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19. ACCOUNTS RECEIVABLE (Continued)

Ageing of accounts receivable which are past due but not impaired is as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--------------|----------|---|---|
| 1 — 30 days | 1 — 30日 | 64 | — |
| 31 — 60 days | 31 — 60日 | — | 692 |
| | | 64 | 692 |

At each reporting date, the Group first assesses whether objective evidence of impairment exists individually for its accounts receivable that are individually significant, and individually or collectively for accounts receivable that are not individually significant. The Group also assesses collectively for accounts receivable with similar credit risk characteristics for impairment. The impaired receivables, if any, are determined based on the credit history of its customers, such as financial difficulties or default in payments, and current market conditions. Consequently, specific impairment provision is recognised if the amount is determined to be irrecoverable. Based on impairment assessment, no impairment loss was recognised for the Group's accounts receivable for the period ended 31 December 2015 and year ended 31 March 2015.

The Group did not hold any collateral as security or other credit enhancements over the accounts receivable, whether determined on an individual or collective basis.

19. 應收賬款(續)

已過期但未減值之應收賬款之賬齡如下：

| | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--|---|---|
| | 64 | — |
| | — | 692 |
| | 64 | 692 |

於各報告日，本集團首先評估有否客觀證據證明其個別重大之應收賬款個別出現減值，以及不屬個別重大之應收賬款個別或整體上出現減值。本集團亦整體上就信貸風險特性近似之應收賬款作出減值評估。已減值之應收賬款(如有)乃按其客戶之信貸記錄(例如曾經歷財政困難或拖欠付款及當前市況而釐定。故此，倘金額被釐定為不可收回，則須確認特定減值準備。根據減值評估，截至二零一五年十二月三十一日止期間及截至二零一五年三月三十一日止年度並無就本集團之應收賬款確認減值虧損。

本集團並無就按個別或整體基準釐定之應收賬款持有任何抵押品或其他信貸提升措施。

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20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES 20. 按金、預付款項及其他應收款項

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---|--------------------|---|---|
| Non-current assets: | 非流動資產： | | |
| — Tender deposits (note (a)) | — 投標按金(附註(a)) | 8,359 | 8,861 |
| — Deposits paid for acquisition of companies (note (b)) | — 收購公司之已付按金(附註(b)) | 24,250 | — |
| Deposits | 按金 | 32,609 | 8,861 |
| Current assets: | 流動資產： | | |
| — Deposits (note (c)) | — 按金(附註(c)) | 24,142 | 82 |
| — Other receivables (note (d)) | — 其他應收款項(附註(d)) | 33,660 | 8,420 |
| — Prepayments | — 預付款項 | 2,741 | 30 |
| | | 60,543 | 8,532 |
| | | 93,152 | 17,393 |

Note (a): A tender deposit of RMB7,000,000 (equivalent to approximately HK\$8,359,000) was paid to U-Home Group Limited (31 March 2015: HK\$8,861,000), a wholly owned subsidiary of an executive director and the controlling shareholder of the Company, by the Company on behalf of a wholly owned subsidiary of the Group, Nanjing Tuoyu Property Management Co. Ltd. ("Nanjing Tuoyu"), for bidding a contract for the provision of consultancy and agency business to U-Home Group Limited and its associates. Nanjing Tuoyu succeeded in bidding the tender on 24 March 2014. On 19 May 2014, Nanjing Tuoyu entered into a framework agreement with U-Home Group Limited which is valid for a period of three years commencing from the date when the Company had obtained independent shareholders' approval on the framework agreement and expiring on 31 March 2017. The tender deposit will be refunded within 7 business days after the expiry or termination of the framework agreement.

附註(a)：本公司代表本集團之全資附屬公司南京拓宇置業管理有限公司(「南京拓宇」)向本公司執行董事兼控股股東全資擁有之附屬公司宇業集團有限公司支付投標按金人民幣7,000,000元(相等於約8,359,000港元；二零一五年三月三十一日：8,861,000港元)，以競投向宇業集團有限公司及其聯營公司提供顧問及代理服務之合約。於二零一四年三月二十四日，南京拓宇成功得標。於二零一四年五月十九日，南京拓宇與宇業集團有限公司訂立框架協議，自本公司取得獨立股東有關框架協議之批准當日起計至二零一七年三月三十一日止為期三年有效。投標按金將於框架協議屆滿或終止後7個營業日內退還。

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20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Note (b): On 30 October 2015, U-Home Enterprise Development Company Limited (“UHEL”), a wholly owned subsidiary of the Company, entered into an agreement with Jiangsu Yide Investment Company Limited (“Jiangsu Yide”), an independent third party, pursuant to which UHEL agreed to purchase and Jiangsu Yide agreed to sell the sale capital, representing 100% equity interests in Wuhu Yizhou Trading Company Limited (“Wuhu Yizhou”) at an aggregate consideration of HK\$122,600,000. During the current period, HK\$24,000,000 has been paid by UHEL in cash as a refundable deposit which is included in “Deposits” under non-current assets. As of 31 December 2015, the acquisition of Wuhu Yizhou is not yet completed. Details of the transaction have been set out in the Company’s circular dated 25 January 2016.

In addition, on 30 October 2015, the Company entered into a letter of intent with La Clinique de Paris International Ltd (“LCDPI”) proposed to acquire 25% interests of LCDPI, a high-end health management company which is mainly carrying out high-end health management, advanced anti-aging, preventive and functional medical services and sales of pharmaceuticals and health supplements. During the current period, HK\$250,000 has been paid by the Company in cash as a deposit which is included in “Deposits” under non-current assets. As set out in the Company’s announcement dated 7 December 2015, the Company entered into a memorandum with LCDPI and considers changing the original acquisition of 25% interests to a one-off acquisition of 60% at a consideration which is expected not exceed HK\$150 million. Except for the letter of intent and the memorandum, no other agreement in respect of the acquisition was entered into by the Group.

