



Allan International Holdings Limited

(亞倫國際集團有限公司)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 684)

Annual Report 年報
2015/2016

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Corporate Information

Board of Directors

Executive Directors

Mr. Cheung Lun (*Chairman*)
Mr. Cheung Shu Wan (*Managing Director*)
Ms. Cheung Lai Chun, Maggie
Ms. Cheung Lai See, Sophie
Mr. Cheung Pui

Independent Non-Executive Directors

Dr. Chan How Chun
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

Company Secretary

Ms. Wong Lai Yung

Qualified Accountant

Ms. Wong Lai Yung

Audit Committee

Dr. Chan How Chun*
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

Remuneration Committee

Mr. Lai Ah Ming, Leon*
Dr. Chan How Chun
Ms. Cheung Lai See, Sophie

Auditors

Deloitte Touche Tohmatsu
Certified Public Accountants
35th Floor
One Pacific Place
88 Queensway
Hong Kong

Legal Advisers on Bermuda Law

Conyers, Dill and Pearman
2901 One Exchange Square
8 Connaught Place
Central
Hong Kong

* *Chairman of the relevant Board Committees*

公司資料

董事會

執行董事

張倫先生 (*主席*)
張樹穩先生 (*董事總經理*)
張麗珍女士
張麗斯女士
張培先生

獨立非執行董事

陳孝春博士
黎雅明先生
盧寵茂教授

公司秘書

黃麗蓉女士

合資格會計師

黃麗蓉女士

審核委員會

陳孝春博士*
黎雅明先生
盧寵茂教授

薪酬委員會

黎雅明先生*
陳孝春博士
張麗斯女士

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一座
35樓

百慕達法律之法律顧問

Conyers, Dill and Pearman
香港
中環
康樂廣場8號
交易廣場第一座2901室

* *有關委員會的主席*

Corporate Information

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Chong Hing Bank Limited

Share Registrars and Transfer Office

Appleby Management (Bermuda) Ltd.
Canon's Court, 22 Victoria Street
Hamilton HM 22
Bermuda

Hong Kong Branch Registrars and Transfer Office

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

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

12th Floor, Zung Fu Industrial Building
1067 King's Road
Quarry Bay
Hong Kong
Tel: (852) 2103 7288
Fax: (852) 2214 9357
Website: www.allan.com.hk

Stock Code

684

公司資料

主要往來銀行

香港上海滙豐銀行有限公司
創興銀行有限公司

股份過戶登記處

Appleby Management (Bermuda) Ltd.
Canon's Court, 22 Victoria Street
Hamilton HM 22
Bermuda

股份過戶登記處香港分處

卓佳標準有限公司
香港
灣仔
皇后大道東183號
合和中心二十二樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
鰂魚涌
英皇道1067號
仁孚工業大廈12樓
電話：(852) 2103 7288
傳真：(852) 2214 9357
網址：www.allan.com.hk

股份代號

684

Chairman Statement

On behalf of the Board of Directors of Allan International Holdings Limited (the “Company”), I am pleased to present the audited consolidated statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2016.

For the year ended 31 March 2016, the Group’s sales turnover decreased by 19.6% to HK\$1,565.3 million (2015: HK\$1,946.0 million). It had been an extremely difficult and challenging year for the Group. The Group recorded the most severe drop in revenue in the Group’s history. Sales orders had been slow and unpredictable as the demands from all markets remained weak. Order deferrals and cancellations have become more pronounced and we had to stay vigilant and closely monitor our inventory. Manufacturing in the PRC continued to face increase in labour costs and operating costs. The Group had managed to apply stringent cost control measures and efficiency enhancements to mitigate the negative effect of the drop in sales and rising costs.

On 13 January 2016, the Group entered into a sale and purchase agreement with an independent third party to disposal of a property, namely, all that 12th Floor of Zung Fu Industrial Building, 1067 King’s Road, Hong Kong at a cash consideration of HK\$179.0 million. In addition, pursuant to the agreement, upon completion of the transaction, the Group continues to occupy the property by entering into a tenancy agreement with the Purchaser in respect of the Property for three years commencing from the date of completion, 3 March 2016. This sale and leaseback arrangement resulted in a gain of HK\$110.8 million and a deferred income of HK\$56.2 million at 31 March 2016.

主席報告

本人謹代表亞倫國際集團有限公司（「本公司」）董事會欣然呈交本公司及其附屬公司（統稱「本集團」）截至二零一六年三月三十一日止年度經審核綜合報告。

截至二零一六年三月三十一日止年度，本集團之銷售營業額下跌19.6%至15億6,530萬港元（二零一五年：19億4,600萬港元）。是本集團經歷舉步維艱及極具挑戰性的一個年度。集團營業額的下跌更是本集團歷年以來錄得最為嚴重。由於市場需求疲弱，銷售訂單仍然緩慢及不明朗。訂單延期或取消的日益顯著，我們必須保持警覺，密切監控我們的存貨。製造業在中國繼續面臨勞動力和營運成本的增加。集團致力執行嚴格的成本控制措施，並提升生產效率，以緩和銷售下降和成本上升的負面影響。

於二零一六年一月十三日，本集團與一獨立第三方訂立一份買賣合約，出售香港英皇道1067號仁孚工業大廈12樓整層，現金代價為1億7,900萬港元。此外，根據合約協議，在完成交易後，本集團與買方就該物業訂立一項租約，租賃期為三年，由交易完成日，即二零一六年三月三日起計，可繼續使用該物業。就出售及售後回租的安排，於二零一六年三月三十一日的年度，為本集團帶來1億1,080萬港元的收益及5,620萬港元的遞延收入。

Chairman Statement

For the year ended 31 March 2016 the consolidated net profit increased by 92.5% to HK\$135.7 million (2015: HK\$70.5 million). Basic earnings per share of the Group for the year ended 31 March 2016 was HK40.4 cents (2015: HK21.0 cents). The Board of Directors has resolved to recommend at the forthcoming Annual General Meeting the payment of a final dividend of HK5.5 cents (2015: HK7.5 cents) and a special dividend of HK28.0 cents (2015: nil) per share for the year ended 31 March 2016. Together with the interim dividend of HK1.5 cents per share paid in January this year, the total dividend for the year ended 31 March 2016 will be HK35.0 cents per share (2015: HK10.0 cents).

We are fully aware of the uncertainties and challenges lying ahead. The full impact of the withdrawal of the United Kingdom from the European Union is yet to be seen. We will stay alert to market turbulences and closely monitor the longer term effect on the global markets. With our prudent and pragmatic business approach, financial strength and commitment to excel, we will strive on and tread cautiously to ride through the current and coming difficulties and challenges.

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation to our employees, shareholders and business associates for their continual contribution and support throughout the year.

Cheung Lun

Chairman

Hong Kong

27 June 2016

主席報告

截至二零一六年三月三十一日止年度，綜合純利增加92.5%至1億3,570萬港元（二零一五年：7,050萬港元）。本集團截至二零一六年三月三十一日止年度之每股基本盈利為40.4港仙（二零一五年：21.0港仙）。董事會已決議於應屆股東週年大會上建議派發截至二零一六年三月三十一日止年度之末期股息每股5.5港仙（二零一五年：7.5港仙）及特別股息每股28.0港仙（二零一五年：無）。連同已於本年一月份派發之中期股息每股1.5港仙，截至二零一六年三月三十一日止年度之股息總額將為每股35.0港仙（二零一五年：10.0港仙）。

我們充分意識到前面的不確定因素及挑戰。英國從歐盟撤出的全面影響仍有待觀察。對於市場的動盪，我們會保持警覺，密切監測全球市場較長遠的影響。憑藉本集團審慎務實的商業策略、強健的資金以及對卓越的執著追求，本集團將努力及謹慎而行，跨越當前的難關及面對未來的挑戰。

本人謹藉此機會代表董事會衷心感謝各員工、股東及業務夥伴年內之持續貢獻及支持。

主席

張倫

香港

二零一六年六月二十七日

Financial Highlights

財務摘要

		For the year ended 31 March 截至三月三十一日止年度		
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	Change 變更 %
Revenue	營業額	1,565,325	1,946,003	-20%
Gross Profit	毛利	188,633	221,348	-15%
Gross Profit %	毛利率	12.1%	11.4%	
Net Profit	純利	135,656	70,480	+92%
Net Profit%	純利率	8.7%	3.6%	
		HK cents 港仙	HK cents 港仙	%
Earnings Per Share	每股盈利	40.4	21.0	+92%
Dividend Per Share – Interim	每股股息—中期	1.5	2.5	
Dividend Per Share – Final	每股股息—末期	5.5	7.5	
Dividend Per Share – Special	每股股息—特別	28.0	–	
Dividend Per Share – Total	每股股息—總額	35.0	10.0	+250%

		As at 31 March 於三月三十一日			
		2016 二零一六年 Day 天	2015 二零一五年 Day 天	Change 變更 Day 天	
Inventory Turnover Days	存貨週轉天數	*1	24	22	+2
Trade Receivables and Bills Receivable Turnover Days	應收貿易賬款及 應收票據週轉天數	*2	70	75	-5
Trade Payables Turnover Days	應付貿易賬款週轉天數	*3	53	56	-3
Gearing Ratio	資產負債比率	*4	4.9%	7.3%	-2.4 Points點
Return on Equity	股東權益回報率	*5	12.1%	6.6%	+5.5 Points點

Notes: 附註:

*1 Inventory turnover days is equal to the average of the opening and closing inventory divided by the cost of sales and multiplied by the number of days for the year
*1 存貨週轉天數相等於期初及期末存貨平均數除以銷售成本再乘以全年天數

*2 Trade receivables and bills receivable turnover days is equal to trade receivables and bills receivable divided by the revenue and multiplied by the number of days for the year
*2 貿易應收賬款及應收票據週轉天數相等於貿易應收賬款及應收票據除以營業額再乘以全年天數

*3 Trade payables turnover days is equal to trade payables divided by the cost of sales and multiplied by the number of days for the year
*3 應付貿易賬款週轉天數相等於應付貿易賬款除以銷售成本再乘以全年天數

*4 Gearing Ratio is equal to the total borrowings divided by the equity
*4 資產負債比率乃根據借貸總額除以股東權益

*5 Return on Equity is equal to the net profit for the year divided by the average of the opening and closing equity
*5 股東權益回報率相等於本年度純利除以期初及期末股東權益平均數

Management Discussion and Analysis

管理層討論與分析

Business Review

The Group is engaged in manufacturing of a wide range of household electrical appliances.

For the year ended 31 March 2016 had been an extremely difficult and challenging year for the Group. Demands for all markets remained weak and competition in the household electrical appliance industry was fiercer than ever. The downturn in the sales turnover was the most severe in the Group's history. Order visibility was getting shorter as customers seek to reduce their inventory carrying risks.

During the year under review, sales turnover decreased by 19.6% to HK\$1,565.3 million. Sales turnover to Europe decreased by 17.8% to HK\$812.4 million representing 51.9% of the Group's sales turnover. Sales turnover to Asia decreased by 15.4% to HK\$394.8 million representing 25.2% of the Group's sales turnover. Sales turnover to America decreased by 23.1% to HK\$311.2 million representing 19.9% of the Group's sales turnover. Sales turnover to other regions decreased by 45.8% to HK\$46.9 million representing 3.0% of the Group's sales turnover.

Gross profit for the year ended 31 March 2016 decreased by 14.8% to HK\$188.6 million. Gross profit margin increased from 11.4% to 12.1%. The improvement in gross profit margin was mainly attributed to the stabilized raw material costs which counteracted to the increase in labour costs and operating costs in the PRC.

The Group continued to apply stringent control on all costs and expenses. Selling and distribution expenses decreased by 12.9% to HK\$30.1 million. As a percentage to sales turnover, selling and distribution expenses increased slightly from 1.8% to 1.9% compared to last year. Administration expenses decreased by 10.1% to HK\$129.5 million. As a percentage to sales turnover, administration expenses increased from 7.4% to 8.3% compared to last year.

業務回顧

本集團從事製造多種家庭電器。

截至二零一六年三月三十一日止年度的一年，是本集團經歷舉步維艱及極具挑戰性的一個年度，所有市場的需求仍然疲弱，家用電器行業的競爭比以往任何時候都更加激烈。銷售營業額下跌情況更是本集團歷年以來最為嚴重的。客戶為降低其存倉量的風險，顯著地縮短其訂單的時間。

於回顧年度，銷售營業額下跌19.6%至15億6,530萬港元。歐洲銷售營業額下跌17.8%至8億1,240萬港元，佔本集團銷售營業額51.9%。亞洲銷售營業額減少15.4%至3億9,480萬港元，佔本集團銷售營業額25.2%。美洲銷售營業額減少23.1%至3億1,120萬港元，佔本集團銷售營業額19.9%。其他地區銷售營業額減少45.8%至4,690萬港元，佔本集團銷售營業額3.0%。

截至二零一六年三月三十一日止年度之毛利減少14.8%至1億8,860萬港元。毛利率由11.4%提升至12.1%。毛利率之改善主要是由於穩定的原材料成本抵消了中國的勞動力成本及經營成本之升幅。

本集團繼續對所有成本及開支實施嚴格的控制。銷售及分銷開支減少12.9%至3,010萬港元。銷售及分銷開支佔銷售營業額之百分比由上年之1.8%輕微增加至1.9%。行政開支減少10.1%至1億2,950萬港元。行政開支佔銷售營業額之百分比由上年之7.4%增加至8.3%。

Management Discussion and Analysis

On 13 January 2016, the Group entered into a sale and purchase agreement with an independent third party to disposal of a property, namely, all that 12th Floor of Zung Fu Industrial Building, 1067 King's Road, Hong Kong at a cash consideration of HK\$179.0 million. In addition, pursuant to the agreement, upon completion of the transaction, the Group continues to occupy the property by entering into a tenancy agreement with the Purchaser in respect of the Property for three years commencing from the date of completion, 3 March 2016. This sale and leaseback arrangement resulted in a gain of HK\$110.8 million and a deferred income of HK\$56.2 million at 31 March 2016.

The investment property located in Wanchai, Hong Kong was revaluated at HK\$242.0 million at 31 March 2016 (2015: HK\$248.0 million) giving rise to a decrease in fair value of HK\$6.0 million in the income statement.

Net Profit for the year increased by 92.5% to HK\$135.7 million (2015: HK\$70.5 million). Net profit margin increased from 3.6% to 8.7% compared to last year.

Prospects

Going forward, we expect 2016/17 would be yet another difficult year. Business environment would be even more turbulent and challenging. Consumer sentiments and demand would remain weak as economic and political conditions are uncertain. The household electrical appliances industry would remain extremely competitive. As such, the pressure on the product selling prices would still be very severe. Material costs are expected to be largely stable while labour costs and operating costs in PRC would continue to rise, although at a slower pace than before. We would aim to expand through both customer base and product categories. We would invest in our engineering and R&D capabilities to offer total project management with unique and innovative product platforms to our customers. We would strive to stay slim and efficient through automation, manpower streamlining and process improvements. Stringent cost and expense control, productivity efficiency improvements, persistence in quality products and engineering and R&D capabilities would continue to be our focus and top priorities.

管理層討論與分析

於二零一六年一月十三日，本集團與一獨立第三方訂立一份買賣合約，出售香港英皇道1067號仁孚工業大廈12樓整層，現金代價為1億7,900萬港元。此外，根據合約協議，在完成交易後，本集團與買方就該物業訂立一項租約，租賃期為三年，由交易完成日，即二零一六年三月三日起計，可繼續使用該物業。就出售及售後回租的安排，於二零一六年三月三十一日的年度，為本集團帶來1億1,080萬港元的收益及5,620萬港元的遞延收入。

位於香港灣仔的投資物業已於二零一六年三月三十一日重估為2億4,200萬港元（二零一五年：2億4,800萬港元），導致公平值減少600萬港元，已計入收益表內。

本年度純利增加92.5%至1億3,570萬港元（二零一五年：7,050萬港元）。純利率由上年之3.6%上升至8.7%。

展望

展望未來，本集團預期2016/17將仍是一個困難的年度，營商環境將更加動盪及具挑戰性。由於經濟及政治狀況不明朗，消費者情緒及需求仍然疲弱。家用電器行業的競爭仍然非常激烈。因此，產品的銷售價格壓力依然嚴峻。預期原料成本相對地平穩，而中國勞動力及營運成本會繼續上升，儘管步伐會比之前較慢。本集團將致力擴充我們的客戶群及產品種類兩方面。本集團將投入資金於工程及研究發展，提高能力，以獨特及創新的產品平台，為我們的客戶提供全面項目管理。本集團會透過自動化，精簡人力及工序的改進，爭取保持節約及高效率。嚴格成本監控及成本控制、改善生產效率、堅持高質量的產品，維持工程和研發技術的水準，仍是本集團的重點及首要處理的工作。

Management Discussion and Analysis

With our prudent and pragmatic business approach, financial strength and commitment to excel, we will strive on and tread cautiously to ride through the current and coming difficulties and challenges.

Liquidity and Financial Resources

As at 31 March 2016, the Group had total assets of HK\$1,694.2 million (2015: HK\$1,643.8 million) which was financed by current liabilities of HK\$424.1 million (2015: HK\$503.8 million), long-term liabilities and deferred income and taxation of HK\$96.3 million (2015: HK\$64.6 million) and shareholders' equity of HK\$1,173.8 million (2015: HK\$1,075.5 million).

The Group continued to maintain a strong balance sheet and a healthy liquidity position. As at 31 March 2016, the Group held HK\$730.6 million (2015: HK\$405.6 million) in cash and bank deposits. They were mainly placed in Renminbi and US dollar short term deposits, except for temporary balances held in other currencies as required pending specific payments. For the year ended 31 March 2016, the Group generated net cash inflow from operating activities of HK\$208.5 million (2015: outflow of HK\$32.7 million). As at the same date, total borrowings were HK\$57.2 million (2015: HK\$78.1 million) and the gearing ratio (ratio of total borrowings to shareholders' equity) was 4.9% (2015: 7.3%).

We continue to apply stringent control over the working capital cycle. The inventory balance as at 31 March 2016 decreased from HK\$103.7 million to HK\$74.6 million. Inventory turnover increased from 22 days to 24 days compared to last year. The trade receivables balance as at 31 March 2016 decreased from HK\$400.0 million to HK\$300.7 million. Trade receivables turnover improved from 75 days to 70 days. The trade payables balance as at 31 March 2016 decreased from HK\$262.6 million to HK\$200.7 million. Trade payables turnover decreased from 56 days to 53 days.

管理層討論與分析

憑藉本集團審慎務實的商業策略、強健的資金以及對卓越的執著追求，本集團將努力及謹慎而行，跨越當前的難關及面對未來的挑戰。

流動資金及財務資源

於二零一六年三月三十一日，本集團之總資產為16億9,420萬港元（二零一五年：16億4,380萬港元），資金來源包括流動負債4億2,410萬港元（二零一五年：5億380萬港元）、長期負債及遞延收入及遞延稅項為9,630萬港元（二零一五年：6,460萬港元）及股東權益11億7,380萬港元（二零一五年：10億7,550萬港元）。

本集團持續保持雄厚資產，流動資金狀況亦相當穩健。於二零一六年三月三十一日，本集團持有現金及銀行存款7億3,060萬港元（二零一五年：4億560萬港元）。除為支付特定付款而須持有之臨時其他貨幣外，大部分存入人民幣及美元短期存款戶口。截至二零一六年三月三十一日止年度，本集團來自經營業務之現金流入淨額為2億850萬港元（二零一五年：流出3,270萬港元）。同日，借貸總額為5,720萬港元（二零一五年：7,810萬港元），而資產負債比率（即借貸總額除以股東權益）為4.9%（二零一五年：7.3%）。

本集團繼續對營運資金周期實施嚴格監控。於二零一六年三月三十一日，存貨結餘由1億370萬港元減少至7,460萬港元。與上年相比，存貨周轉率由22天增加至24天。於二零一六年三月三十一日，應收貿易賬款結餘由4億港元減少至3億70萬港元。應收貿易賬款周轉率從75天改善至70天。於二零一六年三月三十一日，應付貿易賬款結餘由2億6,260萬港元減少至2億70萬港元。應付貿易賬款周轉率從56天減少至53天。

Management Discussion and Analysis

Funding for day-to-day operational working capital and capital expenditures are to be serviced by internal cash flow and available banking facilities. For the year ended 31 March 2016, the group invested HK\$16 million (2015: HK\$35 million) in plant and machinery, moulds and tools, equipment, computer systems and other tangible assets for expansion and upgrade to our manufacturing facilities. The Group's capital expenditures were funded by internal resources and bank loans. The capital expenditure budget for 2016/17 is approximately HK\$71.4 million. With a healthy financial position and available banking facilities, the Group is able to provide sufficient financial resources for our current commitments, working capital requirements, further expansions of the Group's business operations and future investment opportunities, as and when required.

The majority of the Group's assets and liabilities and business transactions were denominated in Hong Kong dollars, US dollars, Renminbis and Euros. Currently the Group does not implement hedging activity to hedge against foreign currency exposure. However, we will closely monitor foreign currency exposure and consider hedging significant foreign currency exposure should the need arise.

Contingent Liabilities

As at 31 March, 2016, the Group did not have any significant contingent liabilities.

Employee and Remuneration Policies

As at 31 March 2016, the Group employed approximately 4,000 employees (2015: 4,800). The majority of our employees work in the PRC. The Group remunerated our employees based on their performances, experiences and prevailing market rates while performance bonuses are granted on a discretionary basis. Share options may also be granted to employees based on individual performance and attainment of certain set targets.

管理層討論與分析

就日常營運所需之營運資金及資本開支而言，資金來源為內部流動現金及備用銀行信貸。截至二零一六年三月三十一日止年度，本集團投資約1,600萬港元（二零一五年：3,500萬港元）於廠房及機器、模具及工具、設備、電腦系統及其他有形資產，用於擴大及提升現有製造設施。本集團資本開支之資金來源為內部資源及銀行貸款。二零一六年／二零一七年之資本開支預算約為7,140萬港元。本集團之財政狀況穩健，連同備用銀行信貸，定能提供充裕財務資源，應付現有承擔、營運資金需要，並於有需要時，供本集團進一步擴展業務及掌握未來投資商機。

本集團之大部分資產及負債以及業務交易均以港元、美元、人民幣及歐羅計價。現時，本集團並無使用對沖業務以對沖外幣風險。然而，本集團會嚴密監察外幣風險，及於需要時考慮對沖重大外幣風險。

或然負債

於二零一六年三月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零一六年三月三十一日，本集團聘用約4,000名僱員（二零一五年：4,800名）。大部分僱員於中國工作。本集團按照僱員之表現、經驗及當前市場水平釐定僱員薪酬，績效花紅則由本集團酌情授出。本集團亦會於達致若干指定目標而視乎個人表現向僱員授予購股權。

Directors and Senior Management

董事及高級管理人員

Executive Directors

Cheung Lun, aged 88, is the founder and Chairman of the Group. He has more than 50 years of management and technical experience in the industry. He is responsible for formulating the Group's overall strategic planning and development.

Mr. Cheung Lun is the father of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai Chun, Maggie, an Executive Director, Ms. Cheung Lai See, Sophie, an Executive Director, Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation and Mr. Cheung Shu Sang, William, the Director of Research and Development; and also the uncle of Mr. Cheung Pui, an Executive Director of the Group.

Mr. Cheung is a Director of a majority of the subsidiaries of the Company. He is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2016, according to the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance ("SFO"), Mr. Cheung is the settlor of The Cheung Lun Family Trust (the beneficiaries of which include other family members other than spouse) which directly and indirectly had interest in 149,049,960 shares. Details of his interests are set out in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report.

Cheung Shu Wan, aged 55, is the Managing Director of the Group and joined the Group in 1983. He obtained a degree in Bachelor of Science from the University of London, England. He is responsible for the sales & marketing, research & development and engineering functions of the Group. He also assists the Chairman in corporate strategic planning and development.

Mr. Cheung Shu Wan is the son of Mr. Cheung Lun, the Chairman of the Group; brother of Ms. Cheung Lai Chun, Maggie, an Executive Director, Ms. Cheung Lai See, Sophie, an Executive Director, Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation and Mr. Cheung Shu Sang, William, the Director of Research and Development; and also the cousin of Mr. Cheung Pui, an Executive Director of the Group.

執行董事

張倫，現年八十八歲，為本集團主席兼創辦人，張倫先生在業內已積累逾五十年之管理及技術經驗。彼專責制定本集團之整體策略規劃及發展路向。

張倫先生為集團董事總經理張樹穩先生、集團執行董事張麗珍女士、執行董事張麗斯女士、成本創新總監張樹春先生及研究及開發總監張樹生先生之父親；亦為執行董事張培先生之叔父。

張先生為本公司大部份附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited 及亞倫投資有限公司之董事。於二零一六年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張先生是The Cheung Lun Family Trust之財產授予人（其受益人包括家族其他成員（配偶除外））直接或間接持有本公司149,049,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

張樹穩，現年五十五歲，為本集團董事總經理。彼於一九八三年加入本集團，持有英國倫敦大學理學士學位。彼負責本集團之營業及市場推廣、研究及開發以及工程部之業務，亦協助主席制定本集團策略規劃及發展路向。

張樹穩先生為集團主席張倫先生之公子；集團執行董事張麗珍女士、執行董事張麗斯女士、成本創新總監張樹春先生及研究及開發總監張樹生先生的兄弟；亦為執行董事張培先生之堂弟。

Directors and Senior Management

董事及高級管理人員

Executive Directors *(Continued)*

執行董事 *(續)*

Mr. Cheung is a Director of all subsidiaries of the Company. He is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2016, according to the register maintained by the Company pursuant to section 352 of the SFO, Mr. Cheung had personal interest in 49,675,335 Shares and The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung and other family members other than spouse) directly and indirectly had interest in 149,049,960 Shares. Details of his interests are set out in the “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” of this report.

張先生為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零一六年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張先生個人及The Cheung Lun Family Trust（其受益人包括張先生及家族其他成員（配偶除外））直接或間接分別持有本公司49,675,335股股份及149,049,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

Cheung Lai Chun, Maggie, aged 58, is the Executive Director of the Group and joined the Group in 1984. She obtained a degree in Bachelor of Science from Kingston Polytechnic, England. She is in charge of the overall manufacturing operations of the Group.

張麗珍，現年五十八歲，為本集團執行董事。彼於一九八四年加入本集團，持有英國京士頓理工學院理學士學位。彼主管本集團之整體生產業務。

Ms. Cheung Lai Chun, Maggie is the daughter of Mr. Cheung Lun, the Chairman of the Group; sister of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai See, Sophie, an Executive Director, Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation and Mr. Cheung Shu Sang, William, the Director of Research and Development; and also the cousin of Mr. Cheung Pui, an Executive Director of the Group.

張麗珍女士為集團主席張倫先生之千金，集團董事總經理張樹穩先生、執行董事張麗斯女士、成本創新總監張樹春先生及研究及開發總監張樹生先生之姊姊，亦為執行董事張培先生之堂妹。

Ms. Cheung is a Director of all subsidiaries of the Company. She is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2016, according to the register maintained by the Company pursuant to section 352 of the SFO, Ms. Cheung had personal interest in 600,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Ms. Cheung and other family members other than spouse) directly and indirectly had interest in 149,049,960 Shares. Details of her interests are set out in the “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” of this report.

