



實華發展
SHIHUA DEVELOPMENT

實華發展有限公司
Shihua Development Company Limited

(Incorporated in Bermuda with limited liability)
Stock Code: 485



2015
Annual Report/年報



OUR MISSION

We have highlighted the mission of “invest for a better life”, integrated the success of the culture of our new management team into current operations, and adhered to the “customer-first, all wins, harmony-oriented, environmental friendly, result driven” philosophy, thus promoting sustainable corporate development. This is proved that we proactively responded to stakeholders’ concerns and, in particular, persisted with repaying investors’ trust with increasing returns and looking for good opportunities. We will expand our business to other sectors that would have good opportunities. We ensure a steady supply of quality products and considerate services to our customers, kept our promise to employees and paid heed to their concerns, created a home-alike working environment and a broad development platform, and proactively engaged in social welfare in return for the support and understanding of all walks of life.

集團使命

我們肩負「創造美好生活」之使命，將我們新管理團隊在企業文化方面取得的成就融入到當前經營的業務中，並堅持「客戶至上、謀求共贏、和平共處、推動環保、以結果為導向」之理念，從而推動企業的可持續發展。這一理念表明我們積極回應利益相關者所關注之問題，尤其是我們將不斷增加回報，尋求良機，從而不負投資者之重托。我們日後會將業務擴展至具備良好發展機遇的其他分部。我們保證會供應優質產品，為客戶提供貼心服務，踐行向員工許下的承諾並關注員工所需，為其創造居家式辦公環境並為其提供廣闊的發展平台，同時積極參與社會福利事業，從而取得社會各界的支持和理解。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Chen Wan Jin
Zhao Shuang

Non-Executive Director

Li Jun

Independent Non-Executive Directors

Yang Xin Hua
Wang Ping
Cheng Tai Kwan Sunny

COMPANY SECRETARY

Lam Wai Kei

AUDITOR

Deloitte Touche Tohmatsu

AUDIT COMMITTEE

Yang Xin Hua
Wang Ping
Cheng Tai Kwan Sunny

REMUNERATION COMMITTEE

Yang Xin Hua
Wang Ping
Cheng Tai Kwan Sunny

NOMINATION COMMITTEE

Wang Jing
Yang Xin Hua
Cheng Tai Kwan Sunny

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank

董事局

執行董事

王晶(主席)
王星喬(行政總裁)
陳萬金
趙爽

非執行董事

李軍

獨立非執行董事

楊新華
王平
鄭大鈞

公司秘書

林偉基

核數師

德勤•關黃陳方會計師行

審核委員會

楊新華
王平
鄭大鈞

薪酬委員會

楊新華
王平
鄭大鈞

提名委員會

王晶
楊新華
鄭大鈞

主要銀行

香港上海滙豐銀行有限公司
恒生銀行

CORPORATE INFORMATION 公司資料

SOLICITOR

Locke Lord

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL OFFICE

Rooms 05-15, 13A/F., South Tower, World Finance Centre,
Harbour City, 17 Canton Road, Tsim Sha Tsui, Kowloon,
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Tel: (852) 2208 6008
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Website: www.00485.hk
Email: office@lnshihua.com

律師

洛克律師事務所

香港股份過戶登記處

卓佳秘書商務有限公司

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

主要辦事處

香港
九龍尖沙咀廣東道17號
海港城環球金融中心南座13A樓05-15室
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CHAIRMAN'S STATEMENT

主席報告書

On behalf of the board of directors (the "Board") of Shihua Development Company Limited (the "Company" or "We") and all of its subsidiaries (collectively the "Group"), I am pleased to present the Group's annual report for the year ended 31 March 2015 to the shareholders of the Company (the "Shareholder(s)").

ANNUAL RESULTS

During the year, the Group implemented the Group Restructuring to separate the distributed business and the scheme business from the remaining business. The distribution in specie of shares in distributed business took place on 26 June 2014 and the creditor's scheme was also came into effective on 27 February 2015. The remaining group has been streamlined its operations to the trading business.

With the contributions from the new management and employees, we have made a good progress in innovation development on the current business of electronic products and enhanced the Group's value by expending our business in other emerging business sectors. The revenue of the Group for this year 2015 actually reached to approximately HK\$382 million representing year-on-year increase of 4% from last year.

PROSPECT

In accordance to the "Statistical Report on the National Economy and Social Development of China 2014", the preliminary review on the gross domestic product of the year amounted to approximately RMB63,646.3 billion in which a 7.4% increase over the previous year due to the China's positive economic development momentum in the year 2014-2015. With the experience and network of the controlling shareholder in PRC, the Group is planning to capture any good opportunities and to formulate the business strategy with a view to diversify its business to other sectors in order to broaden the revenue stream of the Group.

本人謹代表實華發展有限公司(「本公司」或「吾等」)及其附屬公司(統稱「本集團」)董事局(「董事局」)，欣然向本公司股東(「股東」)呈列本集團截至二零一五年三月三十一日止年度之年度報告。

年度業績

於年內，本集團進行集團重組以將餘下業務與經分派業務及計劃業務分開。經分派業務之股份之實物分派於二零一四年六月二十六日生效，而債權人計劃亦於二零一五年二月二十七日生效。餘下集團已將其業務整合為交易業務。

在新的管理層及僱員之努力下，吾等在當前電子產品業務之創新發展取得長足進展並透過擴大吾等業務於其他新興業務領域提高集團價值。本集團於二零一五年之收益實際上達到約382,000,000港元，較去年同比增長4%。

前景

根據「二零一四年中國國民經濟及社會發展統計報告」，由於二零一四年至二零一五年中國經濟發展勢頭積極，本年度國內生產總值初步審核金額約為人民幣636,463億元，較上一年度增長7.4%。憑藉中國控股股東之經驗及人脈，本集團把握每個良好機會及制訂業務策略，旨在分化其業務至其他領域，以拓寬本集團收益來源。

CHAIRMAN'S STATEMENT

主席報告書

During the year 2015, the Group entered into two sale and purchase agreements for the acquisitions of properties in PRC. The two properties are located at the core commercial districts of Benxi, Liaoning Province. The Group believes that the two acquisitions will not only generate profitable income for the Group but also started to diversify the business risk of the Group.

In addition, the Group will highlight its core missions, pledge to serve customers with innovation and qualities services and capture any good opportunities to expand its business in a prudent but efficient manner so as to achieve a sustainable growth and enhance the values of the Group.

APPRECIATION

I would like to thank my fellow directors, senior management and all our staff for their performance and support. I would also like to thank all our shareholders, suppliers, business partners and customers, whose support has contributed to our success in the past year.

By order of the Board
Wang Jing
Chairman

Hong Kong, 25 June 2015

於二零一五年內，本集團訂立兩份買賣協議以收購位於中國之物業。兩項物業位於遼寧省本溪核心商業區。本集團認為此兩項收購將不僅為本集團產生利潤收入，而且使本集團業務風險多樣化。

此外，本集團將肩負核心使命，承諾為客戶提供創新優質服務，把握每個良好機會，以審慎但有效的方式擴大其業務，從而實現可持續增長及提高本集團價值。

致謝

本人謹此感謝各位董事、高級管理層人員以及全體員工的表現及支持。本人亦藉此機會向全體股東、供應商、業務夥伴及客戶過往對本集團營運成功所作出的貢獻表示由衷謝意。

承董事局命
主席
王晶

香港，二零一五年六月二十五日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

Results

Electronic Division

The turnover of the Group increased by 4% during the year. Segment gross loss reduced from HK\$172,063,000 in the previous year to HK\$54,192,000 for the year ended 31 March 2015 due to the decrease in allowance for obsolete and slow-moving inventories and doubtful debts and impairment loss in respect of property, plant and equipment amounting to HK\$77,262,000 and the improvement of financial performance after the group restructuring during the year.

Securities Trading

The Group recorded a segment loss of HK\$18,000 for the year due to decrease in the fair value of investment held for trading.

業務回顧

業績

要由於陳舊及滯銷存貨之撥備減少及年內重組。

本集團於本年度錄得一次性虧損總額193,035,000港元，包括發行可換股債券產生之虧損38,536,000港元、附屬公司取消綜合入賬之虧損15,553,000港元及實物分派附屬公司股份產生之虧損138,946,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

因此，於截至二零一五年三月三十一日止年度，除稅前虧損增加至245,868,000港元，而截至二零一四年三月三十一日止年度之除稅前虧損為199,046,000港元。

FINANCIAL POSITION

Liquidity and Financial Resources

財務狀況

流動資金及財務資源

Capital Structure

In 2014, the total borrowings and net borrowings were HK\$70,774,000 and HK\$41,651,000, but the Group does not have any debt financing except for the convertible bonds as at 31 March 2015.

年度並無進行任何債務融資(於二零一五年三月三十一日之可換股債券除外)。

Exposure to fluctuation in exchange rates

The Group's transactions were mostly denominated in US dollars, Hong Kong dollars and Renminbi which have been relatively stable during the year ended 31 March 2015. The exposure to exchange rate risk was insignificant and had not employed any financial instruments for hedging purposes.

Assets

As at 31 March 2015, the Group pledged certain assets with carrying value of HK\$120,000 (2014: HK\$235,904,000) to secure general credit facilities and margin accounts with securities brokers.

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Contingent Liabilities

As at 31 March 2015, the Group had no contingent liabilities.

或然負債

MATERIAL ACQUISITIONS AND DISPOSALS DURING THE YEAR

年內之重大收購及出售事項

Disposals

出售事項

Acquisitions

Acquisitions of the two properties in core commercial district of Benxi, Liaoning Province, PRC

On 16 January 2015, the Group entered into a sale and purchase agreement for the acquisition of a property (the “First Property”) in the PRC from an independent third party, at a consideration of RMB105,000,000 as disclosed in the circular of the Company dated 31 March 2015. The First Property is located in the intersection of Digong Road and Shengli Road, Mingshan District, Benxi, Liaoning Province, the PRC which is the core commercial district of Benxi. The site area and the preliminary gross floor area of the First Property are 3,335.00 sq.m. and 17,788.58 sq.m. (including all the above ground and under-ground areas) respectively. It consists retail shops of approximately 3,000.00

二零一五年一月十六日，本集團訂立一份買賣協議，自一名獨立第三方收購位於中國境內的一項物業（「第一項物業」），代價為人民幣105,000,000元。第一項物業位於中國遼寧省本溪明山區地工路與勝利路交界處，為本溪核心商業區。第一項物業的佔地面積及最初總建築面積分別為3,335.00平方米及17,788.58平方米（包括所有地上及地下面積）。其包括第一項物業地面層約

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

sq.m. on the ground floor of the First Property and the final gross floor area of the First Property would not be less than 17,500.00 sq.m..

On 17 March 2015, the Group entered into another sale and purchase agreement (amended and supplemented by supplemental agreement dated on 27 April 2015) for the acquisition of a property (the "Second Property") in the PRC from Liaoning Shihua (Group) Property Development Company Limited (遼寧實華(集團)房地產開發有限公司) ("Liaoning Shihua") which is a controlling shareholder of the Company. The consideration of the acquisition is HK\$208,276,000, which shall be satisfied by the issue of promissory note of the Company. The Second Property, being a property located at the intersection of Huanshan Road and Guangyu Road, Pingshan District, Benxi, Liaoning Province, the PRC, which is one of the core commercial districts of Benxi. The Second Property is part of the property development project of the Liaoning Shihua, namely Shihua – Meilan City, and is a shopping mall at ground floor and first basement floor. The preliminary gross floor area of the Second Property are 23,700.06 sq.m. (including ancillary facility). The main construction of the Second Property has been completed and it can be used after decoration. The investment costs incurred in relation to the development of the Second Property paid by the Liaoning Shihua amounted to approximately RMB188,773,000. The Second Property is subject to the premises lease agreement to which the tenant has agreed to lease part of the ground floor and first basement floor of the Second Property, totalling 14,908 sq.m., for operating a "Wal-Mart" store in or about August 2016 for an initial term of 20 years. As disclosed in the announcement of the Company dated 30 June 2015, the completion of the acquisition of the Second Property shall take place on or before 31 August 2015 following the satisfaction of all of the conditions precedent.

Save as disclosed above, there was no material acquisition and disposal of subsidiaries for the year ended 31 March 2015.

The Board will formulate the long term business plans and strategy of the Company and will actively capture opportunities not only in the existing type of business but also in various emerging business sectors to achieve a better results and faster growth for the Group.

3,000.00平方米之零售商舖，第一項物業的最終總建築面積將不少於17,500.00平方米。

於二零一五年三月十七日，本集團訂立另一份買賣協議(經日期為二零一五年四月二十七日之補充協議修訂及補充)，以自本公司之控股公司遼寧實華(集團)房地產開發有限公司(「遼寧實華」)收購位於中國境內的一項物業(「第二項物業」)。該項收購之代價為208,276,000港元，將透過發行本公司承兌票據之方式支付。第二項物業位於中國遼寧省本溪平山區環山路與廣裕路交界處，為本溪核心商業區之一。第二項物業為遼寧實華物業發展項目(即實華—美蘭城)之組成部分，地面層及地庫一層為購物中心。第二項物業之初步總建築面積(包括附屬設施)為23,700.06平方米。第二項物業之主體施工已竣工並可於裝修後投入使用。遼寧實華已支付有關開發該物業所產生之投資成本約人民幣188,773,000元。第二項物業受物業租賃協議規限。根據物業租賃協議，租戶已同意於二零一六年八月或前後就經營「沃爾瑪」超市租賃第二項物業部份地面層及地庫一層共計14,908平方米，初步租期為20年。誠如本公司日期為二零一五年六月三十日之公佈所披露，於所有先決條件達成後，收購第二項物業須於二零一五年八月三十一日或之前完成。

除上文所披露者外，於截至二零一五年三月三十一日止年度並無重大收購及出售附屬公司事宜。

董事局將制定本公司之長期業務計劃及策略，並將積極獲取現有業務類型及各新興業務板塊商機，以令本集團取得更好業績及更快速地增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSET

Except for the acquisition of the Second Property, the Group has not executed any agreement in respect of material investment or capital asset and did not have any other future plans relating to material investment or capital assets as at the date of this annual report.

PROSPECT AND FUTURE DEVELOPMENTS

It has been the Group's business strategy to diversify its business and further enhancing the Shareholders' value. In addition to the existing projects, the Group is also committed to seek other business opportunities (including possible opportunities for the development of renewable energy business) in order to broaden the revenue stream of the Group. As at the date of this annual report, no target company has been identified, and no letter of intent, agreement or similar arrangement has been entered into by the Group. Should such opportunities materialise, announcement(s) will be made by the Company in accordance with the Listing Rules.

STAFF AND REMUNERATION

As at 31 March 2015, the Group had a total staff of 50 of which 35 were employed in the overseas for the Group's marketing and distribution business. The total remuneration of the employees (including the Directors' remuneration) was approximately HK\$43,123,000 for the year ended 31 March 2015. The Group provides employee benefits such as staff insurance, retirement scheme, discretionary bonus and share option scheme and also provides in-house training programmes and external training sponsorship.

有關重大投資或資本資產之未來計劃

於本年報日期，除收購第二項物業外，本集團並無簽訂任何有關重大投資或資本資產之協議，亦未制訂任何其他有關重大投資或資本資產之未來計劃。

前景及未來發展

本集團之策略為多樣化其業務及進一步提升股東價值。除現有項目外，本集團亦致力於尋找其他商機（包括發展可再生能源之潛在商機）以拓寬本集團之收入來源。於本年報日期，本集團尚未物色到目標公司，且並未訂立有關意向書、協議或類似安排。倘有關機會得以實現，本公司將根據上市規則刊發公佈。

員工及酬金

於二零一五年三月三十一日，本集團擁有員工共50人，其中35人受僱於海外，負責本集團之營銷及分銷業務。截至二零一五年三月三十一日止年度，員工酬金（包括董事酬金）總額約為43,123,000港元。本集團為其員工提供員工保險、退休計劃、酌情花紅及購股權計劃等僱員福利，亦提供內部訓練及外界訓練資助。

DIRECTORS AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

DIRECTORS AS AT 25 JUNE 2015 (DATE OF DIRECTORS' REPORT)

Executive Directors

於二零一五年六月二十五日(董事局報告日期)之董事

執行董事

士學位。彼現時為遼寧實華集團之副總經理，亦為遼寧實華集團瀋陽地區總經理。於過去三年，王先生並無於其他上市公司擔任任何董事職位。彼為執行董事兼董事局主席王晶先生之兒子。

DIRECTORS AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Chen Wan Jin, aged 53, has been appointed as executive director with effect from 21 July 2014. He obtained a postgraduate certificate in Economic Law from Capital University of Economics and Business (首都經濟貿易大學) in 2002. He has been the president and party branch general secretary of South Branch of Benxi City Commercial Bank (本溪市商業銀行南地支行行長及黨支部書記) since March 2010. Mr. Chen did not hold any directorship in other listed companies in the last three years.