20. 按金、預付款項及其他應收款項(續)

附註(b): 於二零一五年十月三十日，本公司之全資附屬公司宇業實業發展有限公司(「宇業實業」)與獨立第三方江蘇懿德投資有限公司(「江蘇懿德」)訂立協議，據此，宇業實業同意購買而江蘇懿德同意出售銷售股本，佔蕪湖逸舟商貿有限公司(「蕪湖逸舟」)之100%股權，總代價為122,600,000港元。於本期間，宇業實業已以現金支付24,000,000港元作為可退回按金，並計入非流動資產之「按金」。於二零一五年十二月三十一日，收購蕪湖逸舟尚未完成。該交易之詳情已載於本公司日期為二零一六年一月二十五日之通函。

此外，於二零一五年十月三十日，本公司與La Clinique de Paris International Ltd (「LCDPI」)訂立意向書，建議收購LCDPI之25%股權，該公司為一間高端健康管理公司，主要進行高端健康管理，深度抗衰老、預防醫學、功能醫學等醫療服務，以及買賣藥品及保健品。於本期間，本公司已以現金支付250,000港元作為按金，並計入非流動資產之「按金」。誠如本公司日期為二零一五年十二月七日之公告所載，本公司與LCDPI訂立備忘錄，並考慮將原擬收購之25%股權調整為一次性收購60%，預期代價不超過150,000,000港元。除意向書及備忘錄外，本集團並無就該收購事項訂立其他協議。

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20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Note (c): Included in "Deposits" of HK\$24,142,000 under current assets are deposits paid for the acquisition of a piece of land in Australia as set out below and tender deposits of HK\$4,180,000 in aggregate paid for bidding a "Sole Agency Contracts".

On 9 April 2015, U-Home Oceania Pty Ltd. ("UHOL"), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Alphington Developments Pty Ltd, a company incorporated in Australia with limited liability ("Vendor"), pursuant to which the Vendor agreed to sell and UHOL agreed to acquire the land use right over a land (the "Land") at a consideration of AUD33,480,000 (inclusive of GST) (equivalent to approximately HK\$197,900,000) (the "Acquisition"). The Group plans to build 108 medium to high density townhouses on the Land. Up to the reporting date, HK\$19,899,000 have been paid by UHOL in accordance with the payment schedule as a deposit which is included in "Deposits" under current assets. The completion of the Acquisition is conditional upon the fulfilment of all those conditions precedent stated in the sale and purchase agreement (the "CPs"). As of 31 December 2015, certain of the CPs are not fulfilled.

During the current financial period, tender deposits of HK\$4,180,000 in aggregate was paid by Nanjing Tuoyu to two property developers, namely Jiangsu Yide, an independent third party, and 江蘇宇和置業有限公司("江蘇宇和"), a company owned and controlled by an executive director of the Company, for bidding a "Sole Agency Contracts". The tender deposits are refundable within one month upon the sales targets are met which have been refunded in early 2016.

20. 按金、預付款項及其他應收款項(續)

附註(c)：計入流動資產之「按金」之24,142,000港元為就收購澳洲一幅土地(載於下文)之已付按金及競投「獨家代理合約」支付之投標按金合共4,180,000港元。

於二零一五年四月九日，本集團之間接全資附屬公司U-Home Oceania Pty Limited(「UHOL」)與Alphington Developments Pty Ltd(「賣方」，一家於澳洲註冊成立之有限責任公司)訂立買賣協議，據此，賣方同意出售而UHOL同意收購一幅土地(「該土地」)之土地使用權，代價為33,480,000澳元(包括商品服務稅)(相等於約197,900,000港元)(「收購事項」)。本集團計劃於該土地上建造108間中至高密度鎮屋。報告日期為止，UHOL已根據付款時間表支付19,899,000港元作為按金，並計入流動資產之「按金」。收購事項須待達成買賣協議所載之所有先決條件後(「先決條件」)，方告完成。於二零一五年十二月三十一日，若干先決條件尚未達成。

於本財政期間，南京拓宇就競投「獨家代理合約」向兩家物業發展商，即獨立第三方江蘇懿德，以及本公司一名執行董事擁有及控制之公司江蘇宇和置業有限公司(「江蘇宇和」)支付投標按金合共4,180,000港元。投標按金可於達致銷售目標後一個月內退回，並已於二零一六年年初退回。

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20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Note (d): As of 31 December 2015, a balance of HK\$3,072,000 (31 March 2015: HK\$3,072,000), derived from the disposal of the Group's technical know-how in prior year was included in "Other receivables". The collectability of the balance is subject to the fulfilment of certain conditions set out in the project in which the technical know-how was used for. The project is still in progress at the reporting date.

Included in "Other receivables" of HK\$33,660,000, HK\$18,916,000 representing 10% of the cost of the Land as detailed in note (c) above, was paid by the Company as a cash guarantee to the Vendor's solicitor, Kalus Kenny Interlex, in accordance with the "Deed of Guarantee and Indemnity" which is used to secure the performance of the Company as a guarantor. The balance is refundable upon the completion of the Acquisition.

The carrying amounts of deposits and other receivables are considered a reasonable approximation of fair value.

21. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

20. 按金、預付款項及其他應收款項(續)

附註(d)：於二零一五年十二月三十一日，上年出售本集團技術知識所獲收益餘額為3,072,000港元(二零一五年三月三十一日：3,072,000港元)乃計入「其他應收款項」。該餘額的可回收性須待使用該技術知識之項目所載之若干條件達成後，方可作實。該項目於報告日期仍在進行中。

計入「其他應收款項」之33,660,000港元，18,916,000港元，佔上文附註(c)所述該土地成本之10%，乃由本公司根據用以擔保本公司作為擔保人之表現之「擔保及彌償公契」向賣方之律師Kalus Kenny Interlex支付，作為現金擔保。有關結餘可於完成收購事項後退回。

按金及其他應收款項之賬面值被視為公平值之合理約數。

21. 已抵押銀行存款及現金及現金等價物

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|-----------------------------|-----------|---|---|
| Cash and bank balances | 現金及銀行結餘 | 62,347 | 52,208 |
| Time deposits | 定期存款 | 135,000 | 100,000 |
| Less: Pledged bank deposits | 減：已抵押銀行存款 | — | (100,000) |
| Cash and cash equivalents | 現金和現金等價物 | 197,347 | 52,208 |

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21. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (Continued)

Time deposits earned 0.3% to 0.5% (for the period ended 31 March 2015: 0.5%) interest per annum. As of 31 December 2015, none of the deposits are pledged for security. As of 31 March 2015, the time deposits of HK\$100,000,000 had been pledged to secure the Group's bank borrowings of HK\$100,000,000 which had been fully repaid in April 2015.

The directors of the Company considered that the fair value of time deposits was not materially different from its carrying amount.