張女士為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零一六年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張女士個人及The Cheung Lun Family Trust（其受益人包括張女士及家族其他成員（配偶除外））直接或間接分別持有本公司600,000股股份及149,049,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

Directors and Senior Management

董事及高級管理人員

Executive Directors *(Continued)*

Cheung Lai See, Sophie, aged 53, is the Executive Director of the Group and joined the Group in 1995. She obtained a degree in Bachelor of Science from the University of London, England and a master degree in Business Management from the City University, England. She is responsible for the financial and administration functions of the Group.

Ms. Cheung Lai See, Sophie is the daughter of Mr. Cheung Lun, the Chairman of the Group; sister of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai Chun, Maggie, an Executive Director, Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation and Mr. Cheung Shu Sang, William, the Director of Research and Development; and also the cousin of Mr. Cheung Pui, Executive Director of the Group.

Ms. Cheung is a Director of all subsidiaries of the Company. She is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2016, according to the register maintained by the Company pursuant to section 352 of the SFO, Ms. Cheung had personal interest in 1,258,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Ms. Cheung and other family members other than spouse) directly and indirectly had interest in 149,049,960 shares of the Company. Details of her interests are set out in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report.

Cheung Pui, aged 68, is the Executive Director of the Group and joined the Group in 1963. He has over 50 years of experience in the plastic injection moulding industry. He is responsible for all technical aspects of plastic injection moulding activities of the Group.

執行董事 *(續)*

張麗斯，現年五十三歲，為本集團執行董事。彼於一九九五年加入本集團，持有英國倫敦大學理學士學位及英國城市大學工商管理碩士學位。彼負責本集團之財務及行政事宜。

張麗斯女士為集團主席張倫先生之千金，集團董事總經理張樹穩先生及執行董事張麗珍女士、成本創新總監張樹春先生及研究及開發總監張樹生先生之姊妹，亦為執行董事張培先生之堂妹。

張女士為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零一六年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張女士個人及The Cheung Lun Family Trust（其受益人包括張女士及家族其他成員（配偶除外））直接或間接分別持有本公司1,258,000股股份及149,049,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

張培，現年六十八歲，為本集團之執行董事，自一九六三年起已效力本集團。彼在注塑製模業內已積累逾五十年經驗，主管本集團所有注塑製模方面之技術業務。

Directors and Senior Management

董事及高級管理人員

Executive Directors *(Continued)*

Mr. Cheung Pui is the nephew of Mr. Cheung Lun, the Chairman of the Group, he is also the cousin of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai Chun, Maggie, an Executive Director, and Ms. Cheung Lai See, Sophie, an Executive Director, Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation and Mr. Cheung Shu Sang, William, the Director of Research and Development of the Group.

Mr. Cheung is a Director of Allan Electric Mfg. Limited, Allan International Limited, Allan Plastic Mfg. Limited, Allan Toys Manufacturing Limited, Ever Sources Investment Limited, Ngai Shing (Far East) Plastic & Metalwares Factory Ltd., Warran Electric Manufacturing Limited, all being subsidiaries of the Company. He is also a director and a shareholder of Allan Investment Co. Ltd., a Controlling Shareholder of the Company (as defined in the Listing Rules), holding 11 percent of its entire issued share capital. As at 31 March 2016, according to the register maintained by the Company pursuant to section 352 of the SFO, Mr. Cheung had personal interest in 1,000,000 shares of the Company. Details of his interests are set out in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report.

Independent Non-executive Directors

Chan How Chun, aged 61, was appointed as an Independent Non-Executive Director in September 2004. She has extensive experience in accounting, finance and administration. She holds a Bachelor degree in Commerce and a master degree in Business Administration from the University of Windsor in Canada and a PhD degree in Management from the Hong Kong Baptist University.

Lai Ah Ming, Leon, aged 59, was appointed as an Independent Non-Executive Director in December 1995. He is a solicitor majoring in commercial and property works.

Lo Chung Mau, aged 55, was appointed as an Independent Non-Executive Director in November 1997. Professor Lo is a surgeon and is currently the Chin Lan Hong Professor and Head of Department of Surgery of the University of Hong Kong.

執行董事 *(續)*

張培先生為本集團主席張倫先生之姪子，亦為集團董事總經理張樹穩先生、執行董事張麗珍女士、執行董事張麗斯女士、成本創新總監張樹春先生及研究及開發總監張樹生先生之堂兄。

張先生亦為亞倫電業製造有限公司、Allan International Limited、亞倫塑膠廠有限公司、亞倫玩具製品有限公司、卓茂投資有限公司、藝成（遠東）塑膠五金廠有限公司、華倫電業製造有限公司（全屬本公司附屬公司）之董事。彼亦為本公司控股股東亞倫投資有限公司之股東及董事（定義見上市規則），擁有11%之已發行股本。於二零一六年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張先生個人持有本公司1,000,000股股份，其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

獨立非執行董事

陳孝春，現年六十一歲，於二零零四年九月獲委任為獨立非執行董事。彼於會計、財務及管理方面經驗豐富。彼持有加拿大University of Windsor的商業學士學位及工商管理碩士學位，以及香港浸會大學管理學博士學位。

黎雅明，現年五十九歲，於一九九五年十二月獲委任為獨立非執行董事。彼為專注商業及物業事務之律師。

盧寵茂，現年五十五歲，於一九九七年十一月獲委任為獨立非執行董事。盧教授為外科醫生，現為香港大學秦蘭鳳基金教授（肝膽胰外科）及外科學系主任。

Directors and Senior Management

董事及高級管理人員

Senior Management

Cheung Shu Chun, Simon, aged 56, is the Director of Cost Innovation and joined the Group in 1983. He obtained a degree in Bachelor of Science from the University of Wales, England. He is responsible for the purchasing and sourcing functions of the Group.

Mr. Cheung Shu Chun, Simon is the son of Mr. Cheung Lun, the Chairman of the Group; brother of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai Chun, Maggie, an Executive Director and Ms. Cheung Lai See, Sophie, an Executive Director and Mr. Cheung Shu Sang, William, the Director of Research and Development; and also the cousin of Mr. Cheung Pui, an Executive Director of the Group.

Mr. Cheung is a director of Allan Electric Mfg. Limited, Allan International Limited, Allan Plastic Mfg. Limited, Allan Toys Manufacturing Limited, Artreal Manufactory Limited, Ever Sources Investment Limited, Ngai Shing (Far East) Plastic & Metalwares Factory Ltd., Warran Electric Manufacturing Limited, all being subsidiaries of the Company. He is also a director of Allan Investment Co. Ltd., a Controlling Shareholder of the Company (as defined in the Listing Rules). Mr. Cheung is one of the beneficiaries of The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung and other family members other than spouse) which directly and indirectly has interest in 149,049,960 shares.

Cheung Shu Sang, William, aged 51, is the Director of Research and Development and joined the Group in 1994. He holds a BSc degree in Computing Science and a MSc degree in Management Science, both at Imperial College London. He also holds a PhD degree in Automation from the University of Bristol, and is a member of The Hong Kong Institution of Engineers. He is in charge of product research and development, and also management of intellectual property/patent application.

高級管理人員

張樹春，現年五十六歲，為成本創新總監，於一九八三年加入本集團。彼持有英國威爾斯大學理學士學位。彼主要負責本集團之採購及開發供應商業務。

張樹春先生為集團主席張倫先生之公子，集團董事總經理張樹穩先生、執行董事張麗珍女士、執行董事張麗斯女士、研究及開發總監張樹生先生之兄弟，亦為執行董事張培先生之堂弟。

張先生為亞倫電業製造有限公司、Allan International Limited、亞倫塑膠廠有限公司、亞倫玩具製品有限公司、雅美工業有限公司、卓茂投資有限公司、藝成（遠東）塑膠五金廠有限公司、華倫電業製造有限公司（全屬本公司附屬公司）之董事。彼亦為本公司控股股東亞倫投資有限公司之董事（定義見上市規則）。張先生是The Cheung Lun Family Trust其中一位受益人（其受益人包括張先生及家族其他成員（配偶除外））直接或間接持有本公司149,049,960股股份。

張樹生，現年五十一歲，為研究及開發總監，於一九九四年加入本集團。彼持有英國倫敦帝國學院理學士學位及管理科學碩士學位，以及布里斯托大學自動機械博士學位及為香港工程師學會會員。彼主管本集團之產品研究及開發業務，以及管理有關申請知識產權及專利註冊的事務。

Directors and Senior Management

董事及高級管理人員

Senior Management *(Continued)*

高級管理人員 *(續)*

Mr. Cheung Shu Sang, William is the son of Mr. Cheung Lun, the Chairman of the Group; brother of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai Chun, Maggie, an Executive Director, Ms. Cheung Lai See, Sophie, an Executive Director and Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation; and also the cousin of Mr. Cheung Pui, an Executive Director of the Group.

張樹生先生為集團主席張倫先生之公子，集團董事總經理張樹穩先生、執行董事張麗珍女士、執行董事張麗斯女士、成本創新總監張樹春先生之弟弟，亦為執行董事張培先生之堂弟。

Mr. Cheung is a Director of Allan Toys Manufacturing Limited and Total Profits Limited, all being subsidiaries of the Company. He is also a director of Allan Investment Co. Ltd., a Controlling Shareholder of the Company (as defined in the Listing Rules). Mr. Cheung has personal interest in 900,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung and other family members other than spouse) directly and indirectly has interest in 149,049,960 shares.

張先生為亞倫玩具製品有限公司及Total Profits Limited (全屬本公司附屬公司)之董事。彼亦為本公司控股股東亞倫投資有限公司之董事 (定義見上市規則)。張先生個人及The Cheung Lun Family Trust (其受益人包括張先生及家族其他成員 (配偶除外)) 直接或間接分別持有本公司900,000股股份及149,049,960股股份。

Chung Chi Yin, aged 53, is the Director of Engineering and joined the Group in 1990. He obtained a degree in Bachelor of Science in Product Design and Technology from The Open University of Hong Kong. He is responsible for the product development of the Group.

鍾子賢，現年五十三歲，為工程總監，於一九九零年加入本集團。鍾先生持有香港公開大學的產品設計及科技理學士學位。彼負責本集團之產品發展。

Kwok Ka Lee, Carrie, aged 48, is the Director of Manufacturing and joined the Group in 1990. She obtained a degree in Bachelor of Business (Transport and Logistics Management) from Royal Melbourne Institute of Technology. She is responsible for the manufacturing management and control function of the Group.

郭嘉莉，現年四十八歲，為製造總監，於一九九零年加入本集團。彼持有皇家墨爾本理工大學 (運輸及物流管理) 工商學位。彼主要負責管理及監控製造業務。

Leung Mun Keung, aged 57, is the Director of Manufacturing. He joined the Group in 1991 and has over 30 years of experience in manufacturing of electrical home appliances. He is responsible for the manufacturing management and control function of the Group.

梁文強，現年五十七歲，為製造總監，於一九九一年加入本集團。彼於製造家庭電器產品具逾三十年經驗，負責管理及監控製造業務。

Directors and Senior Management

董事及高級管理人員

Senior Management *(Continued)*

高級管理人員 *(續)*

Li Wai Ho, aged 52, is the Director of Sales and Marketing and joined the Group in 2012. He possesses a master degree in management from Hong Kong Polytechnic University and a bachelor degree in engineering from Manchester University in United Kingdom. He has over 17 years of experience in various functions in Multinational Corporation. He is responsible for sales and marketing function of the Group.

李偉浩，現年五十二歲，為銷售及市場總監，於二零一二年加入本集團。彼持有香港理工大學管理碩士學位及英國曼徹斯特大學工程學士學位。彼於跨國企業內多種職能具逾十七年多的經驗。彼主管本集團之營業及市場推廣業務。

Li Wing Kong, aged 56, is the Director of Quality Assurance and joined the Group in 2013. He obtained Higher Diploma of Electrical Engineering from Hong Kong Polytechnic. He is responsible for the Quality Assurance of the Group.

李永江，現年五十六歲，為質量保證總監，於二零一三年加入本集團。彼持有香港理工學院電機工程高級文憑。彼主管本集團之質量保證部。

Tsang Wing Tong, Michelle, aged 49, is the Director of Manufacturing and joined the Group in 1987. She is responsible for the manufacturing management and control function of the Group.

曾詠棠，現年四十九歲，為製造總監，於一九八七年加入本集團。彼主要負責管理及監控製造業務。

Tsui Wing Keung, aged 60, is the Moulds and Tools Manager of the Group and joined the Group in 1992. He has over 20 years of experience in plastic injection mould making. He is responsible for the management of the mould making operation for plastic injection moulds.

徐永強，現年六十歲，為本集團之模具經理，於一九九二年加入本集團。彼於注塑製模方面積累逾二十年經驗，主管塑膠注模之製模生產。

Wong Lai Yung, aged 54, is the Company Secretary and Finance and Account Manager of the Group and joined the Group in 2006. She holds a master degree of Business Administration and a master degree of Corporate Governance from The Open University of Hong Kong. She also obtained her master degree in Economics from Jinan University, PRC. Ms. Wong is currently a fellow member of The Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants and the Certified Tax Adviser of The Taxation Institute of Hong Kong. She is responsible for the Company's secretarial duties and financial and accounting aspects of the Group.

黃麗蓉，現年五十四歲，為本公司之公司秘書及本集團之財務及會計經理，於二零零六年加入本集團。彼持有香港公開大學的工商管理碩士學位及企業管治碩士學位，以及中國暨南大學經濟學碩士學位。黃女士現時為英國特許公認會計師公會資深會員、香港會計師公會資深會員及香港稅務學會註冊稅務師資深會員。彼主管本公司之公司秘書職務及本集團所有財務及會計事宜。

Wong Mei Lin, aged 53, is the Director of Administration and Personnel and joined the Group in 2000. She obtained a Higher Certificate in Company Secretaryship and Administration from Hong Kong Polytechnic University. She is responsible for the human resources and administration management of the Group.

黃美蓮，現年五十三歲，為行政及人事總監，於二零零零年加入本集團。彼持有香港理工大學公司秘書及行政學高級證書。彼主管本集團人力資源及行政管理。

Directors' Report

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2016.

Principal Activities

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in note 34 to the consolidated financial statements.

Business Review

A review of the Group's business during the year, including an analysis using financial key performance indicators, the principal risks and uncertainties faced by the Group, important events affecting the Group and an indication of likely future development of the Group's business can be found in "Chairman Statement" set out on Pages 4 to 5, "Management Discussion and Analysis" set out on pages 7 to 10, "Financial Highlights" set out on page 6 and "Financial Risk Management objectives and policies" (Note 6b) set out on pages 80 to 87 of this annual report.

Relationship with Stakeholders

The success of the Group depends on the support from key stakeholders which comprise customers, suppliers, employees and shareholders.

Customers

The Group's major customers are companies selling household electrical appliances under well-known brand names. The Group maintains long-term and good relationship with its customers. The Group strives to provide excellent service and quality products to our customers.

Suppliers

Supply chain is a critical aspect of our operations. The Group maintains long-term and good relationship with its suppliers. The Group selects its suppliers based on assessment criteria including, among others, cost, quality, experience, capability, capacity, sustainability and ethical behavior. The Group requires all suppliers to comply with relevant manufacturing and safety standards. The Group has communicated to all the suppliers of the Group's strict compliance to anti-bribery which is also required to be observed by all suppliers.

董事會報告

董事會提呈本公司截至二零一六年三月三十一日止年度之年報及經審核綜合財務報告書。

主要業務

本公司乃一間投資控股公司，並提供公司管理服務。其主要附屬公司之業務詳見綜合財務報告書附註34。

業務回顧

本集團於年內的業務回顧包括財務關鍵表現指標分析、本集團所面對的主要風險及不明朗因素、發生對本集團造成影響的重大事件以及本集團業務很可能出現的未來發展的預示，已列示於本年報第4至5頁的「主席報告」、第7至10頁的「管理層討論及分析」、第6頁的「財務摘要」及第80頁至第87頁的「財務風險管理目標及政策」（附註6b）。

與利益相關者的關係

本集團的成功有賴於與主要的利益相關者包括客戶、供應商、員工和股東的支持。

顧客

本集團的主要客戶為家庭電器知名品牌客戶。本集團長期保持與客戶的良好關係。本集團致力提供優良的服務和優質的產品給我們的客戶。

供應商

供應鏈是我們運作的一個重要環節。本集團長期保持與供應商的良好合作關係。本集團揀選供應商基於一套評估標準，當中包括成本、質量、經驗、能力、產能、可持續發展和道德行為。集團要求所有供應商遵守相關的製造和安全標準。本集團已傳達給所有供應商有關本集團嚴格遵守反賄賂條例，及要求所有供應商留意遵守。

Directors' Report

Relationship with Stakeholders *(Continued)*

Employees

Employees are one of the most valuable assets of the Group. The Group provides competitive remuneration package together with safe and harmonious workplace. In-house and external trainings and seminars are provided to employee for their business and personal development. Recreational activities are organized periodically and employees are encouraged to participate in volunteer work. The Group has been nominated and awarded Caring Company since 2007.

Shareholders

The Group endeavors to maximize the return to its shareholders. The Group strives to achieve profit growth and stable dividend payouts taking into account the business development needs and financial health of the Group.

Environmental Policies

The Group recognizes the importance of achieving environmental sustainability. The Group is committed to comply with the relevant environmental standards and policies related to its business operations in the PRC and Hong Kong. The manufacturing sites in the PRC and our head office in Hong Kong are certified with the ISO 14001:2004 standard for environmental management system. The Group incorporates the Reduce, Reuse and Recycle principle and implements environmental-friendly measures in operations and workplaces to achieve efficient use of resources, waste reduction and energy saving.

Compliance with laws and regulations

For the year ended 31 March 2016, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

Directors' Interests in Competing Business

During the year, none of the Directors was interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group.

董事會報告

與利益相關者的關係 *(續)*

僱員

員工是集團最寶貴的資產之一。本集團提供具競爭性的薪酬、安全及和諧的工作環境。我們提供企業內部和外部的培訓和研討會，讓員工在業務和個人得以發展。亦會定期舉辦休閒活動，並鼓勵員工參與義工工作。自2007年以來，本集團一直被提名並榮獲商界展關懷。

股東

本集團致力為股東帶來最大的回報。集團基於業務發展需要及財務狀況考慮下，努力實現利潤增長和支付穩定的股息。

環境政策

本集團確認實現環境可持續性的重要性。集團承諾遵守有關在中國和香港的業務營運相關的環境標準和政策。位於中國的生產基地和香港的總公司已取得ISO 14001:2004標準環境管理體系認證。本集團以減低、再用和再循環的原則，實現業務和工作場所的環保措施，以達到資源的有效利用，減少廢物和節約能源。

遵守法例及規例

於二零一六年三月三十一日止年度，就適用的法律和法規，本集團並無重大違反或不遵守而對本集團的業務及操作有重大影響。

董事於競爭業務的利益

於年內，董事概無與本集團業務直接或間接構成競爭業務或有可能競爭之任何業務中持有利益。

Directors' Report

董事會報告

Results and Appropriations

The results of the Group for the year ended 31 March 2016 and the Group's financial position at that date are set out in the Group's consolidated financial statements on pages 44 to 45.

An interim dividend of HK1.5 cents per share amounting to HK\$5,032,000 in aggregate was paid to the ordinary shareholders during the year. The directors now recommend the payment of a final dividend of HK5.5 cents and a special dividend of HK28.0 cents per ordinary share in respect of the current year to the ordinary shareholders on the register of members on 26 August 2016, amounting to HK\$112,370,000 in aggregate.

Major Customers and Suppliers

The percentage of purchases and sales attributable to the Group's largest suppliers and customers are as follows:

Purchases	購貨額	
– the largest supplier	– 最大供應商	10%
– five largest suppliers combined	– 五大供應商合計	25%
Sales	銷售額	
– the largest customer	– 最大顧客	34%
– five largest customers combined	– 五大顧客合計	94%

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) has an interest in any of the Group's five largest suppliers or customers.

Five Year 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 136 of the annual report.

業績及溢利分配

本集團截至二零一六年三月三十一日止年度之業績及集團於當日之財務狀況見第44至45頁集團之綜合財務報告書。

年內，股東獲派付中期股息每股1.5港仙，用於派息之款額合共503萬2仟港元。董事會謹此建議派付末期股息每股5.5港仙及特別股息28.0港仙予二零一六年八月二十六日名列股東名冊之股東，即合共1億1仟237萬港元。

主要客戶及供應商

本集團最大供應商及客戶之購貨額及銷售額所佔百分比如下：

各董事、彼等之聯繫人士或股東（指就董事會所知持有本公司逾5%股本之股東）於年內任何時間概無擁有以上供應商或客戶之任何權益。

五年財務概要

有關本集團最近的五個財政年度之業績、資產及負債概要載於本年報的第136頁。

Directors' Report

Share Capital

Details of movements during the year in the share capital of the Company are set out in note 28 to the consolidated financial statements.

Purchase, Redemption or Sale of Securities of the Company

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

Distributable Reserves of the Company

In addition to the retained profits, under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the directors, the Company's reserves available for distribution to shareholders at 31 March 2016 comprised the retained profit of HK\$88,769,000 (2015: HK\$92,131,000).

Investment Properties

Details of the movement of investment properties of the Group are set out in note 16 to the consolidated financial statements.

董事會報告

股本

有關本公司本年度之股本變動詳情載於綜合財務報告書附註28。

購買、贖回及出售本公司證券

於年內，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

本公司可供分派儲備

除保留溢利外，根據百慕達一九八一年公司法（修訂本），繳入盈餘亦可供分派。惟本公司不可宣派或派付股息或分派自繳入盈餘，倘：

- (a) 於作出分派後無法償還其到期負債；或
- (b) 其可變現資產值將因此少於其負債以及其已發行股本及股份溢價賬之總和。

董事認為本公司於二零一六年三月三十一日可供分派予股東之儲備為8,876萬9仟港元（二零一五年：9,213萬1仟港元）。

投資物業

本集團之投資物業變動詳情載於綜合財務報告書附註16。

Directors' Report

Property, Plant and Equipment

During the year, the Group spent approximately HK\$16 million on the acquisition of property, plant and equipment principally to expand and upgrade its manufacturing facilities. Details of these and other movements during the year in the property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements.

Directors and Directors' Service Contracts

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

Executive directors

Mr. Cheung Lun
Mr. Cheung Shu Wan
Ms. Cheung Lai Chun, Maggie
Ms. Cheung Lai See, Sophie
Mr. Cheung Pui

Independent non-executive directors

Dr. Chan How Chun
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

According to bye-law 87 of the Company's Bye-laws, Mr. Cheung Pui and Mr. Lai Ah Ming Leon shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

The term of office of each director (except for the Chairman of the Board and/or the Managing Director) is the period up to his/her retirement by rotation in accordance with the Company's Bye-laws.

None of the directors of the Company proposed for re-election at the forthcoming Annual General Meeting has any service contract with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

董事會報告

物業、廠房及設備

年內，本集團動用約1,600萬港元添置物業、廠房及設備以擴充及提高其生產設施。本集團及本公司之物業、廠房及設備之此等變動及其他變動之情況載於綜合財務報告書附註17。

董事及董事服務合約

於年內至本報告發表當日本公司之董事如下：

執行董事

張倫先生
張樹穩先生
張麗珍女士
張麗斯女士
張培先生

獨立非執行董事

陳孝春博士
黎雅明先生
盧寵茂教授

根據本公司公司細則第87條，張培先生及黎雅明先生於即將舉行之週年大會上依章告退，惟彼等均願膺選連任。

根據本公司之公司細則，各董事（除董事會主席及／或董事總經理）之任期直至須輪值告退為止。

應屆股東週年大會候選連任之本公司董事概無與本公司或其任何附屬公司訂立不可於一年內終止而毋須作出補償（法定賠償除外）之服務合約。

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份、債權證之權益及淡倉

At 31 March 2016, the interests and short positions of the directors and chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

於二零一六年三月三十一日，本公司董事及主要行政人員及其聯繫人士於本公司及其聯營公司的股份、相關股份及債權證中擁有權益或淡倉記載於本公司按證券及期貨條例第352條須置存之登記冊內的權益或淡倉，或根據上市發行人董事進行證券交易標準守則之規定須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

Ordinary shares of HK\$0.10 each of the Company

本公司每股面值0.10港元之普通股

Name	Capacity	Number of ordinary shares held 所持已發行普通股數目			Approximate % of the issued share capital of the Company 佔公司 已發行股份之 概約百分比
		Personal interest	Other interest	Total	
姓名	身份	個人權益	其他權益	總數	
Mr. Cheung Lun 張倫先生	Founder of discretionary trust 全權信託之成立人	-	149,049,960 <i>(Note)</i> <i>(附註)</i>	149,049,960	44.44%
Mr. Cheung Shu Wan 張樹穩先生	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	49,675,335	149,049,960 <i>(Note)</i> <i>(附註)</i>	198,725,295	59.24%
Ms. Cheung Lai Chun, Maggie 張麗珍女士	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	600,000	149,049,960 <i>(Note)</i> <i>(附註)</i>	149,649,960	44.61%

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份、債權證之權益及淡倉 (續)

(Continued)

Ordinary shares of HK\$0.10 each of the Company (Continued)

本公司每股面值0.10港元之普通股 (續)

Name	Capacity	Number of ordinary shares held 所持已發行普通股數目			Approximate % of the issued share capital of the Company 佔公司 已發行股份之 概約百分比
		Personal interest	Other interest	Total	
姓名	身份	個人權益	其他權益	總數	
Ms. Cheung Lai See, Sophie 張麗斯女士	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	1,258,000	149,049,960 (Note) (附註)	150,307,960	44.81%
Mr. Cheung Pui 張培先生	Beneficial Owner 實益擁有人	1,000,000	-	1,000,000	0.30%

Note:

The references to 149,049,960 shares relate to the same block of shares in the Company, of which 134,821,960 shares are held by Allan Investment Co. Limited ("AICL"), 7,658,000 shares are held by Commence Investment Limited ("CIL") and 6,570,000 shares are held by Unison Associates Limited ("UAL"). AICL and CIL are owned as to 89.0% and 100% respectively by UAL. Mr. Cheung Lun is the settlor of The Cheung Lun Family Trust ("Trust"). Credit Suisse Trust Limited as trustee of the Trust holds 100% of the shareholding of UAL and the discretionary beneficiaries of the Trust are, among others, Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie and Ms. Cheung Lai See, Sophie.

附註:

上述所提及之149,049,960股本公司股份，實指同一股份權益。其中134,821,960股股份由亞倫投資有限公司（「亞倫投資」）持有，7,658,000股股份由啟卓投資有限公司（「啟卓投資」）持有及6,570,000股股份由Unison Associates Limited（「UAL」）持有。亞倫投資之89.0%權益及啟卓投資之100%權益由UAL擁有。張倫先生是The Cheung Lun Family Trust（「Trust」）之財產授予人。Credit Suisse Trust Limited以Trust之信託人身份持有100%之UAL股權，Trust之可能受益人（為其他人）中有張樹穩先生、張麗珍女士及張麗斯女士。

Directors' Report

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

(Continued)

Save as disclosed above, none of the directors or chief executives, nor their associates, of the Company had, as at 31 March 2016, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Share Option Scheme

Particulars of the Company's share option scheme are set out in note 29 to the consolidated financial statements.

No options have been granted since the adoption of the scheme.

