



**Hong Kong Food Investment Holdings Limited**  
**香港食品投資控股有限公司**

Stock Code 股份代號: 60

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**Annual Report**  
**年報**

**2016**

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## Corporate Information 公司資料

### BOARD OF DIRECTORS

TAI Tak Fung, Stephen (*Chairman*)  
MAN Wing Cheung, Ellis (*Managing Director*)  
TAI Chun Kit  
TSE Siu Wan  
CHAN Kay Cheung\*  
LAN Yee Fong, Steve John\*  
LUI Shing Ming, Brian\*

\* *Independent non-executive directors*

### COMPANY SECRETARY

LEUNG Tin Chi

### REGISTERED OFFICE

Four Seas eFood Centre  
No. 2 Hong Ting Road  
Sai Kung  
Hong Kong

### SHARE REGISTRAR AND TRANSFER OFFICE

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

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Bank of East Asia, Limited  
Mizuho Bank, Limited  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
China CITIC Bank International Limited  
Crédit Agricole Corporate and Investment Bank  
Chong Hing Bank Limited  
KBC Bank N.V.  
Industrial and Commercial Bank of China (Asia) Limited

### 董事會

戴德豐 (*主席*)  
文永祥 (*董事總經理*)  
戴進傑  
謝少雲  
陳棋昌\*  
藍義方\*  
雷勝明\*

\* *獨立非執行董事*

### 公司秘書

梁天賜

### 註冊辦事處

香港  
西貢  
康定路2號  
四洲食品網匯中心

### 股份過戶登記處

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 主要往來銀行

香港上海滙豐銀行有限公司  
渣打銀行(香港)有限公司  
東亞銀行有限公司  
瑞穗銀行有限公司  
星展銀行(香港)有限公司  
恒生銀行有限公司  
中信銀行(國際)有限公司  
東方匯理銀行  
創興銀行有限公司  
比利時聯合銀行  
中國工商銀行(亞洲)有限公司

**AUDITORS**

Ernst & Young

**WEBSITE**

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

**核數師**

安永會計師事務所

**網址**

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

## Chairman's Statement 主席報告



TAI Tak Fung, Stephen, GBS, SBS, JP, *Chairman*  
戴德豐 GBS SBS 太平紳士 主席

### RESULTS

For the financial year ended 31 March 2016, the Group's turnover was HK\$180,376,000 (2015: HK\$216,837,000); and loss attributable to equity holders of the Company was HK\$15,549,000 (2015: Profit HK\$21,569,000) while loss per share was HK5.99 cents (2015: earnings per share HK8.31 cents).

### DIVIDEND

The board of directors does not recommend the payment of any dividend with respect to the financial year ended 31 March 2016.

### BUSINESS REVIEW

For the year under review, the deteriorating economic conditions of both Hong Kong and Mainland China weakened the consumption power of these markets and the business environment became more challenging. Besides, the oversupply of frozen meats from overseas led to a downward pressure on the local selling price. Facing with keen competition, the Group increased its operational expenses to counteract market competition. Compared with last financial year, in the absence of one-off gain on disposal of a property during the year and decline in the share of profits from the food business investment in Four Seas Mercantile Holdings Limited ("FSMHL"), the Group recorded a loss for this financial year.

### 業績

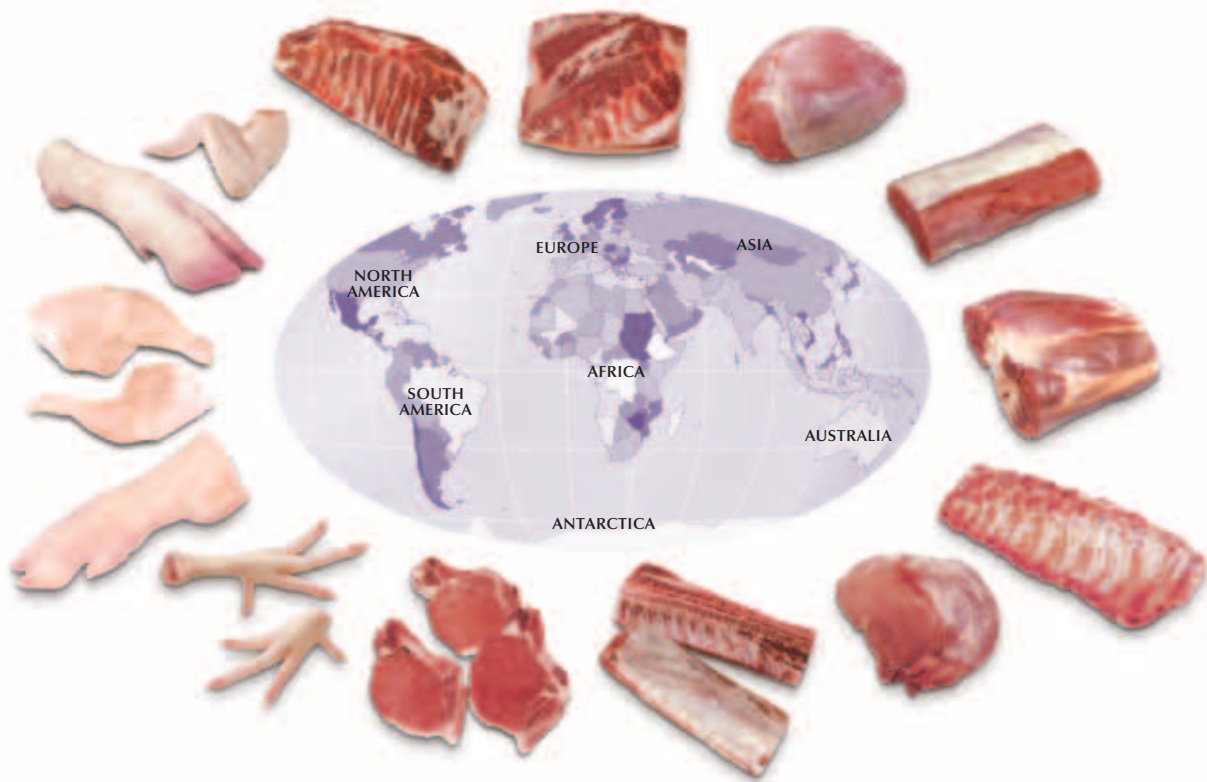
截至二零一六年三月三十一日止年度，集團營業額錄得180,376,000港元（二零一五年：216,837,000港元）；本公司權益所有者應佔虧損為15,549,000港元（二零一五年：溢利21,569,000港元），每股虧損為5.99港仙（二零一五年：每股盈利8.31港仙）。

### 股息

董事會不建議派發截至二零一六年三月三十一日止財政年度末期股息。

### 業務回顧

回顧年度內，中港兩地經濟持續下行，令中港地區市場消費疲弱，營商環境備受挑戰。與此同時，海外凍肉供應增加，令本地零售價格受壓，本集團相對營運費用增加用以抗衡同業競爭。比對上一個財政年度，由於本年度內沒有一次性出售物業的收益及於四洲集團有限公司（「四洲集團」）的食品投資的應佔聯營公司溢利減少，令集團全年業績錄得虧損。



*Always bring you the world's superior quality frozen meats*  
從世界每個角落帶來優質凍肉

### Frozen Meats Trading

During the year, frozen meats market was volatile. On one hand, the relatively significant depreciation of exchange rates of many major meats exporting countries in South America and European Union prompted them to largely increase their exports. On the other hand, the sluggish economic conditions of many importing countries dampened their needs and demands for meat imports and thus led to global oversupply of meats. For the sales side, affected by the reduced number of visitors from Mainland China, as a result of economic slowdown of Mainland China, overall business environment and spending sentiment in the Hong Kong market continued to be sluggish which resulted in keener competition and drove down the local selling price. To reduce the risk from sluggish selling price, the Group reduced its purchases and cautiously optimised its selling strategy which led to a decline in turnover for this year to HK\$146,043,000 (2015: HK\$180,056,000).

### 凍肉貿易

本年度內，凍肉市場處於較波動的環境。一方面因南美及歐盟國家的貨幣貶值幅度相對大，誘使該等凍肉生產國家大幅增加出口，令環球凍肉供應量增加；另一方面，入口凍肉之國家經濟環境持續疲弱，需求偏軟，因此導至呈現普遍供過於求的情況。在銷售市場方面，受到中國內地經濟放緩的影響，內地訪港旅客顯著下降，香港整體經濟環境持續低迷，整體消費意欲減低，同業競爭加劇，令售價受壓。集團相應地減少採購數量並採取了較審慎的營銷策略，營業額因而下降至146,043,000港元（二零一五年：180,056,000港元），但售價受壓所帶來的業務風險亦得以降低。

# Chairman's Statement

## 主席報告

### Retail Chain of Mini Department Stores

The slowdown of economic growth in Mainland China affected the local spending sentiment and weakened its overall retailing industry. However, the impact to our mini-store business has been mitigated as a result of the Group's strategy of expanding selling channel through increasing the number of outlets via shop-within-shop with strategic alliance partners, in addition to our self-operated stores. By now the sales territories cover the cities of Guangzhou, Foshan, Dongguan and Shenzhen. Turnover for the year was HK\$34,333,000 (2015: HK\$36,781,000).

### Food Business Investment

As at 31 March 2016, the Group maintained its equity interest in FSMHL at approximately 29.98%. Following the economic slowdown in Hong Kong and Mainland China, the retailing industry in these markets weakened. In addition, the strengthening of the Japanese Yen during the second half of the year under review brought along with challenge to the businesses of FSMHL. In response to the deteriorated market conditions and intensified market competition, FSMHL took proactive measures by reducing the selling price of certain products and increasing its spending in marketing and promotion. Such strategic move aimed to maintain sales at a relatively stable level and uphold its leading and competitive position in the market. As a result, the profit of FSMHL was negatively impacted. The Group's share of profit of associates for the year was HK\$13,742,000 (2015: HK\$41,898,000).

## PROSPECTS

Recent statistics indicates that the downward pressure on the economy of Hong Kong will continue and the overall business environment will be subject to challenge. Despite of this, the Group expects that its frozen meats business will be developed steadily, by leveraging on its extensive distribution network (spanning across wet markets, supermarket chains, fast food chains and restaurants throughout Hong Kong Island, Kowloon and New Territories) and its long established and excellent relationship with business partners. Also, the Group will continue to adopt a prudent sales strategy and control strictly its operational costs.

The economy of Mainland China is now undergoing a transformation from a high growth stage to a lower but sustainable growth phase. The economic statistics of Mainland China for the first quarter of this year indicated that the imports and exports have been gradually improving. Coupled with central government's prevailing stimulus monetary policy for boosting internal consumption, it is expected that the local spending sentiment will be improved which will benefit to the Group's mini-store business in Mainland China. At the same time, the Group will continue to actively develop its business model of shop-within-shop with strategic alliance partners, aiming at expanding its selling channels and sales territories coverage so as to increase sales.

### 小型百貨連鎖店

內地經濟增長放緩，壓抑消費意欲，整體零售行業偏弱。然而對集團在國內經營的小型百貨業務影響輕微。透過自營店舖，並積極增加策略伙伴，加強店中店托銷模式售賣，藉此增加銷售渠道及擴闊銷售地域，涵蓋的地區已包括廣州市、佛山市、東莞市及深圳市。全年營業額錄得34,333,000港元(二零一五年：36,781,000港元)。

### 食品投資

截至二零一六年三月三十一日止，本集團維持在四洲集團之股份權益約29.98%。隨著本港及內地經濟放緩，零售業持續下滑，加上日圓在回顧年度內之下半年轉強，均為四洲集團的業務帶來挑戰。然而，該集團因應市場環境轉變及同業競爭，採取了適時策略性調整若干產品價格，增加營銷及推廣活動支出，保持相對平穩銷售收入，繼續維持市場領先地位及整體競爭能力，因此影響了四洲集團之盈利。本集團本年度應佔聯營公司溢利錄得13,742,000港元(二零一五年：41,898,000港元)。

## 展望

從近期的數據顯示，預期來年度香港經濟仍有下行壓力，營商環境將繼續充滿挑戰性。然而建基於集團已建立的龐大食品網絡(遍佈全港、九及新界的肉食街市、超級市場連鎖店、快餐連鎖店和酒樓食肆)及與客戶悠久的良好合作伙伴關係，凍肉業務可望保持平穩發展，亦將繼續沿用審慎營銷策略和嚴控營運成本。

國內正在處身於一個經濟轉型期，從高增長轉化為可持續性的較低增長期。今年首季的經濟數據顯示內地進出口貿易的情況正在續步改善，加上中央現行政策放寬銀根藉以刺激內部需求之方針，將有助改善消費市場氣氛及對集團在國內的小百貨業務帶來裨益。集團同時亦會繼續積極發展店中店的托銷模式，增加銷售渠道和覆蓋更多地區，帶動小百貨的營業額。

“Based in Hong Kong, Yearning for Mainland” is a committed development strategy of FSMHL. Early this year, there was the inauguration opening of the first “Blue Brick Bistro by YOKU MOKU”, featuring a combination of western cooking style and Japanese cuisine’s concept in the golden district located at Lee Tung Avenue in Wanchai. Also, FSMHL introduced into Hong Kong the first “Calbee PLUS”, an innovative concept snack shop offering cook-to-order snacks with local flavours, which was well received with positive market response and is planned for future expansion. Again, early this year, FSMHL officially launched the “Four Seas Okashi Land Foreign Flagship Store” in “Tmall Global”, a comprehensive online shopping platform covering the whole country to capture the rapid development of online sales market. As the market responses have been encouraging, FSMHL will actively develop this one-stop online shopping channel, so as to drive up the sales of its food products. Besides, FSMHL has enhanced its business at Nansha New Area in Guangzhou by operating its own e-commerce platform and setting up in trial a cross-border e-commerce direct purchase store to attract local residents and business units, with the fusion of an experience store and online shopping store, to buy directly its various imported products. To capture the vast potential of the huge snack food market in Mainland China, FSMHL commits to seize every business opportunity and explore various new selling channels. It is expected that FSMHL will continue to contribute stable earnings to the Group.

## APPRECIATION

On behalf of the board of directors, I would like to express my sincere gratitude to our shareholders and our business partners for their support and trust to the management team. My gratitude also extends to our staff for their loyalty and diligence in the developments of the Group.

**TAI Tak Fung, Stephen**, GBS, SBS, JP  
*Chairman*

Hong Kong, 29 June 2016

四洲集團堅守「立足香港，面向內地」的發展策略。本年初於灣仔黃金地段、環境優美的利東街，開設全港首間「Blue Brick Bistro by YOKU MOKU」高級西餐廳，烹調方法以西式為主，並融入日本的美食概念；同時亦引入第一間「Calbee PLUS」概念零食店，提供各式即製小食，加上本土口味，深受消費者歡迎，更是全城至愛。四洲集團正積極考慮拓展其業務。又於今年正式在覆蓋全國的大型綜合性購物網站—「天貓國際」開設「四洲零食物語海外旗艦店」，進軍國家的網購零食市場。自推出以來反應熱烈，將會繼續積極發展一站式選購，帶動集團旗下多種食品的銷售。此外，今年初在廣東自貿區南沙新區片區，於自營的電子商貿平台，以體驗店及網購店的混合模式，開始試運跨境電商直購中心，吸引市民及商戶於直購中心選購集團所代理的多種進口食品；將致力把握新商機及擴闊銷售渠道，發展國家龐大的市場。預計四洲集團將繼續為本集團帶來穩定的盈利貢獻。

## 鳴謝

本人謹代表董事會，感謝各位股東及商業夥伴對管理團隊的支持和信任，也感謝全體員工盡守職責，同心協力，為推進集團業務而努力不懈。

**戴德豐** GBS SBS 太平紳士  
*主席*

香港，二零一六年六月二十九日



# Management Discussion and Analysis

## 管理層討論及分析

The Group continues to operate in the business segments of frozen meats trading and retail chain of mini department stores in Hong Kong and Mainland China respectively. While frozen meats trading accounted for approximately 81% (2015: approximately 83%), retailing operation shared approximately 19% (2015: approximately 17%) of the total turnover of HK\$180,376,000 in this financial year (2015: HK\$216,837,000).

### Frozen Meats Trading

The performance of frozen meats trading business was continuously affected by the imbalance of global supply of frozen meats over demand. In addition, the significant reduction of tourists from Mainland China to Hong Kong and the weak consumer spending sentiment due to sluggish economic condition in Hong Kong led to increased competition in the industry and thus depressed the local selling price. The Group adopted a more prudent selling strategy and therefore reduced the quantity of purchases to mitigate the business risk arising from dampened selling price. As a result, the turnover dropped by approximately 19% compared to last year.

### Retail Chain of Mini Department Stores

Even though the economic slowdown in Mainland China affected the overall retailing industry, the performance of the Group's retailing business was slightly affected. This was benefited from the strategy of increasing selling channel and expanding sales districts through the consignment arrangement with our strategic alliance partners. Together with our self-operated stores, the operating locations span across cities of Guangzhou, Foshan, Dongguan and Shenzhen.

本年度，集團繼續在香港和國內分別經營凍肉貿易及小型百貨連鎖店的業務，總銷售額為180,376,000港元(二零一五年：216,837,000港元)。凍肉貿易約佔81%(二零一五年：約83%)；而小百貨則約佔19%(二零一五年：約17%)。

### 凍肉貿易

凍肉貿易業務的表現持續受到全球凍肉供過於求的影響，加上內地訪港旅客顯著下降，香港經濟疲弱消費意慾低迷，導致同業競爭加劇，令售價受壓。集團相應地採取較審慎的營銷策略減少採購數量，以減低因售價受壓所來的業務風險，營業額因此比對去年下降約19%。

### 小型百貨連鎖店

儘管國內經濟放緩影響整體零售行業的業務表現，集團透過與合適的策略合作伙伴以店中店銷售模式售賣小百貨，增加銷售渠道及擴大銷售地區的策略，令集團經營的小型百貨業務之表現影響輕微。連同自營店舖，集團銷售的城市涵蓋廣州、佛山、東莞和深圳。

# Management Discussion and Analysis

## 管理層討論及分析

### Key Performance Indicators

Management has been provided with the following key performance indicators information to manage its business segments, through evaluating, controlling and setting strategies to improve performance:

### 主要表現指標

以下的主要表現指標資料，提供給管理層用作公司營運管理，包括用作評估、監控及釐訂策略以改善業務：

		Year ended 31 March	
		截至三月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
Revenue (HK\$' 000)	收入 (港幣千元)	180,376	216,837
Gross profit margin (%) <sup>(1)</sup>	毛利率 (百分比) <sup>(1)</sup>	11.0	10.1
Trade receivables turnover (days) <sup>(2)</sup>	應收貿易賬款周轉 (天數) <sup>(2)</sup>	44	31
Inventory turnover (days) <sup>(3)</sup>	存貨周轉 (天數) <sup>(3)</sup>	94	85
Operating expenses to sales (%) <sup>(4)</sup>	經營費用與銷售比率 (百分比) <sup>(4)</sup>	19.8	15.6

(1) Gross profit margin is calculated as gross profit divided by revenue

(1) 毛利率按毛利除以收入計算

(2) The calculation of trade receivables turnover days is based on the average of the opening and closing balances divided by revenue and multiplied by number of days in the relevant period

(2) 應收賬款周轉天數的計算按期初及期末結餘的平均數除以收入再乘以期間天數

(3) The calculation of inventory turnover days is based on the average of the opening and closing balances divided by costs of purchase for goods sold and multiplied by number of days in the relevant period

(3) 存貨周轉天數的計算按期初及期末結餘的平均數除以已售之購貨成本再乘以期間天數

(4) Operating expenses to sales is calculated as selling and distribution expenses and administrative expenses relating to Trading and Retailing (excluding depreciation and fixed assets written off) divided by revenue

(4) 經營費用與銷售比率的計算按有關貿易及零售的銷售及分銷費用和行政開支 (扣除折舊及固定資產註銷) 除以收入

### Revenue

There was a decrease of approximately 17% in revenue over previous year. This was mainly attributable to the decrease in sales of frozen meats trading, as a result of the Group's adoption of a prudent purchasing and selling policy to reduce the purchase quantity in order to mitigate the business risk arising from the volatile trading environment.

### 收入

收入比對上年下調約17%，主要是由於凍肉貿易的營業額下跌所致。集團採取了審慎的採購及營銷策略，減少採購數量，以降低波動的營商環境所帶來的業務風險。

### Gross Profit Margin

Overall gross profit margin was increased by approximately 0.9 percentage point compared to previous year. While the gross profit margin of frozen meats trading decreased mainly due to sluggish selling price, it was more than offset by the better gross margin of retailing business due to cheaper cost of imported Japanese products benefited by the relatively lower exchange rate of Japanese Yen (as compared in yearly average) during the year.

### 毛利率

比對上年度，整體毛利率增加約0.9百分點。雖然由於銷售價格低迷令凍肉貿易的毛利率下降，但期內日圓匯價維持在一個相對較低水平 (以年度平均值比較)，令從日本進口的小百貨成本減輕，小型百貨業務獲得較佳的毛利率，足以抵銷凍肉貿易毛利率下降。

# Management Discussion and Analysis

## 管理層討論及分析

### *Trade Receivables/Inventory Turnover*

Turnover days of trade receivables were 44 days as compared to 31 days in previous year. This is mainly attributable to the Group's strategically increasing its proportion of sales to chain stores for more stable profit margin which are normally provided with longer credit days. On the other hand, turnover days of inventory increased to 94 days this year from 85 days of previous year. This was mainly caused by the decrease in sales of frozen meats near the end of financial year.

### *Operating Expenses to Sales*

Ratio of operating expenses to sales was increased by approximately 4.2 percentage points over the previous year. This was accounted by the increased marketing spending to maintain market competitiveness and increased operation costs in warehouse and delivery during the year.

### **Food Business Investment**

Established in 1971 in Hong Kong with firm commitment in food business, FSMHL has been developing into a famous corporate brand, with operations in diversified food businesses including food distribution, food manufacturing, retailing and catering, and expanded beyond Hong Kong to Mainland China.

During the year, in response to the economic slowdown leading to weak market performance and intensified market competition of retailing industry in Hong Kong and Mainland China, FSMHL took strategic measures to adjust the selling price of certain products and increase spending in marketing and promotional activities so as to maintain sales at stable level for upholding its market leadership and overall competitiveness. Meanwhile, the exchange rate of Japanese Yen strengthened during the second half of the year under review also negatively impacted to the profit of FSMHL.

As at 31 March 2016, the Group held equity interest in FSMHL at approximately 29.98%, from which the Group's share of earnings was HK\$13,742,000 (2015: HK\$41,898,000).

### *應收貿易賬款／存貨周轉*

比對上年度的31天，本年度應收貿易賬款的還款周期為44天。主要是由於集團策略性地擴大連鎖店客戶的銷售以獲取較穩定的利潤，但該等客戶之信貸期普遍較長。在另一方面，存貨周轉天數從上年度的85天上升至本年度的94天，這主要是由於在本財政年度末期凍肉銷售下跌所致。

### *經營費用與銷售比率*

經營費用與銷售額的比率比對去年上升約4.2百分點，此乃由於年內集團增加市場推廣費用以保持市場競爭力及倉庫和運輸費等營運成本增加。

### **食品投資**

四洲集團於1971年在香港創立，悉心經營食品業務，並已成為知名企業品牌，業務已經衝出香港，進軍內地，包括食品代理業務、食品製造業務、零售及餐飲業務。

年內，為應對本港及內地經濟放緩，導致零售市場疲弱，同業競爭激烈。四洲集團採取了適時策略性調整若干產品價格，及增加營銷及推廣活動支出，令銷售收入保持在一個相對平穩水平，繼續維持市場領先地位及整體競爭能力。加上日圓在回顧年度內之下半年轉強，四洲集團的利潤因而受到影響。

截至二零一六年三月三十一日止，本集團持有四洲集團之股份權益約29.98%為本集團帶來應佔聯營公司溢利為13,742,000港元（二零一五年：41,898,000港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### Distribution Business

Food distribution continues to be the core business of FSMHL. Leveraging on its strong sales team and an extensive international sourcing network, customers are provided with different types of internationally famous food products from Japan, China, Korea, Malaysia, Indonesia, Thailand, the Philippines, Australia, New Zealand, Britain, Ireland, France, Germany, Holland, Belgium, South Africa and the United States. Distributed products cover a wide range of snacks, milk powder, health food, beverages, sauce, seasonings, ham and sausages, to satisfy needs of different customer groups.

### Manufacturing Business

FSMHL has a total of 20 manufacturing plants in Hong Kong and Mainland China. Under the stringent quality control and advanced monitoring system in production, its plants meet international standards and have earned numerous international accreditations, including “HACCP”, “ISO 9001”, “ISO 22000” and “Hong Kong Q-Mark Product Scheme Certification”. All of the manufactured products are well received in the markets.

### Retailing and Catering Business

FSMHL always brings innovations to its retailing and catering businesses. Early this year, FSMHL introduced into Hong Kong the first “Blue Brick Bistro by YOKU MOKU”, a high-end western cuisine restaurant featuring a combination of western cooking style and Japanese cuisine’s concept. Also, the launch of the first “Calbee PLUS”, an innovative concept snack shop offering cook-to-order snacks with local flavor, pre-packed snacks and related gifts, has been well received by the customers. Besides, the sales of the specialty store “Okashi Land” and Japanese cookie store “YOKU MOKU” achieved desirable performance during the year. In addition, under its superior management and high-quality catering service, FSMHL’s Chinese and Japanese restaurants are well received by customers, including Japanese style “Shiki•Etsu”, Shanghai vegetarian cuisine “Kung Tak Lam”, Japanese-style dumpling fast food chain “Osaka Ohsho” in Hong Kong, together with “Panxi Restaurant” in Guangzhou, Japanese restaurants “Mori Café” as well as sushi restaurant chain “Sushi Oh” in Mainland China.

During the year under review, FSMHL acquired Murray Catering Company Limited, a lunch box and tuck shop services provider for schools in Hong Kong. With its central kitchen in Tuen Mun, being accredited with ISO 22000 and HACCP, and extensive distribution network among schools, this company will further enrich FSMHL’s food business and will provide plenty of synergistic effect to enhance the business development of FSMHL.

### 食品代理業務

食品代理仍然是四洲集團的核心業務，透過強大的銷售團隊和龐大的國際採購網絡，為消費者提供不同種類的環球美食包括來自日本、中國、韓國、馬來西亞、印尼、泰國、菲律賓、澳洲、新西蘭、英國、愛爾蘭、法國、德國、荷蘭、比利時、南非及美國。產品涵蓋零食、奶粉、健康食品、飲品、醬油、調味料、火腿及香腸，以滿足不同客戶群的需要。

### 食品製造業務

四洲集團在香港及內地設有20間廠房，透過嚴格的品質監控及精進管理，進行生產，符合國際食品安全標準，深受市場信賴，並屢獲殊榮，包括取得「HACCP」、「ISO 9001」和「ISO 22000」系統認證及「香港Q嘜優質產品認證證書」，在市場贏盡口碑。

### 零售及餐飲業務

四洲集團在零售及餐飲業務方面，不斷作出新嘗試。今年初在香港引入首家「Blue Brick Bistro by YOKU MOKU」高級西餐廳，烹調方法以西式為主，並融入日本的美食概念；同時亦開設第一間「Calbee PLUS」概念零食店，提供各式即製小食，加上本土口味，並出售零售食品及相關精品，深受食客愛戴。集團的其他零售專門店，包括「零食物語」日本零食專門店及「YOKU MOKU」曲奇餅店，銷售穩定。此外，完善的管理加上優質的服務，令四洲集團旗下之中、日式食肆深受食客歡迎，包括位於香港的「四季•悅」日本料理、「功德林」上海素食、「大阪王將」日式餃子店，及位於國內廣州市的「泮溪」園林酒家、「喫茶屋」日式餐廳及「壽司皇」日本迴轉壽司餐廳。

回顧期內，四洲集團購入一家學校飯盒及小賣部服務供應商美利飲食服務有限公司。該公司擁有ISO 22000及HACCP認證。透過其位於新界屯門的中央廚房食品生產基地及其廣泛強大的學校銷售網絡，進一步豐富四洲集團的食品業務，並發揮其特點，與其他業務產生協同效應，發展四洲集團之業務。

# Management Discussion and Analysis

## 管理層討論及分析

### Environmental, Social and Governance (“ESG”)

Recognising that ESG considerations provide a means to better understand the impacts from its operational activities, mitigate risks and identify opportunities, the Group is committed and will continue to strive to build them into its strategies and operations.