As at 31 December 2015, included in cash and bank balances of the Group are bank balances of HK\$7,336,000 (31 March 2015: HK\$3,428,000) denominated in RMB placed with banks in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

22. ACCOUNTS PAYABLE

Ageing analysis of accounts payable, based on invoice dates, is as follows:

| | |
|-----------------------------------|-------------|
| Within 3 months | 三個月內 |
| Over 3 months but within 6 months | 三個月以上但少於六個月 |

21. 已抵押銀行存款及現金及現金等價物(續)

定期存款每年所賺取之利息為0.3%至0.5% (截至二零一五年三月三十一日止期間：0.5%)。於二零一五年十二月三十一日，概無按金予以抵押為擔保品。於二零一五年三月三十一日，定期存款100,000,000港元已予抵押，以擔保本集團之銀行貸款100,000,000港元 (已於二零一五年四月全數償還)。

本公司董事認為定期存款之公平值與其賬面值並無重大差異。

於二零一五年十二月三十一日，本集團之現金及銀行結餘中包括7,336,000港元(二零一五年三月三十一日：3,428,000港元)之銀行結餘乃以人民幣列值及存放於中國之銀行。根據中國之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲準於經授權經營外匯兌換業務之銀行將人民幣兌換為海外貨幣。

22. 應付賬款

應付賬款根據發票日期之賬齡分析如下：

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|-----------------------------------|-------------|---|---|
| Within 3 months | 三個月內 | 2,001 | — |
| Over 3 months but within 6 months | 三個月以上但少於六個月 | 367 | — |
| | | 2,368 | — |

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22. ACCOUNTS PAYABLE (Continued)

Accounts payable as of 31 December 2015 were non-interest bearing. Included in the accounts payable is a balance of HK\$2,062,000 due to a related company, namely 南京德宇建築裝飾有限公司(“南京德宇”)(note 29).

22. 應付賬款(續)

於二零一五年十二月三十一日之應付賬款乃不計息。計入應付賬款之應收一間關聯公司南京德宇建築裝飾有限公司(「南京德宇」)之結餘為2,062,000港元(附註29)。

23. SHARE CAPITAL

23. 股本

| | | 31 December 2015 二零一五年十二月三十一日 | | 31 March 2015 二零一五年三月三十一日 | |
|---|---------------------|----------------------------------|---------------------------------|------------------------------|---------------------------------|
| | | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元之 普通股 | 10,000,000,000 | 100,000 | 10,000,000,000 | 100,000 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元之 普通股 | | | | |
| At 1 April | 於四月一日 | 1,640,000,000 | 16,400 | 1,640,000,000 | 16,400 |
| Issue of shares upon open offer (Note) | 公開發售時發行股份 (附註) | 820,000,000 | 8,200 | — | — |
| At 31 December/31 March | 於十二月三十一日/ 三月三十一日 | 2,460,000,000 | 24,600 | 1,640,000,000 | 16,400 |

Note:

Upon the completion of the open offer on 18 September 2015, 820,000,000 offer shares were issued on the basis of one offer share for every two existing shares held on 24 August 2015 by the qualifying shareholders at the subscription price of HK\$0.26 per offer share, which has resulted to the increase in share capital and share premium of approximately HK\$8,200,000 and HK\$202,728,000 respectively. The related share issue expenses of approximately HK\$2,272,000 were dealt with in the share premium account.

附註：

於二零一五年九月十八日完成公開發售後，820,000,000股發售股份已獲發行，基準為合資格股東於二零一五年八月二十四日每持有兩股現有股份獲發一股發售股份，認購價為每股發售股份0.26港元，致使股本及股本溢價分別增加約8,200,000港元及202,728,000港元。有關股份發行開支約2,272,000乃於股份溢價賬處理。

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24. RESERVES

The Group

Please refer to the consolidated statement of changes in equity on pages 46 to 47 for reserves of the Group.

(i) *Contributed surplus*

Pursuant to the corporate reorganisation of the Group during 2002 to 2003 (the "Reorganisation"), the Company became the holding company of the Group on 24 September 2003. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the Reorganisation was transferred to contributed surplus. The balance is available for distribution to shareholders subject to the provision under section 54 of the Companies Act of Bermuda.

(ii) *Asset revaluation reserve*

The balance as at 31 December 2015 and 31 March 2015 are related to the revaluation of owner-occupied property upon reclassification to investment property during the year ended 31 March 2011.

(iii) *Share premium*

This represents the premium arising from the issue of shares, net of placing expenses.

(iv) *Statutory reserve*

In accordance with the relevant PRC rule and regulations, one subsidiary of the Company is required to appropriate certain percentage of its profits after tax to the respective statutory reserve. Subject to certain restrictions as set out in the relevant PRC regulation, the statutory reserve may be used to make good previous losses, if any, or to increase the paid-up capital of the respective subsidiary, any may be used for capital expenditure on staff welfare facilities, as appropriate.

24. 儲備

本集團

有關本集團之儲備，請參閱第46至47頁之綜合權益變更表。

(i) *繳入盈餘*

根據於二零零二年到二零零三年之本集團企業重組(「重組」)，本公司於二零零三年九月二十四日成為本集團之控股公司。所收購股份所涉及綜合資產淨值超出本公司根據重組發行以作交換之股份之面值之差額，以撥備繳入本盈餘。結餘可供作股東分派，惟須受百慕大公司法第54條規定所限，

(ii) *資產重估儲備*

於截至二零一一年三月三十一日止年度內重新分類為投資物業後，二零一五年十二月三十一日及二零一五年三月三十一日之結餘與重估業主自用物業有關。

(iii) *股本溢價*

此乃發行股份所產生之溢價(扣除配售開支)。

(iv) *法定儲備*

依據有關中華人民共和國法律法規，要求本公司一家附屬公司撥出一定百分比的稅後溢利作為各自的法定儲備。依據中華人民共和國相關法規規定的一些限制，法定儲備可用於彌補往年的虧損(如有)，或增加附屬公司各自的實收股本；任何用於僱員福利設施的資本開支視為非法挪用。

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24. RESERVES (Continued)

The Company

| | | Share premium | Contributed surplus | Retained profits/ (Accumulated losses) | Total |
|--------------------------------------|----------------------------|---------------|---------------------|--|----------|
| | | 股份溢價 | 繳入盈餘 | 保留溢利/ (累計虧損) | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2014 | 於二零一四年四月一日 | 66,909 | 82,180 | (117,390) | 31,699 |
| Profit for the year | 年內溢利 | — | — | 1,626 | 1,626 |
| At 31 March 2015 and 1 April 2015 | 於二零一五年三月三十一日及 二零一五年四月一日 | 66,909 | 82,180 | (115,764) | 33,325 |
| Issues of shares upon open offer | 公開發售時發行股份 | 202,728 | — | — | 202,728 |
| Loss for the period | 期內虧損 | — | — | (2,999) | (2,999) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 269,637 | 82,180 | (118,763) | 233,054 |

24. 儲備(續)