董事會報告

董事及主要行政人員於股份、相關股份、債權證之權益及淡倉 (續)

除以上所披露外，本公司之董事及主要行政人員或其聯繫人士，於二零一六年三月三十一日，沒有於本公司或其聯營公司（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所，或根據證券及期貨條例第352條須記入該條例所述登記冊，或根據標準守則之規定須通知本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉）。

購股權計劃

本公司之購股權計劃詳情載於綜合財務報告書附註29。

自該計劃採納以來概無任何購股權授出。

Directors' Report

Arrangement to Purchase Shares or Debentures

Other than the share option scheme set out in note 29 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Appointment of Independent Non-Executive Directors

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on the Stock Exchange. The Company considers all of the independent non-executive directors are independent.

Directors' Interests in Contracts of Significance

Conan Electric Manufacturing Limited ("Conan"), a wholly owned subsidiary of the Company entered into a tenancy agreement with Fair Pacific Limited, a wholly-owned subsidiary of AICL, a substantial shareholder of the Company, pursuant to which Fair Pacific Limited granted to Conan a tenancy in respect of certain land in Lilin Village, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, the PRC at a monthly rent of HK\$82,000. The tenancy agreement was for a term of three years commenced from 1 April 2010 and renewable up to year 2028 on every 5 years. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$984,000.

董事會報告

購買股份或債券之安排

除載於綜合財務報告書附註29之購股權計劃外，本公司或其任何附屬公司於年內概無參與任何安排，使本公司董事可藉購入本公司或其他公司之股份或債券而獲益。

獨立非執行董事之委任

本公司已接獲各獨立非執行董事各自發出之確認書，表示其符合聯交所證券上市規則（「上市規則」）第3.13條規定之獨立性。本公司認為，全體獨立非執行董事均為獨立人士。

董事於重大合約之權益

康倫電業製造有限公司（「康倫」），本公司之全資擁有附屬公司，與海暉有限公司訂立一項租約。海暉有限公司為亞倫投資（本公司之主要股東）全資擁有附屬公司，根據該租約，海暉有限公司將位於中國惠州市仲凱高新技術產業開發區瀝林鎮之部份土地租予康倫，月租82,000港元。該租約由二零一零年四月一日開始，為期3年及其後每5年續約直至二零二八年。本集團就該租約於本年內所付之租金總額為984,000港元。

Directors' Report

Directors' Interests in Contracts of Significance *(Continued)*

Allan Plastics Mfg., Limited ("APML"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement with Income Village Limited, a wholly-owned subsidiary of AICL, pursuant to which Income Village Limited granted to APML a tenancy in respect of certain premises in Lilin Village, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, the PRC at a monthly rent of HK\$17,000. The tenancy agreement was for a term of three years commenced from 1 April 2014. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$204,000.

Karan Electric Manufacturing Limited ("Karan"), a wholly owned subsidiary of the Company, entered into a tenancy agreement with AICL, pursuant to which AICL granted to Karan a tenancy in respect of certain premises in Lilin Village, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, the PRC at a monthly rent of HK\$75,000. The tenancy agreement was a term of three years commenced from 1 April 2014. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$900,000.

The above transactions were approved by the independent non-executive directors and were conducted on normal commercial terms in the ordinary course of business of the Group and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Other than disclosed above, no contracts of significance, to which the Company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Emolument Policy

Salary package for employees are structured by reference to market conditions, staff's experience and individual performance. Other benefits offered by the Group included medical insurance, mandatory provident fund scheme, training subsidies, share option scheme and discretionary bonus.

董事會報告

董事於重大合約之權益 *(續)*

亞倫塑膠製造有限公司(「亞倫塑膠」)，本公司之全資擁有附屬公司，與儲鎮有限公司訂立一項租約。儲鎮有限公司為亞倫投資全資擁有附屬公司，根據該租約，儲鎮有限公司將位於中國惠州市仲凱高新技術產業開發區瀝林鎮之部份物業租予亞倫塑膠，月租17,000港元。該租約由二零一四年四月一日開始，為期三年。本集團就該租約於本年度內所付之租金總額為204,000港元。

嘉倫電業製造有限公司(「嘉倫」)，本公司之全資擁有附屬公司，與亞倫投資訂立一項租約。根據該租約，亞倫投資將位於中國惠州市仲凱高新技術產業開發區瀝林鎮之部份物業租予嘉倫，月租75,000港元。該租約由二零一四年四月一日開始，為期三年。本集團就該租約於本年內所付之租金總額為900,000港元。

本公司之獨立非執行董事已批准以上交易，並認為該些關連交易乃於本公司日常及一般業務過程中按一般商業條款訂立，及以規管交易之有關協議為根據，其條款屬公平合理並符合本公司股東之整體利益。

除上文所披露者外，於年終或年內任何時間概無其他由本公司或其任何附屬公司訂立與本公司董事直接或間接擁有重大權益之重要合約。

薪酬政策

僱員之薪酬福利乃參考市場情況、僱員經驗及個人表現而釐定。本集團提供之其他福利包括醫療保險、強制性公積金計劃、培訓補貼、購股權計劃及酌情花紅。

Directors' Report

Emolument Policy *(Continued)*

The emoluments of the directors and senior management are recommended by the remuneration committee of the Company and decided by the Board, with reference to the market rates, commitment, contribution and their duties, and responsibilities with the Group. Details of directors' remuneration are set out in details in note 9 to the financial statements.

The Company has adopted a share option scheme as an incentive to the directors and eligible employees. Details of the scheme are set out in note 29 to the financial statements.

Substantial Shareholders

As at 31 March 2016, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and long/short positions in the issued share capital of the Company.

Long positions of substantial shareholders in the shares of the Company

Name of shareholder	Capacity	Number of ordinary shares	Approximate % of shareholding
股東名稱	身份	普通股股份	佔股權之概約百分比
Credit Suisse Trust Limited	Trustee 信託人	149,049,960	44.44%
UAL	Held by controlled corporation 所控制之公司持有	142,479,960	42.48%
	Beneficial Owner 實益擁有人	6,570,000	1.96%
AICL 亞倫投資	Beneficial Owner 實益擁有人	134,821,960	40.19%

董事會報告

薪酬政策 *(續)*

董事及高級管理層酬金乃由本公司薪酬委員會建議並由董事會參考市場水平、承擔、貢獻及彼等於本集團之職務及責任而釐定。董事酬金之詳情載於財務報告書附註9。

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵。計劃之詳情載於財務報告書附註29。

主要股東

於二零一六年三月三十一日，除上文披露若干董事的權益外，遵照證券及期貨條例第336條存置本公司主要股東的登記冊所示，以下股東及主要行政人員已知會本公司彼等在本公司已發行股份中擁有的相關權益及好倉／淡倉。

主要股東於本公司股份之好倉

Directors' Report

董事會報告

Substantial Shareholders (Continued)

主要股東 (續)

Long positions of substantial shareholders in the shares of the Company (Continued)

主要股東於本公司股份之好倉 (續)

Name of shareholder	Capacity	Number of ordinary shares	Approximate % of shareholding
股東名稱	身份	普通股股份	佔股權之概約百分比
Webb, David Michael	Beneficial Owner 實益擁有人	9,121,000	2.72%
	Held by controlled corporation 所控制之公司持有	27,905,000 (Note) (附註)	8.32%
Preferable Situation Assets Limited	Beneficial Owner 實益擁有人	26,886,000 (Note) (附註)	8.02%

Note:

The reference to 27,905,000 shares above are held by Preferable Situation Assets Limited, a company 100% controlled by Mr. Webb, David Michael. According to a notice filed pursuant to Part XV of the SFO, the shareholding of Preferable Situation Assets Limited in the Company was increased from 26,886,000 shares to 27,905,000 shares.

Save as disclosed above, as at 31 March 2016, the Company has not been notified by any persons (other than directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Donations

During the year, the Group made charitable and other donations amounting to approximately HK\$109,000.

Name of shareholder	Capacity	Number of ordinary shares	Approximate % of shareholding
股東名稱	身份	普通股股份	佔股權之概約百分比
Webb, David Michael	Beneficial Owner 實益擁有人	9,121,000	2.72%
	Held by controlled corporation 所控制之公司持有	27,905,000 (Note) (附註)	8.32%
Preferable Situation Assets Limited	Beneficial Owner 實益擁有人	26,886,000 (Note) (附註)	8.02%

附註：

上述所提及的27,905,000股股份由Webb, David Michael先生全權控制之Preferable Situation Assets Limited持有。跟據其按期貨條例第XV部所呈之通知，Preferable Situation Assets Limited於本公司所持有之股份由26,886,000股增加至27,905,000股。

除上文所披露者外，於二零一六年三月三十一日，概無任何人士（本公司董事或主要行政人員除外）曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司按證券及期貨條例第336條置存之登記冊內的本公司股份或相關股份之權益或淡倉。

捐款

年內，本集團給予慈善及其他機構之捐款約為10萬9仟港元。

Directors' Report

Corporate Governance

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices of the Company is set out in the "Corporate Governance Report" on pages 31 to 40.

Pre-Emptive Rights

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

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 March 2016.

Auditor

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Cheung Lun

Chairman

Hong Kong
27 June 2016

董事會報告

企業管治

本公司致力維持高水平之企業管治常規，有關本公司之企業管治常規之資料，載於第31頁至40頁之「企業管治報告」內。

優先購買權

本公司之公司細則／公司章程，及百慕達法例概無載列有關優先購買權之規定，本公司無須按此規定而按現有股東之持股比例發行新股。

足夠公眾持股量

本公司於截至二零一六年三月三十一日止年內一直維持上市規則所規定之公眾持股量。

核數師

於應屆股東週年大會上，將會提出一項決議案，繼續委任德勤•關黃陳方會計師行為本公司核數師。

承董事會命

張倫

主席

香港
二零一六年六月二十七日

Corporate Governance Report

企業管治報告

The Company recognizes that good corporate governance is vital to the success of the Group and the sustained development of the Group. The Company aims at complying with, where appropriate, all code provisions set out in Appendix 14 Corporate Governance Code (the “CG Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

本公司深明良好企業管治對本集團之成功及持續發展十分重要。本公司致力遵守（在適當情況下）香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14「企業管治守則」（「企管守則」）中所有守則條文（「守則條文」）。

The Company’s corporate governance practices are based on the principles and the code provisions (“Code Provisions”) as set out in the CG Code of the Listing Rules. The Company has, throughout the year ended 31 March 2016 and up to the date of publication of the annual report, applied and complied with most of the Code Provisions save certain deviations from the Code Provisions in respect of code provisions A.4.1, A.4.2, A.5.1, A.6.7 and E.1.2 details of which are explained below.

本公司之企業管治守則乃根據上市規則附錄14之企管守則所載附的原則和守則條文而釐訂。除守則條文A.4.1、A.4.2、A.5.1、A.6.7及E.1.2使本公司有若干偏離守則條文為外（將於下文詳述），本公司於截至二零一六年三月三十一日止年度，以及截至編製此年報日止，已遵守大部份守則條文。

Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Company (the “Model Code”) as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry to all directors regarding any non-compliance with the Model Code during the year under review and they have all confirmed that they had fully complied with the required standard set out in the Model Code.

董事進行證券交易

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易的標準守則（「標準守則」）。本公司已特地就董事於回顧年內有否任何未有遵守標準守則之行為作出查詢，全體董事均確認彼等已完全遵從標準守則所規定之標準。

Board of Directors

The Board comprises of five Executive Directors, being Mr. Cheung Lun (Chairman), Mr. Cheung Shu Wan (Managing Director), Ms. Cheung Lai Chun, Maggie, Ms. Cheung Lai See, Sophie and Mr. Cheung Pui; three Independent Non-executive Directors, being Dr. Chan How Chun, Mr. Lai Ah Ming, Leon and Professor Lo Chung Mau. Biographical details, which include relationships among members of the Board, are provided in the “Directors and Senior Management” section of the annual report.

董事會

本公司董事會成員包括五名執行董事，張倫先生（主席）、張樹穩先生（董事總經理）、張麗珍女士、張麗斯女士及張培先生；及三名獨立非執行董事，陳孝春博士、黎雅明先生及盧寵茂教授。履歷詳情（包括董事會成員間之關係）載於本年報「董事及高級管理人員」內。

Corporate Governance Report

企業管治報告

Board of Directors (Continued)

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of the management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking, the Board is responsible for:

- Formulating the Group's long term strategy and monitoring the implementation thereof
- Approval of interim and year end dividend
- Reviewing and approving the annual and interim reports
- Ensuring good corporate governance and compliance
- Monitoring the performance of the management
- Reviewing and approving any material acquisition and assets disposal

The Board authorises the management to carry out the strategies that have been approved.

The Board meets regularly at least four times a year and additional meetings or telephone conferences are convened as and when the Board considers necessary. During the year, four board meetings were held. Details of the Directors' attendance record in the year are as follows:

	Attendance/ No. of meeting
Executive Directors	
Mr. Cheung Lun	4/4
Mr. Cheung Shu Wan	4/4
Ms. Cheung Lai Chun, Maggie	4/4
Ms. Cheung Lai See, Sophie	4/4
Mr. Cheung Pui	4/4
Independent Non-executive Directors	
Dr. Chan How Chun	4/4
Mr. Lai Ah Ming, Leon	4/4
Professor Lo Chung Mau	4/4

董事會 (續)

董事會與管理層之間有清晰分工。董事會負責為管理層提供高層次之領導與有效之監察，而集團業務之日常管理則委派予各附屬公司之管理層負責。一般而言，董事會之職責包括：

- 制訂本集團長遠之策略及對策略執行作監控
- 通過中期及年末股息
- 檢討及批准中期及全年業績報告
- 確保良好企業管治及遵守有關守則
- 監控管理層的表现
- 檢討及批准任何重大之收購及資產出售

董事會已授權管理層執行已獲批准的策略。

董事會定期舉行會議，並一年最少舉行四次董事會議，在董事會認為有需要情況下會舉行額外的董事會議或電話會議。於年內，已舉行了四次董事會，下述為董事之出席記錄：

	出席/ 會議次數
執行董事	
張倫先生	4/4
張樹穩先生	4/4
張麗珍女士	4/4
張麗斯女士	4/4
張培先生	4/4
獨立非執行董事	
陳孝春博士	4/4
黎雅明先生	4/4
盧寵茂教授	4/4

Corporate Governance Report

企業管治報告

Board of Directors *(Continued)*

The Company has complied with the Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive directors and one of the independent non-executive directors has appropriate professional qualifications or accounting or related finance management expertise. Each of the independent non-executive director has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Permitted Indemnity Provision

The Company has arranged for directors and officers liability insurance to indemnify its directors against liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Chairman and Chief Executive

The Board considered that the duties of the Managing Director, Mr. Cheung Shu Wan (“MD”) were no different from that required of a chief executive stipulated under the code provision A.2 of the Code. The management would regard that the term MD will have the same meaning as the chief executive of the Company.

Mr. Cheung Lun, the Chairman of the Board is an Executive Director, who is responsible for the leadership and effective running of the Board, and ensuring that all significant and key issues are discussed and where required, resolved by the Board timely and constructively.

The MD of the Board is delegated with the authority and responsibility to run the Group’s business and day-to-day operation, and implement the Group’s strategy with respect to the achievement of its business objectives with the assistance of the executive directors and senior management.

董事會 *(續)*

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條有關最少委任三位獨立非執行董事，及其中一位獨立非執行董事須具備適當之專業資格或會計或相關財務管理專長之規定。每位獨立非執行董事已根據上市規則第3.13條之規定，就其獨立性作出年度確認。本公司認為所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引。

獲准許的彌償條文

本公司已為董事會成員購買董事及高級職員責任保險，為董事依法履職過程中可能產生的賠償責任提供保障。該責任保險會按年檢討。

主席及行政總裁

董事會認為，董事總經理張樹穩先生之職責與守則條文A.2內訂明要求行政總裁之職責並無差別，管理層視「董事總經理」一詞之涵義等同本公司行政總裁。

董事會主席張倫先生為執行董事，彼負責領導董事會並確保其有效運作，以及確保董事會能及時積極地討論並在需要時解決所有重大及關鍵事項。

董事會董事總經理獲授予權限及責任管理本集團業務之營運及日常運作，並在執行董事和高級管理層協助下，執行本集團為達致其業務目標所訂之策略。

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Currently, none of the three independent non-executive directors of the Company is appointed for a specific term. This constitutes a deviation from the CG Code. In accordance with the provisions of the Bye-laws of the Company, any director appointed by the Board during the year shall retire and submit themselves for re-election at the first general meeting immediately following his/her appointment. Further, at each annual general meeting, one-third of the directors for the time being, or if their number is not three or multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. The directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are similar to those in the CG Code.

Code Provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the next following annual general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Bye-laws of the Company, the chairman and/or managing director is not subject to retirement by rotation or taken into account on determining the number of directors to retire. This constitutes a deviation from the CG Code. As continuation is a key factor to the successful implementation of any long term business plans, the Board believes that, the present arrangement is most beneficial to the Company and the shareholders as a whole.

董事之委任及重選

守則條文A.4.1規定非執行董事的委任應有指定任期，並需接受新選舉。

現時，三名獨立非執行董事並無指定任期，構成與企管守則有所偏差。根據本公司細則之條文，董事會年內獲委任之任何董事須於緊隨其獲委任後首次股東週年大會上輪值告退及膺選連任。此外，於每屆股東週年大會上，當時三分之一董事（或倘人數並非三或三之倍數時，則為最接近者，但不得多於三分之一的人數）應輪值告退。輪值告退之董事須為自上次獲委任以來任期最長之董事。因此，本公司認為已採取足夠措施，確認本公司之企業管治與守則內所載者相若。

守則條文A.4.2規定所有因填補臨時空缺而獲委任之董事應於獲委任後之首次股東大會接受股東選舉，每名董事（包括指定任期獲委任之董事）應輪值告退，至少每三年一次。

根據本公司之公司細則，本公司之主席及／或董事總經理均無須輪值告退，於釐定董事退任人數時亦無須計算在內，構成與企管守則有所偏差。由於持續性是成功執行任何長遠業務計劃的主要因素，董事會相信，現有的安排對於本公司以至股東的整體利益最為有利。

Corporate Governance Report

企業管治報告

Directors' Training

All Directors participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. All directors participate in appropriate continuous professional development activities by ways of attending training or reading material relevant to the Company's business or to the directors' duties and responsibilities. During the year ended 31 March 2016, the Company has provided an update on the latest development and changes of the Listing Rules, applicable laws, rules and regulations relating to directors' duties and responsibilities to each of Mr. Cheung Lun, Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie, Ms. Cheung Lai See, Sophie, Mr. Cheung Pui, Dr. Chan How Chun, Mr. Lai Ah Ming, Leon and Professor Lo Chung Mau to keep themselves update on the roles, functions and duties of a listed company director. The Company has received the records of training from all directors.

Audit Committee

The Audit Committee was established in 1999 and comprises three Board members, all of whom are independent non-executive directors. The Audit Committee has adopted the same term of reference, which describes the authority and duties of the Committee, as quoted under code provision C.3.3 of the CG Code.

The Audit Committee will meet at least twice each year. During the year, the Audit Committee met twice considering the annual results of the Group for the financial year ended 31 March 2016 and the interim results of the Group for the 6 months ended 30 September 2015, assessing any changes in accounting policies and practices, major judgmental areas and compliance with applicable legal and accounting requirements and standards, discussing with the auditor of the Company on the risk management and internal control systems.

Details of Committee members and their attendance records are listed as below:

Committee member	Attendance/ No. of meeting	委員會成員	出席/ 會議次數
Dr. Chan How Chun (<i>Chairman</i>)	2/2	陳孝春博士 (<i>主席</i>)	2/2
Mr. Lai Ah Ming Leon	2/2	黎雅明先生	2/2
Professor Lo Chung Mau	2/2	盧寵茂教授	2/2

董事培訓

所有董事均參加持續專業培訓，以增進及重溫彼等的知識及技能。此舉乃為確保彼等具備充分認識而對董事會作出相關貢獻。全體董事透過參加培訓或閱讀與本公司業務或董事職務及責任相關資料，致力作出持續專業發展。截至二零一六年三月三十一日止年度，本公司分別向張倫先生、張樹穩先生、張麗珍女士、張麗斯女士、張培先生、陳孝春博士、黎雅明先生及盧寵茂教授提供有關上市規則最新發展及變動、有關董事職務及職責的適用法律、規則及法規的最新資料，以確保彼等掌握有關上市公司董事的角色、職能及責任的最新資訊。本公司已收到所有董事的培訓紀錄。

審核委員會

審核委員會已於一九九九年成立，成員包括三名董事會成員，全部均為獨立非執行董事。董事會已採納企管守則條文C.3.3有關審核委員會之職責與權力為委員會之職權範圍。

審核委員會將每年至少召開會議兩次。年內，審核委員會召開兩次會議，以考慮本集團截至二零一六年三月三十一日止財務年度之全年業績及截至二零一五年九月三十日止六個月之中期業績、評估會計政策及慣例之任何變動、主要判斷範疇及是否遵守適用法律及會計規定及準則，以及與本公司核數師就風險管理及內部監控進行討論。

下述為委員會成員及主席記錄：

Corporate Governance Report

企業管治報告

Remuneration Committee

The Remuneration Committee was established on 12 March 2012 with written terms of reference as stated in Code B.1.2 of the Appendix 14 of the Listing Rules. The Remuneration Committee consists of three members, majority of which are independent non-executive directors. Mr. Lai Ah Ming, Leon, being an Independent Non-executive Director, acts as the chairman. Dr. Chan How Chun, an Independent Non-executive Director and Ms. Cheung Lai See, Sophie, an Executive Director, are the Committee Members.

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of all directors and senior management. The Remuneration Committee makes recommendation to the Board for the determination of the remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board for the directors' fee of non-executive directors. It takes into account factors such as salaries paid by comparable companies with similar size and trade, education background and qualification of each director and senior management, time commitment and responsibilities of directors and senior management.

During the year, the Remuneration Committee has held one meeting. Attendance of each individual member was as follows:

Committee member	Attendance/ No. of meeting
Mr. Lai Ah Ming, Leon (<i>Chairman</i>)	1/1
Dr. Chan How Chun	1/1
Ms. Cheung Lai See, Sophie	1/1

Details on the emolument payable to the directors and the Company's share option scheme are disclosed in notes 9 and 29 to the consolidated financial statements respectively.

薪酬委員會

本公司已於二零一二年三月十二日成立薪酬委員會，並訂有上市規則附錄14守則B.1.2條所載之書面職權範圍。薪酬委員會由三名成員組成，大部份為獨立非執行董事。獨立非執行董事黎雅明先生為薪酬委員會主席，獨立非執行董事陳孝春博士及執行董事張麗斯女士為委員會成員。

薪酬委員會負責確保規範及透明之薪酬政策制訂程序以及監督所有董事及高級管理層之薪酬待遇。薪酬委員會向董事會就所有執行董事及高層管理人員的薪酬待遇之最終決定作建議，其中包括金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償），及就非執行董事的董事袍金提出建議。釐定薪酬時將考慮同樣規模及業務之可比較公司支付之薪金水平、各董事及高級管理層之教育背景及資格，以及彼等所投入之時間及職責等因素。

於年內，薪酬委員會已舉行了一次會議。下列為每一成員之出席記錄：

委員會成員	出席/ 會議次數
黎雅明先生 (<i>主席</i>)	1/1
陳孝春博士	1/1
張麗斯女士	1/1

應付董事之薪酬及本公司購股權計劃詳情分別於綜合財務報告書附註9及29披露。

Corporate Governance Report

企業管治報告

Nomination of Directors

Code Provision A.5.1 stipulates that the Company should establish a nomination committee. Currently, the Company does not have a nomination committee. The Board will identify individuals suitably qualified to become board members when necessary. The Board will give due consideration to the suitability of a candidate for directorship after taking into account of his/her experience, qualification and other relevant factors. All candidates must also meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

Corporate Governance Functions

The Board is responsible to develop and review the Company's policies and practices on corporate governance; review and monitor the training and continuous professional development of directors and senior management; review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; review and monitor the code of conduct applicable to employees and directors; and review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Company Secretary

Ms. Wong Lai Yung joined the Company since 2006 and was appointed as the Company Secretary on 20 September 2012. Ms. Wong is responsible to update and provide advice to the Board in relation to directors' obligations under the Listing Rules, applicable laws and regulations, and corporate governance matters. Ms. Wong has provided her training records to the Company indicating her compliance with the training requirement under Rule 3.29 of the Listing Rules. Ms. Wong's biographical details are provided in the "Directors and Senior Management" section of the annual report.

Constitutional Documents

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

董事之提名

守則條文第A.5.1規定，公司應設立提名委員會。現時，本公司並無提名委員會，而董事會將於有需要時物色合適之合資格人士成為董事會之成員。董事會將謹慎考慮候選人之經驗、資格及其他相關因素以決定其是否適合擔任董事職務。所有候選人亦必須符合上市規則第3.08及3.09條所載之標準。將獲委任為獨立非執行董事之候選人亦須符合上市規則第3.13條所載之準則。

企業管治職能

董事會負責制定及檢討本公司的企業管治政策及常規；檢討及監察董事及高層管理人員的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；檢討及監察僱員及董事的操守準則；及檢討本公司遵守企管守則的情況及在企業管治報告內的披露。

公司秘書

黃麗蓉女士於二零零六年加入本公司，並於二零一二年九月二十日獲委任為公司秘書。黃女士就根據上市規則及適用法律法規及企業管治事宜向董事會提供意見。黃女士已向本公司提供培訓記錄以示已遵守上市規則第3.29條之培訓規定。黃女士之履歷詳情已載於本年報「董事及高級管理人員」內。

組織章程文件

於年內，本公司的組織章程文件並無重大變動。

Corporate Governance Report

企業管治報告

Director's Responsibilities for the Financial Statement

The Board acknowledges that it is their responsibility for (i) overseeing the preparation of the financial statements of the Group with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and (ii) selecting suitable accounting policies and applying the selected accounting policies consistently with the support of reasonable and prudent judgement and estimates.

A statement by the auditors about their reporting responsibilities is set out on pages 41 to 42 of this Annual Report.

Auditor's Remuneration

During the year under review, the remuneration payable to the Company's auditors, Deloitte Touche Tohmatsu, is set out as follows:

Services rendered	Fees payable HK\$'000
Audit services	2,025
Non-audit services	
Review of interim results	297
Review of major disposal	385
Taxation services	447
Audit of occupational retirement scheme	24

董事對財務報表之責任

董事會確認彼等之責任為：(i)確保財務報告書的編製必須真實反映本公司之財務狀況(ii)選取適合之會計政策，並且貫徹應用該等會計政策，以作出審慎、公平及合理之判斷及估計。

核數師就彼等之呈報責任所作聲明載於本年度報告第41至42頁內。

核數師酬金

於回顧年度，應支付本公司核數師德勤•關黃陳方會計師行之酬金如下：

提供服務	應付費用 千港元
核數服務	2,025
非核數服務	
審閱中期業績	297
審閱主要出售	385
稅務服務	447
職業退休計劃之審核	24

Risk Management and Internal Controls

The Board has the ultimate responsibility to maintain a sound and effective risk management and internal control system for the Group to safeguard the interests of shareholders and the Group as a whole and to ensure strict compliance with relevant laws, rules and regulations. The Audit Committee is responsible for reviewing the effectiveness of the risk management and internal control systems and reporting to the Board.