Mr. Zhao Shuang, aged 35, has been appointed as executive director with effect from 21 July 2014. He graduated from Changchun University (長春大學) in 2002, major in marketing and sales. Mr. Zhao was appointed as the head of assets management of Liaoning Shihua Group in 2009 and later the general manager of Liaoning Shihua Group responsible for assets management in January 2014. Prior to joining Liaoning Shihua Group, Mr. Zhao has been a project manager, assistant to general manager and vice general manager of Dalian Dongzhan Group Co. Ltd (大連東展集團有限公司) from 2002 to 2009. Mr. Zhao did not hold any directorship in other listed companies in the last three years.

陳萬金先生，53歲，已獲委任為執行董事，自二零一四年七月二十一日生效。彼於二零零二年獲得首都經濟貿易大學經濟學研究生證書。彼自二零一零年三月起為本溪市商業銀行南地支行行長及黨支部書記。於過去三年，陳先生並無於其他上市公司擔任任何董事職位。

趙爽先生，35歲，已獲委任為執行董事，自二零一四年七月二十一日生效。彼於二零零二年畢業於長春大學，主修市場營銷學。趙先生於二零零九年獲委任為遼寧實華集團之資產經營主管，其後於二零一四年一月獲委任為遼寧實華集團之總經理，負責資產經營。於加入遼寧實華集團前，趙先生於二零零二年至二零零九年期間曾擔任大連東展集團有限公司之項目經理、總經理助理及副總經理。於過去三年，趙先生並無於其他上市公司擔任任何董事職位。

間為遼寧省本溪市房地產協會秘書長。李先生於二零零七年獲委任為遼寧實華集團本溪地區副總經理，並於二零一四年獲委任為遼寧實華房地產集團之總經理。

DIRECTORS AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Independent Non-Executive Directors

, aged 62, has been appointed as an independent non-executive director with effect from 21 July 2014. Mr. Yang completed a four-year programme in steel rolling equipment manufacturing and craft (軋鋼設備製造及工藝) at North-eastern Heavy Machinery Academy (東北重型機械學院) in June 1977. He was the chairman and general manager of Bei Tai Iron and Steel (Group) Co., Ltd. (北台鋼鐵(集團)有限責任公司) and he has been a part-time professor at Yanshan University (燕山大學) since 2002. Mr. Yang is the chairman of remuneration committee and the member of audit committee and nomination committee.

Mr. Wang Ping, aged 45, has been appointed as an independent non-executive director with effect from 21 July 2014. Mr. Wang has over 15 years of experience in corporate finance, audit and accounting. He is currently an executive director and chief financial officer of China Vehicle Components Technology Holdings Limited, a company listed on the Stock Exchange (stock code: 1269). Before that, Mr. Wang worked as vice president in EV Capital Pte Ltd from May 2007 and March 2010. From February 2004 to March 2007, he served as chief financial officer for China Jishan Holdings Limited (中國稽山控股有限公司), the shares of which are listed on the main board of Singapore Stock Exchange. From September 1999 to August 2002, he served as a senior accountant and subsequently a manager for audit department of Deloitte Touche Tohmatsu CPA Ltd. Mr. Wang graduated from Nanjing University (南京大學) majoring in Economics and Management in 1993 and obtained a master's degree in business administration from Lingnan (University) College of Sun Yat-Sen University (中山大學) in 2004. He is a non-practicing member of Shanghai Institute of Certified Public Accountants. Mr. Wang is currently acting as the independent non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd (stock code: 002378.sz), China Hangking Holdings Limited (stock code: 3788), China Tianrui Group Cement Company Limited (stock code: 1252), Shenzhen Fuanna Bedding and Furnishing Co., Ltd (stock code: 002327.sz) and Jiayao Holdings Limited (stock code: 1626). Mr. Wang is the chairman of audit committee and member of remuneration committee.

Pte Ltd擔任副總裁。自二零零四年二月至二零零七年三月，彼擔任中國稽山控股有限公司(其股份於新加坡證券交易所主板上市)之財務總監。自一九九九年九月至二零零二年八月，彼於德勤華永會計師事務所有限公司任高級會計師並隨後任審計部經理。王先生於一九九三年畢業於南京大學，主修經濟與管理學，並於二零零四年獲得中山大學嶺南(大學)學院企業管理碩士學位。彼為上海市註冊會計師協會非執業會員。王先生現時為崇義章源鎢業股份有限公司(股份代號：002378.sz)、中國罕王控股有限公司(股份代號：3788)、中國天瑞集團水泥有限公司(股份代號：1252)、深圳市富安娜家居用品股份有限公司(股份代號：002327.sz)及嘉耀控股有限公司(股份代號：1626)獨立非執行董事。王先生為審核委員會主席及薪酬委員會成員。

DIRECTORS AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Cheng Tai Kwan Sunny, aged 43, has been appointed as independent non-executive director with effect from 21 July 2014. He obtained a bachelor's degree of business administration in accounting from The Hong Kong University of Science and Technology in November 1996, a master of science degree from The Chinese University of Hong Kong in December 2006 and a degree of executive master of business administration from Northwestern University and The Hong Kong University of Science and Technology in December 2009. Mr. Cheng was admitted as an associate of the Association of Chartered Certified Accountants in July 1999 and a member of the Hong Kong Institute of Certified Public Accountants in September 2001. Mr. Cheng has years of experience in management, financial reporting and management accounting. Mr. Cheng worked for a subsidiary of Li & Fung Limited, a company listed on the Stock Exchange from January 2005 to June 2012. Mr. Cheng is currently the chief executive officer of a private group. Mr. Cheng is the member of audit committee, nomination committee and remuneration committee.

Mr. Atkinson, aged 34, joined The Singing Machine Company, Inc. in January 2008 and was appointed as the interim Chief Executive Officer in November 2009. Mr. Atkinson is a licensed attorney in the State of Florida and Georgia. He graduated from the University of Rochester with a Bachelors Degree in Economics and has been awarded a dual-degree J.D./M.B.A. from Case Western Reserve University School of Law and Weatherhead School of Management.

Mr. Peter Horak, aged 76, was appointed Chief Executive Officer of Cosmo in January 2001. He is the co-founder of Cosmo Canada and has been its CEO since 1988. Mr. Horak has extensive knowledge and experience in distribution of consumer electronics products in Canada. Prior to joining Cosmo Canada in 1982, Mr. Horak worked with several top electronic companies and served as Sanyo's Vice President of Sales and Marketing. He leads the sales team to open new markets and develop new products and works closely with the administrative group and warehouse supporting group.

鄭大鈞先生，43歲，已獲委任為獨立非執行董事，自二零一四年七月二十一日起生效。彼於一九九六年十一月獲得香港科技大學工商管理學士(會計學)學位，於二零零六年十二月獲得香港中文大學理學碩士學位及於二零零九年十二月獲得西北大學及香港科技大學行政工商管理碩士學位。鄭先生於一九九九年七月獲得英國特許公認會計師公會會員資格及於二零零一年九月獲得香港會計師公會會員資格。鄭先生於管理、財務報告及管理會計方面擁有數年經驗。鄭先生曾於二零零五年一月至二零一二年六月期間於聯交所上市公司利豐有限公司之附屬公司任職。鄭先生現時為一家私人集團之行政總裁。鄭先生為審核委員會、提名委員會及薪酬委員會成員。

Atkinson先生為美國佛羅里達州及喬治亞州之執業律師。彼畢業於University of Rochester，取得經濟學學士學位，並獲Case Western Reserve University法學院及Weatherhead School of Management頒發法律博士／工商管理碩士雙學位。

Peter Horak先生，76歲，於二零零一年一月獲委任為Cosmo之行政總裁。彼為Cosmo Canada之共同創辦人，並於一九八八年起擔任該公司之行政總裁。Horak先生於加拿大分銷消費電子產品方面擁有豐富知識及經驗。於一九八二年加盟Cosmo Canada前，Horak先生曾於多家著名電子公司工作，並曾任三洋之銷售及市場推廣部副總裁。彼帶領銷售隊伍開拓新市場、開發新產品以及與行政隊伍及庫存支援隊伍緊密合作。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain a high standard of corporate governance. The board of directors (the “Directors”, each a “Director”) of the Company (the “Board”) firmly believes that the maintainance of a good, solid and sensible framework of corporate governance will ensure the Company to run its business in the best interests of its shareholders as a whole.

The Company adopted all the code provisions in Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code on corporate governance practices and guidance.

During the year ended 31 March 2015, the Company has complied with the Code except the following:

The Company was incorporated in Bermuda and enacted by private act, the Starlight International Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the bye-laws of the Company (“the Bye-laws”). As the Company is bound by the provisions of the 1989 Act, the Bye-laws cannot be amended to fully reflect the requirements of the code provision A.4.2 which stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

As complied to the code provision A.4.2, all directors will be voluntarily returned from his directorship at the subsequent annual general meetings of the company at least once every three years, provided that, being eligible for re-election, they may offer themselves for themselves for re-election at the annual general meeting.

本公司致力維持高水平企業管治。本公司董事(「董事」，各自為「董事」)局(「董事局」)深信，維持良好、穩健及明智的企業管治架構，將確保本公司之業務營運符合其股東整體最佳利益。

本公司已採納香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「守則」)之全部守則條文作為其本身企業管治常規守則及指引。

除下列各項外，本公司於截至二零一五年三月三十一日止年度一直遵守守則之規定：

本公司乃根據私人法一九八九年百慕達升岡國際有限公司法(「一九八九年法」)於百慕達註冊成立。根據一九八九年法第3(e)章，擔任執行主席或董事總經理之董事毋須根據本公司之公司細則(「公司細則」)規定於各股東週年大會上輪值告退。由於本公司受到一九八九年法之條文約束，公司細則不得作出修訂以全面反映守則條文第A.4.2條有關各董事(包括擁有特定委任年期之董事)須最少每三年輪值告退一次之規定。

為遵守守則條文第A.4.2條，全體董事須至少每三年於本公司隨後舉行的股東週年大會上自願退任董事職位，惟合資格重選可依願於股東週年大會膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to A.6.7 of the Code, independent non-executive director and other non-executive director should attend general meeting and develop a balanced understanding of the views of shareholders. Mr. Yang Xin Hua and Mr. Cheng Tai Kwan Sunny, the independent non-executive directors, and Mr. Li Jun, the non-executive director, were unable to attend the annual general meeting and special general meeting of the Company held on 5 September 2014 due to their other business commitments. In order to comply with the code provision, the Company will continue to furnish all Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule in such a caution may enable all Directors to attend the general meeting as far as possible.

Save as disclosed above, in the opinion of the directors of the Company, the Company has complied with all code provisions as set out in the Code throughout the year 31 March 2015 and, where appropriate, the applicable recommended best practices of the Code.

BOARD OF DIRECTORS

Composition of the Board

The Board is charged with leading the Group in a responsible and effective manner. Each Director has to carry out his duties in utmost good faith above and beyond any prevailing applicable laws and regulations and act in the best interests of the shareholders. The duties of the Board include establishing the strategic direction of the Group, setting objectives and monitoring the performance of the Group.

The Board consists of four executive directors, one non-executive director and three independent non-executive directors. The members of the Board as at the date of this Annual Report are as follows:–

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Chen Wan Jin
Zhao Shuang

Non-Executive Director

Li Jun

Independent Non-Executive Directors

Yang Xin Hua
Wang Ping
Cheng Tai Kwan Sunny

根據守則第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並對股東意見作出公正之理解。獨立非執行董事楊新華先生及鄭大鈞先生以及非執行董事李軍先生因其他業務未能出席本公司於二零一四年九月五日舉行之股東週年大會及股東特別大會。為遵守守則條文，本公司將繼續為全體董事提供股東大會的適當資料及採取一切合理措施，審慎安排時間盡可能令全體董事出席股東大會。

除上文所披露者外，本公司董事認為，本公司於截至二零一五年三月三十一日止整個年度已遵守守則所載全部守則條文及(如適用)守則之適用建議最佳常規。

董事局

董事局之組成

事

王晶(主席)
王星喬(行政總裁)
陳萬金
趙爽

非執行董事

李軍

獨立非執行董事

楊新華
王平
鄭大鈞

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board has established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company. The brief biographical details and relationship of the Directors are described on page 11-14 of the Annual Report.

Mr. Wang Jing, the chairman of the Board and the executive Director, is the father of Mr. Wang Xing Qiao, the chief executive officer and the executive Director. Save as disclosed herein, the Board members have no financial, business, family or other material/relevant relationship with each other.

Role of the Board

The Board decides on corporate strategies, approves overall business plans and evaluates the Group's financial performance and management. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal controls procedures, and ensuring of compliance with relevant statutory requirements and other rules and regulations.

Chairman and Chief Executive

In accordance with A.2.1 of the Code, the roles of the Chairman and Chief Executive should be separate and should not be performed by same individual in which Mr. Wang Jing and Mr. Wang Xing Qiao are the Chairman and Chief Executive Officer of the Company respectively.

Corporate Governance Functions

The Board is also responsible for performing the corporate governance duties as set out below:—

- develop and review the Company's policies and practices on corporate governance and make recommendations;
- review and monitor the training and continuous professional development of directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- review the Company's compliance with the Code and disclosure in the Corporate Governance Report under Appendix 14 of the Listing Rules.

董事局制定專門留待董事局議決及管理層處理之事務議程。董事局會定期審閱相關議程，確保其仍然切合本公司需要。董事之簡歷及關係載於年報第11至14頁。

董事局主席兼執行董事王晶先生為行政總裁兼執行董事王星喬先生之父親。除本報告所披露者外，董事局成員之間概無財政、業務、家族或其他重大／相關關係。

司之企業管治政策及慣例並作出推薦建議；

- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司之政策及慣例是否符合法律及監管規定；
- 制定、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- 檢討本公司是否遵守守則及上市規則附錄十四項下之企業管治報告之披露。

Non-Executive Director

Independent Non-Executive Directors

The three independent non-executive Directors, all of whom are independent of the management of the Company, are highly experienced professionals coming from diversified background. They ensure that the Board maintains high standard of financial and other mandatory reportings as well as providing adequate checks and balance of safeguard the interest of shareholders and the Company as a whole. Each of the independent non-executive Directors has entered into an appointment letter with the Company pursuant to which each of them is appointed for the service with the Company for a fixed term of two years from 21 July 2014 to 20 July 2016 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the current term of the appointment. The appointment shall terminate on the earlier of (i) 20 July 2017 or (ii) the date on which the directors ceases to be director for any reasons pursuant to the bye-laws of the Company or any other applicable laws. The Board confirms that the Company has received from each of the independent non-executive directors a confirmation of independence for the year ended 31 March 2015 pursuant to Rule 3.13 of the Listing Rules.

務並於當前委任期屆滿日後起自動續期一年。有關委任應於以下較早日期終止(i)二零一七年七月二十日或(ii)董事基於任何理由根據本公司之公司細則或任何其他適用法例終止出任董事之日。董事局確認，本公司已自各獨立非執行董事收到根據上市規則第3.13條作出之截至二零一五年三月三十一日止年度之獨立性確認書。

CORPORATE GOVERNANCE REPORT

企業管治報告

Director's Training and Professional Development

董事培訓及專業發展

Under the code provision A.6.5, directors should participate in continuous professional development to develop and refresh their knowledge and skills; and to ensure that their contributions to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading materials on relevant topics will be issued to Directors where appropriate. The Company encourage all Directors to attend relevant training courses at the Company's expense.

Based on the training records provided by the Directors, the Directors participated in the following training during 2014/2015:-

Name of directors	董事名稱	Reading regulatory updates/ attending in-house briefing 閱讀監管更新資料/ 參加私人簡報會	Attending expert briefing/seminars/ conference relevant to the business/director's duties 參加業務/董事職責 相關專家簡報會/ 研討會/會議
Executive Directors	執行董事		
Wang Jing	王晶	Y	-
Wang Xing Qiao	王星喬	Y	-
Chen Wan Jin	陳萬金	Y	-
Zhao Shuang	趙爽	Y	-
Non-Executive Director	非執行董事		
Li Jun	李軍	Y	-
Independent Non-Executive Directors	獨立非執行董事		
Yang Xin Hua	楊新華	Y	-
Wang Ping	王平	Y	Y
Cheng Tai Kwan Sunny	鄭大鈞	Y	Y

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of the Directors and members of the senior management by band for the year ended 31 March 2015 is set out as below:-

Remuneration bands (HK\$)	No. of persons
\$100,000 to \$500,000	4
\$500,001 to \$1,000,000	1

董事及高級管理人員薪酬

截至二零一五年三月三十一日止年度，董事及高級管理人員之薪酬範圍載列如下：

薪酬範圍(港元)	人數
100,000元至500,000元	4
500,001元至1,000,000元	1

BOARD MEETINGS

Board meetings are held regularly at approximately quarterly intervals to review the financial and operating performance of the Group and also held on ad hoc basis as required by the business needs. All Directors are given an opportunity to include matters for discussion in the agenda and give opinion. Regular Board meetings and ad hoc Board meetings are attended by a majority of the directors in person or through other electronic means of communication. During the year ended 31 March 2015, other than resolutions passed in writing by all the Directors, the Board held a total of 17 Board meetings.