本公司

| | | Share premium | Contributed surplus | Retained profits/ (Accumulated losses) | Total |
|--------------------------------------|----------------------------|---------------|---------------------|--|----------|
| | | 股份溢價 | 繳入盈餘 | 保留溢利/ (累計虧損) | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2014 | 於二零一四年四月一日 | 66,909 | 82,180 | (117,390) | 31,699 |
| Profit for the year | 年內溢利 | — | — | 1,626 | 1,626 |
| At 31 March 2015 and 1 April 2015 | 於二零一五年三月三十一日及 二零一五年四月一日 | 66,909 | 82,180 | (115,764) | 33,325 |
| Issues of shares upon open offer | 公開發售時發行股份 | 202,728 | — | — | 202,728 |
| Loss for the period | 期內虧損 | — | — | (2,999) | (2,999) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 269,637 | 82,180 | (118,763) | 233,054 |

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(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

25. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2015

25. 控股公司於二零一五年十二月三十一日之財務狀況表

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---|--------------------|---|---|
| | | Notes 附註 | |
| ASSETS AND LIABILITIES | 資產及負債 | | |
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 投資於附屬公司 | 82,388 | 82,388 |
| Deposits | 按金 | 8,609 | 8,861 |
| | | 90,997 | 91,249 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 123,183 | 62,194 |
| Deposits, prepayments and other receivables | 按金、預付款項及其他應收款項 | 2,113 | 4,257 |
| Cash and cash equivalents | 現金及現金等價物 | 186,031 | 2,382 |
| | | 311,327 | 68,833 |
| Current liabilities | 流動負債 | | |
| Amounts due to subsidiaries | 應付附屬公司款項 | 144,060 | 104,912 |
| Accrued expenses and other payables | 應計費用及其他應付款項 | 610 | 5,445 |
| | | 144,670 | 110,357 |
| Net current assets/(liabilities) | 流動資產/(負債)淨值 | 166,657 | (41,524) |
| Net assets | 資產淨值 | 257,654 | 49,725 |
| EQUITY | 權益 | | |
| Share capital | 股本 | 23 | 24,600 |
| Reserves | 儲備 | 24 | 233,054 |
| Total equity | 權益總額 | 257,654 | 49,725 |

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

26. INTERESTS IN SUBSIDIARIES

Details of the subsidiaries as at 31 December 2015 are as follows:

26. 於附屬公司之權益

本公司之附屬公司於二零一五年十二月三十一日之詳情如下：

| Name of company 公司名稱 | Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別 | Particulars of issued and paid up capital 已發行及繳足股本詳情 | Percentage of ownership interests held by the Company 本公司持有之擁有權權益百分比 | Principal activities and place of operation 主要業務及營業地點 |
|---|--|--|---|---|
| Jiwa Development Co. Ltd. ("JDL") 英屬處女群島，有限公司 | BVI, limited liability company 英屬處女群島，有限公司 | 50,000 ordinary shares of United States dollar ("US\$") 1 each 50,000股每股面值1美元(「美元」)之普通股 | 100%* | Investment holding, Hong Kong 投資控股，香港 |
| Jiwa International Limited 積華國際有限公司 | Hong Kong, limited liability company 香港，有限公司 | HK\$1,000,000 1,000,000港元 | 100% | Investment holding, Hong Kong 投資控股，香港 |
| Tech-Medi Development Limited 德馨醫藥開發有限公司 | Hong Kong, limited liability company 香港，有限公司 | HK\$200,000 200,000港元 | 100% | Trading of health care products and chemical materials, Hong Kong 買賣保健產品及化學材料，香港 |
| Jiwa Pharm & Chemicals Limited 積華醫藥化工有限公司 | Hong Kong, limited liability company 香港，有限公司 | HK\$1,000,000 1,000,000港元 | 100% | Investment holding and trading of chemical materials, Hong Kong 投資控股及買賣化學材料，香港 |
| Rise Hill Development Limited | BVI, limited liability company 英屬處女群島，有限公司 | 1,000 ordinary shares of US\$1 each 1,000股每股面值1美元之普通股 | 60% | Not yet commence business 尚未開始營業 |
| Base Affirm International Limited ("Base Affirm") | BVI, limited liability company 英屬處女群島，有限公司 | 1,000 ordinary shares of US\$1 each 1,000股每股面值1美元之普通股 | 100% | Research and development 研究及開發 |
| U-Home Group Development Company Limited | BVI, limited liability company 英屬處女群島，有限公司 | 1 ordinary share of US\$1 1股面值1美元之普通股 | 100%* | Investment holding, Hong Kong 投資控股，香港 |
| UHEL | Hong Kong, limited liability company 香港，有限公司 | HK\$100 100港元 | 100% | Investment holding and trading of chemical materials, Hong Kong 投資控股及買賣化學材料，香港 |

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財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

26. INTERESTS IN SUBSIDIARIES (Continued)

26. 於附屬公司之權益(續)

| Name of company 公司名稱 | Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別 | Particulars of issued and paid up capital 已發行及繳足股本詳情 | Percentage of ownership interests held by the Company 本公司持有之擁有權權益百分比 | Principal activities and place of operation 主要業務及營業地點 |
|--|--|--|---|--|
| U-Home Property Management and Consultancy Co. Limited | Hong Kong, limited liability company 香港，有限公司 | HK\$100 100 港元 | 100% | Investment holding, Hong Kong 投資控股，香港 |
| Nanjing Tuoyu | PRC, limited liability company 中國，有限公司 | Renminbi ("RMB") 2,000,000 人民幣(「人民幣」) 2,000,000 元 | 100% | Property consultancy and agency business and trading building materials, PRC 物業顧問及行銷代理服務以及買賣建築材料，中國 |
| U-Home International Enterprises Limited | BVI, limited liability company 英屬處女群島，有限公司 | 1,000 ordinary share of 100%* US\$1 1,000 股每股面值 1 美元之普通股 | | Investment holding, BVI 投資控股，英屬處女群島 |
| UHOL | Australia, limited liability company 澳洲，有限公司 | 100 ordinary share of Australian Dollar ("AUD")1 100 股每股面值 1 澳元 (「澳元」)之普通股 | 100% | Property development, Australia 物業發展，澳洲 |

* Issued capital held directly by the Company

* 由本公司直接持有之已發行股本

None of the subsidiaries had issued any debt securities during the current financial period and last year.

概無附屬公司於本財政期間及去年發行任何債務證券。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

27. COMMITMENTS

(a) Operating lease commitments

At 31 December 2015, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---------------------------------|---------|---|---|
| Within 1 year | 一年內 | 151 | 223 |
| After 1 year but within 5 years | 一年後但五年內 | 157 | 89 |
| | | 308 | 312 |

The Group leases a number of properties under operating leases. The lease runs for a period of two to five years (31 March 2015: two to five years). None of the lease includes contingent rentals.