風險管理及內部監控

董事會對本集團維持良好有效之風險管理及內部監控制度承擔最終責任，以保障股東及本集團整體利益，並確保嚴格遵守有關法例、規例及法規。審核委員會負責檢討風險管理及內部監控制度之有效性，並向董事會匯報。

Corporate Governance Report

企業管治報告

Risk Management and Internal Controls

(Continued)

The Group's risk management includes regular identification and review of business risks and control measures to mitigate such risks. The Group's internal control systems comprises a well established organisational structure and comprehensive policies and standards. Areas of responsibilities for each business and functional unit are clearly defined to ensure effective checks and balances. Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information used within the business or for publication. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud. Procedures have also been designed to ensure compliance with applicable laws, rules and regulations.

During the year, the Audit Committee and the Board carried out an overview on the effectiveness of the risk management and internal control system of the Group. The review covers all material controls, including financial, operational and compliance controls and risk management functions of the Group. No material risk management and internal control aspects of any significant problems were noted. Both the Audit Committee and the Board were satisfied that the risk management and internal control systems of the Group had functioned effectively during the year under review. During the annual review, the audit committee also reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function.

Shareholders' Rights

On the requisition of shareholders of the Company holding not less than one-tenth of the paid-up capital of the Company, the Board may convene a special general meeting to address specific issues of the Company within 21 days from the date of deposit of written notice to the registered office of the Company. The requisition must state the purposes of the meeting, and must be signed by the requisitioner(s).

Shareholders holding not less than one-twentieth of the total voting rights of all the shareholders or not less than 100 shareholders may propose any resolution at the annual general meeting and circulate to other shareholders written statement with respect to the matter to be dealt with at the annual general meeting.

風險管理及內部監控 (續)

本集團之風險管理包括定期識別及評估業務風險，並訂立紓緩該等風險的控制措施。本集團之內部監控制度由穩健之組織架構及全面之政策及標準構成。各業務及職能單位之責任範疇均有清晰界定，確保達到互相制衡之目的。本集團訂有不同程序，保障資產不會於未經許可之情況下被利用或處置；妥善存置會計記錄；以及確保在業務上使用或用於公佈之財務資料為可靠。有關程序旨在可合理但非絕對確保本集團不會出現重大失誤、虧損及欺詐。本公司亦定有程序以確保遵守適用法例、規則及法規。

於年內，審核委員會及董事會已檢討本集團風險管理及內部監控制度之有效性。檢討範圍包括所有主要監控，包括本集團之財務、經營及守規控制，以及風險管理之職能。並無發現主要風險管理及內部監控方面存在任何重大問題。審核委員會與董事會均滿意回顧年度內本集團之風險管理及內部監控制度之運作效能。審核委員會於進行年度審閱時亦已檢討資源的充足程度、集團會計及財務申報部員工的資格和經驗。

股東權利

在持有不少於本公司繳足股本十分之一的股東要求下，董事會可於向本公司的註冊辦事處發出書面通知的二十一內召開股東特別大會處理本公司的特定議題。該要求必須列明會議目的，及經該要求人士簽署。

股東持有所有股東總表決權不少於二十分之一之股東或不少於100名股東，可於任何股東周年大會上提呈任何決議案及向其他股東傳閱有關於股東周年大會上動議之陳述書。

Corporate Governance Report

企業管治報告

Shareholders' Rights *(Continued)*

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office address at 12/F, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong.

Communication with Shareholders

The Company regards its Annual General Meeting as an opportunity for direct communication between the Board and its shareholders. All Directors and external auditors make an effort to attend the Annual General Meeting to address shareholders' queries. The Company also responds to requests for information and queries from the shareholders and investors and welcomes the views of shareholders on matter affecting the Group and encourages them to attend shareholders' meeting to communicate any concerns they might have with the Board.

Code Provision A.6.7 stipulates that, independent non-executive directors and other non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders.

Two independent non-executive directors, Dr. Chan How Chun and Professor Lo Chung Mau, did not attend the annual general meeting of the Company held on 19 August 2015 due to other business engagements.

Code Provision E.1.2 stipulates that the chairman of the Board and the chairman of the Audit Committee should attend the annual general meeting. Both the Chairman of the Board and the Chairman of the Audit Committee had not attended the annual general meeting of the Company held on 19 August 2015. The Chairmen will endeavour to attend all future annual general meetings of the Company unless unexpected or special circumstances prevent them from doing so.

股東權利 *(續)*

股東可將彼等提請董事會關注之事宜，送交本公司主要辦事處地址，地址為香港鰂魚涌英皇道1067號仁孚工業大廈12樓，並註明公司秘書收。

與股東之溝通

公司視股東周年大會為提供董事會與股東直接溝通之機會。全體董事及外聘核數師均盡力出席股東周年大會，以回應股東提問。公司亦回應股東與投資者索取資料之要求和提問，歡迎股東對影響集團之事宜提意見，亦鼓勵股東出席股東大會，讓股東直接向董事會表達所關注之事宜。

守則條文A.6.7規定，獨立非執行董事及其他非執行董事應出席股東大會，對本公司股東的意見有公正的了解。

兩名獨立非執行董事，陳孝春博士及盧寵茂教授因有其他公務，並未出席本公司於二零一五年八月十九日舉行之股東周年大會。

守則條文E.1.2規定，董事會主席及審核委員會主席應出席股東周年大會。董事會主席及審核委員會主席並無出席本公司於二零一五年八月十九日舉行之股東周年大會。除非有未能預料或特殊情況阻止主席出席本公司日後之股東周年大會，否則主席們將盡力出席該等大會。

Independent Auditor's Report

獨立核數師報告

Deloitte. 德勤

TO THE SHAREHOLDERS OF ALLAN INTERNATIONAL HOLDINGS LIMITED

亞倫國際集團有限公司

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Allan International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 135, which comprise the consolidated statement of financial position as at 31 March 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

致：亞倫國際集團有限公司全體股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核列載於第43頁至135頁亞倫國際集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報告，此財務報告包括於二零一六年三月三十一日的綜合財務狀況表及截至該日止年度的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說明資料。

董事就綜合財務報告須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港公司條例之披露規定編製及真實而公平地列報該等綜合財務報告，及以落實其認為編製綜合財務報告所必須要的內部監控，以使綜合財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Independent Auditor's Report

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2016, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
27 June 2016

獨立核數師報告

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報告作出意見。我們的報告僅按照百慕達公司法第90條，為股東（作為一個團體）而匯報，並不為其他目的。我們並不會就本報告之內容對任何其他人士承擔任何義務或接受任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定綜合財務報告是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關綜合財務報告所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報告存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報告相關之內部監控，以設計適當之審核程序，但並非為對 貴公司之內部監控之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報告之整體列報方式。

我們相信，我們所獲得的審核憑證是充足及適當地為我們的審核意見提供基礎。

意見

我們認為，綜合財務報告已根據香港財務報告準則真實而公平地反映 貴集團於二零一六年三月三十一日的財務狀況及 貴集團截至該日止年度的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製。

德勤•關黃陳方會計師行
執業會計師
香港
二零一六年六月二十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2016

綜合損益及其他全面收益表

截至二零一六年三月三十一日止年度



			2016 二零一六年	2015 二零一五年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Revenue	營業額	7	1,565,325	1,946,003
Cost of sales	銷售成本		<u>(1,376,692)</u>	<u>(1,724,655)</u>
Gross profit	毛利		188,633	221,348
Other income	其他收益	8	13,420	10,566
Other gains and losses	其他盈利及虧損	10	(3,211)	4,063
Selling and distribution expenses	銷售及分銷成本		(30,148)	(34,599)
Administrative expenses	行政成本		(129,511)	(144,017)
(Loss) gain from changes in fair value of investment properties	投資物業之公平值變動所產生的(虧損)盈利	16	(6,000)	30,000
Gain on sale and leaseback arrangement	出售及售後回租安排所產生之盈利	11	110,788	-
Finance costs on bank loans	財務成本於銀行貸款		<u>(959)</u>	<u>(1,428)</u>
Profit before tax	除稅前溢利		143,012	85,933
Income tax expense	所得稅開支	12	<u>(7,356)</u>	<u>(15,453)</u>
Profit for the year attributable to owners of the Company	本年度可分配給公司擁有人之溢利	13	<u>135,656</u>	70,480
Other comprehensive expense	其他全面開支：			
Item that may be reclassified subsequently to profit or loss:	其後可能會重新分類損益項目：			
Exchange differences arising on translating foreign operations	換算海外業務所產生之滙兌差額		(6,408)	(613)
Fair value (loss) gain on available-for-sale investments	可供出售投資之公平值(虧損)盈利		(727)	143
Reclassified to profit or loss upon disposal of available-for-sale investments	出售可供出售投資於出售時隨即重新分類至損益賬		47	(507)
Translation reserve released upon dissolution of a foreign operation	結束海外業務時解除滙兌儲備		-	(5,993)
Other comprehensive expense for the year	本年度其他全面開支		<u>(7,088)</u>	<u>(6,970)</u>
Total comprehensive income for the year attributable to owners of the Company	本公司可分配給公司擁有人之年度全面收益總額		<u>128,568</u>	<u>63,510</u>
Earnings per share	每股盈利	15		
Basic	基本		<u>HK40.4 cents港仙</u>	<u>HK21.0 cents港仙</u>

Consolidated Statement of Financial Position

At 31 March 2016

綜合財務狀況表

於二零一六年三月三十一日

			2016 二零一六年	2015 二零一五年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	16	242,000	248,000
Property, plant and equipment	物業、廠房及設備	17	229,057	300,312
Prepaid lease payments	預付租賃款項	18	24,833	26,394
Club debentures	會籍債券	19	13,866	13,866
Available-for-sale investments	可供出售投資	20	16,031	13,563
Financial assets designated at fair value through profit or loss ("FVTPL")	透過損益按公平值計算之財務資產	21	3,495	3,635
Deposits paid for acquisition of property, plant and equipment	已付購買物業、廠房及設備訂金		108	2,967
			529,390	608,737
Current assets	流動資產			
Inventories	存貨	22	74,589	103,724
Trade receivables and bills receivable	應收貿易賬款及應收票據	23	300,729	400,033
Other receivables	其他應收賬款	23	29,918	99,244
Mould deposits paid	已付模具訂金		13,012	16,457
Prepaid lease payments	預付租賃款項	18	704	716
Available-for-sale investments	可供出售投資	20	3,538	1,617
Tax recoverable	應退稅項		11,695	7,692
Short-term deposits	短期存款	24	305,732	197,307
Bank balances and cash	銀行結存及現金	24	424,879	208,304
			1,164,796	1,035,094
Current liabilities	流動負債			
Trade payables	應付貿易賬款	25	200,717	262,593
Other payables and accruals	其他應付賬款及應付未付		133,242	140,540
Deferred income	遞延收入	11	19,252	–
Mould deposits received	已收模具訂金		26,919	33,912
Tax liabilities	應付稅項		33,261	40,294
Secured bank loans	有抵押銀行貸款			
– due within one year	– 一年內到期	26	10,672	26,441
			424,063	503,780
Net current assets	流動資產淨值		740,733	531,314
Total assets less current liabilities	總資產減流動負債		1,270,123	1,140,051

Consolidated Statement of Financial Position

At 31 March 2016

綜合財務狀況表

於二零一六年三月三十一日



			2016 二零一六年	2015 二零一五年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項	27	12,855	12,939
Deferred income	遞延收入	11	36,901	–
Secured bank loans – due after one year	有抵押銀行貸款 – 一年後到期	26	46,533	51,657
			96,289	64,596
Net assets	資產淨值		1,173,834	1,075,455
Capital and reserves	資本及儲備			
Share capital	股本	28	33,543	33,543
Reserves	儲備		1,140,291	1,041,912
			1,173,834	1,075,455

The consolidated financial statements on pages 43 to 135 were approved and authorised for issue by the Board of Directors on 27 June 2016 and are signed on its behalf by:

載於第43頁至135頁之綜合財務報告書已於二零一六年六月二十七日獲董事會批准及授權派發，並由下列董事代表簽署：

Cheung Lai Chun, Maggie

張麗珍

Director

董事

Cheung Lai See, Sophie

張麗斯

Director

董事

Consolidated Statement of Changes in Equity

For the year ended 31 March 2016

綜合權益變動表

截至二零一六年三月三十一日止年度

		Share capital	Share premium	Capital redemption reserve	Investment revaluation reserve	Translation reserve	Dividend reserve	Retained profits	Total
		股本	股份溢價	股本贖回儲備	重估儲備	匯兌儲備	股息儲備	保留溢利	總額
		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
At 1 April 2014	於二零一四年四月一日	33,543	109,884	793	557	40,079	26,835	835,475	1,047,166
Profit for the year	本年度溢利	-	-	-	-	-	-	70,480	70,480
Exchange differences on translating foreign operations	換算海外業務時之滙兌差額	-	-	-	-	(613)	-	-	(613)
Net gain on revaluation of available-for-sale investments	可供出售投資重估溢利淨額	-	-	-	143	-	-	-	143
Cumulative gain reclassified to profit or loss on sale of available-for-sale investments	出售可供出售投資的累計溢利重新分類到損益內	-	-	-	(507)	-	-	-	(507)
Release of translation reserve on dissolution of a foreign operation	結束海外業務時回撥滙兌儲備	-	-	-	-	(5,993)	-	-	(5,993)
Other comprehensive expense for the year	本年度其他全面支出	-	-	-	(364)	(6,606)	-	-	(6,970)
Total comprehensive (expense) income for the year	本年度全面(支出)收益總額	-	-	-	(364)	(6,606)	-	70,480	63,510
Dividend proposed for 2015 (note 14)	擬派發二零一五年股息(附註14)	-	-	-	-	-	25,157	(25,157)	-
Dividends recognised as distribution (note 14)	確認作分派之股息(附註14)	-	-	-	-	-	(26,835)	(8,386)	(35,221)
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	33,543	109,884	793	193	33,473	25,157	872,412	1,075,455
Profit for the year	本年度溢利	-	-	-	-	-	-	135,656	135,656
Exchange differences on translating foreign operations	換算海外業務時之滙兌差額	-	-	-	-	(6,408)	-	-	(6,408)
Net loss on revaluation of available-for-sale investments	可供出售投資重估虧損淨額	-	-	-	(727)	-	-	-	(727)
Cumulative loss reclassified to profit or loss on sale of available-for-sale investments	出售可供出售投資的累計虧損重新分類到損益內	-	-	-	47	-	-	-	47
Other comprehensive expense for the year	本年度其他全面支出	-	-	-	(680)	(6,408)	-	-	(7,088)
Total comprehensive (expense) income for the year	本年度全面(支出)收益總額	-	-	-	(680)	(6,408)	-	135,656	128,568
Dividend proposed for 2016 (note 14)	擬派發二零一六年股息(附註14)	-	-	-	-	-	18,449	(18,449)	-
Special dividend proposed for 2016 (note 14)	擬派二零一六年特別股息(附註14)	-	-	-	-	-	93,921	(93,921)	-
Dividends recognised as distribution (note 14)	確認作分派之股息(附註14)	-	-	-	-	-	(25,157)	(5,032)	(30,189)
At 31 March 2016	於二零一六年三月三十一日	33,543	109,884	793	(487)	27,065	112,370	890,666	1,173,834

Consolidated Statement of Cash Flows

For the year ended 31 March 2016

綜合現金流量表

截至二零一六年三月三十一日止年度

		2016 二零一六年	2015 二零一五年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	143,012	85,933
Adjustments for:	調整：		
Release of prepaid lease payments	預付租賃款項攤銷	704	716
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	68,185	71,552
Loss (gain) on fair value changes of investment properties	投資物業公平值變化所產生之虧損(盈利)	6,000	(30,000)
Finance costs	財務成本	959	1,428
Interest income	利息收入	(4,746)	(3,277)
Release of translation reserve upon dissolution of a foreign operation	於結束海外業務時回撥滙兌儲備	-	(5,993)
Net loss (gain) recognised upon sale of available-for-sale investments	出售可供出售投資時確認之虧損(盈利)淨額	47	(507)
Net loss (gain) on financial assets designated at FVTPL	透過損益按公平值計算之財務資產虧損(盈利)淨額	140	(35)
Gain on sale and leaseback arrangement	出售及售後回租安排產生之盈利	11 (110,788)	-
Amortisation of deferred income	遞延收入之攤銷	(1,604)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之盈利	(100)	(959)
Write-off of property, plant and equipment	撇除物業、廠房及設備	162	104
Operating cash flows before movements in working capital	營運資本變動前之經營現金流量	101,971	118,962
Decrease (increase) in inventories	存貨減少(增加)	29,135	(3,474)
Decrease (increase) in trade receivables and bills receivable	應收貿易賬款及應收票據減少(增加)	99,304	(19,812)
Decrease (increase) in other receivables	其他應收賬款減少(增加)	69,326	(38,366)
Decrease in mould deposits paid	已付模具按金減少	3,445	3,918
Decrease in trade payables	應付貿易賬款減少	(61,876)	(39,193)
Decrease in other payables and accruals	其他應付賬款及應付未付減少	(7,298)	(28,207)
Decrease in mould deposits received	已收模具按金減少	(6,993)	(5,095)
Cash generated from (used in) operations	經營業務所產生(所耗)之現金	227,014	(11,267)
Hong Kong Profits Tax paid	已付香港利得稅	(11,263)	(15,195)
The People's Republic of China (the "PRC") enterprise income tax paid	已付中華人民共和國(「中國」)企業所得稅	(7,213)	(6,212)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所產生(所耗)之現金淨額	208,538	(32,674)

Consolidated Statement of Cash Flows

For the year ended 31 March 2016

綜合現金流量表

截至二零一六年三月三十一日止年度

		2016 二零一六年	2015 二零一五年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Withdrawal of short-term deposits	提取短期存款	275,806	538,269
Proceeds on disposal/redemption of available-for-sale investments	出售／贖回可供出售投資所得款項	1,550	7,570
Interest received	已收利息	4,746	3,277
Proceeds on redemption of financial assets at FVTPL	贖回可透過損益按公平值計算之財務資產之款項	-	1,880
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	656	1,590
Net proceeds on sale and leaseback arrangement	出售及售後回租安排所得款項淨額	177,757	-
Placement of short-term deposits	存放短期存款	(384,231)	(454,815)
Purchases of property, plant and equipment	購買物業、廠房及設備	(13,410)	(29,331)
Purchases of available-for-sale investments	購買可供出售投資	(6,666)	(11,048)
Deposits paid for acquisition of property, plant and equipment	已付購買物業、廠房及設備訂金	(108)	(2,967)
NET CASH FROM INVESTING ACTIVITIES	投資活動所產生現金淨額	56,100	54,425
FINANCING ACTIVITIES	融資活動		
Dividend paid	已付股息	(30,189)	(35,221)
New bank loans raised	已籌集新銀行貸款	17,050	-
Repayment of bank loans	償還銀行貸款	(37,943)	(33,780)
Interest paid	已付利息	(959)	(1,428)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所耗現金淨額	(52,041)	(70,429)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值增加(減少)淨額	212,597	(48,678)
Effect of foreign exchange rate changes	外幣匯率變動的影響	3,978	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等值	208,304	256,982
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	於年結之現金及現金等值，相當於銀行結存及現金	424,879	208,304

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

1. General

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is Allan Investment Company Limited, a private company incorporated in Hong Kong; and its ultimate holding company is Credit Suisse Trust Limited, who is a trustee of The Cheung Lun Family Trust (“Trust”), the discretionary beneficiaries of which are, among other family members, the directors of the Company, Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie and Ms. Cheung Lai See, Sophie. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

The Company acts as an investment holding company and provides corporate management services to its subsidiaries. The principal activities of its subsidiaries are manufacturing of household electrical appliances.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

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

Application of amendments to HKFRSs

The Group has applied for the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time in the current year:

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

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

1. 總論

本公司於百慕達註冊成立為受豁免有限責任公司，其股份在香港聯合交易所有限公司上市（「聯交所」）。直接控股公司為亞倫投資有限公司，於香港註冊成立的私人公司；其最終控股公司為Credit Suisse Trust Limited，為The Cheung Lun Family Trust（「Trust」）之信托人。Trust之可能受益人中（為家族其他成員內）有本公司之董事張樹穩先生、張麗珍女士及張麗斯女士。本公司註冊辦事處之地址及主要營業地點於本年報「公司資料」部份中披露。

本公司乃投資控股公司及提供企業管理服務給附屬公司，其附屬公司的主要業務為製造家庭電器。

綜合財務報告書乃以港元列示，亦為公司之功能貨幣。

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

採納香港財務報告準則之修訂本

本年度，本集團已首次採納下列由香港會計師公會頒佈經修訂之香港財務報告準則。

香港會計準則	福利計劃的定義：僱員供款第19號之修訂
香港財務報告準則之修訂	2010至2012年香港財務報告準則的年度改進
香港財務報告準則之修訂	2011至2013年香港財務報告準則的年度改進

本年度採納經修訂香港財務報告準則不會對本集團現行或過往年度之財務業績及／或在綜合財務報表編製及呈列方式上構成重大影響。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ⁴
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ²
Amendments to HKAS 1	Disclosure Initiative ²
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle ²
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ²

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2016
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2019

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂之香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	與客戶協議之收益 ¹
香港財務報告準則第16號	租賃 ⁴
香港財務報告準則第11號之修訂	收購合營公司權益會計 ²
香港會計準則第1號之修訂	披露倡議 ²
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷的可接受方法 ²
香港財務報告準則之修訂	2012至2014年香港財務報告準則的年度改進 ²
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	對投資者及其聯營或合資企業之間的資產銷售或貢獻 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：合併豁免之應用 ²

- ¹ 於2018年1月1日或之後的年度期間生效
- ² 於2016年1月1日或之後的年度期間生效
- ³ 於待釐定日期當日或之後的年度期間生效
- ⁴ 於2019年1月1日或之後的年度期間生效

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective
(Continued)

HKFRS 9 Financial Instruments

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

Key requirements of HKFRS 9 are described below:

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

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入有關金融資產分類及計量之新規定。香港財務報告準則第9號其後於二零一零年作出修訂，加入有關金融負債分類及計量及有關終止確認之規定，並於二零一三年加入有關一般對沖會計處理方法之新規定。於二零一四年頒佈之香港財務報告準則第9號另一個經修訂版本主要加入a)有關金融資產之減值規定及b)藉為若干簡單債務工具引入「透過其他全面收入按公平值列賬」（「透過其他全面收入按公平值列賬」）計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定載述如下：

- 在香港會計準則第39號金融工具：確認及計量範疇內的所有已確認金融資產，其後均按攤銷成本或公平值計量，尤其是，以旨在收取合約現金流的業務模式持有及僅為支付未償還本金及本金利息的合約現金流而擁有的債務投資，一般於其後會計期間結束時按攤銷成本計量。其目的為同時收回合約現金流及出售金融資產之業務模式中持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流純粹為支付未償還本金及本金利息的債務工具，按透過其他全面收入按公平值列賬之方式計量。所有其他債務投資及股權投資則按投資其後會計期間結算日的公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回的選擇其他全面收益呈列股權投資（並非持作買賣）公平值之其後變動，一般僅股息收入於損益內確認。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 Financial Instruments (Continued)

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The directors of the Company anticipate the application of HKFRS 9 in the future may have a material impact on amounts reported in respect of the Group’s financial assets and financial liabilities (e.g. the Group’s investments in unlisted investment fund and debt securities that are currently classified as available-for-sale investments will have to be measured at fair value at the end of subsequent reporting periods, with changes in the fair value being recognised in profit or loss or in OCI (if certain criteria are met)). Furthermore, the directors of the Company expect that the application of the expected credit loss model will result in earlier recognition of credit losses in relation to the Group’s financial assets. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號金融工具（續）

- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

董事預期，日後應用香港財務報告準則第9號可能對本集團金融資產及金融負債之已呈報金額存有潛在重大影響。例如集團現時分類為可供出售投資的非上市投資基金及債務證券，在隨後的報告期結束時，將以公平值計量，並於損益或其他全面收益確認其公平值之變動（如其他條件合乎）。此外，本公司董事預期，按預期信貸虧損模式計算，將導致本集團相關的財務資產提早確認其信貸虧損。然而，有關本集團的財務資產於完成詳細審閱前，提供有關影響之合理估算為不可行。

香港財務報告準則第15號與客戶協議之收益

香港財務報告準則第15號，其制定一項單一全面模式供實體用作將自客戶協議之收益入賬。於香港財務報告準則第15號生效後，其將取代現時載有香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋的收益確認指引。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective

(Continued)

HKFRS 15 Revenue from Contracts with Customers

(Continued)

The core principle of HKFRS 15 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 or services. Specifically, the Standard introduces a 5-step 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 the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company have already commenced an assessment of the impact of the application of HKFRS 15 and is not yet in a position to state whether these would have a significant impact on the Group’s results and financial position.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第15號與客戶協議之收益（續）

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收益的五個步驟：

- 第一步：識別與客戶訂立的協議
- 第二步：識別協議中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至協議中的履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

本公司董事已開始評估採用香港財務報告準則第15號對本集團的影響，現時未能陳述對本集團之業績及財務狀況會否產生重大影響。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective
(Continued)

HKFRS 16 Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 Leases, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under HKAS 17 which does not require the recognition of a right-of-use asset or a lease liability for lessees under operating leases but requires certain disclosure to be made in respect of such lease commitments as disclosed in note 31. In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃

香港財務報告準則第16號於生效日期起將取代香港會計準則第17號租賃，引入單一承租人會計處理模式並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括承租人合理肯定會行使選擇權延續租賃，不行使選擇權而中止租賃的情況下，將於選擇權期間內作出付款。此會計處理方法與承租人會計法顯著不同，經營租賃的租賃於香港會計準則第17號並不需要確認使用權或經營租賃承租人的租賃負債，而是需要披露相關承諾如附註31租賃承諾披露。就出租人會計法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計法規定。因此，出租人繼續將其租人分類為經營租賃及融資租賃，並且對兩類租賃進行不同的會計處理。

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

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases (Continued)

The directors of the Company will assess the impact of the application of HKFRS 16. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 16 until the Group performs a detailed review.

Amendments to HKAS 1 Disclosure Initiative

The amendments to HKAS 1 *Presentation of Financial Statements* give some guidance on how to apply the concept of materiality in practice.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2016. The directors of the Company do not anticipate that the application of these amendments to HKAS 1 will have a material impact on the amounts recognised in the Group’s consolidated financial statements.