#### Workplace Practices

The Group is committed to maintaining a respectful workplace free from discrimination and harassment of any form and providing equal opportunities for all of our employees in different areas, including recruitment, compensation and benefits, training, staff promotion, transfer, and dismissal. All employees are assessed based on their ability, performance and contribution, irrespective of their nationalities, races, religions, genders, ages or family status.

The Group prioritises work health and safety of every employee in the workplace, complies with all applicable labour standards and requirements to ensure accident rates maintaining below the industry average. Appropriate preventive and corrective measures are implemented to minimise potential hazards and accidents. On-going internal and external trainings are provided to staff of different levels to improve their competence so as to reduce their work stresses and increase their work efficiency.

#### Environmental Protection

The Group places high emphasis on efficient usage of materials to reduce the impact of the Group’s operations on the environment. Packing materials, including paper carton boxes and plastic sheets, are commonly and necessarily used for frozen meats products for facilitating carrying and delivery, preserving low temperature and avoiding food contamination. To this end, the Group has always kept aware of the international development on environmental packing materials for foods and will fully co-operate to conserve the resources and maintain a sustainable environment.

To promote the conservation of natural resources, customers are charged for provision of plastic carrying bags in our retailing operation in Mainland China to encourage them to bring their own bags. Also, energy saving lighting system has been installed throughout the Group’s stores to conserve energy usage.

The Group also encourages its staff to save energy and resources in daily operation and always seeks improvements in our shops and office environment to help conserve energy.

### 環保、社會責任及管治

集團深明透過關注環保、社會責任及管治的過程中可以深入了解一些營運行為可能帶來的影響，從而減低風險及發現商機。集團將會繼續努力將環保、社會責任及管治建立在營運及政策上。

#### 工作坊實踐

集團致力維護一個互相尊重、不設有任何歧視形式的工作環境並確保每一位員工在招聘、薪酬福利、培訓、晉升、調職和解僱安排等各方面均享有平等的機會。在員工評核方面，不論國籍、種族、宗教、性別、年齡或家庭崗位等，所有員工均以其才能、表現和貢獻作為評估因素。

集團重視每位員工在工作坊內的健康及安全，遵守所有適用的勞工條例及要求，確保工業意外率低於行業的平均值。亦會採取適當的防範及修正措施，將危害及意外風險減至最低。不同階層員工亦已提供持續的內部及外部培訓，減低員工的工作焦慮及提高工作效率。

#### 環境保護

集團重視物料的使用效率，從而減低集團在營運中可能對環境帶來的影響。在凍肉食品的運作上，由於搬送運輸、保持溫度及防止污染的需要，紙箱及膠袋是普遍應用及必需的包裝物料。在這方面，集團一直留意國際上有關在食品環保包裝上的發展，全力配合，維護資源及環境生態可持續發展。

為推動保護天然資源，在國內經營的小百貨業務，如客戶要求提供膠袋，集團會徵收費用，藉以鼓勵客戶自備購物袋。同時，在集團經營的店舖亦已採用節能照明系統，減少能源的用量。

集團亦鼓勵員工在日常營運過程中節約能源和資源，繼續致力改善店舖及辦公室環境，以收節約能源之效。

### Social Responsibility

Product safety is one of the core values of the Group which is vital to business sustainability. To ensure the frozen meat products to customers being high standard of safety, quality and reliability, only reputable frozen meats suppliers and producers, whose process chain and meat product safety are met with and granted by the respective local governments' acknowledgement of product health certificates before exporting, are selected. In addition, all of the Group's imported frozen meats are permitted by the Food and Environmental Hygiene Department of Hong Kong ensuring that the foods are wholesome, hygienic, safe and properly labeled before distribution. For non-food products being sold in the Group's retail chain, product safety, in terms of non-toxic and safety design, is ensured to meet both international and Mainland China standard requirements.

### Liquidity and Financial Resources

The Group generally finances its operations with internally generated cash flows and facilities granted by its principal bankers. As at 31 March 2016, the Group had banking facilities of HK\$340,000,000 of which 44% had been utilised. The Group had a gearing ratio of 36% as at 31 March 2016. This is expressed as the total interest-bearing bank borrowings to equity attributable to equity holders of the Company. Bank borrowings of the Group, denominated in Hong Kong dollars, are mainly short term loans and trust receipt loans (the "Interest-Bearing Bank Borrowings") at prevailing market interest rates. The Interest-Bearing Bank Borrowings which are classified as current liabilities are repayable within one year. As at 31 March 2016, the Group held cash and bank balances of HK\$36,135,000. There were no significant changes in the Group's contingent liabilities and no charges on the Group's assets as at the end of the reporting period.

### Staff Employment

The total number of employees of the Group as at 31 March 2016 was 157. Remuneration packages are generally structured by reference to market terms and individuals' qualifications. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors.

### 社會責任

產品安全是集團核心價值其中之一。集團只選用有信譽之凍肉供應商及生產商，其生產過程及產品安全在出口前必須通過並獲得當地政府授予有關之產品健康證明書。此外，集團之凍肉亦取得香港食物環境衛生署批准進口，確保有關食品在分銷前是健康、衛生、安全及已妥善標籤。在集團零售連鎖店出售之非食品產品，亦高度關注其產品安全包括不含有毒物質及設計安全，確保符合國際及國內的標準要求。

### 流動資金及財政資源

本集團一般以內部流動現金及主要往來銀行授出之信貸作為業務之融資。於二零一六年三月三十一日，本集團擁有銀行信貸額共340,000,000港元，其中44%經已動用。本集團於二零一六年三月三十一日之資本與負債比率為36%，亦即須繳付利息之銀行借款總額與權益歸屬於本公司權益所有者之比例。本集團之銀行借款以港元為結算貨幣，並主要為根據當時通行市場息率之短期銀行貸款及信託收據貸款（「須繳付利息之銀行貸款」）。分類為流動負債之須繳付利息之銀行貸款須於一年內償還。於二零一六年三月三十一日，本集團擁有之現金及銀行結存為36,135,000港元。於回顧年度內，本集團並無重大或然負債，而本集團之資產並無作任何抵押。

### 員工聘用

本集團於二零一六年三月三十一日之聘用員工總數為157人。僱員薪酬一般參考市場條款及個別資歷而釐定。薪金及工資一般按表現及其他相關因素而作每年檢討。

# Report of the Directors

## 董事會報告

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

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries and associates are set out in notes 1 and 13 to the financial statements, respectively. There were no significant changes in the nature of the Group's principal activities during the year.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Chairman's Statement and the Management Discussion and Analysis set out on pages 4 to 7 and pages 8 to 13 of this annual report. These discussions form part of this Report of the Directors.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 March 2016 and the Group's financial position at that date are set out in the financial statements on pages 44 to 124.

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

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out below:

董事會謹提呈董事會報告以及截至二零一六年三月三十一日止年度之經審核財務報告。

### 主要業務及業務回顧

本公司之主要業務為投資控股。主要附屬公司及聯營公司之主要業務詳情分別載列於財務報告附註1及13。本集團之主要業務於年內概無其他重大變動。

香港公司條例附表5所規定之該等業務的進一步討論及分析(包括本集團面對之主要風險及不明朗因素及本集團業務相當可能有的未來發展的揭示)載於本年報第4至第7頁及第8至第13頁之主席報告以及管理層討論及分析。此等討論構成董事會報告的一部份。

### 業績及股息

本集團截至二零一六年三月三十一日止年度之虧損及本集團於該日之財政狀況載列於第44頁至第124頁之財務報告內。

董事不建議派發本年度的任何股息。

### 財務資料概要

本集團過去五個財政年度已公佈之業績及資產和負債資料概要摘錄自經審核財務報告，並載列如下：

		Year ended 31 March 截至三月三十一日止年度				
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2012 二零一二年 HK\$'000 港幣千元
<b>RESULTS</b>	<b>業績</b>					
REVENUE	收入	<u>180,376</u>	<u>216,837</u>	<u>231,589</u>	<u>386,056</u>	<u>711,865</u>
PROFIT/(LOSS) FOR THE YEAR	年度溢利/ (虧損)	<u>(15,549)</u>	<u>21,569</u>	<u>25,293</u>	<u>(23,620)</u>	<u>(37,183)</u>

## SUMMARY FINANCIAL INFORMATION (continued)

A summary of the published results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out below: (continued)

## 財務資料概要 (續)

本集團過去五個財政年度已公佈之業績及資產和負債資料概要摘錄自經審核財務報告，並載列如下：  
(續)

		As at 31 March 於三月三十一日				
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2012 二零一二年 HK\$'000 港幣千元
<b>ASSETS AND LIABILITIES 資產及負債</b>						
TOTAL ASSETS	總資產	589,274	635,181	601,975	631,918	720,956
TOTAL LIABILITIES	總負債	(174,142)	(191,121)	(174,489)	(226,702)	(296,237)
		<b>415,132</b>	<b>444,060</b>	<b>427,486</b>	<b>405,216</b>	<b>424,719</b>

The information set out above does not form part of the audited financial statements.

上述概要並非構成已審核財務報告的一部份。

## SHARE CAPITAL

There were no movements in the Company's share capital during the year.

## 股本

於年內本公司股本並無變動。

## DISTRIBUTABLE RESERVES

At 31 March 2016, the Company's reserves available for distribution, calculated in accordance with the provisions of sections 291, 297 and 299 of the Hong Kong Companies Ordinance, amounted to HK\$36,717,000.

## 可供分派儲備

於二零一六年三月三十一日，根據香港公司條例第291、297及299條計算，本公司可供分派之儲備為36,717,000港元。

## BORROWINGS

Details of the Group's bank borrowings at the end of the reporting period are set out in note 21 to the financial statements.

## 借款

本集團於報告期末之銀行借款詳情載列於財務報告附註21。



# Report of the Directors

## 董事會報告

### DIRECTORS

The directors of the Company during the year were:

#### Executive directors:

TAI Tak Fung, Stephen (*Chairman*)  
MAN Wing Cheung, Ellis (*Managing Director*)  
TAI Chun Kit  
TSE Siu Wan

#### Independent non-executive directors:

CHAN Kay Cheung  
LAN Yee Fong, Steve John  
LUI Shing Ming, Brian

Mr. Fung Kwok Wing serves as a director of a subsidiary of the Company during the year.

In accordance with article 105(A) of the Company's articles of association, Mr. Tai Chun Kit, Mr. Tse Siu Wan and Mr. Lui Shing Ming, Brian will retire at the forthcoming annual general meeting. Mr. Lui Shing Ming, Brian will not offer himself for re-election at the forthcoming annual general meeting. The other retiring directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Mr. Lui Shing Ming, Brian has confirmed that he has no disagreement with the Board of Directors (the "Board") and there are no matters in relation to his retirement that need to be brought to the attention of the shareholders of the Company.

The Company has received written annual confirmations of independence from Mr. Chan Kay Cheung, Mr. Lan Yee Fong, Steve John and Mr. Lui Shing Ming, Brian pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") and the Company is of the view that all independent non-executive directors are independent.

### DIRECTORS' SERVICE CONTRACTS

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

### 董事

年內，本公司之董事芳名如下：

#### 執行董事：

戴德豐 (*主席*)  
文永祥 (*董事總經理*)  
戴進傑  
謝少雲

#### 獨立非執行董事：

陳棋昌  
藍義方  
雷勝明

年內，馮國榮先生為本公司附屬公司之董事。

根據本公司之組織章程細則第105(A)條，戴進傑先生、謝少雲先生及雷勝明先生須於即將舉行之股東周年大會上告退。雷勝明先生將不會於即將舉行之股東周年大會上膺選連任。其他即將退任董事符合資格並願意於應屆股東周年大會上膺選連任。

雷勝明先生已確認，彼與董事會（「董事會」）並無存在歧見，亦無有關其退任之事宜需提請本公司股東注意。

本公司已收到陳棋昌先生、藍義方先生及雷勝明先生根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條就其個人獨立性作出的年度書面確認，而本公司認為全體獨立非執行董事均屬獨立人士。

### 董事服務合約

本公司並無與將於股東周年大會上擬重選連任之董事訂立任何不可於一年內終止而無須賠償（法定賠償除外）之服務合約。

## DIRECTORS' REMUNERATION

The directors' remuneration is determined by the Company's board of directors with reference to directors' involvement in the Company's affairs, experience, responsibilities and the prevailing market level of remuneration of executives of similar positions, and reviewed by the remuneration committee of the Company. Details of remuneration of the directors are set out in note 8 to the financial statements. Particulars of the duties and responsibilities of the remuneration committee are set out in the "Corporate Governance Report" of this annual report.

## PERMITTED INDEMNITY PROVISION

During the year ended 31 March 2016, a permitted indemnity provision as defined in the Hong Kong Companies Ordinance was in force for indemnities against liabilities incurred by the directors of the Company to a third party.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Mr. Tai Tak Fung, Stephen, being a beneficial shareholder of FSMHL, was interested in a contract for the supply of pre-packed food and beverage products to the Group. Further details of the transaction undertaken in connection therewith are included in note 27 to the financial statements.

Save as disclosed above, no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which any of the Company's subsidiaries was a party during the year.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2016, the interests and short positions of the directors and chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

## 董事酬金

董事酬金乃由本公司董事會根據各董事在本公司參與之事務、經驗、責任及現時市場相近職位的薪酬水平釐定，以及由本公司薪酬委員會檢閱。有關董事之酬金詳情載於財務報告附註8。薪酬委員會之職責及責任的詳細資料載於本年報「企業管治報告」內。

## 獲准許之彌償條文

截至二零一六年三月三十一日止年度，本公司已執行彌償條文（定義見香港公司條例）以使本公司董事可就因第三方引致之負債獲得彌償。

## 董事於交易、安排或合約之權益

四洲集團實益股東戴德豐先生於供應本集團預先包裝食品及飲料之合約中擁有權益。有關交易之進一步詳情載於財務報告附註27內。

除上述所披露外，各董事或董事之關連人士於本年度內概無於本公司附屬公司所訂立之任何對本集團業務而言意義屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

## 董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉

於二零一六年三月三十一日，本公司各董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股份及相關股份之權益及淡倉根據證券及期貨條例第352條所規定須予存置之登記冊所記錄或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所，載列如下：

# Report of the Directors

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

### 董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉 (續)

Long positions in the ordinary shares of the Company

於本公司普通股股份之好倉

Name of directors	董事名稱	Number of ordinary shares held, capacity and nature of interest 所持普通股股份之數目、身份及權益性質			Approximate percentage of the Company's total issued share capital 佔本公司已發行股本總數之概約百分比
		Personal interests (held as beneficial owner) 個人權益 (實益持有)	Corporate interests (interests of controlled corporation) 公司權益 (控制公司之權益)	Total interests 權益總計	
TAI Tak Fung, Stephen	戴德豐	6,730,000	84,009,177 <sup>(i)</sup>	90,739,177	34.95%
CHAN Kay Cheung	陳棋昌	800,000	—	800,000	0.31%
LAN Yee Fong, Steve John	藍義方	800,000	—	800,000	0.31%

Notes:

附註：

(i) Such shares comprise:

(i) 該等股份包括：

- 30,914,000 shares, representing approximately 11.91% of the Company's total issued share capital, are owned by Careful Guide Limited ("CGL"), which is wholly owned by Mr. Tai Tak Fung, Stephen. Therefore, his spouse, Ms. Wu Mei Yung, Quinly, is deemed to be interested in the 30,914,000 shares held by CGL;
- 52,907,250 shares, representing approximately 20.38% of the Company's total issued share capital, are owned by Special Access Limited ("SAL"), a company wholly owned by Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly. Accordingly, Mr. Tai Tak Fung, Stephen and Ms. Wu Mei Yung, Quinly are deemed to be interested in the 52,907,250 shares held by SAL; and
- 187,927 shares, representing approximately 0.072% of the Company's total issued share capital, are beneficially owned by FSMHL. CGL and SAL, whose beneficial owners are set out under Notes (i)(a) and (i)(b) above, in aggregate hold more than one-third of the total issued share capital of FSMHL. Accordingly, Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly, are deemed to be interested in the 187,927 shares held by FSMHL.

- 此等30,914,000股股份，佔本公司已發行股本總數約11.91%，乃由Careful Guide Limited (「CGL」) 擁有，CGL則由戴德豐先生全資擁有。因此，其妻子胡美蓉女士被視為擁有在CGL之30,914,000股股份之權益；
- 此等52,907,250股股份，佔本公司已發行股本總數約20.38%，乃由Special Access Limited (「SAL」) 擁有，SAL則由戴德豐先生及其妻子胡美蓉女士全資擁有。因此，戴德豐先生及其妻子胡美蓉女士被視為擁有SAL所持有之52,907,250股股份之權益；及
- 此等187,927股股份，佔本公司已發行股本總數約0.072%，乃由四洲集團實益擁有。而CGL及SAL (其實益擁有人載於上文附註(i)(a)及(i)(b)) 合共持有四洲集團逾三分之一之已發行股本總數。因此，戴德豐先生及其妻子胡美蓉女士被視為擁有四洲集團所持有之187,927股股份之權益。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)**

**Long positions in the ordinary shares of an associated corporation**

Director's interests in the equity of FSMHL as an associated corporation are as follows:

**董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉 (續)**

**於相聯法團普通股股份之好倉**

各董事在相聯法團－四洲集團中持有之股份權益如下：

Name of director	董事名稱	Number of ordinary shares held, capacity and nature of interest 所持普通股股份之數目、身份及權益性質			Approximate percentage of such associated corporation's total issued share capital 估相聯法團已發行股本總數之概約百分比
		Personal interests (held as beneficial owner) 個人權益 (實益持有)	Corporate interests (interests of controlled corporation) 公司權益 (控制公司之權益)	Total interests 權益總計	
TAI Tak Fung, Stephen	戴德豐	–	259,478,000 <sup>(i)</sup>	259,478,000	67.52%

Notes:

(i) Such shares comprise:

- (a) 70,000,000 shares, representing approximately 18.22% of the total issued share capital of FSMHL, are owned by CGL, which is wholly owned by Mr. Tai Tak Fung, Stephen. Therefore, his spouse, Ms. Wu Mei Yung, Quinly, is deemed to be interested in the 70,000,000 shares held by CGL;
- (b) 74,250,000 shares, representing approximately 19.32% of the total issued share capital of FSMHL, are owned by SAL, a company wholly owned by Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly. Accordingly, Mr. Tai Tak Fung, Stephen and Ms. Wu Mei Yung, Quinly are deemed to be interested in the 74,250,000 shares held by SAL; and
- (c) 115,228,000 shares, representing approximately 29.98% of the total issued share capital of FSMHL, are owned by Capital Season Investments Limited, a company wholly owned by Advance Finance Investments Limited (“AFIL”). Since AFIL is wholly owned by the Company, which in turn Mr. Tai Tak Fung, Stephen, SAL, CGL and FSMHL in aggregate hold more than one-third of the total issued share capital of the Company, and therefore, Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly, are deemed to have interests in the 115,228,000 shares of FSMHL.

附註：

(i) 該等股份包括：

- (a) 此等70,000,000股股份，佔四洲集團已發行股本總數約18.22%，乃由CGL擁有，而CGL則由戴德豐先生全資擁有。因此，其妻子胡美容女士被視為擁有在CGL之70,000,000股股份之權益；
- (b) 此等74,250,000股股份，佔四洲集團已發行股本總數約19.32%，乃由SAL擁有，而SAL則由戴德豐先生及其妻子胡美容女士全資擁有。因此，戴德豐先生及其妻子胡美容女士被視為擁有在SAL所持有之74,250,000股股份之權益；及
- (c) 此等115,228,000股股份，佔四洲集團已發行股本總數約29.98%，乃由Capital Season Investments Limited所持有，而Capital Season Investments Limited則由Advance Finance Investments Limited (「AFIL」) 全資擁有。由於AFIL乃本公司全權擁有，而本公司合計逾三分之一之已發行股本總數分別由戴德豐先生、SAL、CGL及四洲集團持有。因此，戴德豐先生及其妻子胡美容女士被視為擁有在四洲集團之115,228,000股股份之權益。

## Report of the Directors 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

#### Long positions in the ordinary shares of an associated corporation (continued)

Save as disclosed above, as at 31 March 2016, none of the directors and chief executive of the Company had any interest and short position in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

During the year ended 31 March 2016, none of the directors and chief executive of the Company (including their spouses and children under the age of 18) had been granted, or exercised any rights to subscribe for shares of the Company and its associated corporation required to be disclosed pursuant to the SFO.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

### 董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉 (續)

#### 於相聯法團普通股股份之好倉 (續)

除上文所披露者外，於二零一六年三月三十一日，本公司各董事及最高行政人員概無在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份及相關股份之任何權益及淡倉根據證券及期貨條例第352條所規定須予記錄於本公司存置的登記冊，或須根據標準守則告知本公司及聯交所。

於截至二零一六年三月三十一日止年度，本公司董事及最高行政人員(包括彼等各自之配偶及18歲以下之子女)概未曾獲授或行使須根據證券及期貨條例予以披露之可認購本公司及相聯法團股份之任何權利。

### 董事購買股份或債券之權利

年內，本公司並無授予權利給任何董事或彼等各自之配偶及未成年之子女透過購買本公司之股份或債券而獲取利益或行使該等權利；本公司或其任何附屬公司亦無訂立任何安排以致董事購入任何其他法人團體之該等權利。

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

As at 31 March 2016, the following parties (other than the directors and chief executive of the Company, whose interests have been disclosed above) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

**主要股東於本公司股份及相關股份之權益及／或淡倉**

本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄，於二零一六年三月三十一日，除上文所披露其權益之本公司董事及最高行政人員外，以下人士擁有本公司5%或以上股份之權益：

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

**於本公司普通股股份之好倉**

Name of substantial shareholders	Major shareholder name	Number of ordinary shares held, capacity and nature of interest 所持普通股股份之數目、身份及權益性質				Approximate percentage of the Company's total issued share capital 估本公司已發行股本總數之概約百分比
		Direct/ personal interests (held as beneficial owner) 直接／個人權益 (實益持有)	Family interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate interests (interests of controlled corporation) 公司權益 (控制公司之權益)	Total interests 權益總計	
SAL		52,907,250 <sup>(i)</sup>	–	–	52,907,250	20.38%
CGL		30,914,000 <sup>(ii)</sup>	–	–	30,914,000	11.91%
WU Mei Yung, Quinly	胡美容	–	37,644,000 <sup>(iii)</sup>	53,095,177 <sup>(iv)</sup>	90,739,177	34.95%

Notes:

附註：

- (i) SAL is wholly owned by Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly. This interest is also included as a corporate interest of Mr. Tai Tak Fung, Stephen and described in Note (i)(b) in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" under "Long positions in the ordinary shares of the Company".
- (ii) CGL is wholly owned by Mr. Tai Tak Fung, Stephen. This interest is also included as a corporate interest of Mr. Tai Tak Fung, Stephen and described in Note (i)(a) in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" under "Long positions in the ordinary shares of the Company".

- (i) SAL乃由戴德豐先生及其妻子胡美容女士全資擁有之公司。此權益已包括於附註(i)(b)「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中「於本公司普通股股份之好倉」一項所披露有關戴德豐先生持有之公司權益。
- (ii) CGL乃由戴德豐先生全資擁有。此權益已包括於附註(i)(a)「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中「於本公司普通股股份之好倉」一項所披露有關戴德豐先生持有之公司權益。

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

#### Long positions in the ordinary shares of the Company (continued)

Notes: (continued)

- (iii) Out of the 37,644,000 shares, 6,730,000 shares (representing approximately 2.59% of the total issued share capital of the Company) are beneficially held by Mr. Tai Tak Fung, Stephen. Therefore, his spouse, Ms. Wu Mei Yung, Quinly, is deemed to have an interest therein. This interest is also included as a personal interest of Mr. Tai Tak Fung, Stephen in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" under "Long positions in the ordinary shares of the Company". The remaining 30,914,000 shares, representing approximately 11.91% of the total issued share capital of the Company, are owned by CGL. This interest is also included as a corporate interest of Mr. Tai Tak Fung, Stephen and described in Note (i)(a) in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" under "Long positions in the ordinary shares of the Company".
- (iv) Out of the 53,095,177 shares, 187,927 shares (representing approximately 0.072% of the Company's total issued share capital) are beneficially owned by FSMHL. The remaining 52,907,250 shares, representing approximately 20.38% of the Company's total issued share capital, are owned by SAL. These interests are also included as corporate interests of Mr. Tai Tak Fung, Stephen and described in Notes (i)(b) and (i)(c) in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" under "Long positions in the ordinary shares of the Company".

Save as disclosed above, to the best knowledge of the directors of the Company, as at 31 March 2016, no persons (other than the directors and chief executive of the Company, whose interests are set out in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation") had any interests and short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### SHARE OPTION SCHEME

There was no outstanding share option at the beginning or at the end of the year. During the year ended 31 March 2016, no share option had been granted under the share option scheme adopted by the Company on 28 August 2012 (the "Scheme"). Details of the Scheme are set out in note 24 to the financial statements.