27. 承擔

(a) 經營租賃承擔

於二零一五年十二月三十一日，本集團根據不可解除之經營租賃在日後應付最低租賃款項總額如下：

本集團根據經營租賃租用若干物業。該等租賃之年期為兩年至五年（二零一五年三月三十一日：兩年至五年）該等租約概無包括或然租金。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

27. COMMITMENTS (Continued)

(b) Operating lease arrangements

As at 31 December 2015, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---------------------------------|---------|---|---|
| Within 1 year | 一年內 | 80 | 960 |
| After 1 year but within 5 years | 一年後但五年內 | — | 80 |
| | | 80 | 1,040 |

During the period, the Group leased out its investment property to Eden (Swiss) and Meilleure under operating lease arrangements which run for a period of three months to two years (for the year ended 31 March 2015: one month to two years). The tenancy agreement with Meilleure has ended on 31 December 2015 and there is no renewal of the agreement up to the reporting date.

(c) Capital commitments

As at 31 December 2015, the Group had capital commitments contracted for but not provided for in these financial statement which are as follows:

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--|-------------------|---|---|
| Acquisition of the Land (note 20(c)) | 收購該土地(附註20(c)) | 170,246 | — |
| Acquisition of a subsidiary (note 20(b)) | 收購一間附屬公司(附註20(b)) | 98,600 | — |
| | | 268,846 | — |

27. 承擔(續)

(b) 經營租賃安排

於二零一五年十二月三十一日，本集團根據不可解除經營租賃在日後之最低租賃款項總額如下：

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|---------------------------------|---------|---|---|
| Within 1 year | 一年內 | 80 | 960 |
| After 1 year but within 5 years | 一年後但五年內 | — | 80 |
| | | 80 | 1,040 |

期內，本集團根據經營租賃向 Eden (Swiss) 及 Meilleure 出租其投資物業，年期為三個月至兩年(截至二零一五年三月三十一日止年度：一個月至兩年)。與 Meilleure 之租賃協議已於二零一五年十二月三十一日終止，而截至報告日期為止並無續訂該協議。

(c) 資本承擔

於二零一五年十二月三十一日，本集團有已簽訂合約惟並未於綜合財務報表作出撥備之資本承擔如下：

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--|-------------------|---|---|
| Acquisition of the Land (note 20(c)) | 收購該土地(附註20(c)) | 170,246 | — |
| Acquisition of a subsidiary (note 20(b)) | 收購一間附屬公司(附註20(b)) | 98,600 | — |
| | | 268,846 | — |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間)

28. DISPOSAL OF A SUBSIDIARY

On 10 November 2015, the Company through JDL, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement (the "Disposal Agreement") with Sunny Enterprises, to dispose its entire 100% equity interests in a subsidiary of the Group, namely Jiwa Rintech Holdings Limited ("JRHL") which held 100% direct equity interests in Sino-Tech International (Macao Commercial Offshore) Limited ("Sino-Tech") for a cash consideration of HK\$1,650,000. The disposal was completed on 30 November 2015.

The carrying amounts of the net assets of JRHL at the disposal date of 30 November 2015 were as follows:

28. 出售一間附屬公司

於二零一五年十一月十日，本公司(透過本公司之全資附屬公司JDL)與太陽企業訂立買賣協議(「出售協議」)，以出售其於本集團一間附屬公司Jiwa Rintech Holdings Limited(「JRHL」)之全部100%股權，該公司持有斯德國際(澳門離岸商業服務)有限公司(「斯德」)之100%直接股權，現金代價為1,650,000港元。該出售事項於二零一五年十一月三十日完成。

於二零一五年十一月三十日之出售日期，JRHL之資產淨值之賬面值如下：

| | | HK\$'000 千港元 |
|---|----------------|-----------------|
| Cash and cash equivalents | 現金及現金等價物 | 985 |
| Other receivables | 其他應收款項 | 22 |
| Amounts due from related companies | 應收關聯公司款項 | 3,707 |
| Accrual and other payables | 應計款項及其他應付款項 | (4) |
| Amounts due to related companies | 應付關聯公司款項 | (4,563) |
| Net assets disposed of | 已出售資產淨值 | 147 |
| Gain on disposal of JRHL | 出售JRHL之收益 | 1,503 |
| Total | 總計 | 1,650 |
| Satisfied by: | 支付方式： | |
| Cash consideration | 現金代價 | 1,650 |
| Net cash inflow arising on disposal | 出售事項產生之淨現金流入淨額 | |
| Cash consideration | 現金代價 | 1,650 |
| Cash and cash equivalents disposed of | 所出售現金及現金等價物 | (985) |
| Net inflow of cash and cash equivalents | 現金及現金等價物流入淨額 | 665 |

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財務報表附註

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29. RELATED PARTY TRANSACTIONS

(a) Related party transactions:

Excepted as disclosed elsewhere in the financial statements, the Group entered into the following transactions with related parties:

| Related party relationship 關聯方關係 | Name of related party 關聯方名稱 | Type of transaction 交易類別 | Transaction amount 交易金額 | | Balance owed/(owing) 結欠/(現欠)結餘 | |
|-------------------------------------|--------------------------------|--|--|---|--|--|
| | | | For the period from 1 April 2015 to 31 December 2015 由二零一五年 四月一日至 二零一五年 十二月三十一 日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至 二零一五年 三月三十一日 止年度 HK\$'000 千港元 | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 | 31 March 2015 二零一五 年三月三十一日 HK\$'000 千港元 |
| Common director 共同董事 | 池州宇成實業發展有限公司 | (i) Agency service income 代理服務收入 | — | 1,115 | — | 370 |
| Common director 共同董事 | 黃山宇達置業有限公司 | (i) Agency service income 代理服務收入 | — | 1,072 | — | 477 |
| Common director 共同董事 | 滄州宇和置業有限公司 | (i) Agency service income 代理服務收入 | — | 3,446 | — | 2,087 |
| Common director 共同董事 | 蕪湖宇尚地產有限公司 | (i) Agency service income 代理服務收入 | 2,509 | 2,532 | 1,118 | 1,581 |
| Common director 共同董事 | 江蘇宇和 | (i) Agency service income 代理服務收入 | 3,256 | — | 2,715 | — |
| Common director 共同董事 | 江蘇宇泰置業有限公司 | (i) Agency service income 代理服務收入 | 3,742 | — | 475 | — |
| Common director 共同董事 | 蘇州宇尚房地產開發有限公司 | (i) Agency service income 代理服務收入 | 3,006 | — | (305) | — |
| Common director 共同董事 | 蕪湖德宇建築裝飾有限公司 | (i) Sales of building materials 買賣建築材料 | 3,133 | — | — | — |
| Common director 共同董事 | 南京尚宇置業顧問有限公司 | (iii) Cost of services provided 提供服務之成本 | 627 | — | — | — |
| Common director 共同董事 | 宇城實業有限公司 | (iii) Prepayment for management service 管理服務之預付款項 | — | — | 300 | — |
| Common director 共同董事 | Eden (Swiss) | (iii) Rental income 租金收入 | 540 | 960 | 20 | 960 |
| Common director 共同董事 | Meilleure | (iii) Rental income 租金收入 | 60 | — | 20 | — |
| Common director 共同董事 | 南京宇尚地產有限公司 | (i) Rental paid 已付租金 | 3 | 35 | — | (34) |
| Common director 共同董事 | 南京德宇 | (i) Purchase of leasehold improvements 購置租賃裝修 | 4,119 | — | (2,458) * | — |

* The balance payable to 南京德宇 is amounted to HK\$2,458,000, of which, HK\$2,062,000 is trading in nature and included in "Accounts payable" (note 22). The remaining of HK\$396,000 is recorded in "Accrued expenses and other payables" as of 31 December 2015.