The directors of the Company do not anticipate that the application of other new and revised HKFRSs will have a material effect on the amounts recognised in the Group’s consolidated financial statements.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

本公司董事將評估應用香港財務報告準則第16號之影響。目前，本集團於完成詳細審閱前無法合理估計應用香港財務報告準則第16號之影響。

香港會計準則第1號（修訂本）披露主動性

香港會計準則第1號之修訂本財務報表之呈報提供如何實踐應用重要性概念提供一些指引。

香港會計準則第1號之修訂本於二零一六年一月一日或之後開始之年度期間生效。本公司董事預期，應用香港會計準則第1號之該等修訂本不會對本集團之綜合財務報表確認的金額構成重大影響。

本集團董事預期應用其他新訂及經修訂香港會計準則不會對本集團之綜合財務報表之確認金額構成重大影響。

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3. Significant Accounting Policies

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

The disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the provisions of the new Hong Kong Companies Ordinance (Cap 622) regarding preparation of accounts and directors’ reports and audits and to streamline with HKFRSs, which became effective for the Company for the financial year ended 31 March 2016. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 March 2016 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 March 2015 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 主要會計政策

綜合財務報告書乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報告書也包括根據香港聯合交易所有限公司證券上市規則及香港公司條例之規定作出適當披露。

上市規則所載有關年度賬目的披露規定已參考新香港公司條例（第622章）有關編製賬目及董事報告及審核及精簡香港財務報告準則的條文作出修訂，已於截至二零一六年十二月三十一日止財政年度適用於本公司。截至二零一六年三月三十一日止財政年度綜合財務報表內資料呈列及披露方式已予更改以符合該等新規定。有關截至二零一五年三月三十一日止財政年度的比較資料乃基於新規定於綜合財務報告書內呈列或披露。根據前公司條例或上市規則在以往須予披露但根據新公司條例或經修訂上市規則毋須披露的資料，在此等綜合財務報告書中已再無披露。

綜合財務報告書乃根據歷史成本基準編製，惟投資物業及若干金融工具則於各報告期末按公平價值計算，其會計政策闡述如下。

歷史成本一般按交換貨品及服務之代價以公平值計算。

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3. Significant Accounting Policies

(Continued)

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. 主要會計政策 (續)

公平值為市場參與者於計量日期按有序交易出售資產所收取或轉讓負債所支付的價格，不論該價格是否可直接觀察或使用其他估值技術估算得出。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特徵，則本集團在估計資產或負債的公平值時亦會考慮該等特徵。非金融資產之公平值計量是透過一位市場參與者以最高及最佳效用使用該資產而獲得之經濟效益或將該資產售予另一位會以最高及最佳效用使用該資產之市場參與者而獲得之經濟效益進行計算。綜合財務報表內用於計量及／或披露的公平值按上述基準釐定，惟香港財務報告準則第2號範圍內的以股付款交易、香港會計準則第17號範圍內的租賃交易及與公平值部分相似但並非公平值（如香港會計準則第2號內的可變現淨值或香港會計準則第36號內的使用價值）的計量除外。

此外，就財務報告目的而言，公平值計量按照公平值計量輸入數據的可觀察程度及公平值計量輸入數據的整體重要程度分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可以於活躍市場取得的相同資產或負債的報價（未經調整）；
- 第二級輸入數據為有關資產或負債的直接或間接可觀察輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據為有關資產或負債的不可觀察輸入數據。

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3. Significant Accounting Policies

(Continued)

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

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

3. 主要會計政策 (續)

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司、由本公司控制的實體及其附屬公司的財務報表。本公司在下列情況下被視為取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔或有權獲得不同回報；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得附屬公司之控制權時開始，並於本集團失去附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制相關附屬公司當日為止。

損益及其他全面收益表之各項歸屬於本公司擁有人及非控股權益。附屬公司之全面收益表總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生赤字結餘亦不例外。

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3. Significant Accounting Policies

(Continued)

Basis of consolidation (Continued)

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

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

Revenue recognition

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

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

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

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

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

3. 主要會計政策 (續)

綜合賬目基準 (續)

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關集團內所有資產及負債、權益、收入、開支及現金流量與本集團成員公司之間的交易於綜合賬目時悉數對消。

營業額確認

營業額乃按已收或應收之公平值計量。營業額收入減去估計客戶退貨、回扣及其他類似折讓。

當貨品已交付及產權已轉移且滿足以下所有條件時，銷貨營業額得到確認：

- 本集團已將貨品擁有權的重大風險及回報轉讓予買家；
- 本集團概無保留對於貨品的一般與擁有權相關的持續管理權或實際控制權；
- 營業額金額能可靠計量；
- 與交易相關的經濟利益可能流向本集團；及
- 已產生或將產生的有關交易成本能可靠計量。

當財務資產產生之利息收入可為本集團帶來經濟利益時，及收入能可信地計量時確認。利息收入乃根據未償還本金及適用實際利率，有關利率乃估計未來所收現金按財務資產估計可使用年期折現至該資產最初確認的賬面淨值之利率。

本集團確認經營租賃之營業額的政策參見下文所載會計政策。

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3. Significant Accounting Policies

(Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Examples and indicators that individually or in combination would normally lead to a lease being classified as a finance lease are:

- the lease transfers ownership of the asset to the lessee by the end of the lease term;
- the lessee has the option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception of the lease, that the option will be exercised;
- the lease term is for the major part of the economic life of the asset even if title is not transferred;
- at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset;
- the leased assets are of such a specialised nature that only the lessee can use them without major modifications;
- if the lessee can cancel the lease, the lessor's losses associated with the cancellation are borne by the lessee;
- gains or losses from the fluctuation in the fair value of the residual accrue to the lessee (for example, in the form of a rent rebate equalling most of the sales proceeds at the end of the lease); and
- the lessee has the ability to continue the lease for a secondary period at a rent that is substantially lower than market rent.

All other leases are classified as operating leases.

3. 主要會計政策 (續)

租賃

凡將擁有資產之所有報酬及風險絕大部份轉移至承租方均列為融資租賃。單獨或組合的實例和指標通常會導致租約被分類為融資租約是：－

- 在租賃期結束時，租約將資產的所有權轉移給承租人；
- 當該資產的價格預計將會足夠地低於公平值時，承租人有權於可行使當日，合理確定去選擇購買該物業。在租賃開始時，該行使權將被行使；
- 租賃期是資產的經濟壽命的主要部分，即使所有權不轉移；
- 在租賃開始時，最低租賃付款額的現值，實質上至少等於租賃資產的公平值；
- 租賃資產的性質特殊，只有承租人才能在沒有重大修改情況下使用；
- 如果承租人可以解除租賃的話，承租人須承擔出租人因取消租賃而導致的損失；
- 承租人要承受由公平值波動剩餘所產生的收益或損失（例如，以租金折扣的形式，其相當於租賃期結束時的大部分銷售收益）；及
- 承租人有能力以比市場租金低很多的租金繼續租賃另一段時間。

所有其他租賃則歸類為營運租賃。

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3. Significant Accounting Policies

(Continued)

Leasing (Continued)

The Group as lessor

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

When a sale and leaseback transaction results in an operating lease, and the sale price is above fair value, the excess over fair value is deferred and amortised over the period for which the asset is expected to be used.

Leasehold land and building

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

3. 主要會計政策 (續)

租賃 (續)

本集團作為出租人

經營租賃之租金收入乃按相關租約年期以直線法於損益中確認。

本集團作為承租人

經營租賃付款以直線法於租期內確認為開支，但如另有系統性基準較時間性模式更具代表性，租賃資產之經濟效益據此被消耗除外。

當物業出售及售後回租所產生的經營租賃，及出售價格高於公平值時，超出了的公平價值已遞延和按該資產的預計使用期攤銷。

租賃土地及樓宇

當租賃包括土地及樓宇，本集團需要考慮其風險與報酬是否全部轉移至集團，並把每項資產劃分為經營租賃或融資租賃，除非該兩部份明顯為經營租賃，在此情況下，整份租賃歸類為經營租賃。尤其是，最低應付租賃（包括任何一次性預付款）在租賃期開始時，需按從租賃土地及樓宇所獲取權益的公平值的比例分配。

租賃款項能夠可靠的分配時，經營租賃的土地利益應在綜合財務狀況表中列為「預付租賃款項」，按直線基準在租賃期間攤銷，惟根據公平值模式分類為列作投資物業則除外。

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3. Significant Accounting Policies

(Continued)

Foreign currencies

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

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

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

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

3. 主要會計政策 (續)

外幣

在編製各個別集團公司的財務報告書時，以該公司的功能貨幣以外貨幣（外幣）計價之交易按交易日期之適用匯率確認。在報告期結束時，以外幣為單位之貨幣性項目均按該日之匯率再換算。以公平值並以外幣計價的非貨幣性項目會按確定公平值日期的匯率再換算。以歷史成本計量並以外幣計價的非貨幣性項目不會再換算。

貨幣性項目之匯兌差額均於彼等產生期間內於損益中確認。

為呈列綜合財務報表，本集團海外業務的資產及負債會採用本集團的計值貨幣（即港元），按報告期末的即期匯率進行折算。收入和支出按期內的平均匯率折算。若有任何匯兌差額產生，將於其他全面收益中確認及於權益（匯兌儲備）內累計。

出售海外業務（即出售本集團海外業務的全部權益，涉及失去附屬公司（包括海外業務）的控制權的出售或涉及失去對合營安排或聯營公司（包括海外業務）之部份權益，變為財務資產），所有有關可分配給公司擁有人應佔業務，於權益累計的匯兌差額，已重新分類為損益。

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For the year ended 31 March 2016

綜合財務報告書附註

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3. Significant Accounting Policies

(Continued)

Borrowing costs

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

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

Retirement benefit costs

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

Taxation

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

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

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

3. 主要會計政策 (續)

借款成本

收購、建造或生產合資格資產(其為有必要花費大量時間準備以作擬定用途或銷售之資產)的借款成本直接加入該等資產之成本,直至該等資產大部份已準備就緒作擬定用途或銷售時為止。

所有其他借款成本均於所產生之期間確認於損益內。

退休福利成本

界定供款退休福利計劃供款,國家管理之養老金計劃及強制性公積金計劃於顧員提供服務後而應得供款時被確認為開支。

稅項

所得稅開支指本年度應付稅項及遞延稅項。

本年應付稅項按年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所報之「除稅前溢利」不同,此乃由於在其他年度應課稅或可扣減之收入或支出項目,亦不包括收益表內永不課稅或扣減之項目。本集團的本期稅項負債已於報告期結束時一直採用或大致採用的稅率計算。

遞延稅項為就綜合財務報告所列資產及負債之賬面值與計算應課稅溢利所用相應稅基兩者間之暫時差額。遞延稅項負債通常會就所有應課稅暫時差額予以確認。遞延稅項資產通常按可能出現可利用暫時差額扣稅之應課稅溢利時就所有可扣稅暫時差額予以確認。倘於一項交易中,開始確認其他資產及負債而引致業務合併以外之暫時差額既不影響應課稅溢利,亦不影響會計溢利,則不會確認該等資產及負債。

Notes to the Consolidated Financial Statements

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截至二零一六年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Taxation (Continued)

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

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

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債會就投資附屬公司及聯營公司，以及合營企業權益產生之相關應課稅暫時差異作出確認，惟倘本集團能夠控制撥回暫時差異及有關暫時差異很可能不會於可見將來撥回則除外。與該等投資及利益相關之可扣減暫時差異所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差異之利益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於報告期結束時均作檢討，並在不大有足夠應課稅溢利收回全部或部份資產時減少。

遞延稅項資產及負債乃按預期於負債清償或資產實現之期間適用之稅率計算，而該等稅率乃基於已頒佈或於報告期結束時已實行或大致實行之稅率（及稅法）。

遞延稅項負債及資產之計量反映按本集團預期於報告期結束時收回或結算其資產及負債之賬面值之方式計算所得之稅務結果。

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3. Significant Accounting Policies

(Continued)

Taxation (Continued)

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 主要會計政策 (續)

稅項 (續)

就計量使用公平值模式計量之投資物業之遞延稅項負債或遞延稅項資產而言，乃假設完全透過出售收回有關物業之賬面值，除非假設被駁回。倘投資物業可折舊及目的為於一段時間內使用該物業所包含之絕大部分經濟利益（而非透過出售）之業務模式所持有，則駁回此假設。

本年度及遞延稅項於損益確認，惟就有關項目於其他全面收益或直接於權益確認則除外，就此情況下，本年度遞延稅項亦會分別於其他全面收益或直接於權益確認。當本年度即期稅項或遞延稅項於業務合併之初始計入階段產生，稅務影響已計入業務合併之中。

投資物業

持有投資物業為獲得租金及／或資本增值。

投資物業初期乃按成本計量，包括任何直接開支。初步確認後，投資物業按公平值計量。本集團之所有投資物業以經營租賃持有，以賺取租金或資本增值，採用公平值模式按公平值分類及計算。投資物業公平值變動所產生之盈利或虧損於產生期間計入損益中。

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綜合財務報告書附註

截至二零一六年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Investment properties (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Property, plant and equipment

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

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

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

3. 主要會計政策 (續)

投資物業 (續)

投資物業於出售或於其被永久終止使用或預期於出售時再無日後經濟利益之時終止確認。終止確認物業所產生的任何盈利和虧損載納入(按出售所得款項淨額與該資產賬面值之差額計算)於終止確認期間內之損益中。

物業、廠房及設備

物業、廠房及設備，包括持有用於生產或提供產品或服務或行政用途的樓宇及租賃地(被分類為融資租賃)下述之在建工程除外，乃按成本值減日後累積折舊及累積減值虧損，於綜合財務狀況表內顯示(如有)。

在建的物業以供生產、供應或行政用途以成本減確認減值虧損列帳。成本(包括用於合格資產的專業費用及借貸成本)已根據本集團的會計政策資本化。在建工程於完成後可供用於擬定用途時重新分類為物業、廠房及設備之適當類別。此等資產之折舊基準與其他物業資產相同，乃於資產可供用於擬定用途時開始計算。

資產於估計可使用年期內以直線法撇銷成本減其剩餘價值以確認折舊。估計可使用年期、剩餘價值及折舊方法會於各報告期間結算日予以檢討，並將任何估計變動按預期入賬。

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截至二零一六年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Property, plant and equipment (Continued)

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

Intangible assets

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment of tangible and intangible assets

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備項目於出售後或當預期持續使用該資產不再帶來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何盈利或虧損按出售所得款項與資產賬面值之間的差額計算，並於損益內確認。

無形資產

獨立收購無確定使用期限之無形資產按成本減任何其後累計減值虧損列賬。

無形資產於出售或當預期使用或出售時再無日後經濟利益時終止確認。於終止確認無形資產而產生之盈利或虧損，乃按出售所得款項淨額，與該項資產賬面值之間的差額計量，並於有關資產不再確認時於損益內確認。

有形資產及無形資產之減值

本集團於報告期結束時審閱其有形資產及無形資產的賬面值，以判斷是否有跡象顯示該等資產蒙受任何減值虧損。倘出現任何有關跡象，估計資產的可回收金額以確定減值虧損的程度（如有）。倘不可能估計個別資產的可收回金額，則本集團估計該資產所屬現金產生單位的可收回金額。倘可識別分配基準的合理及一致性，則企業資產亦分配至個別現金產生單位，或另外分配至可識別合理及一致分配基準的最小組別的現金產生單位。

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截至二零一六年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Impairment of tangible and intangible assets (Continued)

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策 (續)

有形資產及無形資產之減值 (續)

並無限定使用年期之無形資產會最少每年進行減值測試，並會於有跡象顯示該等資產可能減值時進行減值。

可收回金額乃公平值減出售成本及在用價值兩者中較高者。評估在用價值時，採用除稅前折現率將估計未來現金流量折現至現值。該折現率反映市場所評估之貨幣時間價值及該資產之獨有風險，而估計未來現金流量未有就此作出調整。

倘估計資產（或現金產生單位）之可收回金額低於其賬面值，則該資產之賬面值將減至其可收回數額。減值虧損即時在損益確認。

若減值虧損隨後撥回，則資產（或現金產生單位）之賬面值乃增至其可收回數額之經修訂估計值，惟經增加後之賬面值不得超過於過往年度資產（或現金產生單位）並無確認任何減值虧損時釐定之賬面值。撥回之減值虧損即時於損益確認。

存貨

存貨按其成本及可變現淨值較低者列示。存貨成本採用先進先出法計算。可變現淨值乃估計銷售價格減估計完成銷售所需之成本。

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Financial instruments

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

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

Financial assets

Financial assets are classified into the following specified categories: financial assets at FVTPL, available-for-sale (“AFS”) financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

3. 主要會計政策 (續)

金融工具

財務資產及財務負債乃當某集團實體成為工具合同條文之訂約方時確認。

財務資產及財務負債按公平值初步確認。收購或發行財務資產及資產負債直接應佔之交易成本(透過損益以公平值列賬之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購透過損益以公平值列賬之財務資產或財務負債直接應佔之交易成本即時於損益賬內確認。

財務資產

財務資產歸入為以下指定類別，包括透過損益以公平值列賬之財務資產、可供出售之財務資產及貸款及應收賬款。財務資產的分類以其性質及用途於初步確認時決定。所有正常購買或出售財務資產乃按交易日基準確認及終止確認。購買或出售財務資產乃按正常方法購買或出售，並要求於市場上按規則或慣例設定之時間框架內付運資產。

實際利率法

實際利率法乃為計算債務工具之攤銷成本及按有關期間分配利息收入之方法。實際利率為按債務工具之預計年期或適用之較短期間實際折算估計未來現金款項之利率至早期確認之賬面淨額(包括所有支出、收入成為實際利率法的整體中交易成本和其他溢價或折讓)。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Effective interest method (Continued)

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets at FVTPL

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

A financial asset other than a financial asset held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract to be designated as at FVTPL.

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

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

實際利率法 (續)

就債務工具而言，利息收入按實際利息基準確認，除非其他被分類為透過損益按公平值列賬之財務資產除外。

透過損益按公平值計算之財務資產

倘財務資產為持作買賣用途或被指定為透過損益按公平值列賬，則財務資產被分類為透過損益按公平值列賬。

倘符合下列情況，則財務資產分類持作買賣的財務資產除外，或收購者可能支付或然代價適用之業務合併之一部分，於最初步確認時可被指定為按公平值計入損益：

- 該指定能對消或重要地減低以其他方式計量或確認而出現之不一致計量或確認；或
- 財務資產組成按本集團列明之風險管理或投資策略管理成為部份財務資產或財務負債或兩者同時具有，並以公平值為基準評估其表現，及按該基準提供有關組別之內部資訊；或
- 構成含有一項或多項內含衍生工具之合約之部份，及香港會計準則第39號金融工具：確認和計量准許全部合併合約指定為透過損益按公平值計算。

透過損益按公平值入賬之財務資產乃按公平值呈列，而因重新計量引起之任何盈利或虧損於損益中確認。於損益中確認之盈虧淨額包括任何股息或財務資產賺取之利息，已包括在「其他盈利和虧損」之列項。公平值按附註6c所述方式釐定。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at FVTPL, or loans and receivables.

Listed and unlisted debt securities and investment funds held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and distributions from AFS investment funds are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade receivables and bills receivable, other receivables, short-term deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

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

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

可供出售財務資產

可供出售財務資產屬被指定為可供出售為或未獲分類為按公平價值計入損益的財務資產的非衍生工具或貸款及應收款項。

本集團所持有之被分類為可供出售財務資產之上市公司及非上市公司的債券及投資基金於各報告期末按公平價值計量。與採用實際利率法計算之利息收入有關之可供出售貨幣財務資產之賬面值之變動及可供出售投資基金之分配從損益中確認。可供出售財務資產賬面值之其他變動乃於其他全面收入中確認，並累計於投資重估儲備項下。當投資被出售或被釐定出現減值時，先前累計於投資重估儲備中之累計收益或虧損乃重新分類至損益（有關財務資產減值虧損之會計政策闡述如下）。

貸款及應收賬款

貸款及應收賬款乃於活躍市場所沒有報價之固定或可釐定付款之非衍生財務資產。貸款及應收賬款（包括應收貿易賬款及應收票據、其他應收賬款、短期存款、銀行結餘及現金）均按採用實際利率法計算之已攤銷成本減任何已識別減值入賬。

利息收入採用實際利率法確認，惟對利息確認並不重大之短期應收款項除外。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss of financial assets

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

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

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

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

For certain categories of financial assets, such as trade receivables and bills receivable, assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 90 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產減值虧損

財務資產 (按公平值計入損益者除外) 於每個報告期結束時就減值指標進行評估。倘有客觀證據顯示因於初次確認財務資產後發生之一項或多項事件而引致財務資產之估計未來現金流量受到影響，則財務資產會被認為減值。

對於可供出售股本投資，倘證券之公平價值大幅或持續下降至低於其成本，則被視為減值之客觀證據。

就所有其他財務資產而言，減值之客觀證據可包括：

- 發行人或對方出現嚴重財政困難；或
- 毀約，例如逾期或拖欠支付利息或本金；或
- 借款人有可能破產或進行財務重組。

此外，就若干類別財務資產 (如貿易應收賬款及應收票據) 而言，資產會彙集一併評估是否減值，即使資產個別評估為沒有減值。應收賬款組合出現減值的客觀證據包括本集團過往收款紀錄、90日信貸期後逾期還款次數增加以及國家或地區經濟狀況明顯轉變導致拖欠應收款項。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss of financial assets (Continued)

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

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

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

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

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產減值虧損 (續)

就按攤銷成本列賬之財務資產而言，減值虧損確認之金額是按該資產之賬面值與以原有實際利率折算所得估計未來現金流量現值間之差額計量。

財務資產之賬面值直接按所有財務資產應佔之減值虧損予以扣減，惟應收貿易賬款及應收票據除外，其賬面值乃透過使用準備賬予以扣減。當應收貿易賬款及應收票據被認為不可收回，則於準備賬撇除。先前已撇除金額於其後收回時乃計入損益。準備賬之賬面值變動於損益確認。

當可供出售財務資產被釐定為已減值，之前已於其他全面收益確認的累計盈利或虧損會於期內重新分類至損益中。

就按攤銷成本計量之財務資產而言，倘減值虧損之金額於其後期間減少，而該減少可客觀地與確認減值虧損後出現之事件有關，則先前已確認之減值虧損會透過損益撥回，惟於透過撥回減值日期投資之賬面值不可超過假設並無確認減值之攤銷成本。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss of financial assets (Continued)

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

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

Equity instruments

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

Financial liabilities

Financial liabilities (including trade payables, other payables and secured bank loans) are subsequently measured at amortised cost using the effective interest method.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產減值虧損 (續)

就可供出售股本投資而言，先前於損益中確認之減值虧損不會透過損益撥回。減值虧損後公平值之任何增加會於其他全面收益確認及累計於投資重估儲備。就可供出售債務投資而言，倘投資公平值之增加客觀上與於確認後發生之事件相關，則其後透過損益撥回減值虧損。

財務負債及股本工具

集團實體發行之負債及股本工具乃根據合同安排之性質與財務負債及股本投資工具之定義分類為財務負債及股本工具。

股本工具

股本工具乃證明一個實體於扣減所有負債後之資產中擁有剩餘權益之合同。本公司發行之股本工具乃按已收所得款項扣除直接發行成本確認。

財務負債

財務負債包括應付貿易賬款、其他應付賬款及有抵押銀行貸款，乃隨後採用實際利率法按已攤銷成本計量。

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3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire.

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

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

3. 主要會計政策 (續)

金融工具 (續)

財務負債及股本工具 (續)

實際利率法

實際利率法乃為計算財務負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃確切地預計年期內，或適用較短期為按財務負債產生之未來現金付款（包括所支付或收取能構成整體實際利率、交易成本及其他溢價或折讓）折算至於初步確認時之賬面淨值之利率。

利息支出以實際利率法確認。

取消確認

只有當資產現金流之合約權利屆滿時，本集團方會取消確認財務資產。

於取消確認財務資產時，資產賬面值與已收及可收回代價及已直接於其他全面收益確認損益，與累積於權益中之差額一起於損益中確認。

本集團並僅於本集團之責任獲解除、註銷或屆滿時方取消確認財務負債。被取消確認之財務負債之賬面值與已付及應付代價間之差額於損益賬確認。

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4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

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

Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 重要會計判斷及估計不明朗因素的主要來源

於應用載於附註3的本集團會計政策時，董事須對未能依循其他途徑取得的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他視為相關的因素作出。實際業績可能有別於該等估計。

本集團以持續性為基礎檢討估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計的期間內確認修訂；倘修訂影響本期間及未來期間，則於作出修訂的期間及未來期間確認有關修訂。

應用會計政策的重要判斷

以下為董事於應用本集團會計政策過程中所作出而對於綜合財務報告書確認的金額具有最重大影響的重要判斷（涉及估計除外）。

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4. Critical Accounting Judgements And Key Sources of Estimation Uncertainty *(Continued)*

Critical judgement in applying accounting policies *(Continued)*

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties.

Key sources of estimation uncertainty

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

4. 重要會計判斷及估計不明朗因素的主要來源 *(續)*

應用會計政策的重要判斷 *(續)*

於投資物業之遞延稅項

就計算以公平值模式計量的投資物業產生之遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團之投資物業組合，總結為本集團之該等物業並非以通過時間消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有，而是通過出售。因此，於計算本集團於投資物業之遞延稅項時，本公司董事釐定，使用公平值模式計量之投資物業賬面值乃全部透過出售予以收回之假設並沒有被推翻。因此，本集團並無就投資於香港物業之公平值變動確認任何遞延稅項，因為本集團毋須就出售其投資物業繳付任何所得稅。

估計不明朗因素的主要來源

下文為涉及日後之主要假設及於報告期結束時估計不明朗因素與其他主要來源（均具有導致下一個財政年度之資產及負債賬面值出現大幅調整之重大風險）。

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4. Critical Accounting Judgements And Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Investment properties

As described in note 16, investment properties are stated at fair value based on the valuation performed by independent professional surveyors. In determining the fair value, the surveyors have used a method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. If there are changes in the assumptions used for the valuation, the fair value of the investment properties will change in future. As at 31 March 2016, the carrying amount of investment properties was HK\$242,000,000 (2015: HK\$248,000,000). Details are set out in note 16.

Depreciation

The carry value of the Group's property, plant and equipment as at 31 March 2016 was HK\$229,057,000 (2015: HK\$300,312,000). The Group depreciates the property, plant and equipment on a straight-line basis over their estimated useful lives of 3 to 25 years, or over the lease terms, after taking into account their estimated residual value, commencing from the date the property, plant and equipment is available for use. The estimated useful lives and dates that the Group places the property, plant and equipment into productive use reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. If the estimated useful life of property, plant and equipment did not reflect its actual useful life, additional depreciation may be required.