### 主要股東於本公司股份及相關股份之權益及／或淡倉 (續)

#### 於本公司普通股股份之好倉 (續)

附註：(續)

- (iii) 此等37,644,000股股份，其中6,730,000股股份，佔本公司已發行股本總數約2.59%，乃由戴德豐先生實益擁有。因此，其妻子胡美蓉女士被視為擁有此等股份權益。此權益已包括於「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中「於本公司普通股股份之好倉」所披露有關戴德豐先生持有之個人權益。而其餘之30,914,000股股份，佔本公司已發行股本總數約11.91%，乃由CGL持有。此權益已包括於附註(i)(a)「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中「於本公司普通股股份之好倉」所披露有關戴德豐先生持有之公司權益。
- (iv) 此等53,095,177股股份，其中187,927股股份，佔本公司已發行股本總數約0.072%，乃由四洲集團實益擁有。而其餘之52,907,250股股份，佔本公司已發行股本總數約20.38%，乃由SAL持有。此權益已包括於附註(i)(b)及(i)(c)「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中「於本公司普通股股份之好倉」所披露有關戴德豐先生持有之公司權益。

除上文所披露者外，就本公司董事所知，於二零一六年三月三十一日，本公司根據證券及期貨條例第336條須予存置的登記冊所記錄，並無人士在本公司股份及相關股份中擁有任何權益及淡倉，惟本公司董事及最高行政人員除外，彼等之權益載於上文「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中披露。

### 購股權計劃

於年度開始或結束時，並無尚未行使購股權。截至二零一六年三月三十一日止年度，概無根據本公司於二零一二年八月二十八日採納之購股權計劃（「計劃」）授出購股權。該計劃之詳情載於財務報告附註24。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

### Executive Directors

**Dr. TAI Tak Fung, Stephen**, GBS, SBS, JP, PhD (*honoris causa*), aged 68, has been an executive director of the Company since May 1997. Dr. Tai is the chairman of the Group, in charge of corporate and policy planning. Apart from being awarded the Gold Bauhinia Star and Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region, Dr. Tai has also been appointed as Justice of the Peace. He holds the Visiting Professor of South China Normal University and South China Agricultural University, member of the Board of Trustees of Jinan University. He is a Standing Committee Member of the National Committee of the Chinese People's Political Consultative Conference ("CPPCC") and a Standing Committee Member of the Guangdong Provincial Committee of the CPPCC. Dr. Tai holds several public positions, including the president of the Hong Kong Foodstuffs Association, the president of Friends of Hong Kong Association, the founding chairman of the Hong Kong CPPCC (Provincial) Members Association and the chairman of the Hong Kong Guangdong Chamber of Foreign Investors. He received a number of awards and accolades, including Certificate of Honor for Business Lifetime Achievement for Producing Quality Food Products, Asian Social Caring Leadership Award, "Special Achievement Award" of Asia Pacific Entrepreneurship Awards, the Worldwide Prominent Chiu Chow Business Leader Award 2012-2013, the World Outstanding Chinese Award, the Philanthropist Award of the Grand Charity Ceremony 2011, the 30th Food Industry Distinguished Service Award, the Award of the Ministry of Agriculture, Forestry and Fisheries of Japan for the Overseas Promotion of Japanese Food, the Outstanding Contribution Award of the China National Food Industry, the China Food Safety Annual Conference Award of Distinguished Management Entrepreneur, the Social Responsibility Contribution Award, "Honourable Citizen of Shantou City", "Honourable Citizen of Guangzhou City" and "Honourable Citizen of Jilin City" in Mainland China. He is also the founder, chairman and executive director of FSMHL, an associated corporation of the Company and the shares of which are listed on the Main Board of the Stock Exchange, and a director of Careful Guide Limited and Special Access Limited, both of which are the substantial shareholders of the Company. Dr. Tai is the father of Mr. Tai Chun Kit, an executive director of the Company.

## 董事及高級管理人員履歷簡介

### 執行董事

**戴德豐博士** GBS SBS 太平紳士，榮譽工商管理博士，68歲，自一九九七年五月起出任為本公司執行董事。戴博士為本集團之主席，掌管企業及政策規劃。彼除獲香港特別行政區政府授予香港金紫荊星章及銀紫荊星章、太平紳士，同時為華南師範大學及華南農業大學客座教授、暨南大學校董、中國人民政治協商會議全國委員會常務委員及中國人民政治協商會議廣東省委員會常務委員外，並出任多個社會公職，包括香港食品商會會長、香港友好協進會會長、港區省級政協委員聯誼會創會主席及香港廣東外商公會主席。彼又曾榮獲多項殊榮，包括優質食品終身成就獎、亞洲社會關愛領袖獎、亞太企業精神獎(香港)－特別成就獎、2012-2013全球傑出潮商領袖獎、世界傑出華人獎、2011南方·華人慈善盛典年度「慈善人物」獎、日本第三十屆食品產業功勞賞、日本政府農林水產大臣獎、中國食品工業傑出貢獻獎、中國食品安全年會優秀管理企業家、社會責任貢獻獎、中國汕頭市榮譽市民、廣州市榮譽市民及吉林市榮譽市民。戴博士同時為四洲集團之創辦人、主席兼執行董事，該公司為本公司之聯營公司，其股份於聯交所主板上市。彼亦為Careful Guide Limited及Special Access Limited之董事，此兩間公司均為本公司之主要股東。戴博士為戴進傑先生之父親。戴進傑先生為本公司之執行董事。



# Report of the Directors

## 董事會報告

### PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

#### Executive Directors (continued)

**Mr. MAN Wing Cheung, Ellis**, aged 60, has been an executive director of the Company since July 1995. Mr. Man is the managing director of the Group, responsible for the overall management planning and control. Mr. Man has a Master of Commerce degree from the University of New South Wales in Australia. He is also a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. He has gained extensive experience in finance and accounting from overseas multinational corporations. Mr. Man joined the Group in 1992. He is also an executive director of FSMHL.

**Mr. TAI Chun Kit**, aged 33, has been an executive director of the Company since May 2013. Mr. Tai is responsible for new business planning and development of the Group including the business development of “Daiso Living Department Store” in Mainland China. Mr. Tai holds a Bachelor of Business Administration (Hons) degree from City University of Hong Kong. He has extensive experience in retail management, brands development and marketing planning. He joined FSMHL in 2004 and is a director of business development department in FSMHL. He joined the Group in 2012. He is a son of Dr. Tai Tak Fung, Stephen, who is the chairman and an executive director of the Company.

**Mr. TSE Siu Wan**, aged 55, has been an executive director of the Company since August 1992. Mr. Tse is responsible for the food quality control of the Group. He has extensive experience in food manufacturing and factory production management. Mr. Tse joined the Group in 1980. He is also the managing director of Hong Kong Ham Holdings Limited, a wholly-owned subsidiary of FSMHL.

### 董事及高級管理人員履歷簡介(續)

#### 執行董事(續)

**文永祥先生**，60歲，自一九九五年七月起出任本公司之執行董事。文先生為本集團之董事總經理，負責本集團規劃管理及監控。文先生持有澳洲新南威爾斯大學之商科碩士學位，同時為澳洲會計師公會及香港會計師公會會員。彼曾於海外跨國企業服務，對財務及會計方面有廣泛之經驗。文先生於一九九二年加入本集團。彼同時亦為四洲集團之執行董事。

**戴進傑先生**，33歲，自二零一三年五月起出任本公司執行董事。戴先生負責本集團新項目之策劃及發展，包括在中國大陸發展「大創生活館」之業務。彼持有香港城市大學工商管理(榮譽)學士學位，具有豐富之零售管理、品牌發展及市場策劃經驗。戴先生於二零零四年加入四洲集團，為業務發展部董事。於二零一二年加入本集團。戴先生為本公司主席兼執行董事戴德豐博士之兒子。

**謝少雲先生**，55歲，自一九九二年八月起出任本公司之執行董事。謝先生負責本集團之食品品質監察。彼於食品製造及生產管理方面具有豐富經驗。謝先生於一九八零年加入本集團。彼同時亦為四洲集團全資附屬之香港火腿廠控股有限公司之董事總經理。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

### Independent Non-executive Directors

**Mr. CHAN Kay Cheung**, aged 69, has been an independent non-executive director of the Company since October 1995. He is a senior adviser of The Bank of East Asia, Limited, the vice chairman of The Bank of East Asia (China) Limited and the chairman of Shaanxi Fuping BEA Rural Bank Corporation. He possesses extensive knowledge and experience in the banking industry. Mr. Chan is a fellow member of The Hong Kong Institute of Bankers, a member of the Process Review Committee for the oversight of the Hong Kong Monetary Authority, a member of the Clearing and Settlement Systems Appeals Tribunal, a member of the Committee of Overseers of Lee Woo Sing College, The Chinese University of Hong Kong, a member of The China Unionpay International Advisory Group and an international senior economic consultant of The People's Government of Shaanxi Province. Mr. Chan is also an independent non-executive director of China Electronics Corporation Holdings Company Limited, Chu Kong Shipping Enterprises (Group) Company Limited, Dah Chong Hong Holdings Limited and SOCAM Development Limited, companies whose shares are listed on the Main Board of the Stock Exchange.

**Mr. LAN Yee Fong, Steve John**, aged 75, has been an independent non-executive director of the Company since January 1998. He was the chairman of Evergreen Consultants Limited, president of Swire Insurance Limited and chairman of Zurich Financial Services Group, Hong Kong. Currently, Mr. Lan is the chairman of The Hong Kong Tuberculosis, Chest and Heart Diseases Association, the chairman of the Hospital Governing Committee of Grantham Hospital, a member of the Hospital Governing Committee of Ruttonjee Hospital and Tang Shiu Kin Hospital, and a member of the management committee of Freni Care and Attention Home. He is a graduate of The University of Hong Kong and a fellow of The Chartered Insurance Institute. Mr. Lan has extensive experience in the insurance industry with intensive involvement in corporate development.

**Mr. LUI Shing Ming, Brian**, aged 55, has been an independent non-executive director of the Company since September 2004. Mr. Lui was the chairman of Cheong Ming Investments Limited, a company had been listed on the Main Board of the Stock Exchange. Mr. Lui holds a Master Degree in Commerce from the University of New South Wales, Australia. He is a fellow member of both CPA Australia and the Hong Kong Institute of Certified Public Accountants.

### Senior Management

**Mr. LEUNG Tin Chi**, aged 52, is the financial controller and company secretary of the Company, responsible for finance, accounting and company secretarial affairs. Mr. Leung holds a Bachelor of Business degree from Swinburne University of Technology in Australia. He is also a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. Mr. Leung has extensive accounting experience. He joined the Group in 1994.

## 董事及高級管理人員履歷簡介 (續)

### 獨立非執行董事

**陳棋昌先生**，69歲，自一九九五年十月起出任本公司之獨立非執行董事。陳先生現任東亞銀行有限公司高級顧問、東亞銀行(中國)有限公司副董事長及陝西富平東亞村鎮銀行有限責任公司董事長，在銀行界具廣泛知識和豐富經驗。陳先生為香港銀行學會之資深會士，並出任香港金融管理局程序覆檢委員會成員、結算及交收系統上訴審裁處成員、香港中文大學和聲書院院監會成員、中國銀聯國際業務專家委員會委員及陝西省人民政府國際高級經濟顧問。陳先生亦為中國電子集團控股有限公司、珠江船務企業(股份)有限公司、大昌行集團有限公司及瑞安建業有限公司之獨立非執行董事，該等公司之股份均於聯交所主板上市。

**藍義方先生**，75歲，自一九九八年一月起出任本公司之獨立非執行董事。藍先生曾任Evergreen Consultants Limited之主席及Swire Insurance Limited之總裁。彼亦曾被委任為Zurich Financial Services Group, Hong Kong主席。藍先生現為香港防癆心臟及胸病協會主席，葛量洪醫院管治委員會主席、律敦治醫院和鄧肇堅醫院管治委員會委員，以及傅麗儀護理安老院管理委員會委員。彼畢業於香港大學及為英國特許保險學會資深會員。藍先生於保險業具廣泛知識和經驗，並深入參與企業發展。

**雷勝明先生**，55歲，自二零零四年九月起出任本公司之獨立非執行董事。雷先生曾任昌明投資有限公司之主席，該公司曾於聯交所主板上市。雷先生持有澳洲新南威爾斯大學商業碩士學位。彼同時為澳洲會計師公會及香港會計師公會之資深會員。

### 高級管理人員

**梁天賜先生**，52歲，現任本公司之財務總監兼公司秘書，負責財務、會計及公司秘書工作。梁先生持有澳洲旋濱科技大學商科學士學位，為澳洲會計師公會及香港會計師公會會員。梁先生擁有豐富之會計經驗。彼於一九九四年加入本集團。

# Report of the Directors

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the Group's total sales for the year. Purchases from the Group's five largest suppliers accounted for 87% of the total purchases for the year and purchases from the largest supplier included therein amounted to 54%.

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

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

### CONTINUING CONNECTED TRANSACTIONS

During the year under review, there was no transaction or arrangement needed to be disclosed as a connected transaction in accordance with the Listing Rules. The related party transactions as set out in note 27 to the financial statements are connected transactions/continuing connected transactions exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

### CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" of this annual report.

### 主要客戶及供應商

於回顧年度內，本集團向五位最大客戶作出的銷售額少於本集團本年度的總銷售額30%。本集團向五位最大供應商進行之採購佔本集團本年度總採購額87%，而對其中最大之供應商進行之採購額達54%。

本公司董事或彼等之任何關聯人士或任何股東（據董事所知擁有本公司股本5%以上者）概無於本集團五位最大客戶及供應商中擁有任何實益權益。

### 本公司上市證券之購買、贖回或出售

本公司及其任何附屬公司於年度內概無購買、贖回或出售本公司任何上市證券。

### 持續關連交易

於本回顧年度，概無交易或安排須根據上市規則作為關連交易需要披露。財務報告附註27所載之關連人士交易為獲豁免遵守上市規則下之股東批准、年度審核及所有披露規定之關連交易／持續關連交易。

### 足夠之公眾持股量

根據本公司所得的公開資料及就董事所知，於本報告簽發日期，董事證實公眾人士最少持有本公司已發行股份總數25%。

### 企業管治

本公司之企業管治常規之詳情載於本年報「企業管治報告」內。

## AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting system and internal controls procedures. The audit committee comprises the independent non-executive directors of the Company.

The summary of duties and work of the audit committee is set out in the "Corporate Governance Report" of this annual report.

## AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**TAI Tak Fung, Stephen**, GBS, SBS, JP  
*Chairman*

Hong Kong, 29 June 2016

## 審核委員會

本公司之審核委員會乃按照上市規則第3.21條而設立，以審核並監督本集團之財務報告系統及內部監控程序。審核委員會由本公司之獨立非執行董事組成。

審核委員會之職責及工作之概要載於本年報「企業管治報告」內。

## 核數師

安永會計師事務所任滿告退。本公司將於即將舉行之股東周年大會上提呈決議案，續聘安永會計師事務所為本公司之核數師。

代表董事會

**戴德豐** GBS SBS 太平紳士  
*主席*

香港，二零一六年六月二十九日

# Corporate Governance Report

## 企業管治報告

The board of directors (the “Board”) of the Company is pleased to present this Corporate Governance Report in the Group’s annual report for the year ended 31 March 2016 (the “Annual Report”).

The Company’s corporate governance policies and practices are applied and implemented in the manners as stated in the below Corporate Governance Report.

### CORPORATE GOVERNANCE PRACTICES

The Company and the management are committed to maintaining good corporate governance with an emphasis on the principles of transparency, accountability and independence to all shareholders. The Company believes that good corporate governance practices are essential to a continual growth and enhancement of shareholders’ value. The Company periodically reviews its corporate governance practices with reference to the latest development of corporate governance. Throughout the year under review, the Company has applied the principles of corporate governance and complied with most of the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules with the exception of code provisions A.4.1 and A.4.2 of the CG Code, details will be set out below.

The key corporate governance principles and practices of the Company are summarised as follows:

### BOARD OF DIRECTORS

#### Responsibilities, Accountabilities and Contributions of the Board and Management

The role of the Board is to set up strategic goals, performance objectives and operational policies; establish a framework of prudent and effective controls which enables risk to be assessed and managed; delegate authorities to the management to manage and supervise the business of the Group; and ensure the management monitor performance against objectives being set.

The Company has formalised a written guideline for the division of responsibilities between the Board and the management. Certain responsibilities or functions have been delegated by the Board to the management which include the day-to-day business operation of the Group, execution of corporate strategies, approval of business and financial plans and budgets and preparation of annual and interim financial statements. The Board has reserved for its decision matters of the Group covering the approval of significant changes in accounting or capital structure; approval of public announcements and the financial statements; approval of major acquisitions, disposals and major capital projects; approval of material borrowings and any issuing or buying back of equity securities; and approval of the annual budget and setting of the dividend policy.

本公司董事會（「董事會」）欣然於本集團截至二零一六年三月三十一日止年度之年報（「年報」）內呈報其企業管治報告。

本公司之企業管治採用及實行之政策及常規載於下列企業管治報告。

### 企業管治常規

本公司及管理人員承諾維持良好之企業管治，著重於對全體股東之透明度、問責性及獨立性之原則。本公司相信，良好企業管治常規對達致持續增長及提高股東回報實為重要。本公司參考企業管治之最新發展定期審閱其企業管治常規。於整個回顧年度內，本公司已應用上市規則附錄14所載之企業管治守則（「企管守則」）之企業管治原則，並加以遵守其中大部份條文，惟守則條文第A.4.1及A.4.2條除外，詳見下文。

本公司之主要企業管治原則及常規概述如下：

### 董事會

#### 董事會及管理層之責任、問責及貢獻

董事會之角色是制定策略目標、表現目標及營運政策；建立審慎而有效之監控框架，以便評估及管理風險；授權管理人員管理及監督本集團業務；以及確保管理人員按已訂目標監察表現。

本公司已製備一套書面指引，區分董事會及管理層之間之責任。董事會已將若干責任或職能轉授予管理人員，包括本集團之日常業務營運、執行企業策略、審批業務及財務計劃及預算，以及編製全年及中期財務報告。董事會已保留其對本集團事務之決定權，包括審批會計或資本架構上之重大變動；審批公告及財務報告；審批重大收購、出售及主要資本項目；審批重大借貸及股本證券之任何發行或購回；以及審批全年財政預算與訂定股息政策。

## BOARD OF DIRECTORS (continued)

### Board Composition

The Board of the Company comprises 7 directors consisting of 4 executive directors and 3 independent non-executive directors.

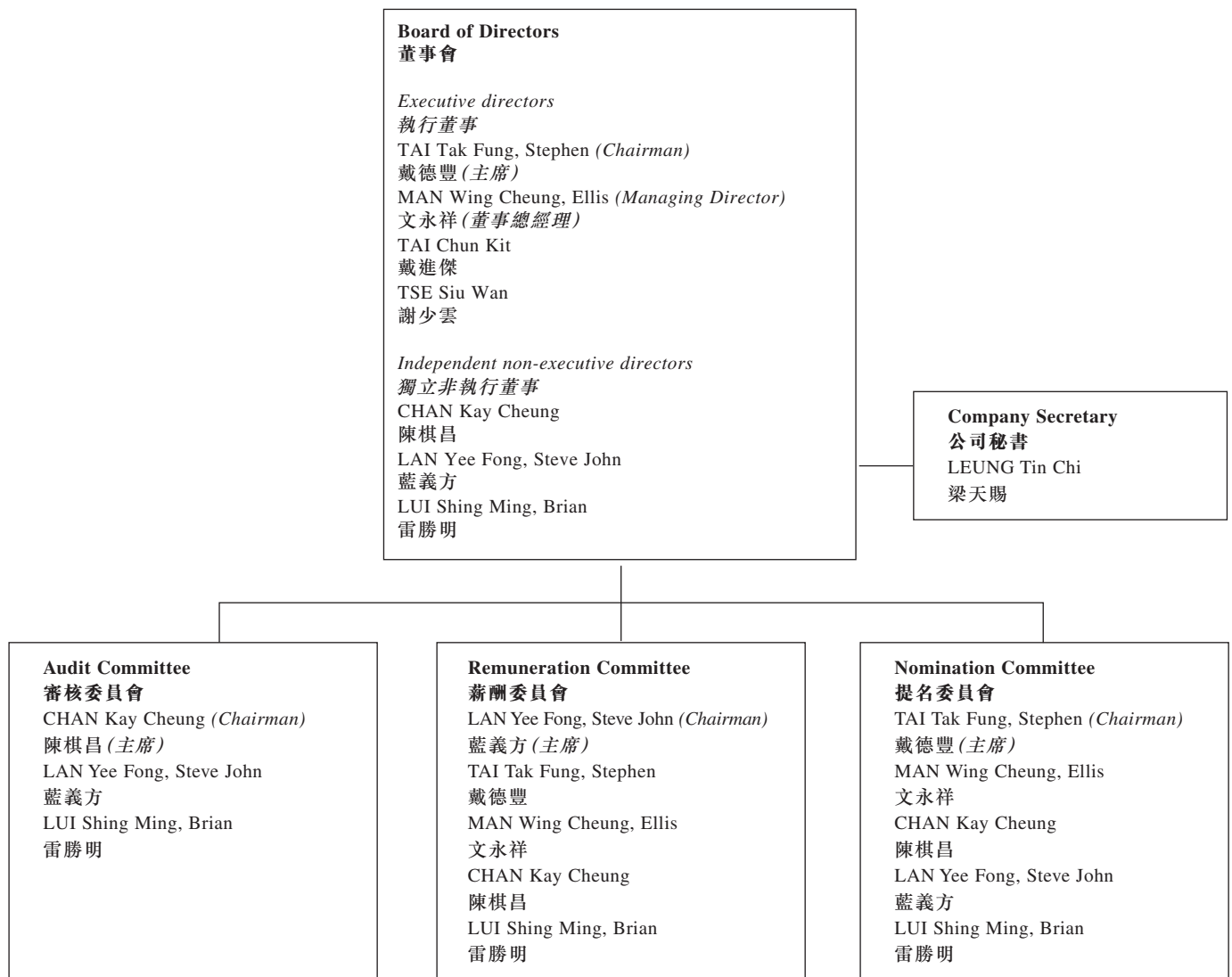
The following chart shows the structure and membership of the Board and Board's Committees as at 31 March 2016:

## 董事會 (續)

### 董事會組合

本公司之董事會由7名董事組成，其中4名為執行董事，3名為獨立非執行董事。

於二零一六年三月三十一日，董事會及董事委員會之架構及成員載於下表：



# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Board Composition (continued)

Biographical information of the directors and relevant relationships among the directors are set out in the section headed “Profiles of Directors and Senior Management” in the Report of the Directors of this Annual Report.

#### Board Meeting

##### Number of Meetings and Directors' Attendance

The Board meets regularly throughout the year to discuss and formulate overall strategies for the Company, monitor financial performance and discuss the interim and annual results, as well as other significant matters.

The Board has convened four regular meetings during the year ended 31 March 2016 and the attendance record of each director at the said board meetings and the annual general meeting of the Company is set out below:

Name of directors	董事名稱	Number of meetings attended/held 出席／舉行會議次數	
		Regular Board Meeting 董事會定期會議	Annual General Meeting 股東周年大會
<b>Executive directors</b>	<b>執行董事</b>		
TAI Tak Fung, Stephen ( <i>Chairman</i> )	戴德豐 ( <i>主席</i> )	4/4	1/1
MAN Wing Cheung, Ellis ( <i>Managing Director</i> )	文永祥 ( <i>董事總經理</i> )	4/4	1/1
TAI Chun Kit	戴進傑	4/4	1/1
TSE Siu Wan	謝少雲	4/4	1/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>		
CHAN Kay Cheung	陳棋昌	4/4	1/1
LAN Yee Fong, Steve John	藍義方	4/4	1/1
LUI Shing Ming, Brian	雷勝明	4/4	1/1

### 董事會 (續)

#### 董事會組合 (續)

董事履歷及各董事之間的關係載於本年報董事會報告內「董事及高級管理人員履歷簡介」一節。

#### 董事會會議

##### 會議次數及董事出席率

董事會於年內定期開會，討論並制訂本公司之整體策略、監察財政表現及討論中期及全年業績，以及其他重大事務。

董事會於截至二零一六年三月三十一日止年度召開四次定期會議，各董事於上述會議及本公司股東周年大會之出席記錄如下：

## BOARD OF DIRECTORS (continued)

### Board Meeting (continued)

#### *Practices and Conduct of Meetings*

Notice of regular Board meetings is served to all directors at least 14 days before the meetings while reasonable notice is generally given for other Board meetings. For committee meetings, notices are served in accordance with the required notice period stated in the relevant terms of reference.

Board papers together with all appropriate, complete and reliable information are sent to all directors or committee members at least 3 days before each Board meeting and each committee meeting to keep the directors or committee members apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All directors are encouraged to take independent professional advice, at the Company's expense, upon the performance of their duties as and when deemed necessary. The Board and each director have separate and independent access to the senior management where necessary.

Minutes of all Board meetings and committee meetings are kept by the Company Secretary. Draft minutes are normally circulated to directors or committee members for their comment within a reasonable period of time after each meeting and final version is open for directors' inspection.

If a substantial shareholder or a director has a conflict of interest in a matter to be considered material by the Board, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent Board committee will be set up to deal with the matter.

### Directors' Appointment and Re-election

The Board is empowered under the articles of association of the Company (the "Articles of Association") from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. Appointments are first considered by the Nomination Committee and recommendations of the Nomination Committee are then put to the Board for decision. Details in respect of the process and criteria for the Nomination Committee to select and recommend candidates for directorship are provided in the section headed "Nomination Committee" in this Corporate Governance Report.

## 董事會 (續)

### 董事會會議 (續)

#### *會議常規及操守*

董事會定期會議通告於會議最少14天前送交全體董事，其他董事會會議一般亦有合理的通知期。至於委員會會議，則根據相關職權範圍所規定之通知期限送交通知。

於各董事會會議或各委員會會議最少3天前，董事會文件連同一切適用、完整及可靠之資料均送交全體董事或委員會成員，以便董事或委員會成員知悉本公司最新發展及財務狀況以作出評估，並能夠作出知情決定。本公司鼓勵全體董事於履行職權期間，在有需要時或被視為有需要時尋求獨立專業意見，費用由本公司承擔。董事會及各董事在有需要時可個別及獨立地與高級管理人員接觸。

所有董事會會議及委員會會議之會議記錄由公司秘書備存。會議記錄初稿一般於每次會議後之合理時段內供各董事或委員會成員傳閱，以便他們表達意見；最後定稿則公開供董事查閱。

如有主要股東或董事在董事會將予審議之重要事項中存有利益衝突，有關事項將根據適當規則及法規處理，並於有需要時成立獨立董事委員會處理有關事項。

### 董事之委任及重選

董事會獲本公司之組織章程細則（「組織章程細則」）授權可不時及隨時委任任何人士擔任董事，以填補董事會臨時空缺或增加董事會成員。有關委任首先須經提名委員會考慮，然後提名委員會將建議提交董事會予以決定。提名委員會挑選及建議擔任董事人選之過程及準則載於本企業管治報告「提名委員會」一節。



# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Directors' Appointment and Re-election (continued)

In accordance with the Articles of Association, one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third but not less than one-third, shall retire from office by rotation and re-election by shareholders at the annual general meeting of the Company, such that every director is subject to retirement by rotation at least once every three years.

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Currently, all independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

Under the code provision A.4.2, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In accordance with the Articles of Association, any director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election. The Board considers that such a deviation is not material as a casual vacancy seldom appears and interval between the appointment made to fill casual vacancy and the immediate following annual general meeting is short.

### 董事會(續)

#### 董事之委任及重選(續)

根據組織章程細則，於本公司股東周年大會，當時三分之一之董事，或倘其數目並非三或三之倍數，則以最接近三分之一但不少於三分之一之人數為準，須輪值告退及由股東膺選連任，而每名董事均須最少每三年輪值告退一次。

根據守則條文第A.4.1條，非執行董事應有指定委任期，並須膺選連任。現時，本公司所有獨立非執行董事之委任並無指定任期，惟須根據組織章程細則於本公司股東周年大會上輪值告退及膺選連任。因此，董事會認為已採取足夠措施確保本公司之企業管治常規不低於企管守則有關規定。

根據守則條文第A.4.2條，所有獲委任以填補臨時空缺之董事應由股東於彼等獲委任後首次股東大會上推選。每名董事(包括有指定任期之董事)應至少每三年輪值告退一次。根據組織章程細則，任何獲委任以填補臨時空缺之董事將僅留任直至下屆股東周年大會，其後將合資格膺選連任。董事會認為，由於鮮有出現臨時空缺，加上委任人選填補臨時空缺與緊隨下屆股東周年大會相隔時間甚短，故有關偏離事項不屬重大。

## BOARD OF DIRECTORS (continued)

### Directors' Continuous Professional Development

Each newly appointed director receives a comprehensive, formal and tailored induction on the first occasion of his/her appointment to ensure proper understanding of the operations and business of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

All directors have complied with the code provision A.6.5 in relation to continuous professional development to develop and refresh their knowledge and skills. From time to time during the year under review, relevant reading materials on corporate governance, regulatory developments and changes of accounting standards and other topics relevant to the Company's business and director's duties and responsibilities have been given to the directors of the Company. In addition, some directors have been provided with in-house training and attended seminars and workshops which are relevant to their work and responsibilities so as to update their technical knowledge and professional skills during the year ended 31 March 2016.