29. 關聯方交易

(a) 關聯方交易：

除財務報表另有披露者外，本集團與關連人士進行以下重大交易：

* 應付南京德宇之結餘為2,458,000港元，其中2,062,000港元屬買賣性質，並計入「應付賬款」(附註22)。餘下396,000港元乃記錄於二零一五年十二月三十一日之「應計費用及其他應付款項」。

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29. RELATED PARTY TRANSACTIONS

(Continued)

(a) Related party transactions: (Continued)

Notes:

- (i) 池州宇成實業發展有限公司，黃山宇達置業有限公司，滁州宇和置業有限公司，蕪湖宇尚地產有限公司，江蘇宇和，江蘇宇泰置業有限公司，蘇州宇尚房地產開發有限公司，南京德宇，南京宇尚地產有限公司 and 蕪湖德宇建築裝飾有限公司 are companies owned and controlled by Mr. Zhou Xuzhou, the director of the Company.
- (ii) 南京尚宇置業顧問有限公司，宇城實業有限公司，Eden (Swiss) and Meilleure are companies owned and controlled by Ms. Zhou Wen Chuan, the director of the Company.
- (iii) The amounts outstanding in respect of these related parties' transactions from/(to) those related parties are interest free, unsecured and repayable on demand. All outstanding balances will be settled in cash. The Group has not made any provision for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the current and last financial periods regarding related party transactions.

(b) Compensation of key management personnel

Remuneration of directors and other members of key management during the period/year are as follows:

29. 關聯方交易 (續)

(a) 關聯方交易：(續)

附註：

- (i) 池州宇成實業發展有限公司、黃山宇達置業有限公司、滁州宇和置業有限公司、蕪湖宇尚地產有限公司、江蘇宇和、江蘇宇泰置業有限公司、蘇州宇尚房地產開發有限公司、南京德宇、南京宇尚地產有限公司及蕪湖德宇建築裝飾有限公司由本公司董事周旭洲先生擁有並控制。
- (ii) 南京尚宇置業顧問有限公司、宇城實業有限公司、Eden (Swiss) 及 Meilleure 由本公司董事周文川女士擁有並控制。
- (iii) 就該等關聯方交易應收/(應付)該等關聯方之未償還款項為免息、無抵押並須按要償還。所有未償還結餘將以現金清償。本集團並無就關聯方債權人或本財政期間及上一財政期間有關關聯方交易而予以或獲取之任何擔保之呆壞賬作出任何撥備。

(b) 主要管理人員之酬金

期/年內，董事及其他主要管理層成員之酬金如下：

| | For the period from 1 April 2015 to 31 December 2015 由二零一五年四月一日至二零一五年十二月三十一日期間 HK\$'000 千港元 | For the year ended 31 March 2015 截至二零一五年三月三十一日止年度 HK\$'000 千港元 |
|---|--|---|
| Fee, salaries and other allowances | 1,963 | 2,228 |
| Contributions to defined contribution plans | 25 | 20 |
| | 1,988 | 2,248 |

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財務報表附註

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30. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

Set out below is an overview of the carrying amount and fair value of financial assets and financial liabilities held by the Group as defined in note 3.7.

30. 財務資產及負債分類摘要

下表載列附註3.7所界定本集團持有之財務資產及財務債務之賬面值及公平值之概覽。

| | | 31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元 | 31 March 2015 二零一五年 三月 三十一日 HK\$'000 千港元 |
|--|---------------|---|---|
| Financial assets | 財務資產 | | |
| Loans and receivables: | 貸款及應收款項： | | |
| — Accounts receivable | — 應收賬款 | 6,343 | 4,659 |
| — Deposits and other receivables | — 按金及其它應收款項 | 87,339 | 14,291 |
| — Pledged bank deposits | — 已抵押銀行存款 | — | 100,000 |
| — Cash and cash equivalents | — 現金及現金等價物 | 197,347 | 52,208 |
| | | 291,029 | 171,158 |
| Financial liabilities | 財務負債 | | |
| Financial liabilities measured at amortised costs: | 按攤銷成本計量之財務負債： | | |
| — Bank borrowings | — 銀行貸款 | — | 100,000 |
| — Accounts payable | — 應付賬款 | 2,368 | — |
| — Accrued expenses and other payables | — 應計費用及其它應付款項 | 8,768 | 10,595 |
| | | 11,136 | 110,595 |

No financial instruments held by the Group as of 31 March 2015 and 31 December 2015 are measured at fair value.

本集團於二零一五年三月三十一日及二零一五年十二月三十一日概無持有按公平值計量之金融工具。

Financial instruments not measured at fair value include accounts receivable and payable, deposits and other receivables, bank balances and cash, bank borrowings, accrued expenses and other payables. Due to their short term nature, the carrying value of these financial instruments approximates fair value.

未按公平值計量的金融工具包括應收及應付賬款、按金及其它應收款項、銀行結餘及現金、銀行貸款、應計費用和其它應付款項。鑒於該等金融工具期限短，其賬面價值接近公平值。

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31. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include market risk (including currency risk and interest risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the directors of the Company. Overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long-term financial investments are managed to generate lasting returns with acceptable risk levels.

The finance department works under the financial risk management policies approved by the directors of the Company. It identifies ways to access financial markets and monitors the Group's financial risk exposures. Regular reports are provided to the directors of the Company.

31.1 Foreign currency risk

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 Australia with most of the transactions denominated and settled in HK\$, RMB and AUD respectively. No foreign currency risk has been identified for the financial assets and liabilities as they were denominated in a currency same as the functional currencies of the group entities to which these transactions relate.