4. 重要會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源 (續)

投資物業

誠如附註16所述，投資物業乃根據獨立專業測量師進行之估值之公平值列賬。於釐定公平值時，測量師已使用涉及若干估計之估值方法。由於信賴估值報告時，管理層已行使彼等之判斷，並信納估值方法可反映現時市場狀況。倘估值所使用之假設有所變動，則投資物業之公平值將於未來變動。於二零一六年三月三十一日，投資物業之賬面值為2億4,200萬港元（二零一五年：2億4,800萬港元）。詳情載於附註16。

折舊

本集團物業、廠房及設備於二零一六年三月三十一日之賬面值為2億2,905萬7千港元（二零一五年：3億31萬2千港元）。本集團自物業、廠房及設備於計算估計剩餘價值後以直線法，按估計可使用期為期3至25年，或按租賃年期作可使用年期計算物業、廠房及設備用作折舊。估計可使用年期及本集團將物業、廠房及設備投入生產用途之日，反映董事對本集團計劃，藉使用本集團之物業、廠房及設備而產生未來經濟利益之期間之估算。倘物業、廠房及設備之估計可使用年期並未反映其真實可使用年期，則需採取額外折舊。

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4. Critical Accounting Judgements And Key Sources of Estimation Uncertainty *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group looks for other appropriate valuation techniques and inputs for fair value measurement.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Notes 6c and 16 provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

5. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank loans, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a quarterly basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

4. 重要會計判斷及估計不明朗因素的主要來源 *(續)*

估計不明朗因素的主要來源 *(續)*

公平值計量及估值程序

就財務報告目的而言，本集團的若干資產及負債按公平值計量。

於估計資產或負債的公平值時，本集團使用市場可觀察數據。倘無法獲取第一級輸入數據，本集團尋找其他合適的估值技術及測量輸入數據作公平值計量。

本集團採用包括並非以可觀察市場數據為依據的輸入數據在內的估值技巧，以釐定若干類別金融工具的公平值。用於釐定各項資產及負債之公平值估值技術、輸入數據及主要假設之資料已於附註6c及16披露。

5. 資本風險管理

本集團管理資本，旨在確保本集團實體可按持續基準經營，並透過優化債務及權益平衡為股東帶來最大回報。本集團之整體策略自多年以來一直維持不變。

本集團之資本架構包括債項淨額，含有銀行貸款、淨現金及現金等值及本公司擁有人應佔權益，當中包括已發行股本、儲備及保留溢利。

本公司董事季度檢討資本架構。作為審閱之一部分，董事將考慮資本成本及各類資本相關風險。根據董事之推薦意見，本集團將透過支付股息、發行新股、發行新債券及贖回現有債項，平衡其整體資本架構。

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截至二零一六年三月三十一日止年度

6. Financial Instruments

6a. Categories of financial instruments

Financial assets

Loans and receivables (including cash and cash equivalents)

Available-for-sale investments

Financial assets designated at FVTPL

財務資產

貸款及應收賬款

(包括現金及現金等值)

可供出售投資

透過損益按公平值計算之
財務資產

2016	2015
二零一六年	二零一五年
HK\$'000	HK\$'000
千港元	千港元

1,051,960

896,524

19,569

15,180

3,495

3,635

Financial liabilities

Financial liabilities at amortised cost

財務負債

財務負債攤銷成本

260,507

340,832

6b. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, financial assets designated at FVTPL, trade receivables and bills receivable, other receivables, short-term deposits, bank balances and cash, trade payables, other payables and secured bank loans. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

6b. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、透過損益按公平值計算之財務資產、應收貿易賬款、應收票據、其他應收賬款、短期存款、銀行結餘及現金、應付貿易賬款、其他應付賬款及有抵押之銀行貸款。該等金融工具詳情於各附註披露。該等金融工具相關風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。下文為如何降低該等風險之政策。管理層管理及監控該風險以確保及時和有效地採取適當之措施。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which exposes the Group to foreign currency risk. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Liabilities 負債		Assets 資產	
	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
United States Dollar ("USD") 美元	20,136	28,126	519,322	560,802
Euro ("EUR") 歐羅	284	284	5	40
Renminbi ("RMB") 人民幣	-	-	136,320	132,953
HK Dollar ("HK\$") 港元	63	-	623,444	487,059

Sensitivity analysis

The Group is mainly exposed to exchange rate fluctuations of USD, HK\$ and RMB against the functional currency of respective group entities, which is either HK\$ or RMB. As the USD will only vary between HK\$7.75=USD1.00 and HK\$7.85=USD1.00 under the Linked Exchange Rate System, the management of the Company are of the opinion that the Group's exposure to USD relative to HK\$ is minimal and accordingly, no foreign currency sensitivity analysis on USD is presented.

The Group has only minimal transactions in EUR which expose the Group to foreign currency risk. In management's opinion, the Group has no significant currencies risk on EUR at the year end and no sensitivity analysis is presented.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

市場風險

貨幣風險

本公司有數間附屬公司以外幣進行買賣使集團承受外幣風險，於報告期結束日，本集團以外幣計算之貨幣資產及貨幣負債之賬面值如下：

敏感度分析

本集團主要承受美元、港元及人民幣滙兌各集團實體功能貨幣，即港元或人民幣之匯率波動風險。由於聯繫匯率制度，美元只會變動於7.75港元=1.00美元及7.85港元=1.00美元之間，管理層認為本集團美元風險相對於港元很低，故此沒有為美元作外幣敏感度分析。

本集團有少數歐羅交易使本集團面臨外匯風險。管理層認為，歐羅於年底對本集團並沒有重要的貨幣風險，故沒有作敏感度分析。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 3% (2015: 3%) increase and decrease in functional currency of respective group entities against the relevant foreign currencies. These percentages are the sensitivity rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the year end for a 3% (2015: 3%) change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in post-tax profit where the functional currencies of respective group entities weaken 3% against the foreign currencies. A 3% (2015: 3%) strengthening of the functional currencies of respective group entities against the relevant currencies, there would be an equal and opposite impact on the profit.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析 (續)

下表詳列因應本集團對於各集團實體功能貨幣匯兌相關外幣匯率上下波動3% (二零一五年: 3%)。該等百分比為向內部主要管理人員匯報外幣風險所用之敏感度率, 並為管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計算之尚結存的貨幣項目, 並於年終調整其換算以反映外幣匯率之3% (二零一五年: 3%)之變動。於除稅後增加(減少)對於人民幣轉弱3%, 於下列正數(負數)表示各集團實體功能貨幣匯兌相關外幣。倘各集團實體功能貨幣匯兌相關外幣或假如外幣轉強3% (二零一五年: 3%), 將會對除稅後溢利造成相等及相反之影響。

	Impact of HK\$		Impact of RMB	
	港元沖擊		人民幣沖擊	
	2016	2015	2016	2015
	二零一六年	二零一五年	二零一六年	二零一五年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Profit or loss for the year	本年溢利/虧損			
	14,026	10,959	3,415	3,330

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6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

The above is mainly attributable to the exposure to short-term deposits, outstanding receivables and payables and intergroup receivables and payables at the year end.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate short-term deposits.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate secured bank loans (see note 26 for details of these loans) and bank balances.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate secured bank loans at the end of the reporting period. The analysis is prepared assuming the secured bank loans outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis point (2015: 10 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 10 basis point (2015: 10 basis point) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2016 would decrease/increase by HK\$48,000 (2015: decrease/increase by HK\$65,000). This is attributable to the Group's exposure to interest rates on its secured bank loans.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析 (續)

上述主要來自年度末期所面對的短期存款、應收賬款結存及應付賬款及集團內部應收及應付賬款的風險。

利率風險

本集團於定息短期存款承受公平值利息風險。

本集團在有關浮動利息於銀行有抵押貸款 (此貸款詳情見附註26) 及銀行結餘承受流動現金利率風險。

敏感度分析

下文的敏感度分析於報告期結束時已根據有抵押貸款所承受浮動利息利率風險釐定。分析乃假設於報告期末仍未償還之有抵押銀行貸款為全年未償還貸款而釐定。向內部主要管理人員匯報利率風險時用增或減10基點 (二零一五年: 10基點), 並代表管理層對利率可能合理變動之評估。

倘利率高/低10基點 (二零一五年: 10基點) 及所有其他可變動因素維持不變, 則本集團截至二零一六年三月三十一日止年度之除稅後溢利將減少/增加48,000港元 (二零一五年: 減少/增加65,000港元)。此乃來自本集團有抵押貸款所承受的利率風險。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

Other price risk

The Group is exposed to interest rate risk and credit risk through its listed and unlisted debt investments and unlisted investment funds classified as available-for-sale investments and designated at FVTPL. The management considers these risks are insignificant and therefore no sensitivity analysis on such risks has been prepared. However, the management will closely monitor such exposures and consider hedging such exposures should the need arise.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at 31 March 2016 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade receivables and the Group has been largely dependent on a small number of customers for a substantial portion of its business. The top three customers represent over 91% (2015: 89%) of the trade receivables at 31 March 2016. The failure of these customers to make required payment could have a substantial negative impact on the Group's profits and liquidity.

In order to minimise the credit risk, management of the Group has credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

市場風險 (續)

其他價格風險

本集團因上市及非上市債務投資及非上市投資基金被分類為可供出售投資和透過損益按公平值計算而承受利率和信貸風險。管理層考慮到此等風險並不嚴重，因此，沒有對此等風險準備作敏感度分析。然而，管理層會密切監察此等風險和在有需要時會考慮對沖此風險。

信貸風險

倘交易方於二零一六年三月三十一日未能履行彼等就各類已確認財務資產之承擔，則本集團須承受之最高信貸風險為於綜合財務狀況表所載資產賬面金額。本集團主要的信貸風險為其貿易應收賬款，本集團大部份之業務乃依靠少數的客戶。於二零一六年三月三十一日，最大三個客戶所佔的貿易應收款項超過91% (二零一五年：89%)。此等客戶如未能付款，將對集團的溢利和流動資金有重大的負面影響。

為將信貸風險降至最低，本集團管理層已有信貸審批及其他監控程序，以確保採取跟進措施收回逾期未付之債項。此外，本集團檢討每個結束期間個別貿易賬款之可收回金額，以確保就不可收回金額已作出足夠減值虧損。就此而言，本公司董事認為，本集團之信貸風險已大幅降低。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Credit risk (Continued)

The credit risk on bank balances, liquid funds and unlisted debt securities are limited because the counterparties are reputable banks in Hong Kong or financial institutions with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on trade receivables set out above, and liquid funds which are deposited with several banks or financial institutions with high credit ratings, the Group does not have any other significant concentration of credit risk.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loan with a repayment on demand clause is included in the time band for earliest repayment regardless of the probability of the bank choosing to exercise its right. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

信貸風險 (續)

銀行結餘、流動資金及非上市債務證券存在之信貸風險是有限的，因為交易方經國際信用評級機構評定為有高信用等級之銀行或財務機構。

除信貸風險集中在應收貿易賬款如上述外，流動資金存款存於多間有高信用評級的銀行或金融機構內，本集團不需有任何重大關注於其信貸風險。

流動資金風險

在管理流動資金風險時，本集團管理層認為足夠的監控及保持現金及現金等值水平，以為本集團的業務營運提供資金並減輕現金流量波動的影響。管理層監察銀行借貸之使用情況。

下表詳列本集團非衍生財務負債之餘下合約到期日。此表乃根據本集團於可被要求償還財務負債之最早日期之未折現值現金流量編製。特別是，不論銀行選擇行使其權利之可能性，具有可隨時按要求償還條款之銀行借貸均計入最早時間範圍。此表包括利息及本金現金流量。利息流量為浮動利率，就此而言，未折現值金額來自於報告期結束時之利率線作計算。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 March 2016
	加權平均利率 %	按要求或少於三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年至二年 HK\$'000 千港元	二年至五年 HK\$'000 千港元	五年以上 HK\$'000 千港元	未折現值現金流量總額 HK\$'000 千港元	二零一六年三月三十一日之賬面值 HK\$'000 千港元
2016								
Financial liabilities at amortised cost								
Trade payables	-	197,215	3,502	-	-	-	200,717	200,717
Other payables	-	2,585	-	-	-	-	2,585	2,585
Secured bank loans - variable rate	1.21	7,032	4,215	5,577	16,417	26,727	59,968	57,205
		206,832	7,717	5,577	16,417	26,727	263,270	260,507

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 March 2015
	加權平均利率 %	按要求或少於三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年至二年 HK\$'000 千港元	二年至五年 HK\$'000 千港元	五年以上 HK\$'000 千港元	未折現值現金流量總額 HK\$'000 千港元	二零一五年三月三十一日之賬面值 HK\$'000 千港元
2015								
Financial liabilities at amortised cost								
Trade payables	-	258,275	4,318	-	-	-	262,593	262,593
Other payables	-	141	-	-	-	-	141	141
Secured bank loans - variable rate	1.44	19,447	7,958	5,635	16,588	32,158	81,786	78,098
		277,863	12,276	5,635	16,588	32,158	344,520	340,832

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

Notes to the Consolidated Financial Statements

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

As at 31 March 2016 and 31 March 2015, bank loan with a repayment on demand clause is included in the “On demand or less than 3 months” time band in the above maturity analysis according to the effective date of the repayment on demand clause at the end of the reporting period. As at 31 March 2016 and 31 March 2015, the aggregate carrying amount of such bank loan amounted to HK\$5,548,000 and HK\$12,948,000, respectively. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the bank will exercise its discretionary right to demand immediate repayment upon effective date of the repayment on demand clause. The directors believe that such bank loan will be repaid in 9 monthly instalments (2015: 21 monthly instalments) after the end of the reporting period in accordance with the scheduled repayment date set out in the loan agreement.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

於二零一六年三月三十一日及二零一五年三月三十一日，按要求償還條款於報告期結束時生效，附有可隨時按要求償還條款之銀行貸款在上述到期日分別計入「按要求或少於三個月」之時間範圍內。於二零一六年三月三十一日及二零一五年三月三十一日，該等銀行貸款之賬面值分別合共為554萬8千港元及1,294萬8千港元。計及本集團之財務狀況後，本公司董事相信銀行不大可能於要求償還條款生效日期時行使其要求即時還款之酌情權。董事相信，該等銀行貸款將根據貸款協議所載議定還款日期於報告期末以9個月分期償還（二零一五年：以21個月分期償還）。

倘浮息與該等於報告期末釐定之估計利率出現差異，計入上述非衍生財務負債之浮息工具之金額將會變動。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6c. Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

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

Some of the Group's financial assets are measured at fair value at the end of each reporting period.

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

Financial assets	Fair value as at 公平值		Fair value hierarchy	Valuation technique
	31 March 2016 於二零一六年 三月三十一日	31 March 2015 於二零一五年 三月三十一日		
財務資產			公平值等級	估值技術
Available-for-sale investments	Investment in unlisted investment funds HK\$11,356,000	Investment in unlisted investment funds HK\$8,840,000	Level 3	Net asset value of the investment fund (Note a)
可供出售投資	投資於非上市投資基金 11,356,000港元	投資於非上市投資基金 8,840,000港元	第三級	投資基金的資產淨值 (附註a)
Available-for-sale investments	Investment in unlisted debt securities HK\$3,538,000	Investment in unlisted debt securities HK\$6,340,000	Level 3	Discounted cash flow (Note b)
可供出售投資	投資於非上市債務證券 3,538,000港元	投資於非上市債務證券 6,340,000港元	第三級	按貼現現金流量 (附註b)
Available-for-sale investments	Investment in listed debt securities HK\$4,675,000	N/A	Level 1	Quoted bid prices in an active market
可供出售投資	投資於上市債務證券 4,675,000港元	不適用	第一級	於活躍市場所報買賣價
Financial assets designated at FVTPL	Investment in unlisted investment funds HK\$3,495,000	Investment in unlisted investment funds HK\$3,653,000	Level 3	Net asset value of the investment fund (Note a)
透過損益按公平值計算之財務資產	投資於非上市投資基金 3,495,000港元	投資於非上市投資基金 3,653,000港元	第三級	投資基金的資產淨值 (附註a)

6. 金融工具 (續)

6c. 金融工具公平值計量

此附註提供本集團如何釐定各種財務資產的公平值之資料。

(i) 本集團的財務資產公平值根據經常性基準按公平值計量

於各報告期末，本集團部分財務資產乃按公平值計量。下表提供如何釐定該等財務資產及財務負債公平值的資料（特別是所用估值技術），以及按公平值計量輸入數據的可觀察程度將公平值計量分為公平值等級第1級至第3級。

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6. Financial Instruments (Continued)

6c. Fair value measurements of financial instruments

(Continued)

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

Note a: The key unobservable inputs used in the determination of fair value of the investment funds is the net asset value per unit of the investment funds, which ranges from HK\$103 to HK\$74,017 per unit. (2015: HK\$106 to HK\$74,202), provided by the financial institution.

Note b: The key unobservable inputs are expected yields to maturity of the unlisted debt securities which reflects the credit risks of the issuers. The weighted average yield to maturity of the unlisted debt security as at 31 March 2016 is 5.51% (2015: 2.55%)

(ii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

6. 金融工具 (續)

6c. 金融工具公平值計量 (續)

(i) 本集團的財務資產公平值根據經常性基準按公平值計量 (續)

附註a: 用於決定投資基金的公平值的主要不可觀察的輸入數據值，是每投資基金單位的淨資產值，每單位由103港元至74,017港元（二零一五年：由106港元至74,202港元），由金融機構提供。

附註b: 主要不可觀察的輸入數據值，乃非上市債券到期預期收益率，並且反映了發行人的信貸風險。非上市的債務證券的加權平均收益率於二零一六年三月三十一日的到期日為5.51%（二零一五年：2.55%）。

(ii) 本集團並不是根據經常性基準按公平值計量的財務資產及財務負債之公平值（但按要求作出公平值披露）

董事認為，於綜合財務報表內之財務資產及財務負債之賬面值與其公平值相若。

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6c. Fair value measurements of financial instruments

(Continued)

(iii) Reconciliation of Level 3 fair value measurements of financial assets

		Available- for-sale investments	Financial assets designated at FVTPL 透過損益 按公平值計算 之財務資產
		HK\$'000 千港元	HK\$'000 千港元
At 1 April 2014	於二零一四年四月一日	11,559	5,480
Total gains/(losses):	總盈利/(虧損):		
- in profit or loss	- 損益	507	35
- in other comprehensive income	- 其他全面收益		
- net gain on revaluation of available-for-sale investments	- 可供出售投資 重估盈利淨額	143	-
- cumulative gain reclassified to profit or loss on sale of available-for-sale investments	- 出售可供出售投資的 累計盈利重新分類 到損益內	(507)	-
Purchases	購買	11,048	-
Proceeds from disposal/redemption	出售/贖回所得款項	(7,570)	(1,880)
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	15,180	3,635
Total gains/(losses):	總盈利/(虧損):		
- in profit or loss	- 損益	(47)	(140)
- in other comprehensive income	- 其他全面收益		
- net loss on revaluation of available-for-sale investments	- 可供出售投資 重估虧損淨額	(685)	-
- cumulative loss reclassified to profit or loss on sale of available-for-sale investments	- 出售可供出售投資的 累計虧損重新分類 到損益內	47	-
Purchases	購買	1,949	-
Proceeds from disposal/redemption	出售/贖回所得款項	(1,550)	-
At 31 March 2016	於二零一六年 三月三十一日	14,894	3,495

6. 金融工具 (續)

6c. 金融工具公平值計量 (續)

(iii) 財務資產第三級公平值計量 之對賬

Notes to the Consolidated Financial Statements

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截至二零一六年三月三十一日止年度

6. Financial Instruments (Continued)

6c. Fair value measurements of financial instruments

(Continued)

(iii) Reconciliation of Level 3 fair value

measurements of financial assets (Continued)

Of the total gains or losses for the year included in profit or loss, unrealised loss of HK\$140,000 (2015: gain of HK\$31,000) relates to financial assets designated at FVTPL held at the end of the current report period. Fair value gains or losses on financial assets designated at FVTPL are included in “other gains and losses”.

Included in other comprehensive income for the year ended 31 March 2016 is unrealised loss of HK\$618,000 (2015: gain of HK\$23,000) related to unlisted investment fund and debt securities classified as available-for-sale investments held at the end of the current reporting period and is reported as changes of “investment revaluation reserve”.

7. Segment Information

Information reported to the Company’s executive directors (the chief operating decision maker) for the purposes of resource allocation and assessment of segment performance focuses on geographical regions.

The principal activities of the Group are manufacturing of household electrical appliance. The Group is currently organised into four operating divisions – Europe sales, Asia sales, America sales and other regions sales. The information reported to the Group’s chief operating decision maker for the purposes of resource allocation and assessment of performance is based on these operating divisions.

6. 金融工具 (續)

6c. 金融工具公平值計量 (續)

(iii) 財務資產第三級公平值計量之對賬 (續)

於年內損益中計入盈利或虧損之總額包括一個未實現虧損14萬港元(二零一五年:盈利3萬1千港元),在本報告期末持有之透過損益按公平值計算之財務資產計入。透過損益按公平值計算之財務資產之公平值盈利或虧損計入「其他盈利及虧損」內。

有關未實現虧損61萬8千港元(二零一五年:盈利2萬3千港元)於截至二零一六年三月三十一日止年度已計入其他全面收入。在報告期末仍持有之非上市投資基金及債務證券呈列為可供出售投資及「投資重估儲備」之變動。

7. 分部資料

資料會呈報給本公司之執行董事(主要營運決策人士)就地理區域分類以集中分配資源及評核分部表現。

集團主要業務為生產家庭電器。本集團現劃分成4個主要營運分部:歐洲、亞洲、美洲及其他地區銷售。資料呈報給集團主要營運決策人士以集中在該等營運分部之資源分配及評核分部表現。

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7. Segment Information (Continued)

Segment Revenues and Results

The following is an analysis of the Group's revenues and results for each of the reportable and operating segments.

Year ended 31 March 2016

		Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Other regions 其他地區 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue (Note a)	分部營業額 (附註a)	812,435	394,762	311,248	46,880	1,565,325
Segment profit	分部溢利	56,922	27,658	21,807	3,285	109,672
Other gains and losses (except net foreign exchange loss)	其他盈利及虧損 (外匯虧損淨額除外)					252
Depreciation (except moulds)	折舊 (模具除外)					(64,192)
Loss from changes in fair value of investment properties	投資物業之公平值變動所產生的虧損					(6,000)
Gain on sale and leaseback arrangement	出售及售後回租安排所產生之盈利					110,788
Finance costs	財務費用					(959)
Unallocated income and expenses, net (Note b)	未分配收入及開支淨額 (附註b)					(6,549)
Profit before tax	除稅前溢利					143,012

7. 分部資料 (續)

分部營業額及業績

以下乃來自本集團按可呈報及營運分部地區業務之收益及業績作出之分析：

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截至二零一六年三月三十一日止年度

7. Segment Information (Continued)

Segment Revenues and Results (Continued)

Year ended 31 March 2015

		Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Other regions 其他地區 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue (Note a)	分部營業額 (附註a)	988,552	466,451	404,493	86,507	1,946,003
Segment profit	分部溢利	68,131	32,148	27,877	5,962	134,118
Other gains and losses (except net foreign exchange gain)	其他盈利及虧損 (外匯盈利淨額除外)					(1,397)
Depreciation (except moulds)	折舊 (模具除外)					(67,166)
Gain from changes in fair value of investment properties	投資物業之公平值變動所產生的盈利					30,000
Finance costs	財務費用					(1,428)
Unallocated income and expenses, net (Note b)	未分配收入及開支淨額 (附註b)					(8,194)
Profit before tax	除稅前溢利					85,933

Note a: The allocation of segment revenue is determined based on destinations of shipment of products.

Note b: Unallocated income and expenses represented other income, central administration costs and directors' salaries.

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of other income, central administration cost and directors' salaries, other gains and losses (except net foreign exchange gain (loss)), depreciation (except moulds), (loss) gain from changes in fair value of investment properties, finance costs and gain on sale and leaseback arrangement. This is the measure reported to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment. Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

7. 分部資料 (續)

分部營業額及業績 (續)

截至二零一五年三月三十一日止年度

		Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Other regions 其他地區 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue (Note a)	分部營業額 (附註a)	988,552	466,451	404,493	86,507	1,946,003
Segment profit	分部溢利	68,131	32,148	27,877	5,962	134,118
Other gains and losses (except net foreign exchange gain)	其他盈利及虧損 (外匯盈利淨額除外)					(1,397)
Depreciation (except moulds)	折舊 (模具除外)					(67,166)
Gain from changes in fair value of investment properties	投資物業之公平值變動所產生的盈利					30,000
Finance costs	財務費用					(1,428)
Unallocated income and expenses, net (Note b)	未分配收入及開支淨額 (附註b)					(8,194)
Profit before tax	除稅前溢利					85,933

附註a: 分部營業額的分配是基於產品的船運目的地而確定。

附註b: 未分配收入及開支來自其他收入、中央行政費用及董事薪金。

可呈報及營運分部之會計政策與本集團之會計政策相同 (描述於附註3)。分部溢利代表由每一分部所賺取的溢利，並未分配的其他收入、中央行政費用及董事薪金、其他盈利及虧損 (外匯盈利 (虧損) 淨額除外)、折舊 (模具除外)、投資物業之公平值變動所產生的 (虧損) 盈利、財務費用及出售及售後回租安排所產生之盈利。以此計量向集團主要營運決策人士匯報，藉此作資源分配及評核表現。上述所報告之營業額乃由外部客戶所產生的。這兩年內並未聯營分部銷售。

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7. Segment Information (Continued)

Segment Assets And Liabilities

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

Segment Assets

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Europe	歐洲	204,444	263,600
Asia	亞洲	104,393	131,652
America	美洲	74,096	106,876
Other regions	其他地區	12,226	24,629
Segment assets	分部資產	395,159	526,757
Unallocated assets	未分配資產		
Available-for-sale investments	可供出售投資	19,569	15,180
Financial assets designated as FVTPL	透過損益按公平值計算之 財務資產	3,495	3,635
Short-term deposits	短期存款	305,732	197,307
Bank balances and cash	銀行結存及現金	424,879	208,304
Investment properties	投資物業	242,000	248,000
Plant, equipment and machinery (except moulds)	廠房、設備及機器 (模具除外)	222,228	293,769
Club debentures	會籍債券	13,866	13,866
Other receivables	其他應收賬款	29,918	99,244
Tax recoverable	應退稅項	11,695	7,692
Other unallocated assets (Note)	其他未分配資產 (附註)	25,645	30,077
Consolidated assets	綜合資產	1,694,186	1,643,831

Note: Other unallocated assets comprised prepaid lease payments and deposits paid for acquisition of property, plant and equipment.

7. 分部資料 (續)

分部資產及負債

以下乃本集團按可呈報及營運分部分析資產及負債資料：

分部資產

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Segment assets	395,159	526,757
Unallocated assets		
Available-for-sale investments	19,569	15,180
Financial assets designated as FVTPL	3,495	3,635
Short-term deposits	305,732	197,307
Bank balances and cash	424,879	208,304
Investment properties	242,000	248,000
Plant, equipment and machinery (except moulds)	222,228	293,769
Club debentures	13,866	13,866
Other receivables	29,918	99,244
Tax recoverable	11,695	7,692
Other unallocated assets (Note)	25,645	30,077
Consolidated assets	1,694,186	1,643,831

附註：其他未分配資產包括預付租賃款項及已付購買物業、廠房及設備之訂金。

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7. Segment Information (Continued)

Segment Assets And Liabilities (Continued)

Segment Liabilities

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Europe	歐洲	14,042	17,496
Asia	亞洲	6,379	7,747
America	美洲	5,723	7,194
Other regions	其他地區	775	1,475
Segment liabilities (Note)	分部負債 (附註)	26,919	33,912
Unallocated liabilities	未分配負債		
Trade payables	應付貿易賬款	200,717	262,593
Other payables and accruals	其他應付賬款及應付未付	133,242	140,540
Deferred income	遞延收入	56,153	-
Secured bank loans	有抵押銀行貸款	57,205	78,098
Tax liabilities	應付稅項	33,261	40,294
Deferred tax liabilities	遞延稅項	12,855	12,939
Consolidated liabilities	綜合負債	520,352	568,376

Note: Segment liabilities represented mould deposits received by each segment.

7. 分部資料 (續)

分部資產及負債 (續)

分部負債

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
歐洲	14,042	17,496
亞洲	6,379	7,747
美洲	5,723	7,194
其他地區	775	1,475
分部負債 (附註)	26,919	33,912
未分配負債		
應付貿易賬款	200,717	262,593
其他應付賬款及應付未付	133,242	140,540
遞延收入	56,153	-
有抵押銀行貸款	57,205	78,098
應付稅項	33,261	40,294
遞延稅項	12,855	12,939
綜合負債	520,352	568,376

附註： 分部負債已包括每一分部已收模具訂金。

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7. Segment Information (Continued)

Information about Major Customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

Customer A (Europe, Asia, Americas and Other regions)	客戶A (歐洲、亞洲、美洲及其他地區)
Customer B (Europe, Asia, Americas and Other regions)	客戶B (歐洲、亞洲、美洲及其他地區)
Customer C (Europe, Asia, Americas and Other regions)	客戶C (歐洲、亞洲、美洲及其他地區)

Geographical Information

The Group's operations are located in Hong Kong (country of domicile), and PRC.