Participation by individual directors in continuous professional development during the year under review is summarised below:

Name of directors	董事名稱	Types of training 培訓類型
<b>Executive directors</b>		
TAI Tak Fung, Stephen ( <i>Chairman</i> )	戴德豐 (主席)	B, C
MAN Wing Cheung, Ellis ( <i>Managing Director</i> )	文永祥 (董事總經理)	A, B, C
TAI Chun Kit	戴進傑	A, B, C
TSE Siu Wan	謝少雲	A, B, C
<b>Independent non-executive directors</b>		
CHAN Kay Cheung	陳棋昌	A, C
LAN Yee Fong, Steve John	藍義方	A, C
LUI Shing Ming, Brian	雷勝明	A, C

A – Attending briefings/seminars/conferences/forums  
B – Attending in-house training sessions  
C – Reading updates on relevant topics related to corporate governance/regulatory update

## 董事會 (續)

### 董事之持續專業發展

每位新任董事於獲委任後，均可得到全面、正式而度身訂造之迎新介紹，確保彼對本公司之經營及業務有適當了解，並完全知悉其在上市規則及相關監管規定下之責任及義務。

全體董事已遵守有關持續專業發展之守則條文第A.6.5條，以發展及更新彼等之知識及技能。於回顧年度內，本公司董事不時獲提供有關企業管治、法規發展及會計標準之改變及其他與本公司業務與董事職能及職責的相關閱讀資料。此外，於截至二零一六年三月三十一日止年度，若干董事已接受內部培訓及出席與彼等工作及責任相關之座談會及工作坊，以更新他們的知識及專業技能。

於回顧年度內參與持續專業發展之個別董事詳情概述如下：

A – 出席簡報會／座談會／會議／論壇  
B – 出席內部培訓課程  
C – 閱覽與企業管治／監管更新相關議題之更新資料

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Chairman and Managing Director

Currently, Mr. Tai Tak Fung, Stephen and Mr. Man Wing Cheung, Ellis hold the positions of Chairman and Managing Director respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership for the Board and is responsible for the effective functioning of the Board in accordance with good corporate governance practices. With the support of the executive directors and senior management, the Managing Director is responsible for managing the Group's business, including implementation of objectives, policies and major strategies and initiatives adopted by the Board. He is also in charge of the Company's day-to-day operation in accordance with the instructions from the Board.

#### Independent Non-executive Directors

During the year ended 31 March 2016, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 independent non-executive directors, representing one-third of the Board, with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise as required under Rules 3.10(1) and (2), and 3.10A of the Listing Rules. The Company has received a written annual confirmation from each independent non-executive director in respect of his independence and the Company is of the view that all the existing independent non-executive directors are independent under the independence guidelines set out in Rule 3.13 of the Listing Rules up to the date of this Annual Report.

### 董事會 (續)

#### 主席及董事總經理

現時，戴德豐先生及文永祥先生分別擔任主席及董事總經理職位。彼等各自之責任已以書面方式清晰界定及載列。

主席領導董事會，並負責根據良好企業管治常規有效經營董事會。在執行董事及高級管理人員支援下，董事總經理負責管理本集團之業務，包括落實董事會所採納之目標、政策及主要策略及措施。彼亦根據董事會之指引，負責本公司之日常營運。

#### 獨立非執行董事

於截至二零一六年三月三十一日止年度，董事會於任何時間均達致上市規則有關最少委任3名獨立非執行董事(代表董事會人數最少之三分之一)，且其中需有最少一名具備上市規則第3.10(1)及(2)，及3.10A條所要求擁有合適之專業資格或在會計或相關財務管理專門知識之規定。本公司已接獲各獨立非執行董事就彼等之獨立性所作出之年度確認書。本公司認為全體現任獨立非執行董事至本年報日期止均為上市規則第3.13條載列之指引所指之獨立人士。

## BOARD COMMITTEES

The Board has established 3 committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which are available to shareholders upon request. The terms of reference of the Board committees are also available for viewing on the websites of the Company and the Stock Exchange.

### Audit Committee

The Audit Committee was established with specific written terms of reference and all of its members are independent non-executive directors, one of them possesses the appropriate professional qualifications or accounting or related financial management expertise. The Audit Committee currently comprises 3 independent non-executive directors, namely Mr. Chan Kay Cheung (*Chairman of Audit Committee*), Mr. Lan Yee Fong, Steve John and Mr. Lui Shing Ming, Brian.

The terms of reference of Audit Committee were updated and adopted by the Company in March 2016 pursuant to the amendments to CG Code and Corporate Governance Report as contained in Appendix 14 of the Listing Rules relating to internal control and risk management which would apply to accounting period effective from 1 April 2016.

The primary duties of the Audit Committee are to review and supervise the financial reporting system and the risk management and internal control systems of the Group, to monitor the integrity of the Company's financial statements and review significant financial reporting judgements, to maintain an appropriate relationship with the Company's external auditors and to oversee the audit process.

The Audit Committee held two meetings during the year ended 31 March 2016 to review the accounting principles and practices adopted by the Group and discuss internal controls and financial reporting matters including a review of the interim financial statements for the six months ended 30 September 2015 and the annual financial statements for the year ended 31 March 2015 of the Group. The Audit Committee has also reviewed the annual results for the year ended 31 March 2016 of the Group.

The attendance records of the Audit Committee during the year are set out below:

Name of Audit Committee members	審核委員會成員名稱	Number of meetings attended/held 出席／舉行會議次數
CHAN Kay Cheung ( <i>Chairman of Audit Committee</i> )	陳棋昌 ( <i>審核委員會主席</i> )	2/2
LAN Yee Fong, Steve John	藍義方	2/2
LUI Shing Ming, Brian	雷勝明	2/2

## 董事委員會

董事會已成立3個委員會，即審核委員會、薪酬委員會及提名委員會，監督特定範疇內之本公司事務。本公司全部董事會轄下委員會在成立時均具備書面職權範圍，並可應股東要求索閱。董事會轄下委員會之職權範圍可於本公司及聯交所網站查閱。

### 審核委員會

審核委員會已經成立並以書面訂明具體的職權範圍，全體成員均為獨立非執行董事，而其中一名具備適當的專業資格或會計或相關財務管理專門知識。審核委員會現時包括3名獨立非執行董事陳棋昌先生 (*審核委員會主席*)、藍義方先生及雷勝明先生。

根據上市規則附錄14所載企管守則及企業管治報告有關內部控制及風險管理之修訂 (適用於二零一六年四月一日起生效之會計期間)，審核委員會的書面職權範圍已作出更新並已獲本公司於二零一六年三月採納。

審核委員會之主要職責為審閱及監督本集團財務申報系統及風險管理和內部控制系統，以監察本公司財務報表之完整性以及審閱重大財務申報判斷，與本公司外部核數師維持適當關係，以及監督審核過程。

審核委員會於截至二零一六年三月三十一日止年度舉行兩次會議，審閱本集團所採納之會計原則及實務，以及討論內部監控及財務匯報事宜，包括審閱本集團於截至二零一五年九月三十日止六個月之中期財務報告及於截至二零一五年三月三十一日止年度之年度財務報告。審核委員會亦已審閱本集團截至二零一六年三月三十一日止年度之全年業績。

本年度審核委員會成員之出席記錄如下：

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (continued)

#### Remuneration Committee

The Remuneration Committee was established with specific written terms of references and is currently constituted by 3 independent non-executive directors, namely Mr. Lan Yee Fong, Steve John (*Chairman of Remuneration Committee*), Mr. Chan Kay Cheung and Mr. Lui Shing Ming, Brian and 2 executive directors, namely Mr. Tai Tak Fung, Stephen and Mr. Man Wing Cheung, Ellis.

The Company has adopted the model where the Remuneration Committee makes recommendations to the Board on the remuneration packages of individual executive directors and senior management. The primary duties of the Remuneration Committee are to make recommendations to the Board on the policy and structure of the Company for the remuneration of all directors and senior management and the remuneration packages of individual directors and senior management of the Company.

The Remuneration Committee has convened one meeting during the year to review, inter alia, the Group's remuneration policy and structure; the remuneration packages of all directors and senior management by reference to the individuals' performance, skills and knowledge, time commitment and responsibilities, and performance and profitability of the Group, and the service contracts of the directors for the year under review. Details of the remuneration of each director of the Company are set out in note 8 to financial statements.

The attendance records of the Remuneration Committee during the year are set out below:

### 董事委員會 (續)

#### 薪酬委員會

薪酬委員會已經成立並以書面訂明具體的職權範圍，現時成員包括3名獨立非執行董事藍義方先生(薪酬委員會主席)、陳棋昌先生及雷勝明先生與2名執行董事戴德豐先生及文永祥先生組成。

本公司採納薪酬委員會向董事會就個別執行董事及高級管理人員之酬金組合提出建議之運作標準。薪酬委員會之主要職責為就本公司所有董事及高級管理人員之酬金，以及本公司個別董事及高級管理人員之酬金組合，向董事會提出有關本公司之政策及架構建議。

薪酬委員會在回顧年度內曾召開一次會議，審閱(其中包括)本集團之薪酬政策及架構，以及參考個別表現、技能及知識、所貢獻時間及責任與及本集團業績表現與盈利能力，審閱全體董事及高級管理人員之酬金，以及於回顧年度內之董事服務合約。本公司各董事之酬金詳情見財務報告附註8。

本年度薪酬委員會成員之出席記錄如下：

Name of Remuneration Committee members	薪酬委員會成員名稱	Number of meeting attended/held 出席／舉行會議次數
LAN Yee Fong, Steve John ( <i>Chairman of Remuneration Committee</i> )	藍義方 ( <i>薪酬委員會主席</i> )	1/1
TAI Tak Fung, Stephen	戴德豐	1/1
MAN Wing Cheung, Ellis	文永祥	1/1
CHAN Kay Cheung	陳棋昌	1/1
LUI Shing Ming, Brian	雷勝明	1/1

## BOARD COMMITTEES (continued)

### Remuneration Committee (continued)

For the year ended 31 March 2016, the remuneration of individual of the senior management, not being the director of the Company, by band is set out below:

Remuneration band (HK\$)	薪酬組別 (港幣)	Number of Person 人數
Nil to 1,000,000	零至1,000,000	1

Further particulars regarding the directors' and chief executive's emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in notes 8 and 9 to financial statements.

### Nomination Committee

The Nomination Committee was established with specific written terms of reference and currently comprises 2 executive directors, namely Mr. Tai Tak Fung, Stephen (*Chairman of Nomination Committee*) and Mr. Man Wing Cheung, Ellis, and 3 independent non-executive directors, namely Mr. Chan Kay Cheung, Mr. Lan Yee Fong, Steve John and Mr. Lui Shing Ming, Brian.

The primary duties of the Nomination Committee are to review the Board composition, to develop and formulate the relevant procedures for nomination and appointment of directors, to monitor the appointment of directors and succession planning for directors and to assess the independence of independent non-executive directors. The Nomination Committee will also identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships when there are vacancies on the Board. All appointments will be made based on merits and against objective criteria with due regard to the Board diversity policy of the Company.

The Nomination Committee has convened one meeting during the year to review, inter alia, the Board's structure, size and composition to ensure that it had a balance of expertise, skills and experience appropriate to the requirements of the business of the Company and assessed the independence of the independent non-executive directors of the Company.

## 董事委員會 (續)

### 薪酬委員會 (續)

截至二零一六年三月三十一日止年度，非任職本公司董事之個別高級管理人員之薪酬組別如下：

根據上市規則附錄16須就董事及最高行政人員之酬金以及五名最高薪酬僱員披露之進一步詳情載於財務報告附註8及9。

### 提名委員會

本公司已經成立提名委員會，並以書面訂明具體的職權範圍，現時由2名執行董事戴德豐先生 (*提名委員會主席*) 及文永祥先生與3名獨立非執行董事陳棋昌先生、藍義方先生及雷勝明先生組成。

提名委員會之主要職責為檢討董事會之組成、發展及制定提名及委任董事之相關程序、監察董事之委任與更替規劃以及評估獨立非執行董事之獨立性。提名委員會亦會在董事會出現空缺時物色具備合適資格擔任董事會成員的個別人士，並在挑選個別人士提名擔任董事上向董事會作出建議。所有委任將考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益。

提名委員會於年內曾召開一次會議，檢討 (其中包括) 董事會架構、規模及組成，以確保董事會在專業知識、技能及經驗方面維持平衡，適合本公司業務所需並已評估本公司獨立非執行董事之獨立性。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

The attendance records of the Nomination Committee during the year are set out below:

Name of Nomination Committee members	提名委員會成員名稱	Number of meeting attended/held 舉行／出席會議次數
TAI Tak Fung, Stephen (Chairman of Nomination Committee)	戴德豐 (提名委員會主席)	1/1
MAN Wing Cheung, Ellis	文永祥	1/1
CHAN Kay Cheung	陳棋昌	1/1
LAN Yee Fong, Steve John	藍義方	1/1
LUI Shing Ming, Brian	雷勝明	1/1

#### Summary of the Board Diversity Policy

The Company recognises increasing diversity at the Board level as an essential element in maintaining a competitive advantage. On 23 August 2013, the Company adopted a Board diversity policy (the “Policy”) which sets out the approach to achieve diversity on the Board of the Company. Under the Policy, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in reviewing and assessing the Board composition. The Nomination Committee has assessed the composition of the Board against these aspects and has come to the conclusion that it is a balanced board of directors.

#### Corporate Governance Functions

The Board is responsible for performing the corporate governance functions set out in code provision D.3.1 of the CG Code.

During the year under review, the Board has performed the corporate governance functions including: (i) reviewed the Company’s corporate governance policies and practices, (ii) reviewed and monitored the training and continuous professional development of directors and senior management, (iii) reviewed the Company’s policies and practices in compliance with legal and regulatory requirements, (iv) reviewed the compliance of the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules, and (v) reviewed the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

### 董事委員會 (續)

#### 提名委員會 (續)

本年度提名委員會之出席記錄如下：

#### 董事會成員多元化政策概要

本公司認為提高董事會的成員多元化是維持競爭優勢的關鍵元素。於二零一三年八月二十三日，本公司採納董事會成員多元化政策（「該政策」），當中載有達致本公司董事會成員多元化的方針。根據該政策，提名委員會在檢討及評估董事會組成架構時將作多方面考量，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。提名委員會在評估董事會組成架構時經已考慮這些方面，得出結論為董事會組成架構均衡。

#### 企業管治功能

董事會負責執行企管守則條文D.3.1條的企業管治功能。

於回顧年度內，董事會已履行企業管治職能，包括：(i)審閱本公司企業管治政策及常規，(ii)檢討及監督董事及高級管理人員的培訓及持續專業發展，(iii)檢討本公司遵守法律及法定規定的政策及常規的情況，(iv)檢討上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）之遵守，及(v)檢討本公司遵守企管守則及本企業管治報告內有關披露規定的情況。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct regarding securities transactions by directors of the Company (the "Code of Conduct"). Having made specific enquiry of all directors of the Company, the directors have confirmed that they have complied with the required standard of dealings as set out in the Code of Conduct throughout the year ended 31 March 2016.

The Company has also established the Code for Securities Transaction by the Relevant Employees (the "Employees Code") on no less exacting terms than the Model Code for securities transactions by the employees who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Employees Code by the employees was noted by the Company throughout the year ended 31 March 2016.

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2016. In preparing the financial statements for the year ended 31 March 2016, appropriate accounting principles and policies are selected and applied consistently; judgments and estimates made are appropriate and reasonable; and these financial statements have been prepared on a going concern basis.

The senior management of the Company provides the Board with such information and explanations as are necessary to enable the Board to carry out an informed assessment of the Company's financial information and position, which are put to the Board for approval.

The Board is also responsible for presenting a balanced, clear and understandable assessment of both annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The responsibilities of the Company's external auditors, Messrs. Ernst & Young ("EY"), are set out in the Independent Auditors' Report of this Annual Report.

The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

### External Auditors' Remuneration

EY have been re-appointed as the Company's external auditors by shareholders at the 2015 annual general meeting until the conclusion of the next annual general meeting. They are primarily responsible for providing audit services in connection with the financial statements of the Company for the year ended 31 March 2016.

## 證券交易標準守則

本公司已採納標準守則作為本公司董事進行證券交易之本公司操守守則（「操守守則」）。經向本公司全體董事作出特定查詢後，董事們確認，彼等於截至二零一六年三月三十一日止年度內一直遵守操守守則所規定之交易標準。

本公司亦按可能擁有本公司內幕消息之有關僱員進行不遜於證券交易的標準守則之條款訂定有關僱員進行證券交易守則（「僱員守則」）。據本公司所知，於截至二零一六年三月三十一日止年度內，並無僱員未有遵守僱員守則之情況。

## 問責及審核

### 財務報告

董事明悉彼等有責任編製本公司截至二零一六年三月三十一日止年度之財務報告之責任。編製於截至二零一六年三月三十一日止年度之財務報告時，已選擇及貫徹應用適當會計原則及政策；所作之判斷及估計乃屬恰當及合理；而該等財務報告已按持續經營基準編製。

本公司之高級管理人員向董事會提供所須資料及解釋，確保以使彼等對提交董事會以供審批之本公司財務資料及狀況作知情評估。

董事會平衡、清晰及可理解地進行評估公司表現之責任，適用於年度報告及中期報告、內幕消息之公告及根據上市規則規定及其他監管規定須予披露之其他資料。

本公司外聘核數師安永會計師事務所（「安永」）之責任，載於本年報之獨立核數師報告。

董事並不知悉有關事件或情況之重大不明朗因素可能對本公司之持續經營能力構成重大疑問。

### 外聘核數師酬金

安永已於二零一五年股東周年大會上獲續聘為本公司之外聘核數師，任期直至下屆股東周年大會止。彼等主要負責提供有關截至二零一六年三月三十一日止年度財務報告之審計服務。



# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (continued)

#### External Auditors' Remuneration (continued)

For the year ended 31 March 2016, fees paid or payable to EY amounted to approximately HK\$1,000,000 (2015: HK\$975,000) for audit and related services and approximately HK\$159,500 (2015: HK\$83,500) for other non-audit services which include the taxation services.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an adequate internal control system to safeguard shareholders' investments and the Company's assets and reviewing its effectiveness. The system, including the strategies, policies and expectations on the oversight of the Company's internal control and risk management, has been designed to manage rather than eliminate the risk of failure to achieve business objectives. Therefore, it can only provide reasonable but not absolute assurance against material misstatement, loss or fraud. The management is accountable to the Board for implementing the strategies and policies on internal control and risk management adopted by the Board.

During the year under review, the Board has reviewed the effectiveness of the internal controls of the Group including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programmes and budget.

Effective for the accounting period beginning on 1 April 2016, the Board, assisted by the Audit Committee, is required to maintain and review the effectiveness of the risk management and internal control systems on an ongoing basis, while the management is accountable to the Board for implementing the strategies and policies on risk management and internal control adopted by the Board.

### COMPANY SECRETARY

Mr. Leung Tin Chi is the company secretary of the Company. During the year under review, Mr. Leung undertook at least 15 hours of relevant professional training.

### SHAREHOLDERS' RIGHTS

#### Convening a General Meeting/Right to call a General Meeting

General meetings may be convened by the directors on requisition of shareholder(s) of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings or by such shareholder(s) who has made the requisition (as the case may be) pursuant to Sections 566 and 568 respectively of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "Companies Ordinance"). Shareholders should follow the requirements and procedures as set out in the Companies Ordinance for convening an extraordinary general meeting.

### 問責及審核 (續)

#### 外聘核數師酬金 (續)

於截至二零一六年三月三十一日止年度，就安永提供審計及相關服務之已付或應付費用金額約1,000,000港元(二零一五年：975,000港元)而其他非審計服務(包括稅務服務)之已付或應付費用金額約159,500港元(二零一五年：83,500港元)。

### 風險管理及內部監控

董事會負責維持充份的內部監控系統，以保障股東之投資及本公司之資產，以及負責檢討內部監控系統的有效性。有關系統(包括監察本公司內部控制及風險管理之策略、政策及預期效果)乃為管理(非用作消除)未能達致業務目標之風險而設計。因此，該系統只能針對重大錯誤陳述、虧損或欺詐提供合理而非絕對的保障。管理人員執行董事會所採納之內部監控及風險管理之策略及政策，並向董事會負責。

於回顧年度內，董事會已檢討本集團內部監控，包括本集團之會計及財務匯報方面的資源、員工資歷及經驗以及彼等的培訓計劃及預算的有效性。

自二零一六年四月一日開始之會計期間起，董事會在審核委員會協助下須持續維持及檢討風險管理及內部監控系統之效益，而管理層向董事會負責實施董事會所採納有關風險管理及內部監控之策略及政策。

### 公司秘書

梁天賜先生乃本公司之公司秘書。於回顧年度內，梁先生已接受不少於15小時之相關專業培訓。

### 股東權利

#### 召開股東大會／召開股東大會之權利

根據公司條例(香港法例第622章)(「公司條例」)第566條及第568條，佔全體有權在股東大會上投票之股東之總投票權最少5%之本公司股東可要求董事或由該等呈請股東自行召開股東大會(按情況而定)。股東應遵從公司條例所載之規定及程序召開股東特別大會。

## SHAREHOLDERS' RIGHTS (continued)

### Proposing a Person for Election as a Director

The procedures for shareholders to propose a person for election as a director of the Company are available for viewing on the Company's website at [www.hongkongfoodinvestment.com.hk](http://www.hongkongfoodinvestment.com.hk).

### Putting Forward Proposals at General Meetings/Right to Circulate Resolution at Annual General Meeting

Pursuant to Section 615 of the Companies Ordinance, shareholders representing at least 2.5% of the total voting rights of all shareholders; or at least 50 shareholders (as the case may be) who have a right to vote at the relevant annual general meeting, may request to circulate a resolution to be moved at an annual general meeting. Shareholders should follow the requirements and procedures as set out in the Companies Ordinance for circulating a resolution for annual general meeting.

### Shareholders' Enquiries

Shareholders may at any time send their enquiries to the Company's registered office at Four Seas eFood Centre, No. 2 Hong Ting Road, Sai Kung, Hong Kong for the attention of the Company Secretary.

## COMMUNICATION WITH SHAREHOLDERS

On 1 April 2012, the Board adopted a Shareholders' Communication Policy reflecting mostly current practices of the Company for communication with its shareholders. Such policy aims at disseminating information in relation to the Group to shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars, and is reviewed regularly by the Board to ensure its effectiveness.

The Company maintains a website at [www.hongkongfoodinvestment.com.hk](http://www.hongkongfoodinvestment.com.hk) as a communication platform with shareholders and investors, where information and updates on the Company's announcements, business developments/operations and other information are available for public access.

The Company's annual general meeting provides a forum for communication between the Board and the shareholders. The chairmen of the Board and Board committees actively participate in the annual general meeting and answer questions from the shareholders. Notice of the annual general meeting is sent to the shareholders at least 20 clear business days before the meeting. All resolutions put forward at shareholder meetings including the annual general meeting will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Stock Exchange and the Company after each shareholder meeting.

During the year under review, the Company has not made any changes to its Articles of Association. A consolidated version of the Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

## 股東權利 (續)

### 提名候選董事

股東提名候選本公司董事之程序可在本公司網站 [www.hongkongfoodinvestment.com.hk](http://www.hongkongfoodinvestment.com.hk) 閱覽。

### 於股東大會上提出建議／於股東周年大會上傳閱決議案的權利

根據公司條例第615條，佔全體有權在有關股東周年大會上投票之股東之總投票權最少2.5%或最少50名之股東(按情況而定)，可要求傳閱擬在該股東大會動議的決議案。股東應遵從公司條例所載有關傳閱股東周年大會決議案之規定及程序。

### 股東查詢

股東可隨時將其查詢發送至本公司註冊辦事處遞交公司秘書，地址為香港西貢康定路2號四洲食品網匯中心。

## 與股東之溝通

於二零一二年四月一日，董事會採納股東通訊政策，以反映現時本公司與其股東大部份的通訊常規。有關政策旨在透過正式渠道(包括中期及年度報告、公佈及通函)及時向股東發放有關本集團之資料，並會由董事會定期檢討，確保成效。

本公司已設立網站 [www.hongkongfoodinvestment.com.hk](http://www.hongkongfoodinvestment.com.hk)，作為與股東及投資者溝通之平台，公眾人士可於網站內取得有關本公司之公告、業務發展／營運之資料及最新消息以及其他資料。

本公司之股東周年大會提供董事會與股東溝通之平台。董事會及董事會轄下委員會之主席積極參與股東周年大會，並解答股東的提問。股東周年大會通告於會議最少20個營業日前送交股東。於股東大會(包括股東周年大會)上所有提呈的決議案將根據上市規則之規定以股數投票方式進行，而投票結果將於個別大會結束後刊登於聯交所及本公司之網站。

於回顧年度內，本公司並無對其組織章程細則作出任何更改。本公司組織章程大綱及章程細則之合併版本可於本公司及聯交所網站查閱。

# Independent Auditors' Report

## 獨立核數師報告



**Ernst & Young**  
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**To the members of  
Hong Kong Food Investment Holdings Limited**  
*(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Hong Kong Food Investment Holdings Limited (the “Company”) and its subsidiaries set out on pages 44 to 124, which comprise the consolidated statement of financial position as at 31 March 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 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.

### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

**致香港食品投資控股有限公司  
全體成員**  
*(於香港註冊成立之有限公司)*

我們已審核載於第44頁至124頁的香港食品投資控股有限公司(「貴公司」)及其附屬公司的綜合財務報告,此綜合財務報告包括二零一六年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策摘要和其他解釋資料。

### **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香港公司條例編製綜合財務報告使其真實而公允地列報,以及制定董事認為必要的相關的內部控制,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。

### **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。我們的報告乃根據香港公司條例第405條僅為全體成員編製,而不可作其他用途。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。這些準則要求我們遵守職業道德規範,並規劃及執行審核,從而獲得合理確定此等綜合財務報告是否不存有任何重大錯誤陳述。



To the members of  
**Hong Kong Food Investment Holdings Limited**  
(Incorporated in Hong Kong with limited liability)

## AUDITORS' RESPONSIBILITY (continued)

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 auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider 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 Company and its subsidiaries as at 31 March 2016, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

**Ernst & Young**  
Certified Public Accountants

Hong Kong  
29 June 2016

致香港食品投資控股有限公司  
全體成員  
(於香港註冊成立之有限公司)

## 核數師的責任(續)

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的審核證據。所選定的程序取決於核數師的判斷，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的風險。在評估該等風險時，核數師考慮與該公司編製真實及公允地列報綜合財務報告相關的內部控制，以設計適當的審核程序，但並非對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價綜合財務報告的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

## 意見

我們認為，該等綜合財務報告已根據香港財務報告準則真實而公允地反映 貴公司及其附屬公司於二零一六年三月三十一日的財務狀況及截至該日止年度的財務表現及現金流量，並已遵照香港公司條例之規定妥為編製。

安永會計師事務所  
執業會計師

香港  
二零一六年六月二十九日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

			2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
		Notes 附註		
<b>REVENUE</b>	<b>收入</b>	5	<b>180,376</b>	216,837
Cost of sales	銷售成本		<b>(160,574)</b>	(194,950)
Gross profit	毛利		<b>19,802</b>	21,887
Other income and gains	其他收入及收益	5	<b>1,517</b>	6,576
Selling and distribution expenses	銷售及分銷費用		<b>(23,518)</b>	(22,221)
Administrative expenses	行政開支		<b>(24,283)</b>	(23,459)
Finance costs	融資成本	6	<b>(3,089)</b>	(3,323)
Share of profits and losses of associates	應佔聯營公司溢利及虧損		<b>13,742</b>	41,898
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>除稅前溢利／(虧損)</b>	7	<b>(15,829)</b>	21,358
Income tax credit	所得稅抵免	10	<b>280</b>	211
<b>PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>	<b>本年度歸屬於本公司權益 所有者之溢利／(虧損)</b>		<b>(15,549)</b>	21,569
			<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	<b>本公司普通權益所有者 應佔每股盈利／(虧損)</b>			
– Basic and diluted	– 基本及攤薄	11	<b>(5.99)</b>	8.31

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>PROFIT/(LOSS) FOR THE YEAR</b>	本年度溢利／(虧損)	<b>(15,549)</b>	21,569
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>	其他全面收益／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	將於往後期間重新分類至損益之其他全面收益／(虧損)：		
Share of other comprehensive loss of associates, net of tax	應佔聯營公司的其他全面虧損(除稅後)	<b>(12,499)</b>	(4,912)
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	<b>(880)</b>	90
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>	本年度其他全面虧損(除稅後)	<b>(13,379)</b>	(4,822)
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>	本年度總全面收益／(虧損)歸屬於本公司權益所有者	<b>(28,928)</b>	16,747

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

			2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	71,915	78,457
Investments in associates	於聯營公司之投資	13	424,005	433,709
Prepayments and deposits	預付款項及訂金	17	1,566	1,916
Other non-current asset	其他非流動資產	14	540	540
Total non-current assets	非流動資產總值		<b>498,026</b>	514,622
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	15	32,640	46,470
Trade receivables	應收貿易賬款	16	20,434	22,790
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	17	1,580	1,879
Due from associates	應收聯營公司	13	459	-
Cash and bank balances	現金及銀行結存	18	36,135	49,420
Total current assets	流動資產總值		<b>91,248</b>	120,559
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Due to associates	應付聯營公司	13	318	231
Trade and bills payables	應付貿易賬款及票據	19	13,555	14,213
Other payables and accruals	其他應付款項及應計負債	20	8,276	8,323
Interest-bearing bank borrowings	須繳付利息之銀行貸款	21	147,985	164,229
Total current liabilities	流動負債總值		<b>170,134</b>	186,996
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(78,886)</b>	(66,437)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>419,140</b>	448,185
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Accruals	應計負債	20	2,932	2,769
Deferred tax liabilities	遞延稅項負債	22	1,076	1,356
Total non-current liabilities	非流動負債總值		<b>4,008</b>	4,125
Net assets	資產淨額		<b>415,132</b>	444,060

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

			2016 二零一六年	2015 二零一五年
		<i>Notes</i> 附註	<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	23	117,095	117,095
Reserves	儲備	25	298,037	326,965
Total equity	權益總值		<b>415,132</b>	444,060

TAI Tak Fung, Stephen 戴德豐  
Director 董事

MAN Wing Cheung, Ellis 文永祥  
Director 董事



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Share capital	Exchange fluctuation reserve	Share of other reserves of associates 應估 聯營公司 其他儲備	Retained profits	Total equity
		股本 HK\$'000 港幣千元	匯率波動 儲備 HK\$'000 港幣千元	其他儲備 HK\$'000 港幣千元 (Note 25) (附註25)	保留溢利 HK\$'000 港幣千元	權益總計 HK\$'000 港幣千元
At 1 April 2014	於二零一四年四月一日	117,095	69	38,532	271,790	427,486
Profit for the year	本年度溢利	-	-	-	21,569	21,569
Other comprehensive loss for the year:	本年度其他全面虧損：					
Share of other comprehensive loss of associates, net of tax	應估聯營公司的其他全面虧損，除稅後	-	-	(4,912)	-	(4,912)
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	90	-	-	90
Total comprehensive income for the year	本年度總全面收益	-	90	(4,912)	21,569	16,747
Acquisition of non-controlling interest of the associates' subsidiaries	收購聯營公司之附屬公司之非控股權益	-	-	-	(173)	(173)
Transfer to share of other reserves of associates	轉撥至應估聯營公司之其他儲備	-	-	537	(537)	-
At 31 March 2015	於二零一五年三月三十一日	<u>117,095</u>	<u>159*</u>	<u>34,157*</u>	<u>292,649*</u>	<u>444,060</u>
At 1 April 2015	於二零一五年四月一日	117,095	159	34,157	292,649	444,060
Loss for the year	本年度虧損	-	-	-	(15,549)	(15,549)
Other comprehensive loss for the year:	本年度其他全面虧損：					
Share of other comprehensive loss of associates, net of tax	應估聯營公司的其他全面虧損，除稅後	-	-	(12,499)	-	(12,499)
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	(880)	-	-	(880)
Total comprehensive loss for the year	本年度總全面虧損	-	(880)	(12,499)	(15,549)	(28,928)
Transfer to share of other reserves of associates	轉撥至應估聯營公司之其他儲備	-	-	912	(912)	-
At 31 March 2016	於二零一六年三月三十一日	<u>117,095</u>	<u>(721)*</u>	<u>22,570*</u>	<u>276,188*</u>	<u>415,132</u>

\* These reserve accounts comprise the consolidated reserves of HK\$298,037,000 (2015: HK\$326,965,000) in the consolidated statement of financial position.

\* 該等儲備賬為計入綜合財務狀況表中之綜合儲備 298,037,000 港元 (二零一五年：326,965,000 港元)。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2016 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 港幣千元	HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務所得之現金流量</b>		
Profit/(loss) before tax	除稅前溢利／(虧損)	(15,829)	21,358
Adjustments for:	已就下列各項作出調整：		
Finance costs	融資成本 6	3,089	3,323
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(13,742)	(41,898)
Bank interest income	銀行利息收入 5	(51)	(35)
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損／(收益) 7	8	(5,376)
Depreciation	折舊 7	6,746	6,803
Reversal of impairment losses on trade receivables	回撥應收貿易賬款減值 7	-	(846)
		<b>(19,779)</b>	<b>(16,671)</b>
Decrease/(increase) in inventories	存貨之減少／(增加)	13,777	(1,658)
Decrease/(increase) in trade receivables	應收貿易賬款之減少／(增加)	2,306	(7,501)
Decrease in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項之減少	559	1,925
Movement in balances with associates	與聯營公司之結存變動	(372)	(24)
Increase/(decrease) in trade and bills payables	應付貿易賬款及票據之增加／(減少)	(630)	415
Increase in other payables and accruals	其他應付款項及應計負債之增加	177	59
Cash used in operations and net cash flows used in operating activities	經營業務所流出之現金及經營業務之現金流出淨額	<b>(3,962)</b>	<b>(23,455)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資業務之現金流量</b>		
Bank interest received	已收銀行利息	51	35
Dividends received from an associate	收取聯營公司股息	10,947	10,371
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目 12	(713)	(941)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收入	-	8,000
Net cash flows from investing activities	投資業務之現金流入淨額	<b>10,285</b>	<b>17,465</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
New bank and trust receipt loans	新增銀行貸款及信託收據貸款	<b>146,415</b>	178,458
Repayment of bank and trust receipt loans	償還銀行貸款及信託收據貸款	<b>(162,659)</b>	(162,070)
Interest paid	已付利息	<b>(3,089)</b>	(3,323)
Net cash flows from/(used in) financing activities	融資活動之現金流入/ (流出)淨額	<b>(19,333)</b>	13,065
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之 增加/(減少)淨額</b>	<b>(13,010)</b>	7,075
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	<b>49,420</b>	42,332
Effect of foreign exchange rate changes, net	外匯匯率變動影響，淨額	<b>(275)</b>	13
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值項目</b>	<b>36,135</b>	49,420
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目結存 之分析</b>		
Cash and bank balances	現金及銀行結存	<b>36,135</b>	49,420
	18		

## 1. CORPORATE AND GROUP INFORMATION

Hong Kong Food Investment Holdings Limited is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Four Seas eFood Centre, No. 2 Hong Ting Road, Sai Kung, Hong Kong.

During the year, the Group's principal activities consisted of the trading of frozen meats, seafood and vegetables, and retailing of consumer goods. The principal activities of associates are investment holding, manufacturing and trading of snack foods, confectionery, beverages, frozen food products, noodles, ham and ham-related products, and the operations of restaurants.

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
名稱	註冊成立/ 登記及經營地點	已發行普通股/ 註冊股本	本公司應佔權益百分比 直接	本公司應佔權益百分比 間接	主要業務
Capital Season Investments Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Investment holding 投資控股
Hung King Development Limited 鴻景發展有限公司	Hong Kong 香港	HK\$400,000 400,000港元	–	100	Property holding 物業持有
William Food Company Limited 湖記食品有限公司	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100	–	Trading of frozen meats, seafood and vegetables 冷凍肉類、海鮮及蔬菜貿易
廣州四方創意商貿有限公司* <sup>^</sup>	People's Republic of China ("PRC")/ Mainland China 中華人民共和國 (「中國」)/ 中國大陸	HK\$45,700,000 (2015: HK\$45,000,000) 45,700,000港元 (二零一五年: 45,000,000港元)	–	100	Retailing for consumer goods 零售小百貨

## 1. 公司及集團資料

香港食品投資控股有限公司為一家於香港註冊成立之有限公司。本公司之註冊辦事處為香港西貢康定路2號四洲食品網匯中心。

年內，本集團之主要業務為從事冷凍肉類、海產及蔬菜貿易以及零售小百貨，而聯營公司之主要業務為投資控股、製造及銷售零食、糖果、飲料、冷凍食品、麵食、火腿及火腿相關產品，以及經營餐廳。

### 附屬公司之資料

各主要附屬公司之詳情如下：

# Notes to Financial Statements

## 財務報告附註

31 March 2016 二零一六年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

- \* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network
- ^ This subsidiary is registered as a wholly-foreign-owned enterprise under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 2.1 BASIS OF PREPARATION

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

As at 31 March 2016, the Group had net current liabilities of HK\$78,886,000. The directors believe that the Group has sufficient cash flows from operations to meet its liabilities as and when they fall due. Therefore, the consolidated financial statements are prepared on a going concern basis.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. 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

### 1. 公司及集團資料 (續)

#### 附屬公司之資料 (續)

- \* 並非由香港安永會計師事務所或安永全球網絡其他成員公司審核
- ^ 該附屬公司乃按中國法律註冊為全資外商投資企業。

上表呈列董事認為影響本集團年度業績或構成淨資產主要部份之附屬公司。董事認為詳列其他附屬公司會使篇幅過份冗長。

### 2.1 編製基準

本財務報表乃根據由香港會計師公會 (「香港會計師公會」) 頒佈之香港財務報告準則 (「香港財務報告準則」) (包括所有香港財務報告準則、香港會計準則 (「香港會計準則」) 及詮釋) 編製，並符合香港公認會計原則及香港公司條例。本財務報表乃以歷史成本法編製並以港元 (「港幣」) 呈列，除另有註明者外，所有數值均四捨五入至最接近千位數。

於二零一六年三月三十一日，本集團之流動負債淨額錄得78,886,000港元，本公司董事認為本集團具備充足現金流量持續經營及償還到期負債。因此，本綜合財務報表乃按持續經營基準編製。

#### 綜合賬目基準

綜合財務報表包括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的財務報表。附屬公司為本公司直接或間接控制的實體 (包括結構性實體)。當本公司符合以下條件，即取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象而承擔浮動回報之風險或享有獲得浮動回報之權利；及

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

- has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

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

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

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

## 2.1 編製基準 (續)

### 綜合賬目基準 (續)

- 能夠透過其於投資對象之權力 (即賦予本集團現有能指引投資對象相關活動之既存權利) 影響該等回報。

倘本公司直接或間接擁有少於大多數的投資對象投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- 與投資對象其他投票持有人的合約安排；
- 其他合約安排所產生的權利；及
- 本集團的投票權及潛在投票權。

附屬公司與本公司之財務報表的報告期間相同，並採用一致會計政策編製。附屬公司之業績由本集團取得控制權之日起綜合入賬，並繼續綜合入賬至該等控制權終止之時為止。

本集團內部各公司之間的所有資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

誠如附屬公司之會計政策所述，倘有事實及情況顯示上文有關控制權之三項要素有一項或多項出現變動，則本集團會重新評估其是否對被投資方擁有控制權。於附屬公司擁有權益之變動而並無失去控制權，於入賬時列作權益交易。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益表內確認之本集團應佔部份按假設本集團直接出售相關資產或負債所須採用之相同基準，視乎情況重新分類至損益或保留溢利。

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#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKAS 19 *Defined Benefit Plans*:

*Employee Contributions*

*Annual Improvements to HKFRSs 2010-2012 Cycle*

*Annual Improvements to HKFRSs 2011-2013 Cycle*

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

#### 2.2 會計政策及披露之變動

本集團已於本年度財務報表中首次採納以下經修訂準則。

香港會計準則第19號之修訂*定額福利計劃*：

*僱員供款*

香港財務報告準則之修訂二零一零年至

二零一二年周期之年度改進

香港財務報告準則之修訂二零一一年至

二零一三年周期之年度改進

採納上述經修訂準則對該等財務報表並無重大財務影響。

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 9	<i>Financial Instruments</i> <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>5</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i> <sup>1</sup>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> <sup>1</sup>
HKFRS 14	<i>Regulatory Deferral Accounts</i> <sup>4</sup>
HKFRS 15	<i>Revenue from Contracts with Customers</i> <sup>2</sup>
HKFRS 16	<i>Lease</i> <sup>3</sup>
Amendments to HKAS 1	<i>Disclosure Initiative</i> <sup>1</sup>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> <sup>1</sup>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i> <sup>1</sup>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i> <sup>1</sup>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>4</sup> Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group

<sup>5</sup> No mandatory effective date yet determined but available for early adoption

## 2.3 已頒佈但尚未生效之香港財務報告準則

本集團在本財務報表中還沒有採納以下已頒佈但尚未生效之新訂及已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 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂	投資者與其聯營或合營企業之間之資產出售或注資 <sup>5</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)之修訂	投資實體：綜合入賬例外情況之應用 <sup>1</sup>
香港財務報告準則第11號之修訂	收購聯合經營權益之會計安排 <sup>1</sup>
香港財務報告準則第14號	監管遞延賬目 <sup>4</sup>
香港財務報告準則第15號	客戶合約收益 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港會計準則第1號之修訂	自發披露 <sup>1</sup>
香港會計準則第16號及香港會計準則第38號之修訂	可接受之折舊及攤銷法之澄清 <sup>1</sup>
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 <sup>1</sup>
香港會計準則第27號(二零一一年)之修訂	獨立財務報表之權益法 <sup>1</sup>
二零一二年至二零一四年周期之年度改進	多項香港財務報告準則之修訂 <sup>1</sup>

<sup>1</sup> 於二零一六年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一八年一月一日或之後開始之年度期間生效

<sup>3</sup> 於二零一九年一月一日或之後開始之年度期間生效

<sup>4</sup> 首次採納香港財務報告準則的實體，適用於二零一六年一月一日或之後開始的年度財務報表，因此不適用於本集團

<sup>5</sup> 尚未釐定強制生效日期惟可供提早採納



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

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

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

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. There is no mandatory effective date yet determined but available for early adoption. The Group is currently assessing the impact of the amendments.

The amendments to HKFRS 11 require that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a business must apply the relevant principles for business combinations in HKFRS 3. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to HKFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016.

#### 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

預期將適用於本集團之該等香港財務報告準則之進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目所有階段集於一起以代替香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年四月一日起採納香港財務報告準則第9號。本集團現正評估該準則之影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營或合營公司之間之資產出售或注資兩者規定之不一致性。該修訂規定，當投資者與其聯營或合營公司之間之資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及資產不構成一項業務時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營或合營公司之權益為限。該等修訂將按前瞻基準應用。該等修訂之強制生效日期尚未釐定，惟可供提早採納。本集團現正評估該修訂之影響。

香港財務報告準則第11號之修訂規定共同經營(其中共同經營之活動構成一項業務)權益之收購方必須應用香港財務報告準則第3號內業務合併之相關原則。該修訂亦釐清，於共同經營中先前所持有權益於收購相同共同經營中之額外權益而共同控制權獲保留時不得重新計量。此外，香港財務報告準則第11號已增加一項範圍豁免，訂明當共享共同控制權各方(包括呈報實體)處於同一最終控制方共同控制之下時，該等修訂不適用。該修訂本適用於收購共同經營之初始權益以及收購相同共同經營中之任何額外權益。預期於二零一六年四月一日採納該修訂本後，將不會對本集團之財務狀況或表現造成任何影響。

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

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1 January 2018. The Group expects to adopt HKFRS 15 on 1 April 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

HKFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard 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. 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. 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. The Group expects to adopt HKFRS 16 on 1 April 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

### 2.3 已頒佈但尚未生效之香港財務報 告準則 (續)

香港財務報告準則第15號建立一個新五步驟模式，將來自客戶合約之收益入賬。根據香港財務報告準則第15號，收益乃以轉讓貨品或服務予客戶之金額予以確認，該金額反映實體預期就交換貨品或服務有權獲得之代價。香港財務報告準則第15號之原則為計量及確認收益提供更具結構性之方法。該準則亦引入廣泛定性及定量披露規定，包括細分總收益、有關業績責任之資料、各期間之間合約資產及負債賬目結餘之變動以及關鍵判斷及估計。該準則將取代香港財務報告準則項下所有現行收益確認規定。於二零一五年九月，香港會計師公會頒佈香港財務報告準則第15號的修訂本，將香港財務報告準則第15號的強制性生效日期延遲一年至二零一八年一月一日。本集團預期於二零一八年四月一日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號之影響。

香港財務報告準則第16號列載租賃之確認、計量、呈報及披露。該準則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。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）。香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計規定。因此，出租人繼續將其租賃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。本集團預期於二零一九年四月一日採納香港財務報告準則第16號，現正評估採納香港財務報告準則第16號之影響。

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

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in HKAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The Group expects to adopt the amendments from 1 April 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

#### 2.3 已頒佈但尚未生效之香港財務報 告準則 (續)

香港會計準則第1號之修訂包括有關財務報表呈列及披露範疇之收窄集中改善。該修訂澄清：

- (i) 香港會計準則第1號的重要性規定；
- (ii) 損益表與財務狀況表內的特定項目可予分拆；
- (iii) 實體可靈活決定財務報表附註的呈列次序；及
- (iv) 使用權益法入賬的應佔聯營公司及合營企業之其他全面收益必須於單一項目內合併呈列，並區分其後將會及不會重新分類至損益的項目。

此外，該等修訂釐清在財務狀況表及損益表呈列額外小計時適用的規定。本集團預期於二零一六年四月一日採納該等修訂。預期該等修訂不會對本集團的財務報表構成任何重大影響。

香港會計準則第16號之修訂及香港會計準則第38號之修訂釐清香港會計準則第16號及香港會計準則第38號之原則，即收益反映經營業務（其中資產為一部份）所產生之經濟利益模式，而不是透過使用資產所耗費之經濟利益。因此，收益法不能被用於折舊物業、廠房及設備，而僅可在非常有限之情況下使用，以攤銷無形資產。該修訂即將獲應用。由於本集團仍未使用收益法計算其非流動資產之折舊，預期於二零一六年四月一日採納該修訂本後，將不會對本集團之財務狀況或表現造成任何影響。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

## 2.4 主要會計政策摘要

### 於聯營公司之投資

聯營公司乃本集團長期持有其權益投票權一般不少於20%及足以對其行使重大影響力之實體。重大影響力指參與投資對象財政及經營決策的權力，但非控制或聯合控制該等政策。

本集團於聯營公司之投資按本集團應佔之資產淨額按權益法計算減去任何減值損失，列入本集團綜合財務狀況表內。

已就統一可能存在之任何不同的會計政策作出調整。

本集團應佔聯營公司之收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益。此外，當於聯營公司之股權直接確認變動時，本集團於綜合權益變動表確認其應佔之任何變動（倘適用）。本集團與其聯營公司進行之交易產生之未變現收益及虧損，以本集團於聯營公司之投資為限予以撇銷，惟倘未變現虧損提供已轉讓資產之減值證據則除外。收購聯營公司產生之商譽乃計入為本集團於聯營公司之部份投資。

倘對聯營公司的投資成為對合營公司的投資，或對合營公司的投資成為對聯營公司的投資，則不會重新計量保留權益，而是繼續按權益法將投資列賬。在所有其他情況下，若本集團失去對聯營公司的重大影響力或合營公司的共同控制權，會按公允價值計量及確認保留投資。失去對聯營公司的重大影響力或對合營公司的共同控制權時聯營公司或合營公司的賬面值與保留投資公允價值及出售所得款項之間的差額於損益確認。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### 2.4 主要會計政策摘要 (續)

#### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇按公平值或按依據比例分佔之被收購方可識別資產淨值，計量於被收購方之非控股權益（其為現時所有權權益及賦予彼等之持有人權利可於清盤時按比例分佔資產淨值）。非控股權益之所有其他部份按公平值計量。收購成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，收購方先前持有的被收購方股權於收購日期的公平值應按收購日期的公平值透過損益重新計量。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。歸類為資產或負債的或然代價按公平值計量，公平值的變動於損益確認。歸類為權益之或然代價毋須重新計量。其後結算在權益中入賬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss of the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

## 2.4 主要會計政策摘要 (續)

### 業務合併及商譽 (續)

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目低於所收購資產淨值的公平值，於評估後其差額將於損益內確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年須作減值測試，但倘有事件或情況變動而顯示賬面值可能有損，則須更頻密地作減值測試。本集團會於每年三月三十一日進行減值測試。為了進行減值測試，企業合併取得的商譽自收購日起，分配給本集團的每一個預期從企業合併協同獲益的現金產生單元或現金產生單元組別，而不論本集團的其他資產或負債是否被分配給上述單元或單元組別。

減值乃透過評估與商譽有關的現金產生單元（或現金產生單元之組別）的可收回金額而確定。倘現金產生單元（或現金產生單元之組別）的可收回金額少於其賬面值，則應確認減值虧損。因商譽而確認的減值損失不應在期後撥回。

當商譽構成一個現金產生單元（或現金產生單元之組別）的一部份而該單元的某部份業務被出售，並在決定出售業務的損益時，與出售業務相關的商譽將包括在該業務的賬面值內。在此情況下出售的商譽將以出售業務和現金產生單元的保留部份的相對價值為基礎作計量。

# Notes to Financial Statements

## 財務報告附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement

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

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

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

### 2.4 主要會計政策摘要(續)

#### 公平值計量

本集團於各報告期末按公平值計量其權益投資。公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以儘量使用相關可觀察輸入數據及儘量減少使用不可觀察輸入數據。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Fair value measurement (continued)

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

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

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

### Impairment of non-financial assets

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

## 2.4 主要會計政策摘要 (續)

### 公平值計量 (續)

所有載於本財務報表計量或披露的資產及負債乃基於對公平值計量整體而言屬重大的最低層輸入數據按以下公平值架構分類：

- 第一級 – 基於相同資產或負債於活躍市場的報價 (未經調整)
- 第二級 – 基於對公平值計量而言屬重大的可觀察 (直接或間接) 最低層輸入數據的估值技巧
- 第三級 – 基於對公平值計量而言屬重大的不可觀察最低層輸入數據的估值技巧

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類 (基於對公平值計量整體而言屬重大的最低層輸入數據) 確定是否發生不同等級轉移。

### 非金融資產減值

倘有顯示出現減值，或當需要對資產 (存貨、金融資產及商譽除外) 作每年減值測試，則須估計資產之可收回價值。資產之可收回價值按資產或現金產生單元之使用價值，以及其公平值減出售成本之較高者計算，並就各個別資產而釐訂，除非資產並未能在大致獨立於其他資產或組別資產之情況下賺取現金流入，在此情況下，須釐訂資產所屬的現金產生單位之可收回金額。



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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of non-financial assets (continued)

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

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

#### 2.4 主要會計政策摘要 (續)

##### 非金融資產減值 (續)

減值虧損只於資產之賬面值超過其可收回數額時確認。於評估使用價值時使用反映當時市場對貨幣時間值以及與資產相關的特定風險的除稅前貼現率貼現出估計未來現金流量之現值。減值虧損按該減值資產之功能所屬開支分類於其產生之期間在損益表中支銷。

於各報告期末，將評估是否有顯示之前確認之減值虧損已不會出現或可能已減少。倘出現有關顯示，則須估計可收回之金額。之前確認之資產（商譽除外）減值虧損只能於用以釐訂資產之可收回數額之估計出現變動始能撥回，惟該數額不得超過假設有關資產於過往年度並未有確認減值虧損而予以釐訂之賬面值（扣除任何折舊／攤銷）。該撥回之減值虧損乃於其產生之期間計入損益表。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Related parties

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

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

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 主要會計政策摘要 (續)

### 關連人士

倘屬以下情況，則該方被視為與本集團有關連：

- (a) 該方為一名人士或該人士之近親，而該人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團之主要管理層成員；

或

- (b) 該方為實體，而該實體符合下列任何條件：
  - (i) 該實體與本集團屬同一集團之成員；
  - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體之母公司、附屬公司或同系附屬公司）；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃；
  - (vi) 該實體受(a)所識別人士控制或受共同控制；
  - (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員；及
  - (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

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## 財務報告附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

Leasehold land under finance leases	Over the lease terms
Buildings	2.5%
Leasehold improvements, furniture and fixtures	10% – 33% or over the lease terms, whichever is shorter
Motor vehicles	10% – 20%
Computer systems	15% – 34%
Office equipment	10% – 33%

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

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

### 2.4 主要會計政策摘要 (續)

#### 物業、廠房及設備及折舊

物業、廠房及設備乃按成本扣除累計折舊及任何減值虧損列賬。物業、廠房及設備之成本值包括其購入價及令資產達致符合預計用途之操作狀況及運到使用地點之任何直接應計費用。在物業、廠房及設備項目投產後產生之開支，例如維修及保養，通常在產生之期間從損益表扣除。如滿足確認標準，大型檢修開支將當作更換進行資本化，列入資產之賬面值。在物業、廠房及設備之重要部份需要定期更換時，本集團會將這些部份作為具有特定可使用期限之個別資產進行確認，並將彼等相應折舊。

折舊乃以直線法計算，並按各物業、廠房及設備項目之估計可使用期限撇銷其成本值至其餘值。所採用之主要折舊年率如下：

融資租約項下的租賃土地	按租期
樓宇	2.5%
租賃樓宇裝修、傢俬及裝置	10%至33%或按租期，以較少者為準
汽車	10%至20%
電腦系統	15%至34%
辦公室設備	10%至33%

倘物業、廠房及設備項目之各部份有不同之可使用年期，此項目各部份成本將按合理之基礎分配，而每部份將作個別折舊。餘值、可使用年期及折舊法乃最少於各財政年度完結時予以檢討，並在有需要時作出調整。

物業、廠房及設備項目及於初步確認之任何重要部份於出售或當預期不會從其使用或出售獲取未來經濟利益時不再確認。物業、廠房及設備出售或報廢所產生之收益或損失按售出淨額減去該等資產賬面淨值後之差額確認於本年度損益表中。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

## 2.4 主要會計政策摘要 (續)

### 租賃

融資租約指資產擁有權(除法定業權外)所涉之絕大部份回報及風險屬於本集團之租約。於融資租約開始時，租賃資產之成本按最低租金之現值撥充資本，並連同債務(不包括利息部份)記錄，以反映採購及融資。根據已撥充資本之融資租約所持有之資產(包括融資租約之預付土地租賃款項)計入物業、廠房及設備，並按租期與資產估計可使用年期之較短者計算折舊。此等租約之融資成本自損益表扣除，用以為租約年內提供一個固定定期扣除率。

經營租賃乃資產擁有權之所有回報及風險仍保留在出租人之租約。當本集團為出租人時，由本集團以經營租賃出租之資產包括在非流動資產，而經營租賃之應收租金按租賃年期以直線法計入損益表內。當本集團為承租人時，經營租賃的應付租金按租賃年期以直線法於損益表扣除。

根據經營租賃之預付土地租賃款項，初步以成本列賬，並隨後於租約期內以直線法確認。倘租賃款項不能可靠地分配至土地及樓宇元素，則整筆租賃款項將計入土地及樓宇成本，作為物業、廠房及設備之融資租賃。

# Notes to Financial Statements

## 財務報告附註

31 March 2016 二零一六年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

##### *Subsequent measurement loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in other operating expenses for loans and receivables.