31. 財務風險管理

本集團於其日常運營過程中使用財務工具而面對財務風險包括市場風險(包括貨幣風險及利率風險)、信貸風險及流動資金風險。

財務風險管理於本集團總部協調，並與本公司董事緊密合作。管理財務風險之整體目標著重透過減低其面對之金融市場風險，保障本集團之中短期現金流量。本集團在可接受之風險水平內管理長期財務投資，以產生持久回報。

財務部按本公司董事批准之財務風險管理政策工作，確定評估金融市場及監察本集團財務風險之方法，並向本公司董事提供定期報告。

31.1 外幣風險

貨幣風險指由於匯率變動導致財務工具之公平值或未來現金流量出現波動之風險。

本集團主要於香港、中國及澳洲經營及投資，當中大部份交易乃分別以港元、人民幣及澳元計值及結算。概無識別財務資產及負債之外幣風險，乃由於其以與該等交易有關之集團實體之功能貨幣相同之貨幣計值。

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.2 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's interest rate risk arises primarily from bank balances and bank borrowings. As of 31 December 2015, the Group had no bank borrowings, the interest rate risk on the bank balances are considered minimal as they are short-term instruments with maturities of less than three month. As the Group has minimal exposure to interest rate risk as of 31 December 2015, no interest rate sensitivity analysis is disclosed.

As of 31 March 2015, the bank borrowings bearing floating rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. It was estimated that a general increase/decrease of 1% in interest rates, with all other variables held constant, would decrease/increase the Group's profit by approximately HK\$835,000.

31. 財務風險管理(續)

31.2 利率風險

利率風險指財務工具之公平值或現金流量因市場利率改變而出現波動之風險。本集團之利率風險主要由銀行結餘及銀行貸款所產生。截至二零一五年十二月三十一日，本集團概無銀行借款，銀行結餘之利率風險被視為極低，原因乃該等結餘為短期工具，到期日少於三個月。由於本集團截至二零一五年十二月三十一日之利率風險極低，故並無披露利率敏感度分析。

截至二零一五年三月三十一日，銀行借款附帶浮動利率，令本集團分別承受利率風險及公平值利率風險。估計在利率一般上升／下跌1%，而所有可變因素不變之情況下，本集團之溢利將減少／增加約835,000港元。

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.3 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 credit risk mainly arises from granting credit to customers in the ordinary course of operations and from its investing activities.

The Group limits its exposure to credit risk by rigorously selecting the counterparties. Credit risk on cash and cash equivalents is mitigated as cash is deposited in banks of high credit rating. Credit risk on receivables is minimised as the Group performs ongoing evaluation on the financial condition of its debtors and tightly monitors the ageing of its receivable balances. Follow up action is taken in case of overdue balances. In addition, management reviews the recoverability of receivables individually and collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

As disclosed in note 7, a significant portion of Group's sales are made to several major customers. These customers made continuous settlements with the Group and therefore, management believes that the credit risk as at 31 December 2015 and 31 March 2015 on the amounts due was minimal.

The credit policies have been consistently applied and are considered to be effective in limiting the Group's exposure to credit risk to a desirable level.

31. 財務風險管理(續)

31.3 信貸風險

信貸風險指財務工具之對手方未能按財務工具之條款履行其責任，並導致本集團錄得財務虧損之風險。

信貸風險主要來自日常營運中授予客戶信貸和投資活動。

本集團嚴選對手方，以限制其信貸風險。由於現金存放於高信貸評級之銀行，故現金及現金等價物之信貸風險得以減輕。由於本集團持續評估其債務人之財政狀況並嚴格監察應收款項結餘之賬齡，故應收款項之信貸風險可以減低。倘欠款逾期未還，則須採取跟進行動。此外，管理層於各報告日將個別及共同審閱應收款項之可收回性，以確保未能收回款項已作出適當減值虧損。

誠如附註7所披露，本集團大部分銷售乃向多名主要客戶作出。該等客戶持續向本集團付款，因此，管理層相信於二零一五年十二月三十一日及二零一五年三月三十一日，該等應收款項之信貸風險極小。

信貸政策一直由本集團沿用，且被認為在規範本集團承擔之信貸風險水平方面行之有效。

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Group is exposed to liquidity risk in respect of settlement of accounts payable, accrued expenses and other payables, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and long term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long-term liquidity needs for a 90-day and 180-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows if available borrowing facilities are expected to be sufficient over the lookout period.

The Group maintains cash and short-term bank deposits to meet its liquidity requirements for 30 day periods at a minimum. Funding for longer-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell longer-term financial assets.

31. 財務風險管理(續)

31.4 流動資金風險

流動資金風險乃與本集團未能履行其以現金或其他財務資產支付之財務負債相關責任之風險有關。本集團在清償應付賬款、應計費用及其他應付款項方面，以及在現金流量管理方面承擔流動資金風險。

本集團之目標為維持適當之流動資產水平及承諾資金額度，以應付其短長期流動資金需要。本集團透過謹慎監察長期財務負債之還款期，以及預測日常業務現金流入及流出，以綜合基準管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按三十日滾存預測。每月釐定九十日及一百八十日監察期，監察長期流動資金需要。現金淨額需求與可動用借貸融資作比較，以釐定空間或任何差額。此分析顯示預期可動用借貸於監察期間是否充足。

本集團維持現金及短期銀行存款以應付其最少三十日之流動資金需求。應付長期流動資金需求之資金已透過保持充足承諾信貸融資額度及出售長期財務資產之能力提供。

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.4 Liquidity risk *(Continued)*

The liquidity policies have been consistently applied by the Group and are considered to have been effective in managing liquidity risks.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities as at 31 December 2015 and 31 March 2015. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

Specifically, for term-loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

31. 財務風險管理(續)

31.4 流動資金風險(續)

流動資金政策於過往數年一直由本集團沿用，且被認為在管理流動資金風險方面行之有效。

以下分析為本集團於二零一五年十二月三十一日及二零一五年三月三十一日之非衍生財務負債及衍生財務負債之剩餘合約到期日。當債權人可選擇清償負債之日期，則負債乃按本集團須付款之最早日期計入。當負債以分期方式清償，則各分期乃分配至本集團須付款之最早期間。

尤其是，就包含可按銀行全權酌情行使之按要求償還條款之定期貸款而言，分析顯示基於本集團可被要求付款(即倘放債人援引彼等之無條件權利即時償還貸款)之最早期間之現金流出。其他銀行貸款之到期日分析乃根據預定還款日期編製。

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.4 Liquidity risk (Continued)

The analysis is based on the undiscounted cash flows of the financial liabilities.