董事局會議

董事局會議固定約每個季度舉行一次，以審閱本集團財務及營運表現，亦可應業務需要舉行臨時會議。全體董事可於日程中載入以供討論之事宜並給出意見。大部分董事親身或透過其他電子通訊方式出席常規董事局會議及臨時董事局會議。截至二零一五年三月三十一日止年度，除全體董事書面通過的決議案外，董事局共舉行17次董事局會議。

Name of directors	董事姓名	Number of Board meetings attended/held 出席／舉行董事局會議次數
Wang Jing*	王晶*	9/9
Wang Xing Qiao*	王星喬*	9/9
Chen Wan Jin*	陳萬金*	9/9
Zhao Shuang*	趙爽*	9/9
Li Jun**	李軍**	8/9
Yang Xin Hua***	楊新華***	8/9
Wang Ping***	王平***	3/9
Cheng Tai Kwan Sunny***	鄭大鈞***	3/9
Philip Lau Sak Hong#	劉錫康#	6/8
Anthony Lau Sak Kai#	劉錫淇#	8/8
Andy Lau Sak Yuk#	劉錫澳#	8/8
Carol Lau Chu Lan#	劉翠蓮#	7/8
Peter Hon Sheung Tin##	韓相田##	4/8
Chan Chak Chung###	陳澤仲###	4/8
Chuck Winston Calptor###	卓育賢###	2/8
Tang Yee Man###	鄧意民###	2/8

CORPORATE GOVERNANCE REPORT 企業管治報告

* appointed as executive director on 21 July 2014	* 於二零一四年七月二十一日獲委任為執行董事
** appointed as non-executive director on 21 July 2014	** 於二零一四年七月二十一日獲委任為非執行董事
*** appointed as independent non-executive director on 21 July 2014	*** 於二零一四年七月二十一日獲委任為獨立非執行董事
# resigned as executive director on 21 July 2014	# 於二零一四年七月二十一日辭任為執行董事
## resigned as non-executive director on 21 July 2014	## 於二零一四年七月二十一日辭任為非執行董事
### resigned as independent non-executive director on 21 July 2014	### 於二零一四年七月二十一日辭任為獨立非執行董事

DIRECTOR'S SECURITIES TRANSACTIONS

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"), as the code of conduct regarding director's securities transactions.

The Company has made specific enquiry of all directors that they have complied with the Model Code throughout the year ended 31 March 2015.

BOARD COMMITTEES

To strengthen the functions of the Board and to enhance its expertise, there are three Board committees namely, the audit committee, remuneration committee and nomination committee formed under the Board, with each performing different functions.

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)，作為董事進行證券交易之操守守則。

本公司已向全體董事作出具體查詢，彼等於截至二零一五年三月三十一日止年度一直遵守標準守則。

董事局委員會

為加強董事局職能及提升其專業知識，已於董事局轄下成立三個董事局委員會，分別為審核委員會、薪酬委員會及提名委員會，各自履行不同職能。

AUDIT COMMITTEE

The audit committee has been established with defined terms of reference in alignment with the recommendations set out in “A Guide for Effective Audit Committees” issued by the Hong Kong Institute of Certified Public Accountants and the code provisions set out in the Code of the Listing Rules. During the year, the composition of audit committee was as below:-

Mr. Wang Ping (Independent non-executive Director)	(appointed as Chairman and member on 21 July 2014)
Mr. Yang Xin Hua (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Cheng Tai Kwan Sunny (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Peter Hon Sheung Tin (Independent non-executive Director)	(ceased as member on 21 July 2014)
Mr. Chan Chak Chung (Independent non-executive Director)	(ceased as Chairman and member on 21 July 2014)
Mr. Tang Yee Man (Independent non-executive Director)	(ceased as member on 21 July 2014)

The audit committee members meet no less than twice a year with the senior management or the external auditors. The role and function of the audit committee include: to review the accounting principles and practices adopted by the Group and other financial reporting matters, to assure the completeness, accuracy and fairness of the financial statement of the Group, discuss the effectiveness of the systems of internal control throughout the Group and most importantly, and to review all significant business affairs managed by the executive directors in particular on connected transactions.

The committee also provides advices and recommendations to the Board and oversees all matters relating to the external auditors, and it plays an important role in monitoring and safeguarding the independence of external auditors.

審核委員會

本公司已成立審核委員會，並制定職權範圍，以遵照香港會計師公會所頒佈「有效運作審核委員會之準則」所載推薦建議以及上市規則之守則所載守則條文。本年度，審核委員會的組成如下：—

王平先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為主席及委員)
楊新華先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
鄭大鈞先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
韓相田先生(獨立非執行董事)	(於二零一四年七月二十一日停任委員)
陳澤仲先生(獨立非執行董事)	(於二零一四年七月二十一日停任主席及委員)
鄧意民先生(獨立非執行董事)	(於二零一四年七月二十一日停任委員)

審核委員會成員每年與高級管理人員或外聘核數師會面不少於兩次。審核委員會之角色及職能包括：審閱本集團所採納會計準則及慣例與其他財務申報事宜；確保本集團財務報表之完整性、準確性及公平性；討論本集團內部監控制度之成效；而最重要的，乃審閱執行董事處理之一切重大事務，特別是關連交易。

委員會亦向董事局提供意見及推薦建議，並監管有關外聘核數師之一切事宜，於監察及保障外聘核數師獨立身份方面擔當重要角色。

CORPORATE GOVERNANCE REPORT 企業管治報告

The audit committee met twice during the financial year ended 31 March 2015. Works undertaken by the audit committee included:

- reviewing of the financial statements for the year ended 31 March 2015 and for the six months ended 30 September 2014;
- reviewing of the auditor's fees and its re-appointment; and
- reviewing internal control and risk management system.

REMUNERATION COMMITTEE

The remuneration committee has been established with defined terms of reference.

During the year, the composition of remuneration committee was as below:-

Mr. Yang Xin Hua (Independent non-executive Director)	(appointed as Chairman and member on 21 July 2014)
Mr. Wang Ping (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Cheng Tai Kwan Sunny (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Peter Hon Sheung Tin (Non-executive Director)	(ceased as member on 21 July 2014)
Mr. Chuck Winston Calptor (Independent non-executive Director)	(ceased as member on 21 July 2014)
Mr. Tang Yee Man (Independent non-executive Director)	(ceased as Chairman and member on 21 July 2014)

The Company aims to design remuneration policies that attract and retain executive needed to run the Group successfully and to motivate executives to pursue appropriate growth strategies whilst taking into account performance of the individual. The remuneration should reflect performance, complexity and responsibility of the individual; and the remuneration package will be structured to include salary, bonus and share options scheme to provide incentives to directors and senior management to improve their individual performances.

審核委員會於截至二零一五年三月三十一日止財政年度會面兩次。審核委員會所進行之工作包括：

- 審閱截至二零一五年三月三十一日止年度及截至二零一四年九月三十日止六個月之財務報表；
- 審閱核數師酬金及其續聘事宜；及
- 檢討內部監控及風險管理制度。

薪酬委員會

本公司已成立薪酬委員會，並制定職權範圍。

本年度，薪酬委員會的組成如下：-

楊新華先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為主席及委員)
王平先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
鄭大鈞先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
韓相田先生(非執行董事)	(於二零一四年七月二十一日停任委員)
卓育賢先生(獨立非執行董事)	(於二零一四年七月二十一日停任委員)
鄧意民先生(獨立非執行董事)	(於二零一四年七月二十一日停任主席及委員)

本公司旨在制定適當薪酬政策，以吸引及留聘本集團成功營運所需之行政人員，並激勵行政人員推行適當發展策略，同時評核員工個別表現。薪酬應反映個別員工之表現、職務難度及職責；而薪酬組合之結構將涵蓋薪金、花紅及購股權計劃，為董事及高級管理人員提供獎勵，以提升彼等個別表現。

CORPORATE GOVERNANCE REPORT 企業管治報告

The role and function of the remuneration committee include formulation of the remuneration policy, review and recommending to the Board the annual remuneration policy, and determination of the remuneration of the Directors.

The remuneration committee members met once during the financial year ended 31 March 2015. Works undertaken by the remuneration committee during the year included:-

- reviewing of the remuneration policy for 2014/2015; and
- reviewing of the remuneration of the Directors.

NOMINATION COMMITTEE

The nomination committee is responsible for making recommendations to the board on appointment of directors regarding the qualification and competency of the candidates, also considering the reappointment of the Directors and succession planning for Directors so as to ensure that all nominations and appointments are fair and transparent. During the year, the composition of nomination committee was as below:-

Mr. Wang Jing (Executive Director)	(appointed as Chairman and member on 21 July 2014)
Mr. Yang Xin Hua (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Cheng Tai Kwan Sunny (Independent non-executive Director)	(appointed as member on 21 July 2014)
Mr. Chan Chak Chung (Independent non-executive Director)	(ceased as Chairman and member on 21 July 2014)
Mr. Peter Hon Sheung Tin (Non-executive Director)	(ceased as member on 21 July 2014)
Mr. Chuck Winston Calptor (Independent non-executive Director)	(ceased as member on 21 July 2014)

薪酬委員會之角色及職能包括制定薪酬政策、審閱每年的薪酬政策及就此向董事局提供推薦建議，以及釐定董事薪酬。

薪酬委員會成員於截至二零一五年三月三十一日止財政年度會面1次。薪酬委員會於年內所進行之工作包括：-

- 審閱二零一四年／二零一五年薪酬政策；及
- 審閱董事之薪酬。

提名委員會

提名委員會負責就董事委任向董事局提出有關候選人資格及能力方面之建議及考慮董事之重新委任及董事之繼任計劃，藉以確保所有提名及委任均屬公平及透明。本年度，提名委員會的組成如下：-

王晶先生 (執行董事)	(於二零一四年七月二十一日獲委任為主席及委員)
楊新華先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
鄭大鈞先生(獨立非執行董事)	(於二零一四年七月二十一日獲委任為委員)
陳澤仲先生(獨立非執行董事)	(於二零一四年七月二十一日停任主席及委員)
韓相田先生 (非執行董事)	(於二零一四年七月二十一日停任委員)
卓育賢先生(獨立非執行董事)	(於二零一四年七月二十一日停任委員)

CORPORATE GOVERNANCE REPORT 企業管治報告

The nomination committee members met once during the financial year ended 31 March 2015. Works undertaken by the nomination committee during the year included:-

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board;
- to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to assess the independence of independent non-executive directors; and
- to review and make recommendations to the Board on re-election of retiring directors.

提名委員會成員於截至二零一五年三月三十一日止財政年度會面1次。年內提名委員會已完成工作包括：-

- 檢討董事局之架構、人數及組成(包括技能、知識及經驗)；
- 就任何為配合本公司之公司策略而擬對董事局作出之變動提出建議；
- 評估獨立非執行董事之獨立性；及
- 審閱並就重選退任董事向董事局提出建議。

COMMITTEE MEETINGS

The attendance record of each committee members during the year ended 31 March 2015 is show as below. All business transacted at the above meeting are well-documented and maintained in accordance with applicable laws and regulations.

委員會會議

截至二零一五年三月三十一日止年度各委員會成員之出席記錄呈列如下。上述會議處理之所有事務均按照適用法例及規條妥為記錄及存檔。

Name of directors	董事姓名	Audit Committee	Remuneration Committee	Nomination Committee
		審核委員會	薪酬委員會	提名委員會
		Number of meetings attended/held	Number of meetings attended/held	Number of meetings attended/held
		出席／舉行會議次數	出席／舉行會議次數	出席／舉行會議次數
Wang Jing [#]	王晶 [#]	-	-	-
Yang Xin Hua [#]	楊新華 [#]	1/1	1/1	-
Wang Ping [#]	王平 [#]	1/1	1/1	-
Cheng Tai Kwan Sunny [#]	鄭大鈞 [#]	1/1	1/1	-
Peter Hon Sheung Tin ^{##}	韓相田 ^{##}	1/1	-	1/1
Chan Chak Chung ^{##}	陳澤仲 ^{##}	1/1	-	1/1
Chuck Winston Calptor ^{##}	卓育賢 ^{##}	-	-	-
Tang Yee Man ^{##}	鄧意民 ^{##}	-	-	-

[#] appointed as committee members on 21 July 2014

[#] 於二零一四年七月二十一日獲委任為委員會成員

^{##} ceased as committee members on 21 July 2014

^{##} 於二零一四年七月二十一日停任委員會成員

BOARD DIVERSITY POLICY

The Company has formulated and adopted a board diversity policy since 2013 aiming at setting out the approach on diversity of the board.

The board recognizes the importance of having a diverse board in enhancing the board effectiveness and corporate governance. A diverse board will include and make good use of differences in the skills, industry knowledge and experience, education, background and other qualities of directors of the Company and does not discriminate on the ground of race, age, gender or religious belief. These differences will be taken into account in determining the optimum composition of the board and when possible should be balanced appropriately.

The Nomination Committee set up in 2012 is responsible for identifying and nominating candidates for appointment to the Board and submitting those candidates for the approval by the Board. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required on the board and assessing the extent to which the required skills are represented on the board and overseeing the board succession. It is also responsible for reviewing and reporting to the board in relation to board diversity.

At present, the Nomination Committee has not set any measurable objectives to implement the board diversity policy. However, it will consider and review the board diversity policy and setting of any measurable objectives from time to time.

COMPANY SECRETARY

During the year, Mr. Lo Tai On (resigned as company secretary on 21 July 2014) and Mr. Lam Wai Kei (appointed as company secretary on 21 July 2014) are the company secretary of the Company in the respective periods. Mr. Lam Wai Kei has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

董事局多元化政策

本公司自二零一三年起制訂及採納董事局多元化政策，旨在訂出董事局的多元化方針。

董事局明白到，一個多元化的董事局對於提升董事局的效能和企業管治十分重要。多元化的董事局將具備並且能善用本公司各董事於技能、行業知識與經驗、教育、背景及其他特質的差異，同時不會因種族、年齡、性別或宗教信仰而有所歧視。在訂出董事局最佳的組成時亦會考慮此等差異，且盡可能取得適當平衡。

於二零一二年建立之提名委員會負責物色及提名可加入董事局的人選，並向董事局提交該等人選名單供其審批。委員會亦負責評估董事局所需合適的經驗，專門知識、技能及多元化組合，並且評估董事局包含所需技能的程度，以及監督董事局的繼任事宜。委員會亦負責檢討董事局多元化，並向董事局匯報。

現時，提名委員會在實行董事局多元化政策方面並無制訂任何可衡量的目標。然而，董事局將不時考慮及檢討董事局多元化政策，並制訂任何可衡量的目標。

公司秘書

於本年度，羅泰安先生(於二零一四年七月二十一日辭任為公司秘書)及林偉基先生(於二零一四年七月二十一日獲委任為公司秘書)為本公司有關期間之公司秘書。林偉基先生已適當遵守上市規則第3.29條有關專業培訓規定。

AUDITOR'S REMUNERATION

The remuneration in respect of services provided by Deloitte Touche Tohmatsu for the Group for the year ended 31 March 2015 are analysed as follows:

Audit Service	HK\$3,562,000
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DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The management provides the explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. In preparing the financial statements for the year ended 31 March 2015, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as going concern. The Board has prepared the financial statements on a going concern basis.

The reporting responsibilities of external auditor of the Company are disclosed in "Independent Auditor's Report".

核數師酬金

德勤•關黃陳方會計師行於截至二零一五年三月三十一日止年度向本集團提供服務所涉及酬金分析如下：

核數服務	3,562,000港元
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董事與核數師負責編製財務報表之責任

管理層提呈財務及其他資料予董事局審批前，會提供解釋說明及資料讓董事局在知情之情況下作出評估。

董事確認有責任編製一份能夠真實而公平地反映本集團事務狀況之財務報表。同時，董事亦負責確保須選擇及貫徹應用適當之會計政策，有關判斷及評估計亦需審慎合理。於編製截至二零一五年三月三十一日止年度之財務報表時，採納了香港普遍採納之會計原則，並遵守香港會計師公會所頒佈之香港財務報表準則及適用法例之規定。

董事局並不知悉有任何事件或情況存有重大不明朗因素，會導致本集團持續經營能力出現重大問題。董事局已採用持續經營基準編製財務報表。

本公司外聘核數師之報告責任已於「獨立核數師報告書」內披露。

INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguard its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliances with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

During the year, the Company has conducted review the effectiveness of system of internal control including risk management system and also the Company's accounting and financial reporting function and also made recommendations to follow up.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATION

The board recognizes the importance of good communication with the shareholders. Information in relation to the Group is disseminated to the shareholders in a timely manner through a number of formation channels, which include interim and annual reports, announcements and circulars of the Company.