### 2.4 主要會計政策摘要(續)

#### 投資及其他金融資產

##### *初步確認及計量*

金融資產於首次確認時可適當地分類為按公平值透過損益入賬之金融資產、貸款及應收款項及可供出售金融投資，或指定作有效對沖之對沖工具之衍生工具。金融資產於初步確認時按公平值加上收購金融資產應佔交易成本計量，惟按公平值計量且其變動計入損益之金融資產除外。

所有定期購買或出售金融資產乃按交易日(即本集團承諾購買或出售資產之日)基準確認。定期購買或出售金融資產乃指於市場上按規則或慣例設定之時間框架內完成資產交易。

##### *隨後計量貸款與應收款項*

貸款與應收款項為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。於初步計量後，此等資產其後以實際利率法按攤銷成本扣除任何減值撥備後計量。攤銷成本乃考慮收購時之任何折讓或溢價後計算，並包括屬實際利率之一個主要部份之費用或成本。實際利率攤銷計入損益表之其他收入及收益內。減值產生之虧損於損益表內貸款及應收款項之其他經營開支確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred assets is measured at the lower of the original carrying amount of the asset and the maximum amount of the consideration that the Group could be required to repay.

## 2.4 主要會計政策摘要 (續)

### 不再確認金融資產

金融資產 (或倘適用, 作為金融資產或類似金融資產組別一部份) 主要在下列情況不予確認 (即自本集團綜合財務狀況表移除):

- 從資產收取現金流之權利已屆滿; 或
- 本集團已轉讓從資產收取現金流之權利, 或已承擔根據「過賬」安排而在沒有重大時差下悉數將已收取之現金流支付有關第三者之責任; 及(a)本集團已將資產的大致所有風險及回報轉讓, 或(b)本集團並無轉讓或保留資產的大致所有風險及回報, 但已轉讓資產之控制權。

倘本集團已轉讓其收取從該項資產所得的現金流量之權利或已訂立過賬安排, 其評估是否保留該資產之所有權風險及回報及保留至何種程度。倘其並無轉讓或保留該資產之絕大部份風險及回報或轉讓該資產之控制權, 則本集團按本集團持續參與該資產之程度繼續確認該轉讓資產。於該情況下, 本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團保留之權利及義務之基準計量。

持續參與指本集團就已轉讓資產作出之保證, 已轉讓資產乃以該項資產之原賬面值與本集團或須償還之代價數額上限 (以較低者為準) 計算。

# Notes to Financial Statements

## 財務報告附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

### 2.4 主要會計政策摘要 (續)

#### 金融資產減值

本集團於各報告期末評估是否有客觀證據表明某項金融資產或某類金融資產出現減值。當於初次確認資產後曾發生一宗或多宗對該項或該組金融資產之估計未來現金流量構成能可靠地估計之影響之事件，則存在減值。減值證據可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到之數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關的經濟狀況。

#### *以攤銷成本列賬之金融資產*

就以攤銷成本列賬之金融資產而言，本集團先個別評估個別重大之金融資產是否存在減值，或綜合評估非個別重大之金融資產是否存在減值。倘本集團認定按個別基準經評估之金融資產（無論是否屬重大）並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

任何已識別之減值虧損金額按該資產賬面值與估計未來現金流量（不包括並未產生之未來信貸虧損）現值之差額計量。估計未來現金流量之現值以金融資產之初始實際利率（即初次確認時計算之實際利率）折現。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (continued)

#### *Financial assets carried at amortised cost (continued)*

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

#### *Assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

## 2.4 主要會計政策摘要 (續)

### 金融資產減值 (續)

#### *以攤銷成本列賬之金融資產 (續)*

該資產之賬面值會通過使用備抵賬而減少，而虧損金額於損益表確認。利息收入於減少後之賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量之利率累計。若日後收回不可實現，且所有抵押品已變現或已轉至本集團，則撇清貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生之事項增加或減少，則透過調整撥備抵賬增加或減少先前確認之減值虧損。倘於其後收回未來撇銷，該項收回將計入損益表內。

#### *按成本列值之資產*

倘有客觀證據顯示，因未能可靠計量公平值而未按公平值列值之非上市股權工具出現減值虧損，則虧損金額按該資產之賬面值與估計未來現金流量之現值（按類似金融資產之現行市場回報率折現）之差額計量。該等資產之減值虧損不予撥回。



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## 財務報告附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities

##### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Group's financial liabilities include amounts due to associates, trade and bills payables, other payables and accruals and interest-bearing bank borrowings.

##### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

##### *Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

### 2.4 主要會計政策摘要(續)

#### 金融負債

##### *初步確認與計量*

金融負債被分類為按公平值透過損益入賬之金融負債、貸款及借貸或指定作為效對沖之對沖工具之衍生工具(如適用)。

所有金融負債初步按公平值確認及倘為貸款及借貸，則扣除直接應佔交易成本。本集團之金融負債包括應付聯營公司款項、應付貿易賬款及票據、其他應付款項及應計負債及須繳付利息之銀行借貸。

##### *隨後計量*

金融負債按其分類之隨後計量如下：

##### *貸款及借貸*

於初步確認後，計息貸款及借貸其後按實際利率法以攤銷成本計量，惟倘折算之影響並不重大則以成本列賬。盈虧乃當負債不再被確認，並在進行實際利率攤銷程序時在損益表確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部份之費用或成本後計算。實際利率攤銷計入損益表之融資成本內。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derecognition of financial liabilities

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

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

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis for stocks of the trading segment and on the weighted average basis for stocks of the retailing segment and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

### Other non-current asset

Other non-current asset represents an unlisted club debenture which is intended to be held for long term purposes, and is stated at cost less any impairment loss. The club debenture is tested for impairment annually either individually or at the cash-generating unit level.

## 2.4 主要會計政策摘要 (續)

### 不再確認金融負債

倘負債下之責任獲履行或註銷或屆滿，金融負債不再確認。

當現有金融負債被同一貸款人以明顯不同之條款提供之另一金融負債取代，或現有負債之條款大幅修訂，例如交換或修訂，則被視為不再確認原負債而確認新負債，而相關之賬面金額之差額則在損益表確認。

### 金融工具的抵銷

只有在現行可予執行之法律權利以抵銷已確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於財務狀況表內呈報淨金額。

### 存貨

存貨按成本值及可變現淨值兩者之較低者入賬。貿易分部之存貨成本以先入先出法計算以及零售分部之存貨成本以加權平均法計算，成本包括購貨之所有成本、轉換成本、將存貨運至現時地點及達致目前狀態所產生之其他成本。可變現淨值乃將估計售價減去預期出售將引致之額外成本計算。

### 其他非流動資產

其他非流動資產乃指計劃長期持有之非上市會所債券，並以成本減任何減值虧損列賬。會所債券每年均個別或以產生現金單位水平作減值測試。

# Notes to Financial Statements

## 財務報告附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

### 2.4 主要會計政策摘要(續)

#### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目指手頭現金及活期存款與短期及高流動性投資，而該等投資可隨時轉換為已知數額之現金。其價值變動風險影響不大，且該等投資於購入時之到期時限不超過三個月，減去須按要求償還並構成本集團現金管理一部份之銀行透支。

就綜合財務狀況表而言，現金及現金等值項目乃手頭現金及銀行現金，包括並無限制用途之定期存款。

#### 所得稅

所得稅包括即期稅項及遞延稅項。與於損益賬外確認之項目有關之所得稅於損益賬外之其他全面收益或直接於權益確認。

即期稅項資產及負債，乃根據已實施或於報告期末已大致實施之稅率(及稅法)，並考慮本集團業務所在國家之現有詮釋及慣例，按預期將從稅務局收回或將支付予稅務局之金額計量。

遞延稅項就於報告期末資產及負債之稅項基準及其於賬目中之賬面值之所有暫時性差額以負債法作出撥備。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

## 2.4 主要會計政策摘要 (續)

### 所得稅 (續)

所有應課稅暫時性差額均被確認為遞延稅項負債，惟以下情況除外：

- 因初次確認一項交易而該交易並非為商業合併之商譽或資產或負債而產生，及於進行交易時，不會對會計溢利或應課稅溢利或虧損構成影響之遞延稅項負債；及
- 有關可控制撥回暫時性差額之時間及暫時性差額於可預見之將來極不可能撥回之附屬公司與聯營公司之投資之應課稅暫時性差額。

所有可被扣減之暫時性差額及未使用之稅項抵免與任何未使用稅務虧損之結轉均被確認為遞延稅項資產。遞延稅項資產將於很有可能獲得應課稅溢利而就此可動用可扣減暫時性差額、未動用稅項抵免及未動用稅項虧損之結轉時予以確認，惟以下情況除外：

- 當可被扣減之暫時性差額相關之遞延稅項資產，因初次確認一項交易而該交易並非為商業合併之資產或負債而產生，及於進行交易時不會對會計溢利或應課稅溢利或虧損構成影響；及
- 有關於附屬公司與聯營公司之投資所產生之可扣減暫時性差額，遞延稅項資產以可能出現之暫時性差額於可預見未來可撥回及可能有足夠可動用應課稅溢利抵扣所動用暫時性差額時予以確認。

遞延稅項資產之賬面值於每個報告期末檢討，並扣減至當不再可能有足夠應課稅溢利讓所有或部份遞延稅項資產被動用為止。未被確認之遞延稅項資產會於每個報告期末重新評估，並在已可能有足夠應課稅溢利讓所有或部份遞延稅項資產被收回時才予以確認。

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;
- (c) commission income, when the relevant service has been rendered;
- (d) dividend income, when the shareholders' right to receive payment has been established; and
- (e) rental income, on a time proportion basis over the lease terms.

### 2.4 主要會計政策摘要 (續)

#### 所得稅 (續)

遞延稅項資產及負債以當資產被變現或負債被清還時預期之適用稅率衡量，並根據於報告期末已制定或實際會制定之稅率（及稅務法例）計算。

倘有合法可執行權利將當期稅項資產及當期稅項負債抵銷，且遞延稅項資產與同一應課稅公司及同一稅務機關有關，則遞延稅項資產可與遞延稅項負債互相抵銷。

#### 收入確認

倘收入會為集團帶來經濟利益並能可靠地衡量時，方按下列基準予以確認：

- (a) 於銷售貨品時，擁有權之重大風險及收益已轉予買方，惟本集團須不再牽涉擁有權相關之管理事宜，亦不再對出售之貨品有任何實際控制權；
- (b) 利息收入按累計基準利用實際利率法計算，所採用之利率為預期金融工具年期內收取之估計未來現金流量貼現至金融資產賬面淨值之利率；
- (c) 佣金收入，當提供相關服務時；
- (d) 股息收入，當股東獲派股息之權利已確定時；及
- (e) 租金收入，按租約年期以時間比例計算。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Employee benefits

#### *Pension scheme*

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute 14% of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### *Share-based payments*

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model or the Black-Scholes model.

## 2.4 主要會計政策摘要 (續)

### 僱員福利

#### *退休保障計劃*

本集團根據強制性公積金條例，為若干符合資格的僱員設立定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃根據有關僱員之基本薪金百分比計算，根據強積金計劃之規則於應支付時計入損益表。強積金計劃之資產乃與本集團之資產分開，並由獨立管理基金持有。根據強積金計劃之規則，除了本集團之僱主自願性供款部份外，本集團之僱主供款權益於供款時即時歸屬於僱員，倘僱員於有權獲得全數僱主自願性供款前離職，則本集團可收回該供款之未歸屬僱員部份。

本集團於中國大陸經營之附屬公司之僱員必須參加由當地市政府營運之中央退休金計劃。該附屬公司必須向該中央退休金計劃供款工資總額之14%。根據中央退休金計劃之規則應付之供款於損益表扣除。

#### *以股份為基礎之付款*

本公司設有一項購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員（包括董事）按以股份付款形式收取酬金，而僱員則提供服務作為權益工具之代價（「股本結算交易」）。

股本結算交易之成本，參考購股權授出之日之公平值計算。公平值由外部估值師利用二項模式及柏力克－舒爾斯訂價模式釐訂。

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share, if any.

### 2.4 主要會計政策摘要 (續)

#### 僱員福利 (續)

##### 以股份為基礎之付款 (續)

股本結算交易之成本在表現及／或服務條件獲達成期間，連同股本之相應升幅一併於僱員福利開支確認。就股本結算交易於各報告期末至歸屬日期間確認之累計開支，反映過去歸屬期以及本集團就最終歸屬之股本工具之數目之最佳估計。期內在損益表扣除或計入損益表之金額，指於該段期初及期終所確認之累計開支變動。

對於最終因非市場表現及／或並無達成服務條件而並無歸屬之獎勵，不會確認任何開支。倘獎勵包括市場或非歸屬條件，則該等交易不論市場或非歸屬條件是否獲達成，仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

當股本結算獎勵的條款修訂時，倘符合獎勵之原始條款，會確認最少的開支，猶如條款並無修訂一般。此外，倘若按修訂日期的計量，任何修訂導致以股份為基礎之付款的總公平值有所增加，或對僱員帶來其他利益，則應就該等修訂確認開支。

當股本結算獎勵註銷時，會視作獎勵已於註銷當日經已歸屬，而獎勵尚未確認的任何支出會即時確認。是項包括非歸屬條件於本集團或僱員控制範圍內未能達成之任何獎勵。然而，倘註銷的獎勵有任何替代的新獎勵，並指定為授出當日的替代獎勵，則該項註銷及新獎勵會如上段所述被視為原有獎勵的修訂般處理。

尚未行使購股權之攤薄影響，於計算每股盈利時，被反映為額外股份攤薄 (如有)。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of an overseas subsidiary and certain associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

## 2.4 主要會計政策摘要(續)

### 外幣

財務報告乃以港元(即本公司之功能貨幣)呈列。本集團內各公司釐訂本身之功能貨幣,而計入各公司財務報告之項目乃利用該功能貨幣而計量。本集團內各實體錄得之外幣交易初步以交易日期各自之功能貨幣匯率記錄。以外幣計值之貨幣資產及負債,按報告期末之匯率再換算為功能貨幣。結算或換算貨幣項目產生之差額計入損益表。

以外幣歷史成本計算之非幣值項目,利用初步交易之日之匯率換算。以外幣按公平值計算之非幣值項目,利用計量公平值之日之匯率換算。換算以公平值計量之非貨幣項目產生之盈虧予以處理,以與確認該項目公平值變動之盈虧一致(即公平值盈虧於其他全面收益或損益內確認之項目換算差額亦分別於其他全面收益或損益中確認)。

一間海外附屬公司及若干附屬公司之功能貨幣為港元以外之貨幣。於報告期末,該等實體之資產及負債按報告期末之匯率換算為港幣,其損益表按年內加權平均匯率換算為港元。所產生之匯兌差額於其他全面收入確認及與匯兌波動儲備累計。於出售海外業務時,有關該海外業務之其他全面收入部份須在損益表內確認。



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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of an overseas subsidiary are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the overseas subsidiary which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Estimation uncertainty

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

#### *Impairment of property, plant and equipment*

The Group determines whether an asset is impaired at least on an annual basis. This requires an estimation of the value in use of the asset. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the asset and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's property, plant and equipment as at 31 March 2016 was HK\$71,915,000 (2015: HK\$78,457,000).

### 2.4 主要會計政策摘要 (續)

#### 外幣 (續)

收購一項海外業務產生之商譽及任何由收購所得之資產及負債賬面值之公平值調整均視為海外業務之資產及負債及以收市價換算。

就綜合現金流量而言，海外附屬公司之現金流動按產生現金流動日期之匯率換算為港元。海外附屬公司全年產生之經常性現金流動按期內之加權平均匯率換算為港元。

### 3. 主要會計判斷及估計

編製本集團財務報告須要管理層對所報告之收入、支出、資產及負債之金額，以及或然負債之披露作出判斷、估計及假設。有關該等假設及估計之不確定因素可能導致日後需要對受影響之資產或負債之賬面值作出重大調整。

#### 估計之不明朗因素

對下一個財政年度內之資產及負債之賬面值構成重大調整風險之未來及其他主要假設及於報告期末之估計之不明朗因素主要來源討論如下。

#### *物業、廠房及設備之減值*

本集團最少每年釐定資產是否出現減值。釐定時須估計資產的使用價值。估計使用價值時，本集團須估計資產的預期未來現金流量，亦須選擇合適的貼現率，以計算該等現金流量的現值。於二零一六年三月三十一日，本集團之物業、廠房及設備之賬面值為71,915,000港元(二零一五年：78,457,000港元)。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### *Impairment of investments in associates*

The Group assesses whether there are any indicators of impairment for investments in associates at the end of each reporting period. Investments in associates are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an investment in an associate exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from observable market prices less incremental costs for disposing of the investments. When value in use calculations are undertaken, management must estimate the expected share of future cash flows expected to be generated by the associates, including the cash flows from the operations of the associates and the proceeds on the ultimate disposal of the investments; or the future cash flows expected to arise from dividends to be received from the investments and from its ultimate disposal and choose a suitable discount rate in order to calculate the present value of those cash flows.

##### *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2016 was HK\$1,988,000 (2015: HK\$1,695,000). Further details are contained in note 22 to the financial statements.

### 3. 主要會計判斷及估計 (續)

#### 估計之不明朗因素 (續)

##### *於聯營公司之投資減值*

本集團於每個報告期末會評估於聯營公司之投資是否存在任何減值跡象。當出現賬面值不可收回的跡象時，會就於聯營公司之投資作出減值測試。倘於聯營公司之投資的賬面值超過其可收回金額（即其公平值減出售成本及其使用價值的較高者），則存在減值。公平值減出售成本乃根據自可觀察的市場價格取得的數據減出售該投資的增加成本計算。倘進行使用價值計算，管理層必須評估預期分估來自聯營公司的估計未來現金流量，包括聯營公司業務經營所得現金流量及最終出售該項投資所得款項；或自該項投資及其最終出售收取之股息預期產生之未來現金流量，並選擇適當的貼現率以計算該等現金流量的現值。

##### *遞延稅項資產*

在很有可能足夠的應課稅溢利來抵扣稅務虧損的限度內，應就未利用的稅務虧損確認遞延稅項資產。這需要管理層作出重大判斷來估計未來應課稅溢利發生的時間和金額，結合未來稅務規劃策略，以決定應確認的遞延稅項資產的金額。截至二零一六年三月三十一日，與已確認稅項虧損相關的遞延稅項資產的賬面值為1,988,000港元（二零一五年：1,695,000港元）。進一步詳情載於財務報告附註22。

# Notes to Financial Statements

## 財務報告附註

31 March 2016 二零一六年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### *Impairment of trade receivables*

The Group conducts impairment reviews of financial assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable in accordance with the relevant accounting standards. Determining whether an asset is impaired requires an estimation of the future cash flows and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected. As at 31 March 2016, the carrying amount of trade receivables, net of impairment losses, was HK\$20,434,000 (2015: HK\$22,790,000).

##### *Provision for inventories*

Management reviews an ageing analysis of the Group's inventories at the end of each reporting period, and makes provision for obsolete items when events or change in circumstances show that the balance of inventories may not be realisable or are no longer suitable for sale. The Group carries out an inventory review at the end of each reporting period and makes provision for obsolete items. The carrying value of inventories at 31 March 2016 was HK\$32,640,000 (2015: HK\$46,470,000). Further details of which are included in note 15 to the financial statements.

### 3. 主要會計判斷及估計 (續)

#### 估計之不明朗因素 (續)

##### *應收貿易賬款減值*

本集團會對金融資產進行減值審閱，以了解是否有事件或情況變動顯示金融資產之賬面值按照相關會計準則為不可收回。釐定資產有否減值，需要對未來現金流量作出估計並使用適當貼現率以計算現值。倘實際未來現金流量少於預期，本集團將須修改撥備基準，而其未來業績亦會受到影響。於二零一六年三月三十一日，應收貿易款項之賬面值(扣除減值虧損)為20,434,000港元(二零一五年：22,790,000港元)。

##### *存貨撥備*

管理層於各報告期間結算日檢討本集團存貨之賬齡分析，並於事件或情況變動顯示存貨結餘可能不會變現或不再適合作銷售，對陳舊項目作出撥備。本集團於各報告期間結算日檢討存貨，並對陳舊項目作出撥備。存貨於二零一六年三月三十一日之賬面值為32,640,000港元(二零一五年：46,470,000港元)。進一步詳情載於財務報告附註15。

#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments for the year ended 31 March 2016 as follows:

- (a) the trading segment is engaged in the trading of frozen meats, seafood and vegetables in Hong Kong; and
- (b) the retailing segment is engaged in the retailing of consumer goods in Mainland China.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income, finance costs, share of profits and losses of associates and corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude investments in associates, certain items of property, plant and equipment and other corporate unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities and other corporate unallocated liabilities as these liabilities are managed on a group basis.

#### 4. 經營分部資料

就管理而言，本集團根據其產品及服務而劃分業務單位，截至二零一六年三月三十一日止有以下兩個須予報告之經營分部：

- (a) 貿易分部為在香港從事冷凍肉類、海鮮及蔬菜貿易；及
- (b) 零售分部為在中國大陸從事零售小百貨。

管理層獨立監察本集團之經營分部業績，以決定資源分配及評估表現。分部表現根據須予報告分部溢利／虧損評估，而可報告分部溢利／虧損之計算方式為經調整除稅前溢利／虧損。經調整除稅前溢利／虧損之計算方法與本集團之除稅前溢利／虧損一致，惟利息收入、融資成本、應佔聯營公司溢利及虧損以及公司及其他未分配開支則不撥入該項計算中。

分部資產不包括於聯營公司之投資及若干物業、廠房及設備及其他公司未分配資產，此乃由於該等資產作為整體資產進行管理。

分部負債不包括遞延稅項負債及其他公司未分配負債，此乃由於該等負債作為整體負債進行管理。

# Notes to Financial Statements

## 財務報告附註

31 March 2016 二零一六年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

		Trading 貿易		Retailing 零售		Total 總計	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Segment revenue	分部收入	<b>146,043</b>	180,056	<b>34,333</b>	36,781	<b>180,376</b>	216,837
Segment results	分部業績	<b>(10,701)</b>	(2,457)	<b>(9,031)</b>	(8,356)	<b>(19,732)</b>	(10,813)
<i>Reconciliation:</i>	<i>對賬:</i>						
Interest income	利息收入					<b>51</b>	35
Finance costs	融資成本					<b>(3,089)</b>	(3,323)
Share of profits and losses of associates	應佔聯營公司溢利及虧損					<b>13,742</b>	41,898
Corporate and other unallocated expenses	公司及其他未分配開支					<b>(6,801)</b>	(6,439)
Profit/(loss) before tax	除稅前溢利/(虧損)					<b>(15,829)</b>	21,358

## 4. OPERATING SEGMENT INFORMATION (continued)

## 4. 經營分部資料(續)

		Trading 貿易		Retailing 零售		Total 總計	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Segment assets	分部資產	151,126	174,191	28,266	35,794	179,392	209,985
<i>Reconciliation:</i>	<i>對賬:</i>						
Elimination of intersegment receivables	內部應收款項抵銷					(66,948)	(63,660)
Investments in associates	於聯營公司之投資					424,005	433,709
Corporate and other unallocated assets	公司及其他未分配資產					52,825	55,147
Total assets	資產總值					<b>589,274</b>	<b>635,181</b>
Segment liabilities	分部負債	163,950	180,876	72,483	69,044	236,433	249,920
<i>Reconciliation:</i>	<i>對賬:</i>						
Elimination of intersegment payables	內部應付款項抵銷					(66,948)	(63,660)
Corporate and other unallocated liabilities	公司及其他未分配負債					4,657	4,861
Total liabilities	負債總值					<b>174,142</b>	<b>191,121</b>
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Capital expenditure*	資本開支*	169	389	544	552	713	941
Depreciation	折舊	725	705	4,037	4,113	4,762	4,818
Unallocated depreciation	未分配折舊					1,984	1,985
						<b>6,746</b>	<b>6,803</b>

\* Capital expenditure consists of additions to property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

# Notes to Financial Statements

## 財務報告附註

31 March 2016 二零一六年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

#### Geographical information

##### (a) Revenue from external customers

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Hong Kong	香港	146,043	180,056
Mainland China	中國大陸	34,333	36,781
		<b>180,376</b>	<b>216,837</b>

The revenue information above is based on the locations of the customers.

##### (b) Non-current assets

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Hong Kong	香港	62,048	64,596
Mainland China	中國大陸	11,973	16,317
		<b>74,021</b>	<b>80,913</b>

The non-current assets information above is based on the locations of the assets and excludes investments in associates.

### 4. 經營分部資料 (續)

#### 區域資料

##### (a) 收入來自外界客戶

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
		146,043	180,056
		34,333	36,781
		<b>180,376</b>	<b>216,837</b>

上述收入資料乃根據客戶所在區域而劃分。

##### (b) 非流動資產

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
		62,048	64,596
		11,973	16,317
		<b>74,021</b>	<b>80,913</b>

上述非流動資產資料乃根據資產所在區域而劃分，但並不包括聯營公司之投資。

## 5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts. An analysis of revenue, other income and gains is as follows:

## 5. 收入、其他收入及收益

收入指除去退貨及貿易折扣後售出貨品之發票價值。收入、其他收入及收益之分析如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Revenue</b>	<b>收入</b>	<b>180,376</b>	216,837
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	51	35
Claims received	賠償收入	36	6
Commission income	佣金收入	506	-
Gross rental income	總租金收入	751	701
Sundry income	雜項收入	2	9
		<b>1,346</b>	751
<b>Gains</b>	<b>收益</b>		
Foreign exchange differences, net	匯兌差異，淨額	171	449
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	-	5,376
		<b>171</b>	5,825
		<b>1,517</b>	6,576

## 6. FINANCE COSTS

An analysis of finance costs is as follows:

## 6. 融資成本

融資成本之分析如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Interest on bank and trust receipt loans	銀行貸款及信託收據貸款利息	<b>3,089</b>	3,323



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## 財務報告附註

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### 7. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

### 7. 除稅前溢利／（虧損）

本集團之除稅前溢利／（虧損）已扣除／（計入）：

			2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
		Notes 附註		
Cost of inventories sold	已售存貨之成本		160,574	194,950
Depreciation	折舊	12	6,746	6,803
Minimum lease payments under operating leases	經營租賃內之最低租賃租金		9,006	9,220
Contingent rents under operating leases	經營租賃內之或然租金		2,140	2,089
			<b>11,146</b>	<b>11,309</b>
Auditors' remuneration	核數師酬金		1,000	975
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支 (包括董事酬金(附註8)):			
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物福利		18,665	18,167
Pension scheme contributions	退休金計劃之供款		1,909	1,890
			<b>20,574</b>	<b>20,057</b>
Foreign exchange differences, net	匯兌差異，淨額		(171)	(449)
Net rental income	租金收入淨額		(524)	(524)
Reversal of impairment losses on trade receivables <sup>^</sup>	回撥減值應收貿易賬款 <sup>^</sup>	16	-	(846)
Loss/(gain) on disposal of items of property, plant and equipment <sup>#</sup>	出售物業、廠房及設備項目之虧損／（收益） <sup>#</sup>		8	(5,376)

<sup>^</sup> The reversal of impairment losses on trade receivables is included in "Administrative expenses" in the consolidated statement of profit or loss.