At 31 December 2015

| | | On demand | Within one year | Contractual undiscounted cash flow 合約未貼現現金流量 | Carrying amount |
|-------------------------------------|-------------|------------------------|-------------------------|---|------------------------|
| | | 按要求 HK\$'000 千港元 | 少於一年 HK\$'000 千港元 | 現金流量 HK\$'000 千港元 | 賬面值 HK\$'000 千港元 |
| Non-derivatives | 非衍生 | | | | |
| Accounts payable | 應付賬款 | — | 2,368 | 2,368 | 2,368 |
| Accrued expenses and other payables | 應計費用及其他應付款項 | 8,768 | — | 8,768 | 8,768 |
| | | 8,768 | 2,368 | 11,136 | 11,136 |

At 31 March 2015

| | | On demand | Within one year | Contractual undiscounted cash flow 合約未貼現現金流量 | Carrying amount |
|-------------------------------------|-------------|------------------------|-------------------------|---|------------------------|
| | | 按要求 HK\$'000 千港元 | 少於一年 HK\$'000 千港元 | 現金流量 HK\$'000 千港元 | 賬面值 HK\$'000 千港元 |
| Non-derivatives | 非衍生 | | | | |
| Bank borrowings | 銀行貸款 | 100,000 | — | 100,000 | 100,000 |
| Accrued expenses and other payables | 應計費用及其他應付款項 | 10,595 | — | 10,595 | 10,595 |
| | | 110,595 | — | 110,595 | 110,595 |

31. 財務風險管理(續)

31.4 流動資金風險(續)

此分析乃根據財務負債之未貼現現金流量作出。

於二零一五年十二月三十一日

於二零一五年三月三十一日

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31. FINANCIAL RISK MANAGEMENT

(Continued)

31.4 Liquidity risk (Continued)

The following table summarises the maturity analysis of term loans with repayment on demand clause based on the agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. Taking into account the Group's financial position, the directors did not consider that it was probable that the banks will exercise their discretion to demand immediate repayment. The term loans had been fully repaid in April 2015.

Maturity analysis of term loans subject to a repayment on demand clause based on scheduled repayments is as follows:

31. 財務風險管理(續)

31.4 流動資金風險(續)

下表概述具有按要求償還條款之定期貸款按貸款協議所載協定預定還款作出之到期日分析。該金額包括使用合約利率計算之利息付款。經考慮本集團之財務狀況，董事認為銀行不大可能行使其酌情權要求即時償還。該等定期貸款已於二零一五年四月全數償還。

按預定還款期分析之具有按要求償還條款之定期貸款之到期日分析如下：

| | | Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元 | On demand 按要求 HK\$'000 千港元 |
|------------------|--------------|---|--|
| 31 December 2015 | 二零一五年十二月三十一日 | — | — |
| 31 March 2015 | 二零一五年三月三十一日 | 100,000 | 100,000 |

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32. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as going concern in order to provide returns for the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and to support the Group's stability and growth.

The Group monitors its capital structure and make adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, issue new shares, raise new debt financing or sell assets to reduce debts. No changes were made in the objectives, policies or processes during the current financial period and last year. Management regards total equity as capital for capital management purpose.

The Group monitors capital using gearing ratio, which is net debt divided by total equity. Net debt is calculated as bank borrowings less cash and cash equivalents and pledged bank deposits as shown in the consolidated statement of financial position. The Group aims to maintain the gearing ratio at a reasonable level.

As the Group is in a net cash position at the reporting dates of 31 December 2015 and 31 March 2015, the gearing ratio has not been presented.

As disclosed in note 24(iv), a subsidiary of the Group is required by the relevant laws and regulations of the PRC to contribute and maintain non-distributable statutory reserve. Except for the above, there is no other externally imposed capital requirement of the Group for the current financial period and last year.

32. 資本管理政策

本集團管理資本之目標，旨在確保本集團持續經營之能力，令股東及其他利益相關團體獲得回報及利益，並維持最佳資本結構以減低資本成本，令本集團可以穩定地增長。

本集團監察其資本架構，並根據經濟環境變動及相關資產之風險特色作出調整。為維持或調整資本結構，本集團或會調整派予股東之股息金額、發行新股、發行新債融資或出售資產以減低負債。於本財政期間及去年，本集團並無就目標、政策或過程作出任何變動。為達成資本管理目的，將權益總額視為資本。

本集團使用資產負債比率(即負債淨額除以權益總額)監察其資本。負債淨額乃按銀行貸款減現金及現金等價物計算(誠如綜合財務狀況表內所顯示)。本集團旨在維持資產負債比率在合理水平內。

由於本集團於二零一五年十二月三十一日及二零一五年三月三十一日報告生成之日處於淨現金狀況，故未列出資產負債比。

誠如附註24(iv)所披露，中國相關法律法規要求本集團之附屬公司繳納並維持不可分配之法定儲備。此外，於本財政期間及去年，本集團並無其它外部強加之資本要求。

FIVE YEARS FINANCIAL SUMMARY

五年財務摘要

| | | Year ended 31 March 截至三月三十一日止年度 | | | | Nine months ended 31 December 2015 截至 二零一五年 十二月 三十一日止 九個月 |
|---|-----------------|------------------------------------|-----------|-----------|-----------|---|
| | | 2012 | 2013 | 2014 | 2015 | 2015 |
| | | 二零一二年 | 二零一三年 | 二零一四年 | 二零一五年 | 二零一五年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Revenue | 收益 | 203,787 | 35,648 | 35,079 | 9,336 | 57,003 |
| Profit from operation | 經營溢利 | 37,921 | 16,396 | 95,785 | 3,103 | 19,138 |
| Finance costs | 融資成本 | (3,404) | (4,435) | (1,401) | (351) | — |
| Share of results of associates | 應佔聯營公司業績 | 40,737 | 35,352 | 27,135 | — | — |
| Profit before income tax expense | 除所得稅前溢利 | 75,254 | 47,313 | 121,519 | 2,752 | 19,138 |
| Income tax expense | 所得稅開支 | (4,636) | (5,559) | (32,302) | (769) | (11,406) |
| Profit for the year | 年內溢利 | 70,618 | 41,754 | 89,217 | 1,983 | 7,732 |
| Attributable to | 以下人士應佔 | | | | | |
| Owners of the Company | 本公司擁有人 | 70,620 | 41,754 | 89,219 | 1,981 | 7,734 |
| Non-controlling interests | 非控股權益 | (2) | — | (2) | 2 | (2) |
| | | 70,618 | 41,754 | 89,217 | 1,983 | 7,732 |
| Assets and liabilities and non-controlling interests | 資產及負債及 非控股權益 | | | | | |
| Total assets | 資產總值 | 932,953 | 872,449 | 207,420 | 208,909 | 335,293 |
| Total liabilities | 負債總額 | (328,370) | (256,512) | (112,206) | (111,670) | (20,378) |
| Non-controlling interests | 非控股權益 | 6 | 6 | 8 | 6 | 8 |
| | | 604,589 | 615,943 | 95,222 | 97,245 | 314,923 |