The general meetings of the Company are valuable forum for the board to communicate directly with the shareholders. The shareholders are encouraged to attend the general meetings of the Company.

An annual general meeting of the company was held on 5 September 2014 (the "2014 AGM"), and 4 special general meetings including two adjourned special general meetings (the "2014 SGM") were held on 16 June 2014, 19 June 2014 and 5 September 2014. A notice convening the 2014 AGM contained in the circular dated 25 July 2014 was despatched to the shareholders together with 2014 Annual Report and the notice convening the 2014 SGM contained in the circular was despatched to the shareholders on 24 May 2014 and 13 August 2014. The Board of Directors attended the 2014 AGM and 2014 SGM to answer questions from the shareholders.

內部監控

董事局須在整體上負責維持本集團健全及有效之內部監控制度。當中包括設有一個權限分明之清晰管理架構、保障集團資產不會遭挪用或竊取、確保會計記錄妥為存置以提供可靠財務資料作內部或公佈之用，並且確保遵守有關法例及規例。該制度旨在合理(但非絕對)保證不會出現嚴重錯誤陳述或損失，並管理本集團之營運系統以及本集團達致業務目標過程中之失誤風險。

年內，本公司已檢討內部監控制度之有效性，包括風險管理制度以及本公司之會計及財務匯報職能，並亦已作出推薦建議以作跟進。

股東通訊及投資者關係

董事局深明與股東保持良好通訊之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括本公司中期報告及年報、公佈及通函。

本公司股東大會乃董事局直接與股東通訊之寶貴平台。本公司鼓勵股東出席股東大會。

本公司於二零一四年九月五日舉行股東週年大會(「二零一四年股東週年大會」)及分別於二零一四年六月十六日、二零一四年六月十九日及二零一四年九月五日舉行四次股東特別大會(「二零一四年股東特別大會」)，包括兩次股東特別大會續會。日期為二零一四年七月二十五日之通函所載召開二零一四年股東週年大會通告已連同二零一四年年報寄發予股東，而通函內所載召開二零一四年股東特別大會通告已於二零一四年五月二十四日及二零一四年八月十三日寄發予股東。董事局出席二零一四年股東週年大會及二零一四年股東特別大會，回答股東提問。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Chairman of the meeting of 2014 AGM and 2014 SGM explained detailed procedures for conduction of a poll. All the resolutions proposed at the 2014 AGM and 2014 SGM were passed separately by the Shareholders by way of poll. The results of the poll were published on the websites of the Stock Exchange and the Company after the meeting.

二零一四年股東週年大會及二零一四年股東特別大會主席闡釋按股數投票方式進行表決之詳細程序。於二零一四年股東週年大會及二零一四年股東特別大會上提呈之所有決議案已獲股東以按股數投票方式分別通過。投票結果於大會後刊發於聯交所及本公司網站。

The attendance record of the directors at general meeting of the Company is set out below:-

董事出席本公司股東大會之出席記錄載列如下：

Name of directors	董事姓名	Number of general meetings attended/held 出席／舉行股東大會次數
Wang Jing*	王晶*	2/2
Wang Xing Qiao*	王星喬*	2/2
Chen Wan Jin*	陳萬金*	-
Zhao Shuang*	趙爽*	-
Li Jun**	李軍**	-
Yang Xin Hua***	楊新華***	-
Wang Ping***	王平***	2/2
Cheng Tai Kwan Sunny***	鄭大鈞***	-
Philip Lau Sak Hong#	劉錫康#	3/3
Anthony Lau Sak Kai#	劉錫淇#	3/3
Andy Lau Sak Yuk#	劉錫澳#	3/3
Carol Lau Chu Lan#	劉翠蓮#	3/3
Peter Hon Sheung Tin##	韓相田##	3/3
Chan Chak Chung###	陳澤仲###	1/3
Chuck Winston Calptor###	卓育賢###	1/3
Tang Yee Man###	鄧意民###	-

* appointed as executive director on 21 July 2014

* 於二零一四年七月二十一日獲委任為執行董事

** appointed as non-executive director on 21 July 2014

** 於二零一四年七月二十一日獲委任為非執行董事

*** appointed as independent non-executive director on 21 July 2014

*** 於二零一四年七月二十一日獲委任為獨立非執行董事

resigned as executive director on 21 July 2014

於二零一四年七月二十一日辭任執行董事

resigned as non-executive director on 21 July 2014

於二零一四年七月二十一日辭任非執行董事

resigned as independent non-executive director on 21 July 2014

於二零一四年七月二十一日辭任獨立非執行董事

CORPORATE GOVERNANCE REPORT 企業管治報告

The forthcoming annual general meeting of the Company will be held on 2 September 2015 (the “2015 AGM”). A notice convening 2015 AGM will be published on the websites of the Stock Exchange and the Company and despatched together with the 2015 Annual Report to the shareholders as soon as practicable in accordance with the Bye-laws and the Code.

The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Company’s development.

The Company has changed its corporate website address from www.starlight.com.hk to www.00485.hk with effect from 20 October 2014, where updates on the Company’s business developments and operations, financial information and news can always be found.

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:–

Address: Rooms 05-15, 13A/F., South Tower, World Finance Centre, Harbour City, 17 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

Fax: +852 2208 6008

Email: jam@lnshihua.com

am@lnshihua.com

SHAREHOLDERS’ RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. Please refer to the procedures as follows:

Procedures for requisitioning a special general meeting

股東權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。請參閱下列有關程序：

(b) Procedures for putting forward proposals at general meetings

CONCLUSION

The Company strongly believes that the quality and standard of corporate governance reflects the quality of the management and the operations of the Group's businesses. Good corporate governance can safeguard the proper use of funds and effective allocation of resources and to protect shareholders' interests. The management wholeheartedly advocated of the good practice in corporate governance and will try our best to maintain, strengthen and improve the standard and quality of the Group's corporate governance.

總結

本公司深信，企業管治質素及水平反映本集團業務管理及營運質素。良好的企業管治可確保適當動用資金及有效分配資源，並保障股東利益。管理人員竭誠提倡良好的企業管治慣例，定當努力不懈，致力維持、加強及改善本集團企業管治水平及質素。

DIRECTORS' REPORT

董事局報告書

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

CHANGE OF COMPANY NAME

By passing of a special resolution on 5 September 2014, the name of the Company has been changed from "Starlight International Holdings Limited" to "Shihua Development Company Limited" and the Chinese name "實華發展有限公司" as the secondary name of the Company has been adopted with effect from 18 September 2014.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the design, sale of a wide range of electronic products, investment in properties and securities trading.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2015 are set out in the consolidated statement of profit or loss and other comprehensive income on page 51.

Details of the special dividends by way of distribution in specie of shares in a subsidiary are set out in note 11.

Other than the special dividends, the directors of the Company have determined that no dividends will be paid in respect of the year ended 31 March 2015 (2014: Nil).

INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group during the year are set out in note 13 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

董事局全人謹呈覽本公司及其附屬公司(統稱「本集團」)截至二零一五年三月三十一日止年度之年報及經審核之綜合財務報表。

更改公司名稱

透過於二零一四年九月五日通過一項特別決議案，本公司名稱由「升岡國際有限公司」更改為「實華發展有限公司」，本公司已採納中文名「實華發展有限公司」為第二名稱，自二零一四年九月十八日起生效。

主要業務

本公司為一間投資控股公司。本公司附屬公司之主要業務包括設計及銷售範圍廣泛之電子產品、物業投資及證券買賣。

業績及分配

截至二零一五年三月三十一日止年度之本集團業績載於第51頁之綜合損益及其他全面收益表。

透過實物分派附屬公司股份之特別股息詳情載於附註11。

除特別股息外，本公司董事議決將不派發截至二零一五年三月三十一日止年度之股息(二零一四年：無)。

投資物業

本集團投資物業於年內之變動詳情載於綜合財務報表附註13內。

物業、廠房及設備

有關本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註14內。

DIRECTORS' REPORT 董事局報告書

SHARE CAPITAL

Details of the movements in the Company's share capital are set out in note 32 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

There is no reserve available for distribution to shareholders as at 31 March 2015.

DIRECTORS AND DIRECTORS SERVICE CONTRACTS

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

Executive Directors

Wang Jing (Chairman) (appointed on 21 July 2014)

Wang Xing Qiao (Chief Executive Officer)
(appointed on 21 July 2014)

Chen Wan Jin (appointed on 21 July 2014)

Zhao Shuang (appointed on 21 July 2014)

Lau Sak Hong, Philip (resigned on 21 July 2014)

Lau Sak Kai, Anthony (resigned on 21 July 2014)

Lau Sak Yuk, Andy (resigned on 21 July 2014)

Lau Chu Lan, Carol (resigned on 21 July 2014)

Non-Executive Directors

Li Jun (appointed on 21 July 2014)

Hon Sheung Tin, Peter (resigned on 21 July 2014)

Independent Non-Executive Directors

Yang Xin Hua (appointed on 21 July 2014)

Wang Ping (appointed on 21 July 2014)

Cheng Tai Kwan, Sunny (appointed on 21 July 2014)

Chan Chak Chung (resigned on 21 July 2014)

Chuck Winston Calptor (resigned on 21 July 2014)

Tang Yee Man (resigned on 21 July 2014)

Pursuant to the code provision A.4.2 of the Code, all directors will be voluntarily retired from his directorship at the subsequent annual general meetings of the Company at least once every three years, provided that, being eligible for re-election, they may offer themselves for themselves for re-election at the annual general meeting.

股本

有關本公司股本變動之詳情載於綜合財務報表附註32內。

本公司之可供分派儲備

於二零一五年三月三十一日，本公司並無儲備可供分派予股東。

董事及董事服務合約

於本年度及截至本報告日期為止本公司之董事如下：

執行董事

王晶(主席)(於二零一四年七月二十一日獲委任)

王星喬(行政總裁)

(於二零一四年七月二十一日獲委任)

陳萬金(於二零一四年七月二十一日獲委任)

趙爽(於二零一四年七月二十一日獲委任)

劉錫康(於二零一四年七月二十一日辭任)

劉錫淇(於二零一四年七月二十一日辭任)

劉錫澳(於二零一四年七月二十一日辭任)

劉翠蓮(於二零一四年七月二十一日辭任)

非執行董事

李軍(於二零一四年七月二十一日獲委任)

韓相田(於二零一四年七月二十一日辭任)

獨立非執行董事

楊新華(於二零一四年七月二十一日獲委任)

王平(於二零一四年七月二十一日獲委任)

鄭大鈞(於二零一四年七月二十一日獲委任)

陳澤仲(於二零一四年七月二十一日辭任)

卓育賢(於二零一四年七月二十一日辭任)

鄧意民(於二零一四年七月二十一日辭任)

根據守則之守則條文第A.4.2條，全體董事須至少每三年於本公司隨後舉行的股東週年大會上自願退任其董事職位，惟合資格彼等可依願於股東週年大會上膺選連任。

DIRECTORS' REPORT

董事局報告書

In addition, Mr. Wang Jing, who is the chairman of the Company and not subject to the retirement by rotation pursuant to the Starlight International Holdings Limited Company Act, 1989 of Bermuda, will voluntarily retire from his directorship and eligible for re-election at the annual general meeting.

DIRECTORS' INTERESTS IN CONTRACTS

The Company or its subsidiaries have entered into a number of transactions with entities in which the former executive Directors have substantial shareholding. Details of those transactions are set out in the section headed "Connected Transaction" of the annual report.

Save as disclosed above, no contract of significance, to which the Company, any of its controlling entities or its subsidiaries was a party, and in which a Director had a material interest, directly or indirectly, subsisted during or at the end of the year.

此外，王晶先生(本公司主席及毋須根據百慕達一九八九年升岡國際有限公司公司法輪值退任)將自願退任其董事職位並合資格於股東週年大會膺選連任。

董事之合約利益

本公司或其附屬公司已與前任執行董事擁有絕大部分股權之實體訂立多項交易。該等交易詳情載於年報「關連交易」一節。

除上文所披露者外，本公司、其任何控制性實體或其附屬公司概無訂立任何董事於本年度期間或期末直接或間接擁有重大權益或存續之重大合約。

DIRECTORS' INTERESTS IN SECURITIES

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

Long position in the Shares

Executive Director

執行董事

Wang Jing	Long Position	Interest of controlled corporation	1,085,755,571	44.61%
王晶	長倉	於受控制法團之權益	(Note) (附註)	

Note: These 1,085,755,571 shares are held by Achieve Prosper Capital Limited ("Achieve Prosper"), which is a company incorporated in Samoa and wholly and beneficially owned by Hong Kong Shihua Holdings Limited (a company incorporated in Hong Kong), which is in turn wholly and beneficially owned by 遼寧實華(集團)房地產開發有限公司 (Liaoning Shihua (Group) Property Development Company Limited*) ("Liaoning Shihua Property"). Mr. Wang Jing is the sole director of and the beneficial owner of 82.8% of the equity interest in Liaoning Shihua Property. By virtue of the SFO, Mr. Wang Jing is deemed to be interested in these 1,085,755,571 shares.

董事之證券權益

截至二零一五年三月三十一日，(a)根據證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部之規定須知會本公司及香港聯合交易所有限公司(「聯交所」)(包括根據證券及期貨條例之有關條文，彼等被當作或被視為持有之權益或淡倉)；或(b)根據證券及期貨條例第352條須記錄於其中所述登記冊；或(c)根據聯交所證券上市規則(「上市規則」)之上市發行人董事進行證券交易之標準守則(「標準守則」)須通知本公司及聯交所，本公司各董事或主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及購股權之權益及淡倉如下：

附註：該等1,085,755,571股股份由達榮資本有限公司(「達榮」)持有。達榮為於薩摩亞註冊成立之公司，由香港實華控股有限公司(於香港註冊成立之公司)全資且實益擁有，而香港實華控股有限公司由遼寧實華(集團)房地產開發有限公司(「遼寧實華房地產」)全資且實益擁有。王晶先生為遼寧實華房地產之唯一董事並為其82.8%股權之實益擁有人。根據證券及期貨條例，王晶先生被視為於該等1,085,755,571股股份中擁有權益。

DIRECTORS' INTERESTS IN SECURITIES 董事之證券權益(續)
(CONT'D)

(ii) Long position in the underlying Shares

(ii) 於相關股份之長倉

Executive Director 執行董事		
Wang Jing 王晶	436,046,511	17.92%

Note: These underlying Shares represent the conversion Shares which are issuable upon the exercise of the convertible bonds in the principal amount of HK\$75,000,000 granted to Achieve Prosper on 30 July 2014. By virtue of the SFO, Mr. Wang Jing is deemed to be interested in such underlying shares.

附註：該等相關股份為於二零一四年七月三十日授予達榮之本金額為75,000,000港元之可換股債券行使時可予發行之換股股份。根據證券及期貨條例，王晶先生被視為於該相關股份中擁有權益。

(iii) Directors' interests in the shares of associated corporations

(iii) 董事於相聯法團股份之權益

Achieve Prosper Capital Limited	Wang Jing	Interest of controlled corporation	Long position	1,000,000 (Note)	100%
達榮資本有限公司	王晶	控股公司擁有 之權益	長倉	(附註)	

DIRECTORS' INTERESTS IN SECURITIES 董事之證券權益(續)
(CONT'D)

(iii) Directors' interests in the shares of associated corporations (CONT'D)

(iii) 董事於相聯法團股份之權益(續)

除上文所披露者及董事以本公司或其附屬公司以信託方式持有附屬公司之若干代理人股份外，於最後實際可行日期並未有任何本公司董事、主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例)之任何股份、相關股份及債券中擁有依據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所(包括根據證券及期貨條例項下相關條文彼被當做或視為擁有的權益及淡倉)；或須記錄於根據證券及期貨條例第352條須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

SHARE OPTIONS

Share options of the Company

購股權

本公司之購股權

股權期限內任何時間行使購股權。

購股權之認購價由董事局決定，惟有關價格將不低於以下最高者：(i)股份於要約日期之收市價；(ii)股份於緊接要約日期前五個交易日之平均收市價；或(iii)股份於要約日期之面值。

SHARE OPTIONS (CONT'D)

Share options of the Company (CONT'D)

The offer of a grant of share options can be accepted within 28 days from the date of offer. The consideration for the grant is HK\$1 and it will in no circumstance be refundable.