<sup>#</sup> The loss on disposal of items of property, plant and equipment is included in "Administrative expenses" in the consolidated statement of profit or loss. In the prior year, the gain on disposal of items of property, plant and equipment was included in "Other income and gains" in the consolidated statement of profit or loss.

<sup>^</sup> 回撥減值應收貿易賬款已包括於綜合損益表「行政開支」內。

<sup>#</sup> 出售物業、廠房及設備項目之虧損已包括於綜合損益表「行政開支」內。於去年，出售物業、廠房及設備項目之收益已包括於綜合損益表「其他收入及收益」內。

**8. DIRECTORS' REMUNERATION**

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a) and (b) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Fees	袍金	480	530
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,110	4,370
Pension scheme contributions	退休金計劃之供款	130	158
		<b>4,240</b>	<b>4,528</b>
		<b>4,720</b>	<b>5,058</b>

**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
CHAN Kay Cheung	陳棋昌	60	60
LAN Yee Fong, Steve John	藍義方	60	60
LUI Shing Ming, Brian	雷勝明	60	60
		<b>180</b>	<b>180</b>

There were no other emoluments payable to the independent non-executive directors during the year (2015: Nil).

**8. 董事酬金**

年內董事酬金按上市規則、香港公司條例第383(1)(a)及(b)條及公司(披露董事利益資料)規則第2分部作如下披露：

**(a) 獨立非執行董事**

年內已給予獨立非執行董事之袍金如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
CHAN Kay Cheung	陳棋昌	60	60
LAN Yee Fong, Steve John	藍義方	60	60
LUI Shing Ming, Brian	雷勝明	60	60
		<b>180</b>	<b>180</b>

年內並無其他酬金應給予獨立非執行董事(二零一五年：無)。

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## 財務報告附註

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### 8. DIRECTORS' REMUNERATION (continued)

#### (b) Executive directors

2016 二零一六年

Executive directors:	執行董事：	Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物利益	退休金計劃之供款	薪酬總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
TAI Tak Fung, Stephen	戴德豐	120	2,880	–	3,000
MAN Wing Cheung, Ellis	文永祥	60	1,230	124	1,414
TAI Chun Kit	戴進傑	60	–	3	63
TSE Siu Wan	謝少雲	60	–	3	63
		<b>300</b>	<b>4,110</b>	<b>130</b>	<b>4,540</b>

2015 二零一五年

Executive directors:	執行董事：	Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物利益	退休金計劃之供款	薪酬總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
TAI Tak Fung, Stephen	戴德豐	120	2,880	–	3,000
MAN Wing Cheung, Ellis	文永祥	60	1,230	124	1,414
TAI Chun Kit	戴進傑	60	–	3	63
YIP Wai Keung	葉偉強	25	–	1	26
TSE Siu Wan	謝少雲	60	–	3	63
LAI Yuk Chuen	黎玉泉	25	260	27	312
		<b>350</b>	<b>4,370</b>	<b>158</b>	<b>4,878</b>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2015: Nil).

年內，各董事概無根據任何安排放棄或同意放棄領取酬金（二零一五年：無）。

**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the year included two directors (2015: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2015: three) non-director, highest paid employees for the year are as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,972	1,934
Pension scheme contributions	退休金計劃之供款	144	143
		<b>2,116</b>	<b>2,077</b>

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

		Number of employees 僱員人數	
		2016 二零一六年	2015 二零一五年
Nil to HK\$1,000,000	零至1,000,000港元	3	3

**10. INCOME TAX**

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2015: Nil). No provision for Mainland China corporate income tax has been made as the Group did not generate any assessable profits in Mainland China during the year (2015: Nil).

**9. 五位薪酬最高僱員**

年內，五位薪酬最高僱員包括兩位董事（二零一五年：兩位董事），該等董事之酬金詳載於上文附註8。於本年度其餘三位（二零一五年：三位）非董事及薪酬最高僱員之酬金詳情如下：

非董事及薪酬最高僱員酬金在下列組別之數目：

**10. 所得稅**

由於本集團於本年度內並無任何源自香港產生之應課稅溢利，因此並無就香港利得稅作出撥備（二零一五年：無）。由於本集團於本年度內並無任何源自中國大陸產生之應課稅溢利，因此並無就中國大陸企業所得稅作出撥備（二零一五年：無）。

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Deferred tax (note 22) and total tax credit for the year	遞延稅項(附註22)及本年度之總稅項抵免	<b>(280)</b>	<b>(211)</b>

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### 10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rate for the country/jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

		2016 二零一六年		2015 二零一五年	
		HK\$'000 港幣千元	%	HK\$'000 港幣千元	%
Profit/(loss) before tax	除稅前溢利／(虧損)	<b>(15,829)</b>		21,358	
Tax at applicable tax rates	按適用稅率計算之稅項	<b>(3,184)</b>	<b>20.1</b>	2,987	14.0
Profits and losses attributable to associates	聯營公司應佔溢利及虧損	<b>(2,267)</b>	<b>14.3</b>	(6,913)	(32.4)
Income not subject to tax	毋須課稅之收入	-	-	(864)	(4.0)
Expenses not deductible for tax	不可用作稅項扣減之支出	<b>648</b>	<b>(4.1)</b>	686	3.2
Tax losses not recognised	未確認之稅項虧損	<b>4,523</b>	<b>(28.5)</b>	3,893	18.2
Tax credit at the Group's effective rate	按本集團實際稅率抵免之稅項	<b>(280)</b>	<b>1.8</b>	(211)	(1.0)

The share of tax attributable to associates amounting to HK\$6,406,000 (2015: HK\$14,107,000) is included in "Share of profits and losses of associates" in the consolidated statement of profit or loss.

### 11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss (2015: earnings) per share amount is based on the loss for the year attributable to ordinary equity holders of the Company of HK\$15,549,000 (2015: profit for the year attributable to ordinary equity holders of the Company of HK\$21,569,000), and on the 259,586,000 (2015: 259,586,000) ordinary shares in issue during the year.

No adjustment has been made to the basic loss and earnings per share amounts presented for the years ended 31 March 2016 and 2015 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those years.

### 10. 所得稅(續)

按採用本公司及其主要附屬公司所在國家／司法管轄區之法定稅率計算且適用於除稅前溢利／(虧損)之稅項支出及以實際稅率計算之稅項抵免對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

應佔聯營公司之稅項共6,406,000港元(二零一五年：14,107,000港元)已包括於綜合損益表之「應佔聯營公司溢利及虧損」內。

### 11. 本公司普通權益所有者應佔每股盈利／(虧損)

每股基本虧損(二零一五年：盈利)乃根據本年度本公司普通權益所有者應佔虧損15,549,000港元(二零一五年：本公司普通權益所有者應佔溢利21,569,000港元)，及年內已發行普通股259,586,000股(二零一五年：259,586,000股)計算。

由於本集團截至二零一六年及二零一五年三月三十一日止年度均無具潛在攤薄潛力之已發行普通股，因此並無就攤薄事項對該等年度所呈列之每股基本虧損及盈利作出調整。

## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Land and buildings	Leasehold improve- ments, furniture and fixtures 租賃樓宇 裝修、傢俬 及裝置	Motor vehicles	Computer systems	Office equipment	Total
		土地及樓宇 HK\$'000 港幣千元	及裝置 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	電腦系統 HK\$'000 港幣千元	辦公室設備 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
<b>31 March 2016</b>	二零一六年三月三十一日						
At 31 March 2015 and at 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：						
Cost	成本	95,037	23,713	6,561	4,291	2,240	131,842
Accumulated depreciation and impairment	累計折舊及減值	(32,939)	(10,635)	(4,611)	(3,738)	(1,462)	(53,385)
Net carrying amount	賬面淨值	<u>62,098</u>	<u>13,078</u>	<u>1,950</u>	<u>553</u>	<u>778</u>	<u>78,457</u>
At 1 April 2015, net of accumulated depreciation and impairment	於二零一五年四月一日， 已扣除累計折舊及減值	62,098	13,078	1,950	553	778	78,457
Additions	添置	-	477	-	73	163	713
Depreciation provided during the year	年內已撥備之折舊	(2,045)	(3,502)	(626)	(229)	(344)	(6,746)
Disposals	出售	-	(8)	-	-	-	(8)
Exchange realignment	匯兌調整	-	(458)	(17)	(17)	(9)	(501)
At 31 March 2016, net of accumulated depreciation and impairment	於二零一六年三月三十一日， 已扣除累計折舊及減值	<u>60,053</u>	<u>9,587</u>	<u>1,307</u>	<u>380</u>	<u>588</u>	<u>71,915</u>
At 31 March 2016:	於二零一六年三月三十一日：						
Cost	成本	95,037	23,391	6,531	4,323	2,374	131,656
Accumulated depreciation and impairment	累計折舊及減值	(34,984)	(13,804)	(5,224)	(3,943)	(1,786)	(59,741)
Net carrying amount	賬面淨值	<u>60,053</u>	<u>9,587</u>	<u>1,307</u>	<u>380</u>	<u>588</u>	<u>71,915</u>

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### 12. PROPERTY, PLANT AND EQUIPMENT (continued)

### 12. 物業、廠房及設備(續)

		Land and buildings	Leasehold improve- ments, furniture and fixtures 租賃樓宇 裝修、傢俬 及裝置	Motor vehicles	Computer systems	Office equipment	Total
		土地及樓宇 HK\$'000 港幣千元	租賃樓宇 裝修、傢俬 及裝置 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	電腦系統 HK\$'000 港幣千元	辦公室設備 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
<b>31 March 2015</b>	<b>二零一五年三月三十一日</b>						
At 1 April 2014:	於二零一四年四月一日：						
Cost	成本	98,606	23,161	6,559	4,241	1,850	134,417
Accumulated depreciation and impairment	累計折舊及減值	(31,833)	(7,131)	(3,981)	(3,434)	(1,144)	(47,523)
Net carrying amount	賬面淨值	<u>66,773</u>	<u>16,030</u>	<u>2,578</u>	<u>807</u>	<u>706</u>	<u>86,894</u>
At 1 April 2014, net of accumulated depreciation and impairment	於二零一四年四月一日， 已扣除累計折舊及減值	66,773	16,030	2,578	807	706	86,894
Additions	添置	-	504	-	48	389	941
Depreciation provided during the year	年內已撥備之折舊	(2,051)	(3,499)	(630)	(304)	(319)	(6,803)
Disposals	出售	(2,624)	-	-	-	-	(2,624)
Exchange realignment	匯兌調整	-	43	2	2	2	49
At 31 March 2015, net of accumulated depreciation and impairment	於二零一五年三月三十一日， 已扣除累計折舊及減值	<u>62,098</u>	<u>13,078</u>	<u>1,950</u>	<u>553</u>	<u>778</u>	<u>78,457</u>
At 31 March 2015:	於二零一五年三月三十一日：						
Cost	成本	95,037	23,713	6,561	4,291	2,240	131,842
Accumulated depreciation and impairment	累計折舊及減值	(32,939)	(10,635)	(4,611)	(3,738)	(1,462)	(53,385)
Net carrying amount	賬面淨值	<u>62,098</u>	<u>13,078</u>	<u>1,950</u>	<u>553</u>	<u>778</u>	<u>78,457</u>

## 13. INVESTMENTS IN ASSOCIATES

## 13. 於聯營公司之投資

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Share of net assets	應估資產淨值	410,120	419,824
Goodwill on acquisition	收購產生之商譽	13,885	13,885
		<b>424,005</b>	<b>433,709</b>

**Goodwill****商譽**

The movement in goodwill on acquisition is as follows:

因收購產生之商譽變動：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
At beginning of year	年初	13,885	12,364
Upon deemed acquisition	於被視作收購時	-	1,521
		<b>13,885</b>	<b>13,885</b>

The amounts due from/to associates included in the Group's current assets and liabilities are unsecured, interest-free and repayable under normal trading terms.

計入本集團流動資產與負債之應收／付聯營公司款項乃無抵押、免息及按一般貿易條款償還。



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### 13. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the material associates are as follows:

### 13. 於聯營公司之投資(續)

各主要聯營公司詳情如下：

Name 名稱	Particulars of issued shares held 持有已發行 股份之詳情	Place of incorporation/ registration and business 註冊成立／登記 及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔 權益百分比	Principal activities 主要業務
Four Seas Mercantile Holdings Limited 四洲集團有限公司	Ordinary shares 普通股	Cayman Islands 開曼群島	29.98	Investment holding 投資控股
Fancy Talent Limited* 零食物語有限公司*	Ordinary shares 普通股	Hong Kong 香港	29.98	Marketing of snack foods 小食之市場推廣
Fancy Talent Ecommerce Company Limited* 零食物語電子商務有限公司*	Ordinary shares 普通股	Hong Kong 香港	29.98	Ecommerce retailing of confectionery and food products 糖果及食品之電子商貿零售
Four Seas Mercantile Limited 四洲貿易有限公司	(i) Ordinary shares (ii) Non-voting deferred shares (i) 普通股 (ii) 無投票權遞延股份	Hong Kong 香港	29.98	Trading in snack foods, confectionery and beverages 小食、糖果及飲品之貿易
Four Seas Foods (Shantou) Co., Ltd.* 四洲食品(汕頭)有限公司*	Paid-up capital of HK\$96,000,000 已繳足股本96,000,000港元	PRC/ Mainland China 中國／中國大陸	29.98	Trading in confectionery and food products 糖果及食品之貿易
Four Seas (Suzhou) Food Co., Ltd.* 四洲(蘇州)食品有限公司*	Paid-up capital of US\$18,700,000 (2015: US\$16,500,000) 已繳足股本18,700,000美元 (二零一五年: 16,500,000美元)	PRC/ Mainland China 中國／中國大陸	29.98	Manufacturing of beverages 飲品製造
Guang Dong Fourseas Frozen Food Products Co., Ltd.* 廣東四洲冷凍食品有限公司*	Paid-up capital of RMB71,300,000 (2015: RMB55,300,000) 已繳足股本人民幣71,300,000元 (二零一五年: 人民幣55,300,000元)	PRC/ Mainland China 中國／中國大陸	29.98	Trading in frozen food products and snack foods 冷凍食品及小食之貿易

### 13. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the material associates are as follows: (continued)

### 13. 於聯營公司之投資(續)

各主要聯營公司詳情如下：(續)

Name 名稱	Particulars of issued shares held 持有已發行 股份之詳情	Place of incorporation/ registration and business 註冊成立／登記 及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔 權益百分比	Principal activities 主要業務
Hong Kong Biscuit (International) Limited* 香港餅乾(國際)有限公司*	Ordinary shares 普通股	Hong Kong 香港	29.79	Investment holding 投資控股
Hong Kong Ham Holdings Limited 香港火腿廠控股有限公司	Ordinary shares 普通股	Hong Kong 香港	29.98	Manufacturing and packaging of ham and ham-related products 製造及包裝火腿及 有關火腿類產品
J.P. Inglis Company Limited 英利士洋行有限公司	Ordinary shares 普通股	Hong Kong 香港	29.98	Trading in food materials 食品原料貿易
Kung Tak Lam Shanghai Vegetarian Cuisine Limited 功德林上海素食有限公司	Ordinary shares 普通股	Hong Kong 香港	29.69	Restaurant operations 餐廳經營
Li Fook (Qingdao) Foods Co., Ltd.* 利福(青島)食品有限公司*	Paid-up capital of US\$4,620,000 (2015: US\$3,970,000) 已繳足股本 4,620,000美元 (二零一五年: 3,970,000美元)	PRC/ Mainland China 中國／中國大陸	29.98	Manufacturing of noodles 麵食製造
Murray Catering Company Limited* 美利飲食服務有限公司*	Ordinary shares 普通股	Hong Kong 香港	20.99	Provision of lunch box and tuck shop services 提供飯盒及 小賣部服務

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### 13. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the material associates are as follows: (continued)

### 13. 於聯營公司之投資(續)

各主要聯營公司詳情如下：(續)

Name 名稱	Particulars of issued shares held 持有已發行 股份之詳情	Place of incorporation/ registration and business 註冊成立／登記 及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔 權益百分比	Principal activities 主要業務
New Kondo Trading Company Limited 近藤貿易有限公司	Ordinary shares 普通股	Hong Kong 香港	29.98	Trading in Japanese food materials 日本食品原料貿易
Restaurant Shiki Limited	Ordinary shares 普通股	Hong Kong 香港	29.98	Restaurant operations 餐廳經營
上海升誠貿易有限公司*	Paid-up capital of RMB500,000 已繳足股本 人民幣500,000元	PRC/ Mainland China 中國／中國大陸	29.98	Trading in confectionery and food products 糖果及食品之貿易
Four Seas (Guangzhou) Food Import and Export Trading Company Limited* 四洲(廣州)食品進出口貿易有限公司*	Paid-up capital of RMB15,000,000 已繳足股本 人民幣15,000,000元	PRC/ Mainland China 中國／中國大陸	29.98	Trading in confectionery and food products 糖果及食品之貿易
東莞四洲肉類製品有限公司*	Paid-up capital of HK\$37,000,000 已繳足股本 37,000,000港元	PRC/ Mainland China 中國／中國大陸	29.98	Manufacturing and packaging of ham and ham-related products 製造及包裝火腿及 有關火腿類產品
廣州市泮溪酒家有限公司*	Paid-up capital of RMB73,959,210 已繳足股本 人民幣73,959,210元	PRC/ Mainland China 中國／中國大陸	29.69	Restaurant operations 餐廳經營

\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

\* 並非由香港安永會計師事務所或安永全球網絡其他成員公司審核

### 13. INVESTMENTS IN ASSOCIATES (continued)

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associated would, in the opinion of the directors, result in particulars of excessive length. All associates were indirectly held by the Company.

Four Seas Mercantile Holdings Limited, which is considered a material associate of the Group, is a strategic partner of the Group engaged in investment holding and is accounted for using the equity method.

The following table illustrates the summarised financial information of Four Seas Mercantile Holdings Limited adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

### 13. 於聯營公司之投資(續)

上表呈列董事認為影響本集團年度業績或構成資產淨值主要部份之聯營公司。董事認為詳列其他聯營公司會使篇幅過份冗長。所有聯營公司均由本公司間接持有。

被視為本集團之重大聯營公司四洲集團有限公司從事投資控股，乃本集團以權益法入賬之策略伙伴。

下表呈列四洲集團有限公司之財務資料概要(經任何會計政策差異之調整)及於綜合財務報表內賬面值之對賬：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Current assets	流動資產	1,899,833	1,862,643
Non-current assets	非流動資產	979,965	972,687
Current liabilities	流動負債	(1,358,075)	(1,308,723)
Non-current financial liabilities, excluding trade and other payables and provision	非流動金融負債，不包括應付貿易賬款 及其他應付款項及撥備	(105,205)	(80,551)
Non-current liabilities	非流動負債	(20,107)	(20,712)
Net assets	資產淨值	1,396,411	1,425,344
Less: Net assets attributable to non-controlling interest	減：非控股權益應佔之資產淨額	(29,354)	(25,930)
Net assets attributable to equity holders of the associate	聯營公司權益所有者應佔之 資產淨額	<u>1,367,057</u>	<u>1,399,414</u>

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#### 13. INVESTMENTS IN ASSOCIATES (continued)

#### 13. 於聯營公司之投資(續)

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益之對賬：		
Proportion of the Group's ownership	本集團擁有權之比例	29.9%	29.9%
Group's share of net assets of the associate, excluding goodwill	本集團應佔聯營公司之資產淨值，不包括商譽	410,120	419,824
Goodwill on acquisition (less cumulative impairment)	收購時之商譽(減累計減值)	13,885	13,885
Carrying amount of the investment	投資之賬面值	<b>424,005</b>	433,709
Revenues	收入	2,941,468	2,907,497
Profit for the year	年度溢利	45,215	137,349
Other comprehensive loss	其他全面虧損	(42,647)	(16,606)
Total comprehensive income for the year	年度全面收益總額	2,568	120,743
Dividend received	已收股息	10,947	10,371
Fair value of the Group's investment	本集團投資之公平值	<b>297,288</b>	444,780

#### 14. OTHER NON-CURRENT ASSET

The club debenture represents an entrance fee paid for the use of club facilities and is held on a long term basis.

#### 14. 其他非流動資產

會所債券指就使用會所設施已付之入會費，並按長期基準持有。

## 15. INVENTORIES

## 15. 存貨

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Finished goods	產成品	<b>32,640</b>	46,470

## 16. TRADE RECEIVABLES

## 16. 應收貿易賬款

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Trade receivables	應收貿易賬款	<b>20,434</b>	22,790

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one to three months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

本集團與客戶之貿易賬期以信貸為主，惟新客戶一般需要預先付款。信貸期一般為一至三個月。每個客戶均有信貸額上限。本集團力求嚴格控制其尚未收取之應收款項，藉此將信貸風險降至最低。高級管理層會定期檢討逾期結餘。鑒於上述措施，以及本集團之應收貿易賬款與眾多多元化的客戶有關，因此並無重大信貸集中風險。本集團並無就該等結餘持有任何抵押品或其他信貸提升物。應收貿易賬款乃免息。

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#### 16. TRADE RECEIVABLES (continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of impairment provisions, is as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within 1 month	1個月內	9,687	13,200
1 to 2 months	1至2個月	4,397	7,062
Over 2 months	2個月以上	6,350	2,528
		<b>20,434</b>	<b>22,790</b>

The movements in the provision for impairment of trade receivables are as follows:

		HK\$'000 港幣千元
At 1 April 2014	於二零一四年四月一日	3,054
Amount written off as uncollectible	撇銷無法收回款額	(2,208)
Impairment losses reversed (note 7)	回撥減值虧損(附註7)	(846)
At 31 March 2015, 1 April 2015 and 31 March 2016	於二零一五年三月三十一日、 二零一五年四月一日及 二零一六年三月三十一日	-

#### 16. 應收貿易賬款(續)

於報告期末，根據發票日期及扣除減值撥備之應收貿易賬款之賬齡分析如下：

應收貿易賬款之減值撥備之變動情況如下：

**16. TRADE RECEIVABLES (continued)**

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

Neither past due nor impaired	並無逾期或減值
Less than 1 month past due	逾期少於1個月
1 to 2 months past due	逾期1至2個月

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

**16. 應收貿易賬款 (續)**

視為未減值之應收貿易賬款之賬齡分析如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
-----------------------------------	-----------------------------------

15,250	20,257
1,566	2,295
3,618	238
<b>20,434</b>	<b>22,790</b>

並無逾期或減值之應收款項涉及無近期違約記錄之大量不同客戶。

已逾期但並未減值之應收貿易款項涉及本集團若干還款記錄良好之客戶。根據過往經驗，本公司董事認為，由於該等結餘之信貸質素並無重大變動，該等結餘仍被認為可全數收回，故無須作出減值撥備。



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#### 17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Prepayments	預付款項	752	1,323
Deposits and other receivables	訂金及其他應收款項	2,394	2,472
		<b>3,146</b>	3,795
Less: Portion classified as non-current	減：分類為非流動部份	(1,566)	(1,916)
		<b>1,580</b>	1,879

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

#### 18. CASH AND BANK BALANCES

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$4,551,000 (2015: HK\$7,051,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and fourteen days depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

#### 17. 預付款項、訂金及其他應收款項

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Prepayments	752	1,323
Deposits and other receivables	2,394	2,472
	<b>3,146</b>	3,795
Less: Portion classified as non-current	(1,566)	(1,916)
	<b>1,580</b>	1,879

上述資產並無逾期或減值。上述結餘包括金融資產乃無近期違約記錄之應收款項。

#### 18. 現金及銀行結存

於報告期末，本集團以人民幣（「人民幣」）列值之現金及銀行結存為4,551,000港元（二零一五年：7,051,000港元）。人民幣不得自由兌換其他貨幣，但根據中國大陸外匯管理條例和結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯兌換業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率以浮動利率賺取利息。短期定期存款乃按介乎一日至十四日之不同期間作出，視乎本集團之即時現金需求，並按照各自之短期定期存款利率賺取利息。銀行結存乃存於近期並無違約記錄而具有良好信譽之銀行。

**19. TRADE AND BILLS PAYABLES**

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within 1 month	1個月內	9,566	10,689
1 to 2 months	1至2個月	3,989	3,524
		<b>13,555</b>	<b>14,213</b>

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 60 days.

**20. OTHER PAYABLES AND ACCRUALS**

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Other payables	其他應付款項	7,844	7,773
Accruals	應計負債	3,364	3,319
		<b>11,208</b>	<b>11,092</b>
Less: Portion classified as non-current	減：分類為非流動部份	<b>(2,932)</b>	<b>(2,769)</b>
		<b>8,276</b>	<b>8,323</b>

Other payables are non-interest-bearing and have an average term of three months.

**19. 應付貿易賬款及票據**

於報告期末，根據發票日期之應付貿易賬款及票據之賬齡分析如下：

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within 1 month	9,566	10,689
1 to 2 months	3,989	3,524
	<b>13,555</b>	<b>14,213</b>

應付貿易賬款為免息及一般按30至60日期限結付。

**20. 其他應付款項及應計負債**

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Other payables	7,844	7,773
Accruals	3,364	3,319
	<b>11,208</b>	<b>11,092</b>
Less: Portion classified as non-current	<b>(2,932)</b>	<b>(2,769)</b>
	<b>8,276</b>	<b>8,323</b>

其他應付款項乃免息，信貸期平均為三個月。

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#### 21. INTEREST-BEARING BANK BORROWINGS

#### 21. 須繳付利息之銀行貸款

		2016 二零一六年			2015 二零一五年		
		Effective interest rate 實際利率	Maturity 到期日	HK\$'000 港幣千元	Effective interest rate 實際利率	Maturity 到期日	HK\$'000 港幣千元
<b>Current</b>	<b>當期</b>						
Short term loan – unsecured	無抵押短期 貸款	2.05%	Within 12 months or on demand 12個月內 或按要求	125,000	2.19%	Within 12 months or on demand 12個月內 或按要求	115,000
Trust receipt loans – unsecured	無抵押信託收據 貸款	2.07%	Within 12 months 12個月內	22,985	1.96%	Within 12 months 12個月內	49,229
				<b>147,985</b>			<b>164,229</b>

All short term loan and trust receipt loans are denominated in Hong Kong dollar and bear interest at floating interest rates. Ignoring the effect of any standard repayment on demand clause and based on the maturity terms of the above interest-bearing bank borrowings, they are repayable within one year.

所有短期貸款及信託收據貸款以港元計值並按浮動利率計算利息。撇除按要求償還的一般條款之影響，以上須繳付利息之銀行貸款按照到期日，須於一年內償還。

## 22. DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

## Deferred tax liabilities

		遞延稅項負債		
		Accelerated tax depreciation	Losses available for offsetting against future taxable profits	Total
		加速稅項 折舊	可用以與將來 應課稅溢利 抵銷之虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 April 2014	於二零一四年四月一日	(3,012)	1,445	(1,567)
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	本年度於損益表內計入/ (扣除)之遞延稅項 (附註10)	(39)	250	211
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	(3,051)	1,695	(1,356)
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	本年度於損益表內計入/ (扣除)之遞延稅項 (附註10)	(13)	293	280
At 31 March 2016	於二零一六年三月三十一日	(3,064)	1,988	(1,076)

At the end of the reporting period, the Group had tax losses arising in Hong Kong of approximately HK\$215,667,000 (2015: HK\$197,112,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of tax losses of approximately HK\$203,621,000 (2015: HK\$186,841,000) as, in the opinion of the directors, it is uncertain whether sufficient future taxable profits will be available against which the tax losses can be utilised.