Information about the Group's non-current assets is presented based on the geographical location of the assets.

Hong Kong	香港
PRC	中國

Note: Non-current assets excluded financial instruments and club debentures.

7. 分部資料 (續)

主要客戶的資料

本集團與同期超過總銷售額10%或以上的客戶收益如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

523,977	743,101
463,750	605,584
204,135	208,638

地區資料

本集團之營運地點為香港(居籍地)及中國。

有關本集團之非流動資產是基於資產的地區而呈列。

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

246,367	261,742
250,335	316,647

496,702 578,389

附註：非流動資產不包括金融工具及會籍債券。

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7. Segment Information (Continued)

Other Segment Information

Year ended 31 March 2016

	Europe 歐洲	Asia 亞洲	America 美洲	Other regions 其他地區	Total segment 分部總額	Unallocated 未分配	Consolidated 綜合
	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

Amounts included in the measure of segment profit or loss or segment assets:

Additions to non-current assets	非流動資產增加	2,121	865	1,212	82	4,280	12,097	16,377
Depreciation	折舊	1,996	830	1,086	83	3,995	64,190	68,185

此數額已包含於計量的分部溢利或虧損或分部資產。

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

Interest income on bank deposits	銀行存款之利息收入	-	-	-	-	-	4,418	4,418
Interest income on available-for-sale investments	可供出售投資之利息收入	-	-	-	-	-	328	328
Rental income	租金收入	-	-	-	-	-	5,601	5,601

此數額定期提供給主要營運決策人士，但不包含於計量的分部溢利或虧損或分部資產。

Year ended 31 March 2015

	Europe 歐洲	Asia 亞洲	America 美洲	Other regions 其他地區	Total segment 分部總額	Unallocated 未分配	Consolidated 綜合
	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

Amounts included in the measure of segment profit or loss or segment assets:

Additions to non-current assets	非流動資產增加	2,349	907	1,000	144	4,400	30,585	34,985
Depreciation	折舊	2,351	892	1,005	138	4,386	67,166	71,552

此數額已包含於計量的分部溢利或虧損或分部資產。

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

Interest income on bank deposits	銀行存款之利息收入	-	-	-	-	-	3,024	3,024
Interest income on available-for-sale investments	可供出售投資之利息收入	-	-	-	-	-	253	253
Rental income	租金收入	-	-	-	-	-	4,964	4,964

此數額定期提供給主要營運決策人士，但不包含於計量的分部溢利或虧損或分部資產。

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截至二零一六年三月三十一日止年度

8. Other Income

Rental income	租金收入
Interest on bank deposits	銀行存款利息
Amortisation of deferred income	遞延收入之攤銷
Building management fee income	樓宇管理費收入
Scrap sales	銷售廢品
Interest on available-for-sale investments	可供出售投資之利息
Others	其他

8. 其他收入

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
5,601	4,964
4,418	3,024
1,604	-
853	792
446	1,151
328	253
170	382
13,420	10,566

9. Directors', Chief Executive's and Employees' Emoluments

(a) Directors' emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

For the year ended 31 March 2016

	Mr. Cheung Lun	Mr. Cheung Shu Wan	Ms. Cheung Lai Chun, Maggie	Ms. Cheung Lai See, Sophie	Mr. Cheung Pui	Total 2016
	張倫先生 HK\$'000 千港元	張樹穩先生 HK\$'000 千港元	張麗珍女士 HK\$'000 千港元	張麗斯女士 HK\$'000 千港元	張培先生 HK\$'000 千港元	總額 HK\$'000 千港元
(A) EXECUTIVE DIRECTORS 執行董事						
Fees 袍金	-	-	-	-	-	-
Other emoluments: 其他酬金						
Salaries and other benefits 薪金及其他福利	3,005	2,791	1,460	1,655	1,306	10,217
Bonus (Note) 花紅(附註)	563	2,216	273	310	248	3,610
Contributions to retirement benefits scheme 退休福利計劃供款	-	269	146	165	132	712
Sub-total 小計	3,568	5,276	1,879	2,130	1,686	14,539

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

9. 董事、主要行政人員及僱員酬金

(a) 董事酬金

年內根據通用上市規則及公司條例披露的董事及主要行政人員的薪酬如下：

截至二零一六年三月三十一日止年度

上列執行董事酬金主要為彼等有關管理本公司及本集團事務的服務。

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9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 March 2016 (Continued)

		Mr. Lai Ah Ming, Leon 黎雅明先生 HK\$'000 千港元	Professor Lo Chung Mau 盧寵茂教授 HK\$'000 千港元	Dr. Chan How Chun 陳孝春博士 HK\$'000 千港元	Total 2016 總額 HK\$'000 千港元
(B) INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事				
Fees	袍金	120	-	-	120
Other emoluments:	其他酬金				
Salaries and other benefits	薪金及其他福利	-	-	-	-
Bonus (Note)	花紅(附註)	-	-	-	-
Contributions to retirement benefits scheme	退休福利計劃供款	-	-	-	-
Sub-total	小計	120	-	-	120
Total	總額				14,659

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

上列獨立非執行董事的酬金主要為擔任本公司董事的服務。

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截至二零一六年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 March 2015

	Mr. Cheung Lun 張倫先生 HK\$'000 千港元	Mr. Cheung Shu Wan 張樹穩先生 HK\$'000 千港元	Ms. Cheung Lai Chun, Maggie 張麗珍女士 HK\$'000 千港元	Ms. Cheung Lai See, Sophie 張麗斯女士 HK\$'000 千港元	Mr. Cheung Pui 張培先生 HK\$'000 千港元	Total 2015 總額 HK\$'000 千港元
(A) EXECUTIVE DIRECTORS 執行董事						
Fees 袍金	-	-	-	-	-	-
Other emoluments: 其他酬金						
Salaries and other benefits 薪金及其他福利	3,011	2,732	1,455	1,671	1,328	10,197
Bonus (note) 花紅(附註)	507	2,280	250	279	250	3,566
Contributions to retirement benefits scheme 退休福利計劃供款	-	269	146	165	132	712
Sub-total 小計	3,518	5,281	1,851	2,115	1,710	14,475

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

上列執行董事酬金主要為彼等有關管理本公司及本集團事務的服務。

9. 董事、主要行政人員及僱員酬金(續)

(a) 董事酬金(續)

截至二零一五年三月三十一日止年度

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截至二零一六年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 March 2015 (Continued)

	Mr. Lai Ah Ming, Leon 黎雅明先生 HK\$'000 千港元	Professor Lo Chung Mau 盧寵茂教授 HK\$'000 千港元	Dr. Chan How Chun 陳孝春博士 HK\$'000 千港元	Total 2015 總額 HK\$'000 千港元
(B) INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事			
Fees	袍金	120	-	120
Other emoluments:	其他酬金			
Salaries and other benefits	薪金及其他福利	-	-	-
Bonus (note)	花紅(附註)	-	-	-
Contributions to retirement benefits scheme	退休福利計劃供款	-	-	-
Sub-total	小計	120	-	120

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Total 總額 14,595

Note: The performance related incentive payment is determined with reference to the performance of the individual and the Group.

Mr. Cheung Shu Wan is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

(a) 董事酬金(續)

截至二零一五年三月三十一日止年度(續)

上列獨立非執行董事的酬金主要為擔任本公司董事的服務

附註：與表現掛鈎獎金乃根據個別人士及集團表現決定。

張樹穩先生亦為本公司之行政總裁，其上述披露之酬金乃包括他作為提供行政總裁服務之費用。

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截至二零一六年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

Professor Lo Chung Mau waived his fees of HK\$120,000 (2015: HK\$120,000) for the year ended 31 March 2016. Dr. Chan How Chun waived her fees of HK\$120,000 (2015: HK\$120,000) for the year ended 31 March 2016.

(b) Employees' emoluments

The five highest paid employees of the Group during the year included four directors (2015: five directors), details of whose remuneration are set out above. Details of the remuneration for the year of the remaining one (2015: nil) highest paid employee who is neither a director nor chief executive of the Company are as follows:

9. 董事、主要行政人員及僱員酬金 (續)

(a) 董事酬金 (續)

盧龐茂教授於截至二零一六年三月三十一日止放棄其袍金12萬港元(二零一五年:12萬港元)。陳孝春博士於截至二零一六年三月三十一日止放棄其袍金12萬港元(二零一五年:12萬港元)。

(b) 僱員酬金

年內本集團五位最高薪金僱員包括四名董事(二零一五年:五位董事),有關酬金詳情載於上文。年內,餘下一名(二零一五:無)非本公司董事、主要行政人員的最高薪僱員的薪酬詳列如下:

For the year ended 31 March 截至三月三十一日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪酬、津貼及實物利益	1,373	—
Performance related bonuses	與表現掛鈎花紅	264	—
Retirement benefits	退休福利	137	—
		<hr/>	
		1,774	—

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綜合財務報告書附註

截至二零一六年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(b) Employees' emoluments (Continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

HK\$1,500,001 to HK\$2,000,000

During both years, no emoluments were paid by the Group to the five highest paid individuals (including directors of the Company, chief executives and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

9. 董事、主要行政人員及僱員酬金 (續)

(b) 僱員酬金 (續)

該等非本公司董事最高薪之僱員的薪酬介乎以下範圍：

No. of employees	
For the year ended 31 March	
僱員數目	
截至三月三十一日止年度	
2016	2015
二零一六年	二零一五年
1	N/A 不適用
1	N/A 不適用

於這兩年內，本集團並無向該五位最高薪人士（包括本公司董事、主要行政人員及僱員）支付酬金作為加盟本集團之獎金式離職補償。

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截至二零一六年三月三十一日止年度

10. Other Gains and Losses

Net foreign exchange (loss) gain	外匯(虧損)盈利淨額
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之盈利
Write-off of property, plant and equipment	物業、廠房及設備撇除
Cumulative (loss) gain reclassified from other comprehensive income to profit or loss on disposal of available-for-sale investments	出售可供出售投資由其他全面收益於損益內被重新分類的累計(虧損)盈利
Net (loss) gain from changes in fair value of financial assets designated at FVTPL	透過損益按公平值計算之財務資產之公平值變動所產生的(虧損)盈利淨額
Others	其他

10. 其他盈利及虧損

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(2,959)	2,666
100	959
(163)	(104)
(47)	507
(140)	35
(2)	-
(3,211)	4,063

11. Gain on Sale and Leaseback Arrangement/Deferred Income

On 13 January 2016, the Group entered into a sale and purchase agreement with an independent third party (the "Purchaser") to dispose a property, namely, all that 12th Floor of Zung Fu Industrial Building, No. 1067 King's Road, Hong Kong, (the "Property") with a carrying amount of HK\$9,212,000 at a cash consideration of HK\$179,000,000. The fair value at the date of disposal was approximately HK\$120,000,000 based on the valuation carried out by RHL Appraisal Limited, an independent qualified professional surveyor not connected with the Group.

RHL Appraisal Ltd. is a member of The Hong Kong Institute of Surveyors. The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

11. 出售及售後回租安排所產生之盈利/遞延收入

於二零一六年一月十三日，本集團與一獨立第三方訂立一份買賣合約，出售英皇道1067號仁孚工業大廈12樓整層，現金代價為1億7,900萬港元其賬面值為921萬2千港元。公平值於出售當日為1億2,000萬，乃基於由獨立非關聯的專業合資格估值師永利行評值顧問有限公司進行估值。

永利行評值顧問有限公司為香港測量師學會的成員。公平值乃基於市場之比較方法於相同物業反映最近成交價格。

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截至二零一六年三月三十一日止年度

11. Gain on Sale and Leaseback Arrangement/Deferred Income

(Continued)

In addition, pursuant to the agreement, upon completion of the transaction, the Group continues to occupy the property by entering into a tenancy agreement with the Purchaser in respect of the Property for three years commencing from the date of completion, 3 March 2016. This sale and leaseback transaction resulted in an operating lease.

Since the sales price of the Property is above its fair value, the excess over fair value is deferred and amortised over the lease period of three years.

Gain on sale and leaseback arrangement arising on the transaction:

11. 出售及售後回租安排所產生之盈利／遞延收入 (續)

此外，根據合約協議，在完成交易後，本集團與買方就該物業訂立一項租約，租賃期為三年，由交易完成日，即二零一六年三月三日起計。這次出售及售後回租交易帶來營運租賃。

由於該物業之出售價格高於其公平值，超過的公平值會於租賃期三年內遞延及攤銷。

出售及售後回租安排所產生之盈利：

		HK\$'000 千港元
Gain on disposal of Property immediately recognised in profit or loss	出售物業之盈利即時於損益中確認	
Fair value of the Property	物業之公平值	120,000
Carrying amount of the Property (Note 17)	物業之賬面值(附註17)	<u>(9,212)</u>
		<u>110,788</u>

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11. Gain on Sale and Leaseback Arrangement/Deferred Income

(Continued)

The deferred income as at 31 March 2016 arising on the transaction:

11. 出售及售後回租安排所產生之盈利／遞延收入 (續)

於二零一六年三月三十一日所產生之遞延收入：

		HK\$'000 千港元
Consideration received	已收代價	179,000
Less: Legal and professional fees	減：法律及專業費用	<u>(1,243)</u>
		177,757
Fair value of the Property	物業之公平值	<u>(120,000)</u>
Deferred income at the time of disposal	於出售時之遞延收入	57,757
Credited to profit or loss during the year	年內確認於損益中入賬	<u>(1,604)</u>
		<u>56,153</u>
Analysed for reporting purposes as:	作匯報用途之分析：	
Non-current assets	非流動資產	36,901
Current assets	流動資產	<u>19,252</u>
		<u>56,153</u>

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12. Income Tax Expense

12. 所得稅開支

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current tax:	本年度稅項：		
Hong Kong	香港	3,811	12,443
PRC Enterprise Income Tax	中國企業所得稅	7,578	6,311
		<u>11,389</u>	<u>18,754</u>
Overprovision in prior years:	過往年度過度撥備：		
Hong Kong	香港	(1,025)	(96)
PRC Enterprise Income Tax	中國企業所得稅	(2,924)	(4,221)
		<u>(3,949)</u>	<u>(4,317)</u>
Deferred tax (Note 27):	遞延稅項(附註27)：		
Current year	本年度	(84)	1,016
		<u>7,356</u>	<u>15,453</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

兩個年度之香港利得稅乃以估計應課稅溢利按16.5%之稅率計算。

根據中國企業所得稅法(「新稅法」)及實施新稅法細則，附屬公司之法定企業所得稅為25%。

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12. Income Tax Expense (Continued)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅開支 (續)

本年度之稅項扣減可對應綜合損益及其他全面收益表內之除稅前溢利如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit before tax	除稅前溢利	143,012	85,933
Tax at the Hong Kong Profits Tax rate of 16.5%	按香港利得稅稅率16.5%	23,597	14,179
Tax effect of expenses that are not deductible for tax purpose	不可扣減之開支對稅項影響	1,763	1,292
Tax effect of income that is not taxable for tax purpose	無須繳稅之收入對稅項影響	(19,947)	(6,013)
Effect of different tax rates in the PRC	於中國經營不同稅率之影響	4,351	4,117
Overprovision in respect of prior years	過往年度過度撥備	(3,949)	(4,317)
Tax effect of tax losses not recognised	未確認稅項虧損之影響	1,983	4,418
Utilisation of tax losses previously not recognised	之前未確認稅項虧損之使用	(161)	(88)
Withholding tax on undistributed earnings	未分配盈利之預扣稅	654	1,041
Others	其他	(935)	824
Tax charge for the year	本年度稅項支出	7,356	15,453

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13. Profit for the Year

13. 本年度溢利

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利已扣除下列各項：		
Staff salaries and allowances	員工薪酬及津貼	295,809	320,482
Contributions to retirement benefits schemes	退休福利計劃供款	23,865	19,138
Total staff costs, including directors' emoluments	總員工成本（包括董事酬金）	319,674	339,620
Depreciation for property, plant and equipment	物業、廠房及設備折舊	68,185	71,552
Direct outgoings in relation to rental income	有關租金收入的直接支出	784	783
Release of prepaid lease payments	解除預付租賃款項	704	716
Auditor's remuneration	核數師酬金	2,165	2,177

14. Dividends

14. 股息

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Dividends recognised as distribution during the year	年內已確認派發之股息		
2016 Interim dividend of HK1.5 cents (2015: 2015 interim dividend of HK2.5 cents) per ordinary share	二零一六年中期股息 每普通股1.5港仙 (二零一五年：二零一五年 中期股息2.5港仙)	5,032	8,386
2015 final dividend of HK7.5 cents (2015: 2014 final dividend of HK8 cents) per ordinary share	二零一五年末期股息 每普通股7.5港仙 (二零一五年：二零一四年 末期股息8港仙)	25,157	26,835
		30,189	35,221

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14. Dividends (Continued)

Subsequent to the end of the reporting period, a final dividend of HK5.5 cents per share and a special dividend of HK28 cents per share in respect of the year ended 31 March 2016 (2015: final dividend of HK7.5 cents per share in respect of the year ended 31 March 2015) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming Annual General Meeting. The final dividend and special dividend will be paid on 12 September 2016 to shareholders whose names appear on the Register of Members of the Company on 26 August 2016.

15. Earnings per Share

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

Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	就每股基本盈利而言之盈利 (本年度可分配給本公司 擁有人之溢利)
--	--

Number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言之 普通股股份數目
---	-----------------------

No diluted earnings per share has been presented for both years as there were no potential ordinary shares in issue.

14. 股息 (續)

於報告期結束後，本公司之董事建議派發截至二零一六年三月三十一日止年度末期股息每股5.5港仙及特別股息每股28港仙（二零一五：截至二零一五年三月三十一日止年度之末期股息為每股7.5港仙）。此建議派發之末期股息及特別股息須取得本公司股東於即將舉行之股東週年大會上批准，並將於二零一六年九月十二日派付予於二零一六年八月二十六日名列本公司股東名冊之股東。

15. 每股盈利

每股可分配給公司擁有人的基本盈利之計算乃根據以下資料：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

135,656	70,480
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Number of shares 股份數量

2016 二零一六年 '000 千	2015 二零一五年 '000 千
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335,433	335,433
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這兩年度未有發行潛在攤薄之普通股，故此並沒有列出每股攤薄盈利。

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16. Investment Properties

16. 投資物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
FAIR VALUE	公平值		
Balance at beginning of year	年初結餘	248,000	218,000
(Decrease) increase in fair value recognised in profit or loss	公平值(減少)增加 於損益內確認	(6,000)	30,000
Balance at end of year	年末結餘	242,000	248,000
Unrealised (loss) gain on property valuation included in profit or loss	已計入(虧損)盈利之未實現 物業重估盈利	(6,000)	30,000

Fair value measurement of the Group's investment properties

The fair value of the Group's investment properties at 31 March 2016 and 31 March 2015 has been arrived at on the basis of a valuation carried out on the respective dates by RHL Appraisal Ltd., an independent qualified professional surveyor not connected with the Group.

The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

集團投資物業的公平值計量

於二零一六年三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由獨立非關聯的專業合資格估值師永利行評值顧問有限公司在上述日期進行重估。

公平值乃基於市場之比較方法於相同物業反映最近成交價格。

在評估物業的公平值時，最高及最好利用該物業是現時使用方式。

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截至二零一六年三月三十一日止年度

16. Investment Properties (Continued)

Details of the Group's investment properties and information about their fair value hierarchy as at 31 March 2015 and 2016 are as follows:

		Level 3	Fair value as at 31 March 2016 公平值 於二零一六年 三月三十一日 HK\$'000 千港元
Commercial property units located in Hong Kong	位於香港之商業物業單位	242,000	242,000
			Fair value as at 31 March 2015 公平值於 二零一五年 三月三十一日 HK\$'000 千港元
		Level 3	
Commercial property units located in Hong Kong	位於香港之商業物業單位	248,000	248,000

There were no transfers into or out of Level 3 during the year.

One of the key unobservable inputs used in valuing the investment properties was the average price per square foot, which was HK\$20,254 per square foot (2015: HK\$20,763 per square foot). A decrease in the price per square foot used would result in a decrease in fair value measurement of the investment property, and vice versa.

All of the Group's investment properties have been pledged to secure banking facilities granted to the Group.

16. 投資物業 (續)

於二零一五年三月三十一日及二零一六年三月三十一日，本集團之投資物業及其於公平值等級之資料詳列如下：

於年內第三級並沒有轉入或轉出。

最關鍵的一個難以察覺而用於評估投資物業的是每平方米價格，即每平方米2萬零254港元（二零一五：2萬零763港元）。而採用的每平方米價格減少，將導致投資物業的公平值減少，反之亦然。

本集團所有投資物業已抵押作為本集團獲授一般銀行信貸抵押。

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17. Property, Plant and Equipment

17. 物業、廠房及設備

		Leasehold land	Buildings	Factory buildings	Plant and machinery	Furniture, fixtures and equipment	Moulds and tools	Motor vehicles	Construction in progress	Total
		租賃土地	樓宇	工廠物業	及機器	傢具、裝置及設備	模具及工具	汽車	在建工程	合計
		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
		(Note)	(Note)							
		(附註)	(附註)							
COST	成本值									
At 1 April 2014	於二零一四年四月一日	9,615	4,374	191,566	390,624	174,143	34,159	12,128	-	816,609
Exchange adjustments	外匯調整	-	-	-	(370)	(1,520)	(31)	(324)	-	(2,245)
Additions	添置	-	-	-	12,974	14,522	4,537	2,925	27	34,985
Disposals/write-off	出售/撇除	-	-	-	(3,246)	(1,662)	(47)	(4,329)	-	(9,284)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及四月一日	9,615	4,374	191,566	399,982	185,483	38,618	10,400	27	840,065
Exchange adjustments	外匯調整	-	-	(5,582)	(13,810)	(5,864)	(76)	(169)	(17)	(25,518)
Additions	添置	-	-	-	5,948	3,904	4,343	1,780	402	16,377
Disposals/write-off	出售/撇除	-	-	-	(5,143)	(1,396)	(13)	(2,641)	-	(9,193)
Disposal under sale and leaseback arrangement	按出售及售後回租安排	(9,490)	(3,355)	-	-	-	-	-	-	(12,845)
At 31 March 2016	於二零一六年三月三十一日	125	1,019	185,984	386,977	182,127	42,872	9,370	412	808,886
DEPRECIATION	折舊									
At 1 April 2014	於二零一四年四月一日	264	4,374	59,496	263,527	115,553	27,155	8,535	-	478,904
Exchange adjustments	外匯調整	-	-	(11)	(385)	(1,528)	(22)	(208)	-	(2,154)
Provided for the year	本年度撥備	11	-	7,661	33,631	24,225	4,547	1,477	-	71,552
Eliminated on disposals/write-off	出售/撇除時抵銷	-	-	-	(3,118)	(1,647)	(47)	(3,737)	-	(8,549)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及四月一日	275	4,374	67,146	293,655	136,603	31,633	6,067	-	539,753
Exchange adjustments	外匯調整	-	-	(1,396)	(10,026)	(4,420)	(39)	(121)	-	(16,002)
Provided for the year	本年度撥備	8	-	7,547	32,314	22,766	4,180	1,370	-	68,185
Eliminated on disposals/write-off	出售/撇除時抵銷	-	-	-	(4,946)	(1,363)	(13)	(2,152)	-	(8,474)
Eliminated on disposal under sale and leaseback arrangement	按出售及售後回租安排時抵銷	(278)	(3,355)	-	-	-	-	-	-	(3,633)
At 31 March 2016	於二零一六年三月三十一日	5	1,019	73,297	310,997	153,586	35,761	5,164	-	579,829
CARRYING VALUES	賬面值									
At 31 March 2016	於二零一六年三月三十一日	120	-	112,687	75,980	28,541	7,111	4,206	412	229,057
At 31 March 2015	於二零一五年三月三十一日	9,340	-	124,420	106,327	48,880	6,985	4,333	27	300,312

Note: The buildings situated on the leasehold land had been fully depreciated but still in use by the Group. The leasehold land is situated in Hong Kong.

附註：於租賃土地的大廈已完全折舊，但仍被本集團使用。租賃土地是位於香港之長期租賃。

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17. Property, Plant and Equipment

(Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	租賃土地	Over the lease terms 租賃期內
Buildings and factory buildings	樓宇及工廠物業	4% or over the lease term, if shorter 4%或於租賃期內· 如有較短者
Plant and machinery	廠房設備及機器	15%
Furniture, fixtures and equipment	傢具、裝置及設備	20 – 33 $\frac{1}{3}$ %
Moulds and tools	模具及工具	20 – 33 $\frac{1}{3}$ %
Motor vehicles	汽車	20%

As at 31 March 2015, the Group has pledge leasehold land and buildings with a net book value of approximately HK\$9,220,000 (2016: Nil) to secure general banking facilities granted to the Group.

上述各項物業、廠房及設備（在建工程除外）之折舊乃按下列年率直線法計算：

於二零一五年三月三十一日，本集團獲授之一般銀行信貸抵押之租賃土地及樓宇的賬面價值約922萬港元（二零一六年三月三十一日：無）。

18. Prepaid Lease Payments

The Group's prepaid lease payments comprise leasehold land outside Hong Kong.

18. 預付租賃款項

本集團之預付租賃款項包括位於香港以外之租賃土地。

Analysed for reporting purposes as:		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current assets	非流動資產	24,833	26,394
Current assets	流動資產	704	716
		25,537	27,110

作匯報用途之分析：

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19. Club Debentures

19. 會所債券

HK\$'000
千港元

CARRYING VALUE

At 1 April 2014, 31 March 2015 and 31 March 2016

賬面值

於二零一四年四月一日、
二零一五年三月三十一日及
二零一六年三月三十一日

13,866

The club debentures with indefinite useful lives are tested for impairment annually and whenever there is an indication that they may be impaired. The directors of the Company are of the opinion that no impairment loss was identified with reference to market value.

無期限的會所債券於每年會作減值測試及當有跡象顯示減值會作減值。本公司董事根據參考市場價值，認為沒有顯示減值虧損。

20. Available-For-Sale Investments

20. 可供出售投資

Available-for-sale investments comprise:

可供出售投資包括：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted investments (Level 3)	非上市投資 (第三級)		
– Investment funds	– 投資基金	11,356	8,840
– Debt securities	– 債務證券	3,538	6,340
		<hr/>	<hr/>
		14,894	15,180
Listed investments (Level 1)	上市投資 (第一級)		
– Debt securities	– 債務證券	4,675	–
		<hr/>	<hr/>
		19,569	15,180
Analysed for reporting purposes as:	作匯報用途之分析:		
Non-current assets	非流動資產	16,031	13,563
Current assets	流動資產	3,538	1,617
		<hr/>	<hr/>
		19,569	15,180

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20. Available-For-Sale Investments

(Continued)

The investments in unlisted investment funds and unlisted debt securities are stated at fair value, which have been determined by reference to prices provided by the counterparty financial institution. Disclosures of the fair value measurement are set out in note 6c.

21. Financial Assets Designated at FVTPL

Unlisted investment funds

非上市投資基金

These represent unlisted investment funds redeemable at the directors' discretion. As at 31 March 2016, the directors of the Company intended to hold these investments at least in the coming twelve months from the end of the reporting period and therefore they are classified as non-current assets.

The above financial instruments are measured at fair value at the end of each reporting period. Disclosures of the fair value measurement are set out in note 6c.