Reference is made to the composite offer and response document dated 30 June 2014 (the "Composite Document") jointly issued by Achieve Prosper Capital Limited (the "Offeror") and Starlight International Holdings Limited (presently named as "Shihua Development Company Limited") (the "Company") in respect of the mandatory unconditional cash offers by Kingston Securities Limited, on behalf of the Offeror, to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it), and to cancel all the outstanding Share Options of the Company.

As at 4:00 p.m. on Monday, 21 July 2014, being the latest time and date for acceptance of the Listco Offers (as defined in the Composite Document), the Offeror had received valid acceptances in respect of Share Options conferring rights on the Optionholders to subscribe for a total of 1,078,423 Shares under the Option Offer.

After 21 July 2014, no share options were granted, exercised or cancelled by the Company under the Scheme.

購股權(續)

本公司之購股權(續)

授出購股權之要約可自要約日期起計28日內接納。授出購股權之代價為1港元，該金額在任何情況下將不可退還。

茲提述達榮資本有限公司(「收購方」)與升岡國際有限公司(現稱為「實華發展有限公司」)(「本公司」)於二零一四年六月三十日聯合刊發之綜合收購建議及回應文件(「綜合文件」)，內容有關金利豐證券有限公司代表收購方就收購本公司之全部已發行股份(收購方及與其一致行動人士已擁有或同意將予收購之股份除外)及註銷其所有尚未行使購股權提出之強制性無條件現金收購建議。

於二零一四年七月二十一日(星期一)下午四時正(即接納上市公司收購建議(定義見綜合文件)之最後時間及日期)，收購方已收到購股權收購建議項下賦予購股權持有人認購合共1,078,423股股份權力之購股權涉及之有效接納。

於二零一四年七月二十一日後，本公司並無根據該計劃授出、行使或註銷任何購股權。

SHARE OPTIONS (CONT'D)

Share options of the Company (CONT'D)

The movements of the share options granted to certain employees and advisors of the Group pursuant to the Scheme were as follows:

購股權(續)

本公司之購股權(續)

根據計劃已授予本集團若干僱員及顧問之購股權變動情況如下：

Date of grant	Notes	Exercise price	Number of share options				Balance as at close of Listco Offers
			Balance as at 1.4.2014	Exercised before Listco Offers	Cancelled during Listco Offers	Lapsed after Listco Offers	
授出日期	附註	行使價 HK\$ 港元	於二零一四年 四月一日結餘	於上市公司 收購建議前 已行使	於上市公司 收購建議時 已註銷	於上市公司 收購建議後 已失效	於上市公司 收購建議截止 時結餘
Employees: 僱員:							
28.1.2008	二零零八年一月二十八日 (b)	0.2053	732,311	(177,734)	(376,843)	(177,734)	-
31.8.2010	二零一零年八月三十一日 (b)	0.1880	5,000,000	(5,000,000)	-	-	-
25.10.2012	二零一二年十月二十五日 (a)	0.1000	9,000,000	(9,000,000)	-	-	-
			14,732,311	(14,177,734)	(376,843)	(177,734)	-
Advisors: 顧問:							
23.1.2008	二零零八年一月二十三日 (b)	0.2228	701,580	-	(701,580)	-	-
12.8.2010	二零一零年八月十二日 (b)	0.1880	300,000	(300,000)	-	-	-
26.2.2013	二零一三年二月二十六日 (a)	0.1230	2,000,000	(2,000,000)	-	-	-
6.3.2013	二零一三年三月六日 (a)	0.1320	1,600,000	(1,600,000)	-	-	-
4.10.2013	二零一三年十月四日 (a)	0.1150	1,500,000	(1,500,000)	-	-	-
21.10.2013	二零一三年十月二十一日 (a)	0.1200	800,000	(800,000)	-	-	-
			6,901,580	(6,200,000)	(701,580)	-	-
			21,633,891	(20,377,734)	(1,078,423)	(177,734)	-

Notes:

附註:

- (a) These options were granted for an exercise period of five years from the date of grant of the options. (a) 該等購股權可由購股權授出日期起五年內行使。
- (b) These options were granted for an exercise period of ten years from the date of grant of the options. (b) 該等購股權可由購股權授出日期起十年內行使。
- (c) 1,078,423 options were cancelled and 177,734 options were automatically lapsed under the Listco Offers closed at 4:00 p.m. on Monday, 21 July 2014. (c) 根據於二零一四年七月二十一日(星期一)下午四時正截止之上市公司收購建議，1,078,423份購股權已註銷及177,734份購股權已自動失效。

DIRECTORS' REPORT

董事局報告書

SHARE OPTIONS (CONT'D)

Share options of SMC, a 51.48% owned subsidiary of the Company

購股權(續)

SMC (本公司擁有51.48%權益之附屬公司)之購股權

Date of grant	Exercise price	Number of share options				Outstanding as at 30.9.2014
		Outstanding as at 1.4.2014	Granted during the period	Exercised during the period	Forfeited during the period	
授出日期	行使價 US\$ 美元	尚未行使	期內已授出	期內已行使	期內已沒收	尚未行使
29 November 2004	0.75	40,000	-	-	-	40,000
1 December 2004	0.77	20,000	-	-	-	20,000
9 May 2005	0.60	34,000	-	-	-	34,000
31 March 2006	0.32	60,000	-	-	-	60,000
10 April 2006	0.33	42,000	-	-	-	42,000
31 March 2007	0.93	60,000	-	-	-	60,000
31 March 2008	0.45	80,000	-	-	-	80,000
31 March 2009	0.11	80,000	-	-	-	80,000
31 March 2010	0.03	60,000	-	-	-	60,000
29 October 2010	0.06	520,000	-	-	-	520,000
31 March 2011	0.04	60,000	-	-	-	60,000
31 March 2012	0.12	60,000	-	-	-	60,000
31 March 2013	0.18	60,000	-	-	-	60,000
1 July 2013	0.21	580,000	-	-	-	580,000
31 March 2014	0.16	60,000	-	-	-	60,000
		1,816,000	-	-	-	1,816,000

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

During the year, the Company or any of its subsidiaries did not engage with a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2015, the following persons, other than the interest disclosed in the section headed "DIRECTORS' INTERESTS IN SECURITIES", had interest in 5% or more in the shares and underlying shares of the Company have notified to the Company and have been recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

購買股份或債券之安排

於本年度內，本公司或其任何附屬公司概無參與任何安排，使本公司董事能藉此收購本公司或任何其他法人團體之股份或債券而獲得利益。

主要股東

於二零一五年三月三十一日，以下人士(除「董事於證券之權益」章節所披露者外)持有本公司股份及相關股份5%或以上之權益，並已知會本公司及記錄於本公司按證券及期貨條例第XV部第336條規定存置之主要股東股份權益及淡倉登記冊內：

Name of shareholders	Nature of interest	Number of shares and underlying shares	Aggregate percentage of issued share capital as at 31 March 2015 合共佔二零一五年三月三十一日已發行股本的百分比
股東名稱／姓名	權益性質	股份及相關股份數目	
Achieve Prosper Capital Limited 達榮資本有限公司	Beneficial owner 實益擁有人	1,521,802,082	62.53%
Hong Kong Shihua Holdings Limited 香港實華控股有限公司	Interest of controlled corporation 於受控制法團之權益	1,521,802,082	62.53%
Liaoning Shihua Property 遼寧實華房地產	Interest of controlled corporation 於受控制法團之權益	1,521,802,082	62.53%
Hu Bao Qin 胡寶琴	Spouse Interest 配偶權益	1,521,802,082	62.53%
China Yinsheng Securities Limited 中國銀盛證券有限公司	Custodian corporation/Approved lending agent 託管公司／許可借貸代理	400,000,000	16.44%

As at 31 March 2015, Achieve Prosper Capital Limited held as beneficial owner interest in 1,085,755,571 shares and 436,046,511 underlying shares of the Company.

於二零一五年三月三十一日，達榮資本有限公司作為實益擁有人於本公司1,085,755,571股股份及436,046,511股相關股份中持有權益。

SUBSTANTIAL SHAREHOLDERS (CONT'D)

As at 31 March 2015, Achieve Prosper Capital Limited ("Achieve Prosper") is a company incorporated in Samoa and wholly and beneficially owned by Hong Kong Shihua Holdings Limited (a company incorporated in Hong Kong), which is in turn wholly and beneficially owned by Liaoning Shihua Property. Mr. Wang Jing is the sole director of and the beneficial owner of 82.8% of the equity interest in Liaoning Shihua Property. By virtue of the SFO, Hong Kong Shihua Holdings Limited, Liaoning Shihua Property, Mr. Wang Jing and Ms. Hu Bao Qin were deemed to be interested in the said 1,085,755,571 Shares and 436,046,511 underlying shares held by Achieve Prosper Capital Limited.

As at 31 March 2015, China Yinsheng Securities Limited was interested in 40,000,000 Shares as a custodian corporation or an approved lending agent.

Save as mentioned above, as at 31 March 2015, the register maintained by the Company pursuant to Section 336 of the SFO recorded no other interests or short positions in shares of the Company.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws in Bermuda.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and five largest customers accounted for 16% and 50% respectively of the Group's total turnover for the year.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for 55% and 74% respectively of the Group's total purchases for the year.

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

主要股東(續)

於二零一五年三月三十一日，達榮資本有限公司(「達榮」)(於薩摩亞註冊成立之公司)由香港實華控股有限公司(於香港註冊成立之公司)全資且實益擁有，而香港實華控股有限公司由遼寧實華房地產全資且實益擁有。王晶先生為遼寧實華房地產之唯一董事並為其82.8%股權之實益擁有人。根據證券及期貨條例，香港實華控股有限公司、遼寧實華房地產、王晶先生及胡寶琴女士被視為於達榮資本有限公司持有之所述1,085,755,571股股份及436,046,511股相關股份中擁有權益。

於二零一五年三月三十一日，中國銀盛證券有限公司作為一間託管公司或許可借貸代理於40,000,000股股份中擁有權益。

除上述者外，於二零一五年三月三十一日，本公司根據證券及期貨條例第336條須予備存之登記冊中，並無記錄其他人士在本公司之股份中擁有任何權益或淡倉。

購買、出售或贖回上市證券

本年度內，本公司或其附屬公司概無購回、出售或贖回本公司任何上市證券。

優先購買權

儘管百慕達法例並無對優先購買權作出任何限制，本公司之公司細則亦無有關優先購買權之條文規定。

主要客戶與供應商

本集團最大及五大客戶之銷售總額分別佔本集團年內營業總額16%及50%。

本集團最大及五大供應商之購貨總額分別佔本集團年內購貨總額55%及74%。

董事、其聯繫人士或任何股東(據董事所知持有本公司5%以上的股本)在本集團五大客戶及供應商中並無持有任何權益。

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is based on their merit, qualifications and competence. The emoluments of the directors are reviewed by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics. No director or any of his associates, and executive is involved in dealing with his own remuneration.

The Company has adopted share option schemes as an incentive to directors and eligible employees. Details of the schemes are set out in note 33 to the consolidated financial statements.

CONNECTED TRANSACTION

In 2015, the Group had the following non-exempted continuing connected transaction within the meaning of Chapter 14A of the Listing Rules:

Purchase Framework Agreement

On 30 June 2014, the SIH Limited, a company incorporated in the BVI on 21 September 1989 with limited liability which upon completion of the group restructuring would operate the distributed business and a wholly owned subsidiary of the Company prior to the distribution in specie, ("Privateco") and Treasure Green Holdings Limited (a subsidiary of the Company) entered into a framework purchase agreement ("the Framework Purchase Agreement"), pursuant to which the Privateco and its subsidiaries ("Privateco Group") would sell and the Company and the remaining subsidiaries upon completion of the Group Restructuring and the distribution in specie and the creditors' scheme becoming effective ("Remaining Group") would purchase certain electronic products in accordance with the terms of the Framework Purchase Agreement. The relevant members of the Remaining Group and the Privateco Group would from time to time enter into individual agreements in respect of the sale and purchase of the relevant electronic products. The initial term of the Framework Purchase Agreement shall commence from the date of completion of the distribution in specie up to and including 31 March 2015.

薪酬政策

本集團僱員之薪酬政策乃基於僱員之表現、資歷及能力而定。董事之酬金由薪酬委員會參照本公司之營運業績、個別表現及可比市場數據而釐定。概無任何董事或其任何聯繫人士以及行政人員參與釐定其本身薪酬。

本公司已採納一項購股權計劃作為對董事及合資格員工之獎勵。該計劃詳情列於綜合財務報表附註33。

關連交易

於二零一五年，本集團擁有以下符合上市規則第14A章界定之非豁免持續關連交易：

公司(「私人公司集團」)將出售及本公司及餘下附屬公司(「餘下集團」)將於集團重組及實物分派完成時及債權人計劃生效時根據購買框架協議之條款購買若干電子產品。餘下集團及私人公司集團之相關成員公司將不時就買賣相關電子產品訂立單獨協議。購買框架協議之初步期限將自實物分派完成日期起直至二零一五年三月三十一日(包括該日)止。

CONNECTED TRANSACTION (CONT'D)

Purchase Framework Agreement (CONT'D)

The transaction contemplated under the Framework Purchase Agreement, upon completion of the distribution in specie, constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules by virtue of the Privateco Group being an associate of Mr. Lau Sak Hong, Philip, who is a director of a subsidiary of the Company and a director of the Privateco, and thus a connected person of the Company under the Listing Rules. As certain applicable percentage ratios in respect of the annual cap of the continuing connected transaction contemplated under the Framework Purchase Agreement are more than 25%, the Framework Purchase Agreement and the transaction contemplated thereunder constitute non-exempted continuing connected transaction of the Company that is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

On the special general meeting of the Company held on 19 June 2014, the Framework Purchase Agreement and the transaction contemplated thereunder were approved by the Independent Shareholders.

The annual cap and the actual transaction amount of the transaction contemplated under the Purchase Framework Agreement for the year ended 31 March 2015 are set out in the table below. Details of the Purchase Framework Agreement were disclosed in the circular of the Company dated 24 May 2014.

	Amount	Annual Cap
	金額	年度上限
	HK\$'000	HK\$'000
	千港元	千港元
Purchase of electronic products from SIH Limited and its subsidiaries (Note)	自SIH Limited及其附屬公司購買的電子產品(附註)	
	38,991	150,000

Note: Mr. Lau Sak Hong, Philip is a director of SIH Limited, who is also a director of a subsidiary of the Company.

The amount of the above transaction did not exceed the corresponding annual cap for the financial year ended 31 March 2015 as announced by the Company.

關連交易(續)

購買框架協議(續)

購買框架協議項下擬進行之交易在完成實物分派後構成本公司於上市規則第14A章項下之持續關連交易，原因為私人公司集團為劉錫康先生之聯繫人士，劉錫康先生為本公司附屬公司董事及私人公司董事，因而為本公司於上市規則項下之關連人士。由於購買框架協議項下擬進行之持續關連交易之年度上限之若干適用百分比率高於25%，故購買框架協議及其項下擬進行之交易構成本公司之非豁免持續關連交易，須遵守上市規則第14A章項下之申報、刊發公佈及取得獨立股東批准規定。

於本公司於二零一四年六月十九日舉行股東特別大會日期，購買框架協議及其項下擬進行之交易已獲獨立股東批准。

購買框架協議項下擬進行之交易截至二零一五年三月三十一日止年度之年度上限及實際交易金額載列如下。購買框架協議之詳情披露於本公司日期為二零一四年五月二十四日之通函。

	Amount	Annual Cap
	金額	年度上限
	HK\$'000	HK\$'000
	千港元	千港元
Purchase of electronic products from SIH Limited and its subsidiaries (Note)	自SIH Limited及其附屬公司購買的電子產品(附註)	
	38,991	150,000

附註：劉錫康先生為SIH Limited之董事，亦為本公司附屬公司之董事。

上述交易額並未超過本公司所公佈截至二零一五年三月三十一日止財政年度之相應年度上限。

CONNECTED TRANSACTION (CONT'D)

Purchase Framework Agreement (CONT'D)

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged Deloitte Touche Tohmatsu (the "Auditor"), the auditor of the Company, to review the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The Auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditors' letter has been provided by the Company to the Stock Exchange. The conclusion contained in such letter is set out below.

- a) nothing has come to their attention that causes them to believe that the disclosed continuing connected transaction has not been approved by the Company's Board;
- b) nothing has come to their attention that causes them to believe that the transaction was not entered into, in all material respects, in accordance with the relevant agreement governing such transaction; and
- c) with respect to the aggregate amount of the continuing connected transaction set out above, nothing has come to their attention that causes them to believe that the disclosed continuing connected transaction has exceeded the maximum aggregate annual value disclosed in previous circular dated 24 May 2014 made by the Company in respect of the disclosed continuing connected transaction.