## 22. 遞延稅項

於年內遞延稅項負債之變動如下：

## 遞延稅項負債

		Accelerated tax depreciation	Losses available for offsetting against future taxable profits	Total
		加速稅項 折舊	可用以與將來 應課稅溢利 抵銷之虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 April 2014	於二零一四年四月一日	(3,012)	1,445	(1,567)
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	本年度於損益表內計入/ (扣除)之遞延稅項 (附註10)	(39)	250	211
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	(3,051)	1,695	(1,356)
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	本年度於損益表內計入/ (扣除)之遞延稅項 (附註10)	(13)	293	280
At 31 March 2016	於二零一六年三月三十一日	(3,064)	1,988	(1,076)

於報告期末，本集團有自香港產生之稅項虧損約215,667,000港元(二零一五年：197,112,000港元)可無限期用作抵扣該等出現虧損之公司之將來應課稅溢利。為數約203,621,000港元(二零一五年：186,841,000港元)之稅項虧損並無確認為遞延稅項資產，乃由於董事認為未能確定是否有足夠的未來應課稅溢利可供抵扣稅務虧損。

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#### 22. DEFERRED TAX (continued)

The Group also has tax losses arising in Mainland China of HK\$31,660,000 (2015: HK\$24,948,000) that will expire in five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in a subsidiary with uncertain future operating profit streams.

At the end of the reporting period, there was no significant unrecognised deferred tax liability (2015: Nil) for taxes that would be payable on the unremitted earnings of the Group's subsidiaries.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and jurisdiction of the foreign investors. For the Group, the applicable rate for the year ended 31 March 2016 is 5% (2015: 5%). The Group is therefore liable for withholding taxes on dividends distributed by the subsidiary established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 March 2016, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of a subsidiary and associates established in Mainland China. In the opinion of the directors, it is not probable that the subsidiary and these associates will distribute such earnings in the foreseeable future. The share of the aggregate amount of temporary differences associated with investments in the subsidiary and these associates in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$21,677,000 at 31 March 2016 (2015: HK\$18,640,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

#### 22. 遞延稅項 (續)

本集團亦在中國大陸產生稅項虧損31,660,000港元(二零一五年: 24,948,000港元), 並將於五年內到期, 可供抵銷日後應課稅溢利。由於有關稅項虧損來自一間未來經營溢利流不明朗之附屬公司, 故未有就此確認遞延稅項資產。

於報告期末, 概無因本集團附屬公司之未匯出盈利產生之應付稅項而出現重大未確認遞延稅項負債(二零一五年: 無)。

根據中國企業所得稅法, 於中國大陸成立之外商投資企業在向外國投資者宣派股息, 需按10%之稅率徵收預扣稅。有關規定於二零零八年一月一日起生效, 並適用於二零零七年十二月三十一日後之盈利。倘若中國大陸與該外國投資者所屬司法權區訂立稅項優惠, 則可以較低預扣稅率徵收。就本集團而言, 截至二零一六年三月三十一日止年度適用稅率為5% (二零一五年: 5%)。因此, 本集團須就於中國大陸成立之附屬公司由二零零八年一月一日起之盈利而分派之股息繳納預扣稅。

於二零一六年三月三十一日, 並無就在中國大陸成立之附屬公司與聯營公司應繳納預扣稅之未匯出盈利所應繳預扣稅確認遞延所得稅。董事認為, 附屬公司與該等聯營公司將不會在可見將來分派有關盈利。於二零一六年三月三十一日, 應佔於附屬公司與該等中國大陸聯營公司投資有關之臨時差異總額合共約21,677,000港元(二零一五年: 18,640,000港元)。

本公司派發股息予股東之付款並沒有所得稅影響。

**23. SHARE CAPITAL****Shares**

Issued and fully paid:	已發行及繳足：
259,586,000 ordinary shares	259,586,000股普通股

**Share options**

Details of the Company's share option scheme are included in note 24 to the financial statements.

**24. SHARE OPTION SCHEME**

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the scheme include the Company's directors, including independent non-executive directors, other employees of the Company, and any director or employee of the Company's subsidiaries and entities in which the Group holds any equity interest.

On 28 August 2012, the Company adopted a share option scheme (the "Scheme"). The Scheme is valid and effective for a period of 10 years up to 27 August 2022, after which no further share options will be granted but the provisions of the Scheme shall remain in full force and effect in all other respects. Share options complying with the provisions of the Listing Rules which are granted during the duration of the Scheme and those remain unexercised immediately prior to the end of the 10-year period shall continue to be exercisable in accordance with their terms of grant as within the share option period for which such share options are granted, notwithstanding the expiry of the Scheme.

**23. 股本****股份**

2016	2015
二零一六年	二零一五年
HK\$'000	HK\$'000
港幣千元	港幣千元

<b>117,095</b>	117,095
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**購股權**

本公司之購股權計劃詳情載於財務報告附註24。

**24. 購股權計劃**

本公司設有購股權計劃藉此鼓勵及回饋對本集團營運業績有寶貴貢獻之合資格參加者。計劃之合資格參加者包括本公司之董事(包括獨立非執行董事)、其他僱員及本公司附屬公司及本集團擁有任何股份權益之實體之任何董事或僱員。

於二零一二年八月二十八日，本公司採納一項購股權計劃(「計劃」)。計劃之有效期為10年，至二零二二年八月二十七日為止，其後將不會再授出任何購股權，但計劃之條款在所有其他方面仍然生效及有效。所有在符合上市規則條例下，並於計劃10年有效期內授出，但在計劃期屆滿前仍未被行使之購股權，仍可按該購股權授出時之條件行使，並不受計劃期滿之影響。

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#### 24. SHARE OPTION SCHEME (continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 25,958,600 ordinary shares, being 10% of the shares of the Company in issue on 28 August 2012. As at the date of this report, the total number of shares available for issue under the Scheme is 25,958,600 ordinary shares, representing 10% of the existing issued share capital of the Company. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company (excluding any independent non-executive director who is a grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of each grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon receipt of the duplicate offer letter comprising acceptance of the offer duly signed by the grantee with the number of shares in respect of which the offer is accepted clearly stated therein, together with payment of a nominal consideration of HK\$1 by the grantee to the Company provided that no offer shall be open for acceptance after the expiry of the Scheme or after the Scheme has been terminated. The terms and conditions of the share options granted are determinable by the directors on a case-by-case basis. Such terms and conditions may include, but are not limited to (i) the subscription price; (ii) the period within which the Company's shares must be taken up under the share option, which must not be more than 10 years from the offer date; (iii) the minimum period, if any, for which a share option must be held before it can be exercised; and (iv) the performance target, if any, that must be achieved before the share option can be exercised.

#### 24. 購股權計劃 (續)

目前根據計劃容許授出之尚未行使購股權之最高數目為25,958,600股普通股，相等於本公司在二零一二年八月二十八日已發行股份之10%。於本報告日期，根據計劃可供發行之股份數目為25,958,600股普通股，相等於本公司現已發行股本之10%。在任何十二個月期間內，根據計劃可向計劃內之每名合資格參與者發行之最高股份數目不得超逾本公司在任何時間之已發行股份之1%。任何進一步授出超逾此限額之購股權，則須在股東大會上取得股東批准。

授予本公司董事、最高行政人員或主要股東，或彼等之任何聯繫人士之購股權，須事先取得本公司獨立非執行董事之批准(任何獲授予購股權之獨立非執行董事不計算在內)。此外，在任何十二個月期間內授予本公司之主要股東或獨立非執行董事，或彼等之任何聯繫人士之任何購股權超逾本公司於任何時間之已發行股份之0.1%及其總值(按授出購股權當日之股份收市價計算)超逾五百萬港元者，則須事先在股東大會上取得股東批准。

授出購股權之建議須於授出購股權建議之日期起計二十八日內獲接納，承授人亦須就此繳交已簽署的授出購股權建議書的副本，其中須註明接納購股權之數目，連同1港元面值代價予公司，惟購股權之建議，將不能在購股權計劃屆滿或終止日後獲接納。所授出之購股權之條款及條件由董事按個別情況決定，有關條款及條件包括但不限於(i)股份認購價；(ii)購股權之行使期，期限不能遲於購股權授出日期起計10年；(iii)購股權最短須持有多久才可行使(如有)；及(iv)表現目標，參與者於行使購股權前須達至之表現目標(如有)。

**24. SHARE OPTION SCHEME (continued)**

The exercise price of the share options is determinable by the directors in their absolute discretion at the time of the making of the offer which shall be stated in the letter containing the offer, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the offer date which must be a trading day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year, no share option was granted to directors and other employees of the Company or any director or employees of the Company's subsidiaries and entities in which the Group holds any equity interests (2015: Nil).

At the end of the reporting period, the Company had no share options outstanding under the Scheme (2015: Nil).

**25. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 48 of the financial statements.

Pursuant to the relevant laws and regulations for Foreign Investment Enterprises, a portion of the profits of the Group's associates operating as Foreign Investment Enterprises in Mainland China has been transferred to the share of other reserves of associates. As at 31 March 2016, the share of other reserves of associates of HK\$4,019,000 (2015: HK\$2,947,000) was non-distributable in nature and could be utilised to offset the losses incurred.

**24. 購股權計劃 (續)**

購股權之行使價由董事全權酌情釐定，有關的行使價須於授出購股權建議中註明，惟不得低於以下較高者(i)本公司股份於建議授出購股權當日(須為交易日)在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出購股權建議日期前五個交易日在聯交所每日報價表所報的平均收市價；及(iii)本公司股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權力。

年內，概無授出購股權予本公司董事及其他僱員或本公司附屬公司及本集團持有任何權益之實體之任何董事或僱員(二零一五年：無)。

於報告期末，本公司於計劃下並無尚未行使購股權(二零一五年：無)。

**25. 儲備**

本集團在年內及過往年度之儲備及其變動在財務報告第48頁之綜合權益變動表內呈列。

根據有關外商投資企業的法例和規則，由本集團於中國大陸以外商投資企業方式經營之聯營公司已按法定的比例撥備溢利為分佔聯營公司之其他儲備。於二零一六年三月三十一日，分佔聯營公司之其他儲備為4,019,000港元(二零一五年：2,947,000港元)，為不可分派的儲備金，並可用作抵銷所產生之虧損。



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### 26. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases certain of its land and buildings under operating lease arrangements. Leases are negotiated for terms of termination by one month's written notice.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenant falling due as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	一年內	25	25

#### (b) As lessee

The Group leases certain retail shops under operating lease arrangements. Leases are negotiated for terms of one year to eleven years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	一年內	3,659	3,870
In the second to fifth years	第二年至第五年內	15,460	14,807
After five years	五年後	7,857	12,206
		26,976	30,883

The operating lease rentals of certain retail shops are based on the contingent rent calculated on the sales of the retail shops pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales of these retail shops could not be estimated reliably, the relevant contingent rent has not been included above and only the minimum lease commitment has been included in the above table.

### 26. 經營租約安排

#### (a) 作為出租人

本集團按經營租賃安排租賃若干土地及樓宇。經磋商之租約可以一個月書面通知予以終止。

於報告期末，本集團根據未來不可撤銷之經營租約而於下列期限應收之最低租金總額如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	一年內	25	25

#### (b) 作為租用人

本集團按經營租賃安排租賃若干零售店舖。經磋商之租約年期為一年至十一年。

於報告期末，本集團根據未來不可撤銷之經營租約而於下列期限應付之最低租金總額如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	一年內	3,659	3,870
In the second to fifth years	第二年至第五年內	15,460	14,807
After five years	五年後	7,857	12,206
		26,976	30,883

若干零售店舖經營租賃租金乃以或然租金為基礎。或然租金則以相關租賃協議所載條款及條件按該等零售店舖之銷售額為計算基礎。由於該等零售店舖之未來銷售無法可靠地估計，故有關或然租金未有計入上表，而僅將最低租賃租金承擔計入上表。

## 27. RELATED PARTY TRANSACTIONS

- (a) The Group had the following material transactions with its related parties during the year:

			2016	2015
			二零一六年	二零一五年
		<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		附註	港幣千元	港幣千元
Rental income received from related companies	向關連公司收取租金收入	(i)	192	192
Rental income received from associates	向聯營公司收取租金收入	(ii)	332	332
Sales of goods to associates	向聯營公司銷售貨品	(iii)	318	164
Purchases of goods from associates	向聯營公司採購貨品	(iv)	1,693	3,464
Commission income from associates	來自聯營公司之佣金收入	(v)	506	-
Commission expense to associates	給予聯營公司之佣金開支	(v)	269	-

*Notes:*

- (i) The tenancy agreements were entered into with related parties on mutually agreed terms. The leases can be extended and renewed until terminated by either party.
- (ii) The tenancy agreements were entered into with associates on mutually agreed terms. The leases can be extended and renewed until terminated by either party.
- (iii) The sales of goods to associates were made by reference to prices and conditions similar to those offered to other customers.
- (iv) The purchases from the associates were determined by reference to prices and conditions similar to those offered by the associates to their major customers.
- (v) The commission income/expenses were determined between the Group and associates.

The related party transactions in respect of items (ii) to (v) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. Since the amounts in respect of items (ii) to (v) are below de minimis threshold for the purposes of Rule 14A.76 of the Listing Rules, items (ii) to (v) are fully exempt from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

## 27. 關連人士交易

- (a) 年內，本集團與其關連人士訂立下列重大交易：

			2016	2015
			二零一六年	二零一五年
		<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		附註	港幣千元	港幣千元
Rental income received from related companies	向關連公司收取租金收入	(i)	192	192
Rental income received from associates	向聯營公司收取租金收入	(ii)	332	332
Sales of goods to associates	向聯營公司銷售貨品	(iii)	318	164
Purchases of goods from associates	向聯營公司採購貨品	(iv)	1,693	3,464
Commission income from associates	來自聯營公司之佣金收入	(v)	506	-
Commission expense to associates	給予聯營公司之佣金開支	(v)	269	-

*附註：*

- (i) 租賃協議乃由關連公司按相互議定之條款訂立。租約可延期及重續，直至任何一方予以終止。
- (ii) 租賃協議乃由聯營公司按相互議定之條款訂立。租約可延期及重續，直至任何一方予以終止。
- (iii) 向聯營公司銷售貨品乃參考向其他客戶提供之類似價格及條件而釐定。
- (iv) 向聯營公司採購乃參考聯營公司向其主要客戶提供之類似價格及條款而釐定。
- (v) 佣金收入／開支乃由本集團與聯營公司間釐定。

上文(ii)至(v)項有關之關連人士交易構成持續關連交易(按上市規則第14A章所賦予之定義)。由於上文(ii)至(v)項有關金額少於上市規則第14A.76條所載的最低豁免水平，(ii)至(v)項獲全面豁免股東批准、年度審核及所有上市規則規定之披露。

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## 27. RELATED PARTY TRANSACTIONS (continued)

### (b) Outstanding balances with related parties:

Details of the balances with associates at the end of the reporting period are included in note 13 to the financial statements.

### (c) Compensation of key management personnel of the Group:

Short term employee benefits	短期僱員福利
Pension scheme contributions	退休金計劃之供款
Total compensation paid to key management personnel	已向主要管理人員支付之報酬總額

Further details of directors' remuneration are included in note 8 to the financial statements.

## 27. 關連人士交易 (續)

### (b) 與關連人士之尚未償還結餘：

於報告期末，與聯營公司之結餘詳情，載於財務報告附註13。

### (c) 本集團主要管理人員之報酬：

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Short term employee benefits	5,253	5,562
Pension scheme contributions	192	219
Total compensation paid to key management personnel	5,445	5,781

董事酬金之進一步詳情載於財務報告附註8。

## 28. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

### Financial assets

Trade receivables	應收貿易賬款
Financial assets included in prepayments, deposits and other receivables (note 17)	包括於預付款項、訂金及其他應收賬款之金融資產(附註17)
Due from associates	應收聯營公司
Cash and bank balances	現金及銀行結存

## 28. 金融工具之分類

於報告期末，各類金融工具之賬面值如下：

### 金融資產

	Loans and receivables 貸款及應收款	
	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Trade receivables	20,434	22,790
Financial assets included in prepayments, deposits and other receivables (note 17)	2,394	2,472
Due from associates	459	—
Cash and bank balances	36,135	49,420
	59,422	74,682

**28. FINANCIAL INSTRUMENTS BY CATEGORY (continued)****Financial liabilities**

Due to associates	應付聯營公司
Trade and bills payables	應付貿易賬款及票據
Financial liabilities included in other payables and accruals (note 20)	包括於其他應付賬款及應計負債之金融負債 (附註20)
Interest-bearing bank borrowings	須繳付利息之銀行貸款

**28. 金融工具之分類 (續)****金融負債**

<b>Financial liabilities at amortised cost</b>	
<b>按攤銷成本入賬的金融負債</b>	
<b>2016</b>	<b>2015</b>
<b>二零一六年</b>	<b>二零一五年</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
<b>港幣千元</b>	<b>港幣千元</b>
318	231
13,555	14,213
7,844	7,773
147,985	164,229
<b>169,702</b>	<b>186,446</b>

**29. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Management has assessed that the fair values of cash and bank balances, trade receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, amount due from/to associates and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2015: Nil).

**29. 金融工具之公平值**

管理層已評估，現金及銀行結存、應收貿易賬款、應付貿易賬款及票據、包括於預付款項、訂金及其他應收賬款之金融資產、包括於其他應付賬款及應計負債之金融負債、應收／付聯營公司之款項以及須繳付利息之銀行貸款之公平值與其賬面值大致相若，主要由於該等工具於短期內到期。

金融資產及負債的公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下的可交易金額入賬。

於本年度內，第一層及第二層之間並無公平值計量轉撥之情況以及金融資產及金融負債方面之第三層並無轉入或轉出之情況(二零一五年：無)。

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### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and bank balances and short term debt obligations with floating interest rates.

The Group's funding policy uses short term interest-bearing debts to finance its working capital requirements. The Group borrows mainly at floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in Hong Kong dollar and RMB interest rate, with all other variables held constant, of the Group's profit/loss before tax (through the impact on cash and bank balances and floating rate borrowings) and the Group's equity.

### 30. 財務風險管理目標及政策

本集團之主要金融工具包括須繳付利息之銀行貸款及現金及銀行結存。該等金融工具之主要用途乃為本集團之營運融資。本集團擁有應收貿易賬款及應付貿易賬款及票據等各種其他金融資產及負債，乃由其經營直接產生。

因本集團之金融工具而產生之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會覆核及同意管理各項該等風險之議定政策概述如下。

#### 利率風險

本集團須承擔市場利率變化之風險主要與本集團現金及銀行結存與以浮動利率計息之短期債務責任有關。

本集團之資金政策乃使用短期須繳付利息之債務撥付其營運資金所需。本集團主要按浮動利率借款。

下表載列本集團之除稅前溢利／虧損及本集團權益對港元及人民幣利率之合理可能變動（所有其他因素維持不變）之敏感度（透過現金及銀行結存與浮息借款的影響）。

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk (continued)

### 30. 財務風險管理目標及政策(續)

#### 利率風險(續)

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in loss before tax 除稅前虧損 HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
<b>2016</b>	<b>二零一六年</b>			
Hong Kong dollar	港元	50	597	—
RMB	人民幣	50	(23)	—
Hong Kong dollar	港元	(50)	(597)	—
RMB	人民幣	(50)	23	—
		<u>          </u>	<u>          </u>	<u>          </u>
		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 除稅前溢利 HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
<b>2015</b>	<b>二零一五年</b>			
Hong Kong dollar	港元	50	(627)	—
RMB	人民幣	50	35	—
Hong Kong dollar	港元	(50)	627	—
RMB	人民幣	(50)	(35)	—
		<u>          </u>	<u>          </u>	<u>          </u>

\* Excluding retained profits

\* 不包括保留溢利

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### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or expenses of operating units in currencies other than the units' functional currencies. The Group's monetary assets, financing and transactions were principally denominated in Hong Kong dollar, United States dollar and RMB. The Group is exposed to the foreign exchange risk arising from changes in the exchange rate of the Hong Kong dollar against RMB. At present, the Group does not intend to seek to hedge its exposure to foreign exchange fluctuations. However, the Group will constantly review the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in future as may be necessary.

Since the Hong Kong dollar is pegged to the United States dollar, the Group's exposure to foreign currency risk in respect of the bank balances and trade and bills payables denominated in United States dollars is considered to be minimal.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit/loss before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to the changes in the fair value of forward currency contracts).

### 30. 財務風險管理目標及政策(續)

#### 外匯風險

本集團要面對交易貨幣風險。該等風險乃因為經營單位以該單位之功能貨幣以外之貨幣進行買賣或支出而產生。本集團貨幣資產、融資及交易主要以港元、美元及人民幣定值。本集團面對港元兌人民幣匯率變動之外匯風險。目前，本集團不擬就所面對之外匯波動尋求對沖。然而，本集團將持續檢討經濟環境及其外匯風險狀況，並於有需要時考慮適合的對沖措施。

由於港元與美元掛鈎，因此，本集團有關以美元定值之銀行結餘及應付貿易賬款及票據之外匯風險被認為最小。

下表顯示由於人民幣匯率的合理可能變動，在其他變數保持不變的情況下，對本集團於報告期末的除稅前溢利／虧損（基於貨幣資產及負債之公平值變動）及本集團權益（由於遠期貨幣合約的公平值變動所致）之敏感度分析。

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

### 30. 財務風險管理目標及政策(續)

外匯風險(續)

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in loss before tax 除稅前虧損 HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
<b>2016</b>	<b>二零一六年</b>			
If Hong Kong dollar weakens against RMB	若港元兌人民幣弱勢	(50)	(203)	-
If Hong Kong dollar strengthens against RMB	若港元兌人民幣強勢	<u>50</u>	<u>203</u>	<u>-</u>
		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 除稅前溢利 HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
<b>2015</b>	<b>二零一五年</b>			
If Hong Kong dollar weakens against RMB	若港元兌人民幣弱勢	(50)	342	-
If Hong Kong dollar strengthens against RMB	若港元兌人民幣強勢	<u>50</u>	<u>(342)</u>	<u>-</u>

\* Excluding retained profits

\* 不包括保留溢利



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## 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank balances and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy customers, there is no requirement for collateral. Concentrations of credit risk are managed by analysis by customer/counterparty. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 16 and 17, respectively, to the financial statements.

### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings.

## 30. 財務風險管理目標及政策(續)

### 信貸風險

本集團僅與獲公認兼信譽可靠之客戶進行交易。按照本集團之政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。此外，本集團持續監察應收結餘之情況，而本集團之壞賬風險並不重大。

本集團包括現金及銀行結存及其他應收款項之其他財務資產之信貸風險源自對方違約，最大風險相等於該等工具之賬面值。

由於本集團僅與獲認可兼信譽可靠的客戶進行交易，故不需要任何抵押。重大信貸風險集中的情況按客戶／交易對手進行管理及分析。鑒於本集團之貿易應收賬款之客戶基礎分佈廣泛，故本集團內並無重大信貸集中風險。

本集團源自應收貿易賬款及其他應收款項之信貸風險之詳細數據分別披露於財務報告附註16及17。

### 流動資金風險

本集團透過採用經常性流動資金計劃工具，監察資金短缺風險。此工具會考慮其金融工具及金融資產(如應收貿易賬款)的到期日及來自經營業務的預期現金流量。

本集團的目標在於透過運用須繳付利息之銀行貸款，保持資金持續性與靈活性的平衡。

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		On demand or less than 12 months 按通知或少於12個月	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Due to associates	應付聯營公司	318	231
Trade and bills payables	應付貿易賬款及票據	13,555	14,213
Other payables	其他應付賬款	7,844	7,773
Interest-bearing bank borrowings	須繳付利息之銀行貸款	148,704	165,036
		<b>170,421</b>	<b>187,253</b>

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is required to comply with certain externally imposed capital requirements set out in certain of its banking facility letters.

As at 31 March 2016, there was no indication of breach of covenants and the Group complied with the externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2016 and 31 March 2015.

### 30. 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

根據已訂約未貼現賬款，以下載列本集團於報告期末之金融負債到期日：

		On demand or less than 12 months 按通知或少於12個月	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Due to associates	應付聯營公司	318	231
Trade and bills payables	應付貿易賬款及票據	13,555	14,213
Other payables	其他應付賬款	7,844	7,773
Interest-bearing bank borrowings	須繳付利息之銀行貸款	148,704	165,036
		<b>170,421</b>	<b>187,253</b>

#### 資本管理

本集團之主要資本管理目標為確保本集團有能力按持續經營業務之原則營運及維持健康資本比率以支持其業務並最大化股東價值。

本集團根據經濟條件之變化及管理資本結構並加以調整。為維持或調整資本結構，本集團可調整對股東之派息、向股東退回資本或發行新股。本集團須符合其若干銀行貸款確認函所載之若干外部施加之資本要求。

於二零一六年三月三十一日，並無違反契諾之跡象，而本集團符合外部施加之資本要求。於截至二零一六年三月三十一日及二零一五年三月三十一日止年度內，資本管理之目標、政策及流程並無出現變動。

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### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Capital management (continued)

The Group monitors capital using a gearing ratio, which is interest-bearing bank borrowings divided by equity attributable to equity holders of the Company. The gearing ratio is regularly reviewed by senior management. The gearing ratios as at the end of the reporting periods were as follows:

### 30. 財務風險管理目標及政策(續)

#### 資本管理(續)

本集團使用負債資本比率以監控資本，相等於須繳付利息之銀行貸款除以本公司權益所有者應佔權益所得比率。負債資本比率由高級管理層定期檢查。於報告期末，負債資本比率如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Interest-bearing bank borrowings	須繳付利息之銀行貸款	147,985	164,229
Equity attributable to equity holders of the Company	歸屬於本公司權益所有者的權益	415,132	444,060
Gearing ratio	負債資本比率	36%	37%

### 31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

### 31. 本公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之投資	135,536	146,623
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Due from subsidiaries	應收附屬公司	24,457	17,883
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	127	127
Cash and bank balances	現金及銀行結存	208	190
Total current assets	流動資產總值	24,792	18,200
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Due to subsidiaries	應付附屬公司	3,000	3,000
Other payables and accruals	其他應付款項及應計負債	3,516	3,477
Total current liabilities	流動負債總值	6,516	6,477
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>	18,276	11,723
Net assets	資產淨額	153,812	158,346
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	117,095	117,095
Retained profits (note)	保留溢利 (附註)	36,717	41,251
Total equity	權益總值	153,812	158,346

TAI Tak Fung, Stephen 戴德豐  
Director 董事

MAN Wing Cheung, Ellis 文永祥  
Director 董事

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#### 31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

*Note:*

A summary of the Company's retained profits is as follows:

		Retained profits 保留溢利 HK\$' 000 港幣千元
At 31 March 2014	於二零一四年三月三十一日	45,844
Total comprehensive loss for the year	本年度總全面虧損	(4,593)
At 31 March 2015	於二零一五年三月三十一日	41,251
Total comprehensive loss for the year	本年度總全面虧損	(4,534)
At 31 March 2016	於二零一六年三月三十一日	36,717

#### 32. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 June 2016.

#### 31. 本公司財務狀況表(續)

附註：

本公司保留溢利之概要如下：

#### 32. 財務報告之批准

本財務報告已於二零一六年六月二十九日獲董事會批准並授權刊發。