22. Inventories

Raw materials

Work in progress

Finished goods

原材料

在製品

製成品

20. 可供出售投資 (續)

投資於非上市投資基金及非上市債務證券按公平值入賬，由相對金融機構提供價格作參考。公平值計量於附註6c披露。

21. 透過損益按公平值計算之財務資產

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

3,495

3,635

指可由董事決定贖回的非上市投資基金。於二零一六年三月三十一日，本公司董事有意持有該等投資至由報告期結束起計至少來年十二個月，故該等投資分類為非流動資產。

上述金融工具於每個報告期結束日以公平值計量。公平值計量於附註6c披露。

22. 存貨

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
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28,106

41,799

16,503

22,247

29,980

39,678

74,589

103,724

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綜合財務報告書附註

截至二零一六年三月三十一日止年度

23. Trade Receivables and Bills Receivable/Other Receivables

23. 應收貿易賬款及應收票據/其他應收賬款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	應收貿易賬款	300,729	398,772
Bills receivable	應收票據	-	1,261
		300,729	400,033
Other receivables (Note)	其他應收賬款(附註)	29,918	99,244
Total trade and other receivables	應收貿易賬款及其他 應收賬款總額	330,647	499,277

Note: As at 31 March 2016, the Group's other receivables mainly include value added tax recoverable of HK\$19,577,000 (2015: HK\$88,298,000), which will be repayable within one year.

附註：於二零一六年三月三十一日，本集團的其他應收賬款主要包括1,957萬7千港元（二零一五年：8,829萬8千港元）之可收回增值稅款，將可於一年內收回。

The following is an aged analysis of trade receivables and bills receivable by age, presented based on the invoice date which approximated the respective revenue recognition dates.

以下為應收貿易賬款及應收票據於報告日以發票日期為基礎之賬齡分析，大約為該營業額確認日期。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 90 days	0 – 90日	283,211	366,527
91 – 120 days	91 – 120日	17,518	30,380
Over 120 days	超過120日	-	3,126
		300,729	400,033

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截至二零一六年三月三十一日止年度

23. Trade Receivables and Bills Receivable/Other Receivables

(Continued)

The Group maintains defined credit period of up to 90 days. Before accepting any new customer, the Group has assessed the potential customer's credit quality and defines credit limits by customer. In addition, the Group reviews the repayment history of receivables by each customer with reference to the payment terms stated in contracts. In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. In the opinion of directors, the trade receivables that are neither past due nor impaired were of good credit quality based on good repayment history at the end of the reporting period and no impairment is necessary for these balances.

As at 31 March 2016, included in the Group's trade receivables balance are debtors with aggregated carrying amount of approximately HK\$21,595,000 (2015: HK\$48,929,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

23. 應收貿易賬款及應收票據/其他應收賬款 (續)

本集團設立明確信貸期至90天。於接納任何新客戶前，本集團已評估潛在客戶之信貸質素及按客戶界定信貸限額。此外，本集團參考合約所述之付款條款檢討各客戶償還應收款項之紀錄。集團考慮應收貿易賬款於信貸初期至於報告日之信貸質素有沒有改變，以釐定應收貿易賬款之可收回性。於報告日，董事認為，基於付款歷史良好，應收貿易賬款信貸質素良好，並無減值或未到期，故並不需要為該等餘額減值。

於二零一六年三月三十一日，本集團應收貿易賬款包括賬面值合共2,159萬5仟港元（二零一五年：4,892萬9仟港元）之應收賬款，該賬款於報告日期已到期但並無作出減值虧損撥備，因信貸質素並沒重大改變，同時考慮到該款項是可收回。本集團並無就該等賬款持有任何抵押品。

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截至二零一六年三月三十一日止年度

23. Trade Receivables and Bills Receivable/Other Receivables

(Continued)

Age of trade receivables which are past due but not impaired:

Overdue by:

1 – 90 days

91 – 120 days

逾期：

1 – 90日

91 – 120日

The Group performed assessment on individual trade receivable balance and recognised allowance on specific balance when necessary. In the opinion of the directors, there was no allowance for doubtful debts required as at the end of both reporting periods.

The Group does not hold any collateral over trade and other receivables and bills receivable. The Group has not provided for impairment loss as the directors assessed that these balances will be recovered base on their settlement records.

23. 應收貿易賬款及應收票據/其他應收賬款(續)

已逾期但並無減值之應收貿易款項賬齡：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	21,551	48,725
	44	204
	21,595	48,929

本集團評估每筆應收貿易賬款結餘，並於必要時就特定結餘確認撥備。董事認為，於兩個報告期間結束時並無需作呆賬撥備。

本集團並無就貿易及其他應收賬款及應收票據持有任何抵押品。董事基於收款記錄評估該等賬款可收回，故本集團並無就該等賬款作出減值虧損撥備。

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24. Short-term Deposits/Bank Balances and Cash

(a) **Short-term deposits**

Short-term deposits are deposit placed with bank or financial institute for investment purpose. The short-term deposits carry fixed interest rates with effective interest rates ranging from 0.01% to 8% (2015: 0.01% to 4.5%) per annum.

(b) **Bank balances and cash**

Bank balances carry interest at market rates which range from 0% to 0.3% (2015: 0% to 0.35%) per annum.

25. Trade Payables

The following is an aged analysis of trade payables presented based on the invoice date.

0 – 90 days	0 – 90日
91 – 120 days	91 – 120日
Over 120 days	超過120日

24. 短期存款／銀行與現金結存

(a) **短期存款**

短期存款是存於銀行及金融機構為投資目的。以短期用實際利率法計算，利息以年息由0.01%至8%（二零一五年：0.01%至4.5%）。

(b) **銀行結存和現金**

銀行結存按市場利息率計息，年息約0至0.3%（二零一五年：0至0.35%）。

25. 應付貿易賬款

根據發票日期呈列之應付貿易賬款之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 90 days	0 – 90日	169,911	240,360
91 – 120 days	91 – 120日	27,397	19,507
Over 120 days	超過120日	3,409	2,726
		<hr/>	<hr/>
		200,717	262,593

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截至二零一六年三月三十一日止年度

26. Secured Bank Loans

26. 有抵押銀行貸款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Secured bank loans, with carrying amount repayable (<i>Note</i>):	有抵押銀行貸款， 與償還之賬面值（附註）：		
Within one year	一年內	5,124	13,493
More than one year, but not exceeding two years	多於一年，但不超過兩年	5,124	5,124
More than two years, but not exceeding five years	多於兩年，但不超過五年	15,372	15,372
More than five years	五年以上	26,037	31,161
		51,657	65,150
Carrying amount of bank loans that contain a repayment on demand clause	銀行貸款包含要求償還條款之賬面值	5,548	12,948
		57,205	78,098
Less: Amount due within one year shown under current liabilities	減：列賬於流動負債之 一年內還款金額	(10,672)	(26,441)
Amount due after one year	一年後到期的還款金額	46,533	51,657

Note: The amounts due are based on scheduled repayment dates set out in the loan agreement.

The bank loans are variable-rate borrowings which carry interest at 1-month Hong Kong Interbank Offered Rate ("HIBOR") plus a range of 0.8% to 2.75% (2015: 1-month HIBOR + 0.8% to 2.75%) per annum. The range of effective interest rates on the Group's borrowings are from 1.26% to 2.97% (2015: 1.04% to 2.99%) per annum.

附註：到期還款金額是基於貸款協定所載之還款日期。

銀行貸款為浮動利率之借貸，年息率為香港銀行同業拆息（一個月）加0.8%至2.75%（二零一五年：香港銀行同業拆息（一個月）加0.8%至2.75%）。其幅度由年息1.26%至2.97%（二零一五年：年息1.04%至2.99%）。

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26. Secured Bank Loans (Continued)

As at 31 March 2016, bank loans of HK\$57,205,000 (2015: HK\$78,098,000) is secured by the Group's investment properties with a fair value approximately HK\$242,000,000 (Note 16). As at 31 March 2015, bank loans of HK\$51,657,000 (2016: HK\$Nil) was secured by leasehold land held under finance lease and building of the Group with net book value of HK\$9,220,000 (2016: HK\$Nil).

26. 有抵押銀行貸款 (續)

於二零一六年三月三十一日，銀行貸款5,720萬5仟港元(二零一五年：7,809萬8仟港元)乃由集團投資物業以公平值約為2億4,200萬港元(附註16)作擔保。於二零一五年三月三十一日，銀行貸款5,165萬7仟港元(2016年：無)乃由集團的融資租賃協議內的租賃土地及樓宇以賬面淨值922萬港元(二零一六年：無)作擔保。

27. Deferred Tax Liabilities

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

27. 遞延稅項負債

下列為本年度及之前年度已予確認之主要遞延稅項負債以及當中之變動：

		Accelerated tax depreciation	Withholding tax on distributable profit of subsidiaries in PRC 國內附屬公司 可分配溢利之 預扣稅	Total
		加 速 稅 項 折 舊	預 扣 稅	總 額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2014	於二零一四年四月一日	6,357	6,066	12,423
Release upon payment of dividends	支付股息時回撥	-	(500)	(500)
(Credit) charge to profit or loss	於損益(回撥)扣減	(25)	1,041	1,016
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	6,332	6,607	12,939
(Credit) charge to profit or loss	於損益(回撥)扣減	(738)	654	(84)
At 31 March 2016	於二零一六年 三月三十一日	5,594	7,261	12,855

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29. Share Option Scheme

Pursuant to the Company's share option scheme (the "Scheme") adopted on 8 August 2012 for the primary purpose of providing incentives to directors of the Company and eligible employees, the directors and employees of the Company may, at the discretion of the directors, be granted options (the "Options") to subscribe for shares in the Company (the "Shares") at a price determined by its directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted must be taken up not later than 28 days after the date of grant. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. An option is exercisable on the date when the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the options.

No options have been granted during the year under the Scheme.

29. 購股權計劃

根據本公司於二零一二年八月八日生效之購股權計劃(「購股權計劃」)，本公司董事可酌情授出購股權予本公司之董事及僱員以認購本公司之股份，認購價由董事釐定，惟不得低於下列三者中之最高者：(i)股份於要約授出購股權當日(須為交易日)之收市價(以聯交所日報表所敘述為準)；(ii)股份於要約授出購股權當日前五個交易日之平均收市價(以聯交所日報表所載者為準)；及(iii)股份面值。

如沒有本公司股東預先批准，行使根據購股權計劃發行之股份總數不得超過本公司於任何期間已發行股本之10%，及發行股份總數予個別人士，不得超過本公司於任何期間已發行股本之1%。

購股權計劃的維持有效期為自有關購股權生效當日起計10年。已授予之購股權必須於授予後28天內認購，須付1港元作接受此購股權之代價。在該期間內可隨時行使，從授出購股權要約當日起計，惟在任何情況下不得遲於授出購股權日期起計10年。

購股權計劃於年內並無授予認購股權。

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30. Related Party Disclosures

- (a) Rental expenses paid or payable by the Group to the related parties are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Immediate holding company	直接控股公司		
Allan Investment Company Limited	亞倫投資有限公司	900	900
Fellow subsidiaries	同系附屬公司		
Income Village Limited	儲鎮有限公司	204	204
Fair Pacific Limited	海暉有限公司	984	984
Director of the Company	公司董事		
Mr. Cheung Pui	張培先生	-	75

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases with immediate holding company and fellow subsidiaries which are included in note 31 and fall due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Immediate holding company	直接控股公司		
Within one year	一年內	900	900
In the second to fifth year inclusive	第二年至第五年內	-	900
		900	1,800
Fellow subsidiaries	同系附屬公司		
Within one year	一年內	1,188	1,188
In the second to fifth year inclusive	第二年至第五年內	1,968	204
		3,156	1,392

- (a) 本集團已付或應付租金開支予下列有關連人士：

於報告年度結束時，本集團與直接控股公司及同系附屬公司不可撤回的營運租賃（已包括在附註31）而要支付來年最低應付租值承擔如下：

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截至二零一六年三月三十一日止年度

30. Related Party Disclosures (Continued)

- (a) Rental expenses paid or payable by the Group to the related parties are as follows: (Continued)

Certain directors of the Company have controls in Allan Investment Company Limited, Income Village Limited and Fair Pacific Limited. Mr. Cheung Pui is a director, shareholder and key management personnel of the Company.

- (b) The remuneration of key management personnel, being the directors of the Company, during the year was as follows:

Short-term employee benefits	短期員工福利
Post employment benefits	退休福利

The remuneration of directors is recommended by the remuneration committee having regard to the performance of individuals, market trends and conditions with a view to retain and motivate executives.

30. 與有關連人士交易之披露

(續)

- (a) 本集團已付或應付租金開支予下列有關連人士：(續)

部份董事於亞倫投資有限公司、儲鎮有限公司及海暉有限公司有控制權。張培先生為本公司之董事、股東及主要管理人員。

- (b) 於年內主要管理人員之酬金，即董事如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	13,947	13,883
	712	712
	14,659	14,595

董事之酬金乃按個別員工的表現、市場趨勢及情況，由薪酬委員會提交建議，務求挽留及推動行政人員繼續為集團效力。

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截至二零一六年三月三十一日止年度

31. Operating Leases

The Group as lessee

Minimum lease payments paid during the year under operating leases in respect of rented premises

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

Within one year
In the second to fifth year inclusive

Operating lease payments represent rentals payable for rented premises. Leases are negotiated for an average term ranging from one to three years (2015: one to three years) and rentals are fixed throughout the lease period.

31. 營運租賃

本集團作為承租人

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

本年度就營運租賃出租物業之
最低租賃付款

2,103	2,179
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於報告年度結束時，本集團之不可撤回
營運租賃而需支付來年最低應付租賃
之承擔如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
----------------------------------	----------------------------------

一年內
第二至第五年內

2,104	2,103
1,979	1,132

4,083	3,235
-------	-------

營運租賃付款指出租物業應付之租金。
租賃平均按一年至三年（二零一五年：
一年至三年）期限協商及於租賃期內為
固定租金。

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截至二零一六年三月三十一日止年度

31. Operating Leases (Continued)

The Group as lessor

Property rental income earned during the year was HK\$5,601,000 (2015: HK\$4,964,000). The property held has committed tenants for the next three years (2015: two years).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二年至第五年內

本集團作為出租人

年內物業租金收入為560萬1千港元（二零一五年：496萬4千港元），持有的物業與租戶們已承諾未來三年租約（二零一五年：兩年）。

於報告年度結束時，本集團與租戶們就下列未來最低租賃訂立合約：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
4,560	3,718
4,073	1,340
8,633	5,058

32. Capital Commitments

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:

- acquisition of property, plant and equipment

已簽約之資本承擔
但並未於綜合財務報告書內
提供涉及有：
– 購買物業、廠房及設備

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
838	2,900

32. 資本承擔

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33. Retirement Benefits Schemes

The subsidiaries operating in Hong Kong participates in both a defined contribution scheme registered under the Occupational Retirement Schemes Ordinance (the “ORSO Scheme”) and a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Schemes Ordinance (the “MPF Scheme”) in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees.

The ORSO Scheme is funded by contributions from employees of 5% of their salaries. The employers will contribute based on the monthly salaries of employees according to the following schedule:

Number of completed years of service		Rate of contribution
完成服務年期		供款率
Not more than 5 years	少於五年	5%
More than 5 years but not more than 10 years	多於五年但不多於10年	7.5%
More than 10 years	多於十年	10%

The employees are entitled to the full benefit of the subsidiaries’ contributions and accrued returns after participating in the ORSO Scheme for 10 years or more, or at an increased scale of 30% to 90% after participating in the ORSO Scheme from 3 to 9 years respectively. Where an employee leaves the employment prior to becoming fully entitled to the employer’s contributions, the excess contributions are forfeited and the employer may utilise the forfeited contributions to reduce its future contributions. At 31 March 2015 and 2016, the Group had no material unutilised forfeited contributions in the ORSO Scheme which may be used to reduce the Group’s future contributions.

33. 退休福利計劃

香港附屬公司參與兩項定額供款計劃：註冊於職業退休計劃有關條例（「公積金計劃」）及已於二零零零年十二月成立的強制性公積金條例之強制性公積金計劃（「強積金計劃」）。該等計劃資產與本集團資產為分開持有，有關資產由各託管人所控制之獨立基金持有。

參加公積金計劃之僱員，每月供款為入息之5%。僱主將根據以下基制來訂定每月替僱員供款之供款額：

參加公積金計劃滿十年之僱員，可全部享有附屬公司為僱員供之供款額及其供款利息，若參加年數為3至9年，僱員將享有30%至90%僱主之供款額。倘僱員於未能領取全部僱主供款前離職，則多出供款將予沒收，而僱主可運用所沒收之供款扣減日後應付之供款。於二零一五及二零一六年三月三十一日，本集團沒有重大沒收供款可作扣減日後應付供款運用。

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

33. Retirement Benefits Schemes

(Continued)

The MPF Scheme is available to all employees aged 18 to 65 and with at least 59 days of service under the employment in Hong Kong. Contributions from employers and employees are 5% each of the employee's relevant income. The maximum relevant income for contribution purpose is HK\$25,000 per month from 1 April 2014 to 31 May 2014 and HK\$30,000 per month from 1 June 2014. The employees are entitled to the full benefit of the Group's contributions and accrued returns irrespective of their length of service with the Group but the benefits are required by law to be presented until the retirement age of 65.

The employees of the subsidiaries operating in the PRC are required to participate in a central pension scheme operated by the local municipal government. The contributions for the scheme in the PRC are made based on a percentage of the average salary as advised by the relevant authority in the PRC. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the central pension scheme. The subsidiaries operating in the PRC also contributed to a local municipal government retirement scheme for all qualified employees in the PRC. The employer and its employees are each required to make contributions to the scheme at the rates specified in the rules.

The only obligation of the Group with respect to the retirement schemes in the PRC is to make the retired contributions under the schemes. No forfeited contribution is available to reduce the contribution payable in the future years.

33. 退休福利計劃 (續)

強積金計劃可供所有18至65歲受僱於香港最少59日之僱員參加。本集團及僱員雙方均根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限由二零一四年四月一日至二零一四年五月三十一日，為每月2萬5千港元及由二零一四年六月一日為每月3萬港元。不論其於本集團之服務年期，僱員均可取得本集團全部供款連同應計回報。惟根據法例，有關利益將保留至退休年齡65歲方可領取。

中國附屬公司之僱員需要參加由地方政府運作之中央退休福利計劃。於中國之供款計劃乃根據中國有關當局所建議之平均工資百份比計算供款。供款已在綜合損益及其他全面收益表內扣除，因根據中央退休金計劃之條例此款項為應付。中國附屬公司提供地區政府退休福利計劃給所有合資格國內員工。僱主及僱員均須按特定條例的比率向該計劃供款。

此為本集團於國內唯一需要承擔之退休供款。沒有沒收之供款可作減低將來應付供款。

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

34. Particulars of Principal Subsidiaries

Particulars of the Company's subsidiaries as at 31 March 2016 and 2015, all of which are wholly-owned subsidiaries of the Company, are as follows:

34. 本公司之主要附屬公司

於二零一六年及二零一五年三月三十一日，本公司之全資附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/operations 註冊成立或登記／營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Allan Electric Mfg., Limited 亞倫電業製造有限公司	Hong Kong 香港	100 ordinary shares of HK\$10 each and 50,000 non-voting deferred shares of HK\$10 each 100股每股面值10港元之普通股及50,000 股每股面值10港元之無投票權遞延股份	Investment holding 投資控股
Allan International Limited *	British Virgin Islands/ Hong Kong 英屬處女群島／香港	55,000 ordinary shares of HK\$1 each 55,000股每股面值1港元之普通股	Investment holding 投資控股
Allan Mould Manufacturing Limited 亞倫工模製造有限公司	Hong Kong/PRC 香港／中國	100 ordinary shares of HK\$1 each 100股每股面值1港元之普通股	Manufacturing of plastic injection moulds 生產塑膠注塑模具
Allan Plastic Mfg., Limited 亞倫塑膠廠有限公司	Hong Kong 香港	3,005 ordinary shares of HK\$1 each 3,005股每股面值1港元之普通股	Property holding and trading of household electrical appliances 持有物業及經銷家庭電器
Allan Toys Manufacturing Limited 亞倫玩具製品有限公司	Hong Kong 香港	270,000 ordinary shares of HK\$10 each 270,000股每股面值10港元之普通股	Inactive 暫無業務
亞倫工業科技(惠州)有限公司	PRC [#] 中國	Registered capital of USD49,600,000 註冊資本49,600,000美元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及 塑膠零件
雅美工業(惠陽)有限公司	PRC [#] 中國	Registered capital of HK\$75,000,000 註冊資本75,000,000港元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及 塑膠零件
Artreal Manufactory Limited 雅美工業有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面1港元之普通股	Trading of household electrical appliances 經銷家庭電器

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

34. Particulars of Principal Subsidiaries

(Continued)

34. 本公司之主要附屬公司

(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/operations 註冊成立或登記/營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Conan Electric Manufacturing Limited 康倫電業製造有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	Trading of household electrical appliances 經銷家庭電器
Electrical Investments Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	1 ordinary share of USD1 1股面值1美元之普通股	Inactive 暫無業務
Ever Sources Investment Limited 卓茂投資有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 100股每股面值1港元之普通股	Inactive 暫無業務
Global Express (HK) Limited 協進(香港)有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	Inactive 暫無業務
Good Eagle Investment Limited 佳鷹投資有限公司	Hong Kong 香港	1 ordinary share of HK\$1 1股面值1港元之普通股	Investment holding 投資控股
Great Yield Limited 長怡有限公司	Hong Kong 香港	1 ordinary share of HK\$1 1股面值1港元之普通股	Trading of household electrical appliances 經銷家庭電器
惠陽亞倫塑膠電器實業有限公司	PRC* 中國	Registered capital of HK\$100,000,000 註冊資本100,000,000港元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及塑膠零件
雅進工業科技(惠州)有限公司	PRC* 中國	Registered capital of USD3,500,000 註冊資本3,500,000美元	Manufacturing and trading of household electrical appliances and plastic parts 生產及經銷家庭電器及 塑膠零件
Karan Electric Manufacturing Limited 嘉倫電業製造有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 100股每股面值1港元之普通股	Trading of household electrical appliances 經銷家庭電器

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

34. Particulars of Principal Subsidiaries

(Continued)

34. 本公司之主要附屬公司

(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/operations 註冊成立或登記/營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
New Prestige Investments Limited *	Hong Kong 香港	1 ordinary share of HK\$1 1股面值1港元之普通股	Property investment 投資物業
Ngai Shing (Far East) Plastic & Metalwares Factory Limited 藝成(遠東)塑膠五金廠有限公司	Hong Kong 香港	100 ordinary shares of HK\$10 each and 54,000 non-voting deferred shares of HK\$10 each 100股每股面值10港元之普通股及54,000 股每股面值10港元之無投票權遞延股份	Property holding 持有物業
Progress Associates Limited *	British Virgin Islands/ Hong Kong 英屬處女群島/香港	1 ordinary share of USD1 1股面值1美元之普通股	Investment in securities 證券投資
Total Profits Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	2 ordinary shares of USD1 each 2股面值1美元之普通股	Investment holding 投資控股
Warran Electric Manufacturing Limited 華倫電業製造有限公司	Hong Kong 香港	100 ordinary shares of HK\$10 each 100股每股面值10港元之普通股	Inactive 暫無業務
Well Sincere Investment Limited * 有誠投資有限公司*	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	Investment holding 投資控股

* Direct subsidiaries

Wholly foreign-owned enterprises

* 直接附屬公司

全資外商獨資企業

None of the subsidiaries had issued any debt securities at the end of the year.

於年終，附屬公司概無發行任何債務證券。

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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

35. Financial Information of the Company

Assets and liabilities

NON-CURRENT ASSETS

Property and equipment
Intangible asset
Interests in subsidiaries
Deferred tax asset
Club debenture

非流動資產

物業及設備
無形資產
附屬公司權益
遞延稅項資產
會所債券

CURRENT ASSETS

Other receivables, deposits and prepayments
Amount due from subsidiaries
Tax recoverable
Short-term deposits
Bank balances and cash

流動資產

其他應收賬款、存款及預付款項
應收附屬公司款項
可取回稅項
短期存款
銀行結餘及現金

CURRENT LIABILITIES

Other payables and accruals
Amounts due to subsidiaries

流動負債

其他應付款項及應付未付
應付附屬公司款項

NET CURRENT ASSETS

淨流動資產

TOTAL ASSETS LESS CURRENT LIABILITIES

總資產減流動負債

NON-CURRENT LIABILITY

Deferred tax liability

非流動負債

遞延稅項負債

NET ASSETS

資產淨值

CAPITAL AND RESERVES

Share capital
Reserves

資本及儲備

股本
儲備

TOTAL EQUITY

權益總值

資產及負債

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
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	1,603	2,075
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	1	1
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	78,455	78,455
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	19	-
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	11,395	11,395
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	91,473	91,926
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	1,842	3,240
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	-	573,273
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	2,618	1,689
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	303,667	190,474
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	51,646	13,172
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	359,773	781,848
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	30,956	36,659
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	74,931	575,555
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	105,887	612,214
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	253,886	169,634
--	---------	---------

	345,359	261,560
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	-	52
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	345,359	261,508
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	33,543	33,543
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	311,816	227,965
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	345,359	261,508
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For the year ended 31 March 2016

綜合財務報告書附註

截至二零一六年三月三十一日止年度

35. Financial Information of the Company (Continued)

35. 本公司財務資料 (續)

Reserves

儲備

		Share premium	Capital redemption reserve	Contributed surplus	Dividend reserve	Retained profits	Total
		股份溢價	股本回購儲備	繳入盈餘	股息儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2014	於二零一四年	109,884	793	28,230	26,835	101,411	267,153
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	-	-	-	-	(3,967)	(3,967)
Dividend proposed for 2015	擬派發二零一五年之股息	-	-	-	25,157	(25,157)	-
Dividends recognised as distribution	確認作分派之股息	-	-	-	(26,835)	(8,386)	(35,221)
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	109,884	793	28,230	25,157	63,901	227,965
Profit and total comprehensive income for the year	本年度盈利及全面收入總額	-	-	-	-	114,040	114,040
Dividend proposed for 2016	擬派發二零一六年之股息	-	-	-	18,449	(18,449)	-
Special dividend proposed for 2016	二零一六年擬派發之特別股息	-	-	-	93,921	(93,921)	-
Dividends recognised as distribution	確認作分派之股息	-	-	-	(25,157)	(5,032)	(30,189)
At 31 March 2016	於二零一六年三月三十一日	109,884	793	28,230	112,370	60,539	311,816

Financial Summary

財務概要

The following table summarises the results, assets and liabilities of the Group for the five years ended 31 March 2016.

下表為本集團截至二零一六年三月三十一日止五個年度之業績、資產及負債概要。

		For the year ended 31 March 截至三月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	營業額	1,565,325	1,946,003	2,015,405	2,356,362	2,416,920
Profit before tax	除稅前溢利	143,012	85,933	105,319	133,130	153,451
Taxation	稅項	(7,356)	(15,453)	(21,862)	(24,304)	(26,314)
Profit for the year	本年度溢利	135,656	70,480	83,457	108,826	127,137
		At 31 March 於三月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total assets	資產總值	1,694,186	1,643,831	1,726,787	1,755,339	1,780,232
Total liabilities	負債總值	520,352	568,376	679,621	748,811	838,494
Net assets	資產淨值	1,173,834	1,075,455	1,047,166	1,006,528	941,738