The Independent Non-executive Directors have reviewed the transaction and the aforesaid Auditor's letter and confirmed that the continuing connected transaction has been entered into:

- a) in the ordinary and usual course of business of the Group;
- b) on normal commercial terms; and
- c) in accordance with the relevant agreement governing such transaction on terms that are fair and reasonable and in the interests of the shareholders as a whole.

關連交易(續)

購買框架協議(續)

根據上市規則第14A.56條，本公司已聘請德勤•關黃陳方會計師行(「核數師」，為本公司之核數師)，根據香港會計師公會頒佈的香港審核保證委聘準則第3000號「審核或審閱過去財務資料以外之核證委聘」及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團的持續關連交易進行審閱。

核數師已根據上市規則第14A.56條發出無保留意見函件，當中載有其對本集團上文所披露之持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。有關函件所載結論如下。

- a) 概無發現任何事宜導致彼等相信所披露持續關連交易並未獲本公司董事局批准；
- b) 概無發現任何事宜導致彼等相信有關交易於所有重大方面並未按照規管有關交易的相關協議進行；及
- c) 就上述持續關連交易的合共金額而言，概無發現任何事宜導致彼等相信所披露持續關連交易超出本公司就所披露持續關連交易於二零一四年五月二十四日作出的先前通函所披露最高合共年度價值。

獨立非執行董事已審閱有關交易及上述核數師函件，確認有關持續關連交易乃：

- a) 於本集團之一般及日常業務過程中進行；
- b) 按照一般商業條款進行；及
- c) 根據規管有關交易的相關協議進行，而交易條款屬公平合理，並符合股東之整體利益。

EVENT AFTER THE REPORTING PERIOD

Details of the significant events occurring after the reporting period of the Group are set out in note 45 to the consolidated financial statements.

ANNUAL CONFIRMATION OF INDEPENDENCE

The Company has received the annual confirmation of independence from each of the independent non-executive directors as required under Rule 3.13 of the Listing Rules. The Company considered all independent non-executive directors to be independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company, and within the knowledge of the directors, the Company has maintained a sufficient public float not less than 25% of Company's issued shares as required under the Listing Rules throughout the year ended 31 March 2015.

AUDITOR

The financial statements for the years ended 31 March 2015 were audited by Messrs. Deloitte Touche Tohmatsu.

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

On behalf of the Board

Wang Jing
CHAIRMAN

Hong Kong
25 June 2015

報告期後事項

本集團於報告期後發生的重大事項詳情載於綜合財務報表附註45。

年度之獨立確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為所有獨立非執行董事均為獨立人士。

充足公眾持股量

根據本公司所取得之公開資料及據董事所知悉，本公司於截至二零一五年三月三十一日止年度內一直維持上市規則規定不少於本公司已發行股份25%之充足公眾持股量。

核數師

截至二零一五年三月三十一日止數年度之財務報表已經德勤•關黃陳方會計師行審核。

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司股東週年大會上提呈。

代表董事局

主席
王晶

香港
二零一五年六月二十五日



TO THE SHAREHOLDERS OF
SHIHUA DEVELOPMENT COMPANY LIMITED
(FORMERLY KNOWN AS STARLIGHT INTERNATIONAL HOLDINGS LIMITED)
(incorporated in Bermuda with limited liability)

致實華發展有限公司
(前稱為升岡國際有限公司)
(於百慕達註冊成立之有限公司)
全體股東

We have audited the consolidated financial statements of Shihua Development Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 173, which comprise the consolidated statement of financial position as at 31 March 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師行已完成審核列載於第51至173頁實華發展有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一五年三月三十一日之綜合財務狀況報表，及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋性資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

貴公司之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》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實董事認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

AUDITOR'S RESPONSIBILITY

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

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

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

核數師的責任

本行的責任是根據本行的審核對該等綜合財務報表作出意見，並按照百慕達《公司法》第90條僅向整體股東報告我們的意見，除此以外，本行的報告書不作其他用途。本行概不會就本報告書的內容，對任何其他人士負上或承擔任何責任。本行已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。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表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製綜合財務報表以作出真實而公平的反映相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

本行相信，本行所獲得的審核憑證能充足和適當地為本行的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

OPINION

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

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
25 June 2015

意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一五年三月三十一日的財務狀況及 貴集團截至該日止年度的財務狀況及現金流量，並已按照香港《公司條例》的披露要求妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零一五年六月二十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Turnover	營業額	5	381,863	366,953
Cost of sales	銷售成本		(322,811)	(408,857)
Gross profit (loss)	毛利(損)		59,052	(41,904)
Other income	其他收入	6	12,722	16,245
Distribution costs	分銷成本		(30,961)	(46,406)
Administrative expenses	行政費用		(78,655)	(87,556)
Other gains and losses	其他收益及虧損	7	(12,006)	(7,650)
Increase (decrease) in fair value of investment properties	投資物業之公平價值增加(減少)	13	5,550	(22,111)
Interest expenses	利息開支		(9,014)	(10,315)
Loss arising from the issue of convertible bonds	發行可換股債券產生之虧損		(38,536)	-
Loss on deconsolidation of subsidiaries	不再綜合入賬之附屬公司之虧損	36	(15,553)	-
Loss arising from distribution in specie of shares in a subsidiary	實物分派附屬公司股份產生之虧損	37	(138,946)	-
Share of profits of an associate	應佔聯營公司溢利		479	651
Loss before taxation	除稅前虧損	8	(245,868)	(199,046)
Taxation	稅務	10	(1,263)	9,682
Loss for the year	年度虧損		(247,131)	(189,364)
Other comprehensive income (expense)	其他全面收益(開支)			
Items that may be subsequently reclassified to profit or loss:	其後或可重新分類至損益之項目:			
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額		8,135	429
Release of translation reserve upon deconsolidation of subsidiaries	附屬公司停止綜合入賬時換算 儲備之撥回	36	(3,237)	-
Release of translation reserve upon distribution in specie of shares in a subsidiary	實物分派附屬公司股份時換算 儲備之撥回	37	(795)	-
Other comprehensive income for the year	年度其他全面收入		4,103	429
Total comprehensive expense for the year	年度其他全面開支		(243,028)	(188,935)
Loss for the year attributable to:	下列人士應佔年度虧損:			
Owners of the Company	本公司擁有人		(246,934)	(193,036)
Non-controlling interests	非控股權益		(197)	3,672
			(247,131)	(189,364)
Total comprehensive (expense) income for the year attributable to:	下列人士應佔年度全面(開支)收入 總額:			
Owners of the Company	本公司擁有人		(243,649)	(192,699)
Non-controlling interests	非控股權益		621	3,764
			(243,028)	(188,935)
			HK cents 港仙	HK cents 港仙
Loss per share	每股虧損	12		
- Basic and diluted	- 基本及攤薄		(11.84)	(11.04)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31 March 2015
於二零一五年三月三十一日

			2015 二零一五年	2014 二零一四年
	NOTES 附註	HK\$'000 千港元	HK\$'000 千港元	
Non-current assets	非流動資產			
Investment properties	投資物業	13	–	254,825
Property, plant and equipment	物業、廠房及設備	14	3,639	77,787
Prepaid lease payments	預付租賃款項	15	–	3,290
Goodwill	商譽	17	17,665	17,665
Interest in an associate	於聯營公司權益	19	6,845	6,366
Available-for-sale investments	可供出售之投資	20	–	9,400
Deferred tax assets	遞延稅項資產	31	18,258	18,951
Long-term prepayments	長期預付款	22	746	–
Deposit paid for acquisition of a property	收購物業所付之按金	45(a)	76,600	–
			123,753	388,284
Current assets	流動資產			
Inventories	存貨	21	75,123	80,842
Debtors, deposits and prepayments	應收賬項、按金及預付款項	22	43,993	31,530
Prepaid lease payments	預付租賃款項	15	–	121
Investments held for trading	持作買賣之投資	23	453	475
Pledged bank deposits	已抵押銀行存款	24	–	1,077
Bank balances and cash	銀行結存及現金	24	36,718	28,046
			156,287	142,091
Current liabilities	流動負債			
Creditors and accrued charges	應付賬項及應計費用	25	90,741	103,400
Amount due to a shareholder	應付股東款項	26	172	12,000
Amount due to immediate holding company	應付直接控股公司款項	27	14,871	–
Taxation payable	應付稅項		–	1,080
Borrowings	借貸	28	–	68,805
Bank overdrafts	銀行透支	24	–	1,969
			105,784	187,254
Net current assets (liabilities)	流動資產(負債)淨值		50,503	(45,163)
Total assets less current liabilities	總資產減流動負債		174,256	343,121
Non-current liabilities	非流動負債			
Long-term creditors	長期賬項	25	20,081	–
Convertible bonds	可換股債券	30	56,875	–
Deferred tax liabilities	遞延稅項負債	31	–	4,995
			76,956	4,995
Net assets	資產淨值		97,300	338,126

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**
綜合財務狀況報表

At 31 March 2015
於二零一五年三月三十一日

			2015 二零一五年	2014 二零一四年
		NOTE 附註	HK\$'000 千港元	HK\$'000 千港元
Capital and reserves	股本及儲備			
Share capital	股本	32	243,381	201,343
Reserves	儲備		(161,337)	120,373
Equity attributable to owners of the Company	本公司擁有人應佔權益		82,044	321,716
Non-controlling interests	非控股權益		15,256	16,410
Total equity	總權益		97,300	338,126

The consolidated financial statements on pages 52 to 56 were approved and authorised for issue by the Board of Directors on 25 June 2015 and are signed on its behalf by:

第52頁至第56頁所載之綜合財務報表，於二零一五年六月二十五日由董事局核准及授權刊發，並由下列董事代表簽署：

王晶
Wang Jing
CHAIRMAN
主席

王星喬
Wang Xing Qiao
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											Attributable to non-controlling interests 非控股權益應佔		Total		
		Share capital	Share premium	Merger reserve	Capital reserve	Other property revaluation reserve	Translation reserve	Share option reserve	Convertible notes/bonds reserve	Capital redemption reserve	Contributed surplus	Accumulated losses	Sub-total	Share of net assets of subsidiaries		Share option reserve of a listed subsidiary	Sub-total
		股本	股份溢價	合併儲備	資本儲備	其他物業重估儲備	換算儲備	購股權儲備	可換股票據/債券儲備	資本贖回儲備	繳入盈餘	累計虧損	小計	應佔附屬公司資產淨值	一家上市附屬公司之購股權儲備	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2013	於二零一三年四月一日	162,731	137,855	37,138	106	52,578	9,290	5,031	5,560	292,448	-	(229,844)	472,893	11,067	764	11,831	484,724
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	337	-	-	-	-	-	337	92	-	92	429
(Loss) profit for the year	本年度(虧損)/溢利	-	-	-	-	-	-	-	-	-	-	(193,036)	(193,036)	3,672	-	3,672	(189,364)
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	-	-	337	-	-	-	-	(193,036)	(192,699)	3,764	-	3,764	(188,935)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	-	-	-	58	-	58	58
Deemed partial disposal of a subsidiary	被視為出售附屬公司部份權益	-	-	-	22	-	-	-	-	-	-	-	22	(22)	-	(22)	-
Issue of shares upon exercise of convertible notes	可換股票據獲行使時發行股份	34,904	6,956	-	-	-	-	-	(5,560)	-	-	-	36,300	-	-	-	36,300
Issue of shares upon exercise of share options	購股權獲行使時發行股份	3,708	2,072	-	-	-	-	(1,120)	-	-	-	-	4,660	-	-	-	4,660
Recognition of equity-settled share-based payments	確認以權益結算以股份支付之付款	-	-	-	-	-	-	82	-	-	-	-	82	-	779	779	861
Forfeiture of unclaimed dividends	沒收未認領股息	-	-	-	-	-	-	-	-	-	-	458	458	-	-	-	458
At 31 March 2014	於二零一四年三月三十一日	201,343	146,883	37,138	128	52,578	9,627	3,993	-	292,448	-	(422,422)	321,716	14,867	1,543	16,410	338,126
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	7,317	-	-	-	-	-	7,317	818	-	818	8,135
Release of translation reserve upon deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬時換算儲備撥回(附註36)	-	-	-	-	-	(3,237)	-	-	-	-	-	(3,237)	-	-	-	(3,237)
Release of translation reserve upon distribution in specie of shares in a subsidiary (note 37)	實物分派附屬公司股份時換算儲備之撥回(附註37)	-	-	-	-	-	(795)	-	-	-	-	-	(795)	-	-	-	(795)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(246,934)	(246,934)	(197)	-	(197)	(247,131)
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	-	-	3,285	-	-	-	-	(246,934)	(243,649)	621	-	621	(243,028)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	-	-	-	59	-	59	59
Deemed partial disposal of a subsidiary	被視為出售附屬公司部份權益	-	-	-	16	-	-	-	-	-	-	-	16	(16)	-	(16)	-
Issue of convertible bonds	發行可換股票據	-	-	-	-	-	-	-	61,480	-	-	-	61,480	-	-	-	61,480
Issue of shares upon exercise of share options	購股權獲行使時發行股份	2,038	1,088	-	-	-	-	(468)	-	-	-	-	2,658	-	-	-	2,658
Issue of shares	發行股份	40,000	24,000	-	-	-	-	-	-	-	-	-	64,000	-	-	-	64,000
Transaction costs incurred in connection with issue of convertible bonds	發行可換股票據產生之交易成本	-	-	-	-	-	-	-	(115)	-	-	-	(115)	-	-	-	(115)
Transfer of share premium to contributed surplus (note)	股份溢價轉撥至繳入盈餘(附註)	-	(147,971)	-	-	-	-	-	-	-	147,971	-	-	-	-	-	-
Release of reserve upon deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬時儲備之撥回(附註36)	-	-	-	-	(8,391)	-	-	-	-	-	8,391	-	-	-	-	-
Release of reserves upon distribution in specie of shares in a subsidiary	實物分派附屬公司股份時儲備之撥回	-	-	(37,138)	-	(44,187)	-	-	-	-	-	-	81,325	-	-	-	-
Special dividends by way of distribution in specie of shares in a subsidiary (notes 11 and 37)	透過實物分派附屬公司股份之特別股息(附註11及37)	-	-	-	-	-	-	-	-	-	(124,062)	-	(124,062)	-	-	-	(124,062)
Distribution in specie of share in a subsidiary (note 37)	實物分派附屬公司股份(附註37)	-	-	-	-	-	-	-	-	-	-	-	(2,121)	-	(2,121)	(2,121)	
Recognition of equity-settled share-based payments	確認以權益結算以股份支付之付款	-	-	-	-	-	-	-	-	-	-	-	-	-	303	303	303
Cancellation and lapse of share options	購股權註銷及失效	-	-	-	-	-	-	(3,525)	-	-	-	3,525	-	-	-	-	-
At 31 March 2015	於二零一五年三月三十一日	243,381	24,000	-	144	-	12,912	-	61,365	292,448	23,909	(576,115)	82,044	13,410	1,846	15,256	97,300

Note: Pursuant to a special resolution passed in the special general meeting of the Company held on 19 June 2014, an amount of HK\$147,971,000 standing to the credit of share premium has been reduced and transferred to contributed surplus.

附註：根據本公司於二零一四年六月十九日舉行之股東特別大會上通過之特別決議案，股份溢價進賬款項147,971,000港元已被削減並撥入繳入盈餘。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Operating activities	營運業務		
Loss before taxation	除稅前虧損	(245,868)	(199,046)
Adjustments for:	調整：		
(Reversal of allowance) allowance for doubtful debts	呆賬(撥備撥回)撥備	(163)	2,152
Allowance for obsolete and slow-moving inventories	陳舊及滯銷存貨之撥備	3,677	62,570
Bad debt written off	壞賬撇銷	-	1,217
Decrease (increase) in fair value of investments held for trading	持作買賣之投資之公平價值減少(增加)	22	(479)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,583	8,375
Dividend income from investments held for trading	持作買賣之投資之股息收入	(4)	(10)
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	-	16,054
(Increase) decrease in fair value of investment properties	投資物業公平價值(增加)減少	(5,550)	22,111
Increase in fair value of financial assets designated at fair value through profit or loss	指定為按公平價值計入損益之金融資產之公平價值增加	-	(9)
Interest expenses	利息開支	9,014	10,315
Interest income	利息收入	(58)	(15)
Loss on deconsolidation of subsidiaries	附屬公司停止綜合入賬之虧損	36	-
Loss arising from distribution in specie of shares in a subsidiary	實物分派附屬公司股份之虧損	37	-
Loss arising from the issue of convertible bonds	發行可換股債券產生之虧損	38,536	-
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損(收益)	118	(16,433)
Gain on disposal of a subsidiary	出售附屬公司之收益	38	(440)
Share of profits of an associate	應佔聯營公司溢利	(479)	(651)
Release of prepaid lease payments	預付租賃款項撥回	90	121
Effect of foreign exchange rate change on inter-company balances	公司間結餘匯率變動的影響	2,005	907
Share-based payments	以股份為基礎之付款	303	861
Operating cash flows before movements in working capital	營運資金變動前之營運現金流	(40,275)	(92,400)
(Increase) decrease in inventories	存貨(增加)減少	(1,884)	42,117
(Increase) decrease in debtors, deposits and prepayments	應收賬項、按金及預付款項(增加)減少	(14,757)	3,341
Decrease in investments held for trading	持作買賣之投資減少	-	1,047
Increase in creditors and accrued charges	應付賬項及應計費用增加	9,432	37,270
Cash used in operations	營運所用之現金	(47,484)	(8,625)
Dividend received from investments held for trading	持作買賣投資之股息收益	4	10
Hong Kong Profits Tax paid	已付香港利得稅	-	(792)
Taxation in other jurisdictions paid	其他司法區已付稅項	(570)	(554)
Taxation in other jurisdictions refunded	其他司法區已退回稅項	-	455
Net cash used in operating activities	經營業務所用之現金淨額	(48,050)	(9,506)

**CONSOLIDATED STATEMENT OF
CASH FLOWS**
綜合現金流量表

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

	NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Investing activities	投資活動		
Withdrawal (placement) of pledged bank deposits	已抵押銀行存款提取(存放)	1,077	(1,077)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	312	16,815
Interest received	已收利息	58	15
Net cash outflow from deconsolidation of subsidiaries	附屬公司停止綜合入賬之現金流出淨額	36	–
Deposit paid for acquisition of a property	收購一項物業所付之按金	(12,600)	–
Purchase of property, plant and equipment	購置物業、廠房及設備	(467)	(3,350)
Proceeds from disposal of a subsidiary	出售一間附屬公司之所得款項	–	440
Proceeds from disposal of financial assets designated at fair value through profit or loss	出售指定為按公平價值計入損益之金融資產所得款項	–	34
Net cash (used in) from investing activities	投資業務(所用)所得之現金淨額	(15,844)	12,877
Financing activities	融資活動		
Proceeds on issue of convertible bonds	發行可換股債券之所得款項	75,000	–
Advance from immediate holding company	直接控股公司墊款	14,871	–
Short term loans raised	所籌集之短期貸款	3,600	8,400
Proceeds from issue of shares upon exercise of share options	行使購股權時發行股份所得款項	2,658	4,660
Net advance from (repayment of) trust receipts and import loans and loans related to bills discounted with recourse	信託收據及進口貸款及有關具追索權貼現票據之墊款(還款)淨額	819	(25,730)
Advance from a shareholder	股東墊款	172	12,000
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	59	58
Interest on bank and other borrowings paid	已付銀行及其他借貸利息	(3,735)	(7,468)
Net cash outflow from distribution in specie of shares in a subsidiary	實物分派附屬公司股份之現金流出淨額	37	–
Repayment to a shareholder	償還股東款項	(1,000)	–
Transaction costs incurred in connection with the issue of convertible bonds	發行可換股債券產生之交易成本	(212)	–
Repayment of short term loans	償還短期貸款	–	(5,000)
Net cash from (used in) financing activities	融資活動所得(所用)之現金淨額	74,623	(13,080)
Net increase (decrease) in cash and cash equivalents	現金及現金等值項目之增加(減少)淨額	10,729	(9,709)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	26,077	35,806
Effect of exchange difference	匯兌差額之影響	(88)	(20)
Cash and cash equivalents at end of the year	年終現金及現金等值項目	36,718	26,077
Analysis of balances of cash and cash equivalents	現金及現金等值項目之結存分析		
Bank balances and cash	銀行結存及現金	36,718	28,046
Bank overdrafts	銀行透支	–	(1,969)
		36,718	26,077

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2015
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1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars which is also the functional currency of the Company.

On 30 January 2014, certain shareholders of the Company entered into a sale and purchase agreement (as supplemented by supplemental agreement dated 21 March 2014 and the second supplemental agreement dated 19 May 2014) to dispose of an aggregate of 1,076,758,361 shares in the Company to an independent third party. Upon the completion of the transaction on 26 June 2014, the immediate holding company of the Company is Achieve Prosper Capital Limited, which was incorporated in Samoa, and the ultimate holding company of the Company is Hong Kong Shihua Holdings Limited, which was incorporated in Hong Kong.

The principal activity of the Company is investment holding. Its principal subsidiaries are engaged in the design, manufacture and sale of a wide range of electronic products, property investment and securities trading.

1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址及主要營業地點於本年報公司資料內披露。

綜合財務報表乃按港元呈列，其亦為本公司之功能貨幣。

於二零一四年一月三十日，本公司若干股東訂立一份買賣協議（經日期為二零一四年三月二十一日之補充協議及日期為二零一四年五月十九日之第二份補充協議補充），以向一名獨立第三方出售本公司合共1,076,758,361股股份。於有關交易於二零一四年六月二十六日完成後，本公司之直接控股公司為達榮資本有限公司（於薩摩亞註冊成立之公司）及本公司之最終控股公司為香港實華控股有限公司（於香港註冊成立之公司）。

本公司之主要業務為投資控股，其主要附屬公司從事設計、製造及銷售範圍廣泛之電子產品、物業投資及證券買賣之業務。

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For the year ended 31 March 2015
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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

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

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

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)

於本年度，本集團已首次應用下列由香港會計師公會(「香港會計師公會」)頒佈之新增及經修訂香港財務報告準則：

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

於本年度應用上述香港財務報告準則之新詮釋及修訂本，對本集團於本年度及過往年度之財務表現及狀況及／或綜合財務報表所載披露資料並無重大影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

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

HKFRS 9	Financial instruments ¹
HKFRS 14	Regulatory deferral accounts ²
HKFRS 15	Revenue from contracts with customers ³
Amendments to HKFRSs	Annual improvements to HKFRSs 2010 – 2012 cycle ⁶
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 – 2013 cycle ⁴
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture ⁵
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception ⁵
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations ⁵
Amendments to HKAS 1	Disclosure initiative ⁵
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation ⁵
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants ⁵
Amendments to HKAS 19	Defined benefit plans: Employee contributions ⁴
Amendments to HKAS 27	Equity method in separate financial statements ⁵

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早採納已頒佈但尚未生效之以下新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第14號	監管遞延賬戶 ²
香港財務報告準則第15號	客戶合約收益 ³
香港財務報告準則(修訂本)	香港財務報告準則二零一零年至二零一二年週期的年度改進 ⁶
香港財務報告準則(修訂本)	香港財務報告準則二零一一年至二零一三年週期的年度改進 ⁴
香港財務報告準則(修訂本)	香港財務報告準則二零一二年至二零一四年週期的年度改進 ⁵
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間之資產銷售或注入 ⁵
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合豁免 ⁵
香港財務報告準則第11號(修訂本)	收購合營業務權益之會計法 ⁵
香港會計準則第1號(修訂本)	披露計劃 ⁵
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷可接受方法 ⁵
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物 ⁵
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款 ⁴
香港會計準則第27號(修訂本)	單獨財務報表之權益法 ⁵

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For the year ended 31 March 2015
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**2. APPLICATION OF NEW AND REVISED
HONG KONG FINANCIAL REPORTING
STANDARDS (“HKFRSs”) (CONT’D)**

- ¹ Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- ² Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
- ³ Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- ⁴ Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- ⁵ Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- ⁶ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

HKFRS 15 “Revenue from contracts with customers”

**2. 應用新增及經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)**

- ¹ 於二零一八年一月一日或之後開始之年度期間生效，可提前應用。
- ² 於二零一六年一月一日或之後開始之首份香港財務報告準則財務報表期間生效。
- ³ 於二零一七年一月一日或之後開始之年度期間生效，可提前應用。
- ⁴ 於二零一四年七月一日或之後開始之年度期間生效，可提前應用。
- ⁵ 於二零一六年一月一日或之後開始之年度期間生效，可提前應用。
- ⁶ 除有限例外情況外，於二零一四年七月一日或之後開始之年度期間生效，可提前應用。

香港財務報告準則第15號「客戶合約收益」

「建
築合約」及相關詮釋。

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**2. APPLICATION OF NEW AND REVISED
HONG KONG FINANCIAL REPORTING
STANDARDS (“HKFRSs”) (CONT’D)**

**HKFRS 15 “Revenue from contracts with customers”
(CONT’D)**

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

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

The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

**2. 應用新增及經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)**

**香港財務報告準則第15號「客戶合約收益」
(續)**

香港財務報告準則第15號之核心原則為實體所確認向客戶轉讓承諾貨品或服務描述之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入五個確認收益之步驟：

- 第一步：識別與客戶之合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價格
- 第四步：將交易價格分攤至合約中之履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

根據香港財務報告準則第15號，實體於完成履約責任時(或就此)確認收益，即於特定履約責任相關之商品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確指引。此外，香港財務報告準則第15號規定作出更詳盡之披露。

本公司董事預期，於日後應用香港財務報告準則第15號可能會對本集團之綜合財務報表內呈報金額及所作披露造成重大影響。然而，本集團於完成詳細審閱前無法合理估計有關香港財務報告準則第15號之影響。

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**2. APPLICATION OF NEW AND REVISED
HONG KONG FINANCIAL REPORTING
STANDARDS (“HKFRSs”) (CONT’D)**

**HKFRS 15 “Revenue from contracts with customers”
(CONT’D)**

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies set out below.

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

**2. 應用新增及經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)**

**香港財務報告準則第15號「客戶合約收益」
(續)**

3. 主要會計政策

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

除若干物業及金融工具按重估金額或公平價值計量(詳情見下文所載會計政策)外，綜合財務報表乃以歷史成本法編製。

歷史成本一般根據貨物交換所得報酬之公平價值而釐定。

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

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

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

The principal accounting policies are set out below.

3. 主要會計政策(續)

公平價值是指市場參與者之間在計量日進行之有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，無論該價格是直接觀察到之結果還是採用其他估值技術作出之估計。在對資產或負債之公平價值作出估計時，本集團考慮市場參與者在計量日為該資產或負債進行定價時會考慮之特徵。在該等綜合財務報表中計量及／或披露的公平價值均在此基準上釐定，惟香港財務報告準則第2號「股份基礎付款」範圍內之股份基礎付款交易、香港會計準則第17號「租約」範圍內的租賃交易以及與公平價值類似但並非公平價值的計量（例如香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

此外，就財務報告而言，公平價值計量根據公平價值計量之輸入數據可觀察程度及輸入數據對公平價值計量之整體重要性分類為第一級、第二級及第三級，載述如下：

- 第一級輸入數據為實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of consolidation

power over the investee;

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

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

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

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

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

3. 主要會計政策(續)

綜合賬目基準

司之財務報表於有需要情況下作出調整，使其會計政策與本集團所採用者一致。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of consolidation (CONT'D)

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

Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs).

3. 主要會計政策(續)

綜合賬目基準(續)

本集團成員公司之間交易所產生的集團內部資產及負債、權益、收入、支出及現金流均在綜合入賬時對銷。

本集團於現有附屬公司之擁有權權益之變動

倘本集團於現有附屬公司之擁有權權益變動並無導致本集團失去對該等附屬公司之控制權，則此權益變動將會以股本交易入賬。本集團之權益及非控股權益之賬面值乃作出調整，以反映彼等於附屬公司之相關權益變動。經調整之非控股權益金額(即於收購日期非控股權益分佔之已確認可識別資產淨值)與已支付或已收取代價之公平價值間之任何差額乃直接於權益確認，並歸屬於本公司擁有人。

當本集團失去一間附屬公司之控制權時，盈虧於損益內確認，並按：(i)已收代價公平價值及任何保留權益公平價值總額及(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值之差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可條文重新分類至損益或轉撥至另一類權益)。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Goodwill

3. 主要會計政策(續)

商譽

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Investments in associates

3. 主要會計政策(續)

於聯營公司之投資

按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平價值淨額之任何數額確認為商譽，並計入該投資之賬面值。重新評估後，本集團應佔可識別資產及負債之公平價值淨額超出投資成本之任何差額，即時於收購投資期間在損益中確認。

For the year ended 31 March 2015
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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investments in associates (CONT'D)

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

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate.

The difference between the carrying amount of the associate at the date the equity method was discontinued and any proceeds from disposing of partial interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

3. 主要會計政策(續)

於聯營公司之投資(續)

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。如有必要，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號作為單獨資產進行減值測試，方法是比較其可收回金額(即使用價值與公平價值減出售成本之較高者)與其賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部份。倘該項投資之可收回金額其後增加，則根據香港會計準則第36號確認有關減值虧損之任何撥回。

本集團自投資不再為聯營公司當日起終止使用權益法入賬。

終止使用權益法入賬當日的聯營公司賬面值與來自出售聯營公司部分權益的任何所得款項賬面值之間的差額於釐定出售聯營公司收益或虧損時計算在內。此外，本集團按猶如該聯營公司已直接出售相關資產或負債的相同基準，入賬先前就該聯營公司在其他全面收益確認的所有金額。因此，倘該聯營公司先前在其他全面收益中確認的收益或虧損於出售相關資產或負債時將重新分類至損益，則本集團於終止使用權益法入賬時會將收益或虧損由權益重新分類至損益(作為重新分類調整)。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Investments in associates (CONT'D)

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

Group has transferred to the buyer the significant risks and rewards of ownership of the goods;

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

3. 主要會計政策(續)

於聯營公司之投資(續)

倘集團實體與本集團之聯營公司進行交易(例如出售或注入資產), 僅在聯營公司之權益與本集團無關之情況下, 與聯營公司進行交易所產生之溢利及虧損, 方會於本集團綜合財務報表中確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Revenue recognition (CONT'D)

Interest income from a financial asset excluding financial assets at fair value through profit or loss is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments excluding financial assets at fair value through profit or loss is recognised when the Group's right to receive payment has been established.

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

3. 主要會計政策(續)

收入確認(續)

金融資產(不包括按公平價值計入損益之金融資產)之利息收益於參考未償還本金額後按適用實際利率以時間基準累計。適用實際利率乃於初步確認時透過金融資產預計年期將估計日後收取之現金準確貼現至該項資產賬面淨值之利率。

投資(不包括按公平價值計入損益之金融資產)產生之股息收益於本集團收取該款項之權利確立時確認。

本集團用於確認經營租賃產生收益之會計政策載於下文租賃會計政策中。

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property, plant and equipment (CONT'D)

Advantage has been taken of the transitional relief provided by paragraph 80A of HKAS 16 "Property, plant and equipment" from the requirement to make regular revaluation of the Group's land and buildings which had been carried at revalued amounts prior to 30 September 1995, and accordingly no further revaluation of land and buildings is carried out. Prior to 30 September 1995, the revaluation increase arising on the revaluation of these assets was credited to the other property revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the other property revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the corresponding revaluation surplus is transferred to accumulated losses.

The cost or valuation of leasehold properties is depreciated on a straight-line basis after taking into account of the estimated residual value. Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than leasehold properties over their estimated useful lives using the reducing balance method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 主要會計政策(續)

物業、廠房及設備(續)

本集團應用香港會計準則第16號「物業、廠房及設備」第80A段之過渡豁免，故毋須按規定定期重估本集團按一九九五年九月三十日前重估金額列賬之土地及樓宇，因而並無進一步重估此等土地及樓宇。於一九九五年九月三十日前，重估此等資產所產生重估增加計入其他物業重估儲備。此等資產價值任何日後減少將列作開支處理，惟以超逾早前重估相同資產有關之其他物業重估儲備結餘(如有)為限。倘其後出售或廢棄重估資產，相關重估盈餘轉撥至累計虧損。

租賃物業之成本或估值經計及估計剩餘價值後以直線基準折舊。除租賃物業外，物業、廠房及設備項目之折舊均已確認，以按其估計可用年期以餘額遞減法撇銷其成本。估計可用年期、剩餘價值及折舊方法於報告期間末進行審閱，而任何估計變動之影響按前瞻基準入賬。

物業、廠房及設備項目於出售或當預期不會藉持續使用該項資產而產生未來經濟利益時終止確認。出售或棄用物業、廠房及設備項目所產生任何收益或虧損乃按該項資產出售所得款項與賬面值間之差額於損益內確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Investment properties

3. 主要會計政策(續)

投資物業

價值計入損益之金融資產或金融負債
直接相關成本即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (CONT'D)

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產

本集團之金融資產分為三個類別(包括按公平價值計入損益(「按公平價值計入損益」)之金融資產、貸款及應收款項以及可供出售金融資產)之一。分類視乎金融資產之性質及目的而定，並於初步確認時釐定。所有以一般方式購入或出售之金融資產均按買賣日期確認及終止確認。以一般方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按相關期間攤分利息收益之方法。實際利率為透過金融資產的估計可使用年期(或適當時按較短期間)將估計未來現金收入(包括所有已付或已收取構成整體實際利率之費用、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

債務工具之收入乃按實際利率基準確認，惟該等分類為按公平價值計入損益之金融資產除外，其利息收益不計入淨損益。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (CONT'D)

Financial assets (CONT'D)

Financial assets at FVTPL

Financial assets at FVTPL has two subcategories including financial assets held for trading and those designated at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

按公平價值計入損益之金融資產

按公平價值計入損益之金融資產分兩類，包括持作買賣之金融資產及於初步確認時指定按公平價值計入損益列賬者。

以下金融資產分類為持作買賣：

- 其主要是為於短期內出售而購入；或
- 其屬於本集團一併管理的已識別金融工具組合的一部份，以及有近期短期獲利之實際模式；或
- 其為衍生工具但並非指定為及有效之對沖工具。

金融資產(持作買賣之金融資產除外)可於初步確認後指定按公平價值計入損益，惟：

- 有關指定可消除或大幅減少可能出現之計量或確認歧異；或
- 金融資產構成一組金融資產或金融負債或兩者之一部份，並根據本集團之既定風險管理或投資策略，按公平價值基準管理及評估其表現，而內部分類資料則按該基準提供；或
- 其構成包含一個或多個嵌入式衍生工具之合約之一部份，且香港會計準則第39號准許整份合併合約(資產或負債)指定為按公平價值計入損益。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Financial assets (CONT'D)

Financial assets at FVTPL (CONT'D)

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including debtors, deposits, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Dividends on available-for-sale investments are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

按公平價值計入損益之金融資產(續)

按公平價值計入損益之金融資產按公平價值計量，而因重新計量而產生之公平價值變動則於產生期間直接在損益確認。於損益確認之收益或虧損淨額不包括金融資產所賺取之任何股息。

貸款及應收款項

貸款及應收款項為並無於活躍市場報價具有固定或待付之非衍生金融資產。於初步確認後，貸款及應收款項(包括應收賬項、按金、已抵押銀行存款以及銀行結存及現金)以實際利率法按攤銷成本減任何已識別減值虧損入賬(見下文有關金融資產減值虧損之會計政策)。

可供出售金融資產

可供出售金融資產為指定為此類別或並無分類為按公平價值計入損益之金融資產、貸款及應收款項或持至到期日之投資之非衍生工具。

可供出售投資之股息於本集團收取股息之權利確立時於損益確認。

並無於活躍市場報價及其公平價值無法可靠計量之可供出售股本投資，乃於報告期間末按成本減任何已識別減值虧損計量(見下文有關金融資產減值虧損之會計政策)。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Financial assets (CONT'D)

Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

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

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

For certain categories of financial asset, such as trade debtors, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period ranging from 30 days to 90 days and observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

金融資產(除按公平價值計入損益之金融資產外)於報告期間末被評估是否有減值跡象。倘有客觀證據顯示，金融資產之估計未來現金流量因於初步確認該金融資產後發生的一項或多項事件而受到影響時，則金融資產被視為出現減值。

就可供出售股本投資而言，該投資之公平價值之顯著或長期下跌至低於其成本被視為減值之客觀證據。

就所有其他金融資產而言，減值的客觀證據可包括：

- 發行人或對手方出現重大財務困難；或
- 違反合約，如欠繳或拖欠利息及本金付款；或
- 借貸人很可能宣告破產或進行財務重組。

就若干類別的金融資產(如應收貿易賬項)而言，評估為不會個別出現減值之資產其後會再匯集一併作減值評估。應收款項組合減值之客觀證據包括本集團之過往收款經驗，組合內延遲還款至超逾平均信貸期(介乎30日至90日)之次數增加，以及與應收款項逾期有關之全國或地方經濟狀況明顯改變。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Financial assets (CONT'D)

Impairment of financial assets (CONT'D)

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

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本列賬之金融資產而言，減值虧損金額按資產賬面值與按金融資產之原實際利率貼現計算其估計未來現金流量現值之間的差額確認。

就按成本入賬之金融資產而言，減值虧損金額按資產賬面值與估計未來現金流量現值(按同類金融資產目前之市場回報率貼現)兩者之差額計量。該等減值虧損其後將不會撥回。

與所有金融資產有關的減值虧損會直接於金融資產賬面值中作出扣減，惟應收貿易賬項之賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於損益內確認。當應收貿易賬項被視為不可收回時，將於撥備賬內撇銷。過往已撇銷的款項如其後收回，將計入損益內。

倘可供出售金融資產被視為減值，則先前於其他全面收益確認之累計收益或虧損於減值產生期間重新分類至損益。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Financial assets (CONT'D)

Impairment of financial assets (CONT'D)

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

Financial liabilities and equity instruments

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本計量的金融資產而言，如在其後期間減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生的事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該資產在撥回減值當日的賬面值不得超過如無確認減值的攤銷成本。

金融負債及股本工具

由集團實體發行之金融負債及股本工具，按所訂立合約安排性質及金融負債與股本工具之定義分類為金融負債或權益。

股本工具

股本工具是顯示在扣除其所有負債後集團實體資產之剩餘權益之任何合約。由本公司發行之股本工具按已收所得款項扣除直接發行成本確認。

購回本公司本身之股本工具直接於權益確認及扣除。概無就購買、銷售、發行或註銷本公司本身之股本工具於損益確認盈虧。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Financial liabilities and equity instruments (CONT'D)

Distribution in specie

Non-cash assets distributed to the owners of the Company are measured at fair value. The difference between the fair value and the carrying amount of the assets distributed is recognised in profit or loss.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including creditors, amount due to a shareholder, amount due to immediate holding company, borrowings and bank overdrafts are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

實物分派

派發予本公司擁有人之非現金資產按公平價值計量。公平價值與已派發資產賬面值之差額於損益確認。

實際利率法

實際利率法乃計算金融負債之攤銷成本及於相關期間分攤利息開支之方法。實際利率指將估計未來現金付款(包括所有已付或已收構成整體實際利率之費用、交易成本及其他溢價或折讓)按金融負債之預期可使用年期或較短期間(如適用)準確貼現至初步確認時之賬面淨值之利率。

利息開支乃按實際利率法確認。

金融負債

金融負債包括應付賬項、應付股東款項、應付直接控股公司款項、借貸及銀行透支，其後採用實際利率法按攤銷成本計量。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Convertible notes/bonds

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

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

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

3. 主要會計政策(續)

金融工具(續)

可換股票據／債券

本公司所發行包含負債及換股權部分之可換股票據／債券於首次確認時乃根據合約安排的內容以及金融負債及股本工具的定義分別歸類為其各自之項目。將透過以固定金額之現金或其他金融資產換取固定數目之本公司自有股本工具而結算之換股權分類為股本工具。

於初步確認時，負債部分之公平價值乃按類似不可轉換債務之現行市場利率釐定。發行可換股票據／債券之所得款項總額與轉往負債部分之公平價值之差額(即可使持有人將票據／債券兌換為股權之換股權)乃計入股本(可換股票據／債券儲備)。

於其後期間，可換股票據／債券之負債部分乃採用實際利率法按攤銷成本列賬。股本權益部分，即可將負債部分兌換為本公司普通股之購股權將保留於可換股票據／債券儲備，直至嵌入式購股權獲行使為止，在此情況下，可換股票據／債券儲備所述之結餘將轉移至股份溢價。倘購股權於到期日尚未獲行使，可換股票據／債券儲備所述之結餘將撥至累計虧損。購股權兌換或到期時將不會於損益內確認任何盈虧。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Financial instruments (CONT'D)

Convertible notes/bonds

3. 主要會計政策(續)

金融工具(續)

可換股票據／債券(續)

發行可換股票據／債券之有關交易成本按所得款項總額分配比例分配至負債及股本權益部分。股本權益部分之有關交易成本直接於權益中扣除。負債部分之有關交易成本計入負債部分之賬面值，並以實際利率法於可換股票據／債券期間內攤銷。

終止確認

本集團只有在資產現金流之契約權益失效時或將金融資產及資產擁有權之絕大部份風險及回報轉移至其他實體時，方終止確認一項金融資產。倘本集團既沒有轉移也沒有保留擁有權之絕大部份風險及回報，並且繼續控制被轉移資產時，本集團繼續確認該資產，惟以其繼續涉及之程度為限，並確認相關負債。倘本集團保留一項已轉移金融資產之擁有權之絕大部份風險及回報，本集團繼續確認該金融資產，亦會就已收所得款項確認抵押借貸。

於全面終止確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認及於權益累計之累計損益總和間之差額，於損益確認。

當且僅當本集團之責任獲履行、取消或屆滿時，本集團終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價間之差額，於損益確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Share-based payment transactions

3. 主要會計政策(續)

股份付款交易

授予僱員之購股權

所獲服務公平價值乃參考購股權於授出當日之公平價值釐定，當所授出購股權獲即時歸屬時於授出當日全數支銷，或當購股權未獲即時歸屬時則按歸屬期以直線法支銷，並於權益(購股權儲備)作出相應增加。

購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使，則先前於購股權儲備確認之金額將轉撥至累計溢利／虧損。

授予顧問之購股權

就換取服務而發行之購股權按所獲提供服務之公平價值計量，除非有關公平價值無法可靠地計量，在此情況下，所獲提供服務參考授出之購股權公平價值計量。當對手方提供服務時，除非所獲提供服務合資格確認為資產，否則該等服務之公平價值確認為開支，而權益(購股權儲備)亦會相應增加。

交換資產

為交換資產發行之股份按取得資產之公平價值計量。取得資產按其公平價值確認為本集團資產。

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Research and development expenditure

technical feasibility of completing the intangible asset so that it will be available for use or sale;

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

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

3. 主要會計政策(續)

研究及開發支出

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Research and development expenditure (CONT'D)

The resultant asset is amortised on a straight-line basis over its useful life and carried at cost less subsequent accumulated amortisation and any accumulated impairment losses.

3. 主要會計政策(續)

研究及開發支出(續)

最終之資產乃按可使用年期以直線法攤銷，並按成本值減其後累計攤銷及任何累計減值虧損列賬。

用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產(尚未調整其估計未來現金流量)特定風險之評值之除稅前貼現率，貼現至其現值。

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Impairment (other than goodwill) (CONT'D)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as an income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

3. 主要會計政策(續)

商譽以外之減值(續)

倘資產或現金產生單位可收回金額估計低於其賬面值，該項資產或現金產生單位之賬面值會減至其可收回金額。減值虧損會即時於損益確認，惟有關資產根據另一準則以重估金額列值除外，在此情況下，減值虧損根據該準則列為重估減值。

倘減值虧損其後撥回，資產(或現金產生單位)賬面值會增至經修訂估計可收回金額，惟所增加賬面值不得超逾假設過往年度並無就資產或現金產生單位確認減值虧損原應釐定之賬面值。減值虧損撥回會即時確認為收入，惟有關資產根據另一準則以重估金額列值除外，在此情況下，減值虧損撥回根據該準則列為重估增值。

有別於綜合損益及其他全面收益表所呈報之「除稅前溢利」。本集團即期稅項負債按報告期間末已頒佈或大致上已頒佈之稅率計算。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Taxation (CONT'D)

3. 主要會計政策(續)

稅項(續)

遞延稅項按綜合財務報表所列資產及負債賬面值與計算應課稅溢利時所用相關稅基兩者之暫時差額確認。遞延稅項負債一般就一切應課稅暫時差額確認入賬，而遞延稅項資產則一般就一切可扣減暫時差額於可能有應課稅溢利對銷可用之可扣減暫時差額時確認入賬。倘暫時差額因並不影響應課稅溢利或會計溢利之交易(業務合併除外)之其他資產及負債之商譽或初步確認而產生，則不會確認該等資產及負債。

遞延稅項負債就與於附屬公司及聯營公司之投資相關之應課稅暫時差額而予以確認，惟在本集團可控制暫時差額之撥回以及暫時差額不可能於可預見將來撥回的情況下則除外。與該等投資相關之可扣減暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利以動用暫時差額之得益及預計於可見未來撥回時確認。

遞延稅項資產之賬面值於報告期間末檢討，當應課稅溢利不足以收回所有或部份資產時將予調低。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Taxation (CONT'D)

3. 主要會計政策(續)

稅項(續)

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，並以截至報告期間末前已頒佈或大致上已頒佈之稅率(及稅法)為基準。

遞延稅項負債及資產之計量反映本集團預期於報告期間末收回或結算其資產及負債賬面值之方式所帶來之稅務結果。

即期及遞延稅項於損益確認，除非其與於其他全面收益或直接於權益確認之項目相關，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘因業務合併之初步會計處理而產生即期稅項或遞延稅項，有關稅務影響將計入業務合併之會計處理中。

為計量按照香港會計準則第40號「投資物業」以公平價值模式計量之投資物業之遞延稅項負債及遞延稅項資產，該等物業之賬面值假設可透過出售收回，除非此項假設被駁回。倘投資物業應折舊，並以本集團一個商業模式持有，而此模式並非透過出售形式而是旨在於一段時間內使用該投資物業所包含之絕大部份經濟利益，則有關假設會被駁回。倘有關假設被駁回，則該等投資物業之遞延稅項負債及遞延稅項資產根據香港會計準則第12號「所得稅」所載之上述一般準則(即根據物業收回之預計方式)計量。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Leases

3. 主要會計政策(續)

租約

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Leases (CONT'D)

(CONT'D)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

3. 主要會計政策(續)

租約(續)

租賃土地及樓宇(續)

倘能可靠地分配租賃款項，則列為經營租約之租賃土地權益將於綜合財務狀況報表中列為「預付租賃款項」，並按租期以直線法攤銷，惟根據公平價值模式被分類及入賬列為投資物業之權益則除外。在租賃款項不能在土地及樓宇部份之間作可靠分配之情況下，整份租約一般被分類為融資租約，並入賬列為物業、廠房及設備，除非兩部份均明確為經營租約，在此情況下，整份租約被分類為經營租約。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Foreign currencies

3. 主要會計政策(續)

外幣

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4. KEY SOURCE OF ESTIMATION UNCERTAINTY

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

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

The 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 within the next financial year, are discussed below.

4. 估計不確定因素之主要來源

在應用附註3所述之本集團會計政策之過程中，本公司董事須就無法即時從其他途徑獲取的資產及負債之賬面值作出判斷、估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關之因素作出。實際結果可能不同於該等估計。

該等估計及相關假設按持續基準進行檢討。如修訂該等會計估計只影響修訂期間，則該等估計在該期間確認，如有關修訂影響現時及未來期間，則在修訂期間及未來期間確認。

有重大風險可能導致對下一財政年度資產賬面值作出重大調整之有關未來之主要假設及於報告期間末估計不確定因素之其他主要來源，討論如下。

月三十一日，存貨之賬面值為75,123,000港元(二零一四年：80,842,000港元)，已扣除陳舊及滯銷存貨累計撥備84,000港元(二零一四年：133,354,000港元)。

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**4. KEY SOURCE OF ESTIMATION
UNCERTAINTY (CONT'D)**

Impairment of goodwill

**4. 估計不確定因素之主要來源
(續)**

商譽減值

於二零一五年三月三十一日，物業、廠房及設備之賬面值為3,639,000港元(二零一四年：77,787,000港元)，已扣除累計減值虧損109,000港元(二零一四年：55,814,000港元)。有關可收回金額計算法之詳情載於附註14。

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**4. KEY SOURCE OF ESTIMATION
UNCERTAINTY (CONT'D)**

Income taxes

**4. 估計不確定因素之主要來源
(續)**

所得稅

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**4. KEY SOURCE OF ESTIMATION
UNCERTAINTY (CONT'D)**

**Fair value measurements and valuation processes
(CONT'D)**

5. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered by each operating division.

**4. 估計不確定因素之主要來源
(續)**

公平價值計量及估值程序(續)

估計本集團投資物業於二零一四年三月三十一日的公平價值時，本集團使用可獲得的市場可觀察數據。倘並無第一級輸入數據，本集團委聘第三方合資格估值師對本集團投資物業進行估值。於各報告期間末，本集團管理層與合資格外部估值師密切合作，確定第二級及第三級公平價值計量的適當估值技術及輸入數據。如可從活躍市場可觀察報價得出輸入數據，則本集團會先考慮及採用第二級輸入數據。如無第二級輸入數據，則本集團會採用含第三級輸入數據的估值技術。倘資產公平價值發生重大變動，會向董事報告波動原因。參照近期交易之每平方米價格的任何變動將影響本集團投資物業的公平價值。有關釐定本集團投資物業公平價值所用估值技術及輸入數據的資料於附註13披露。

5. 分類資料

分類資料針對各經營分部所交付貨品之種類，乃向本公司執行董事(即主要經營決策者)報告，以供其分配資源及評估分類業績之用。

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5. SEGMENT INFORMATION (CONT'D)

The Group is organised into three operating divisions, namely design, manufacture and sale of electronic products (representing consumer electronic audio and video equipment, karaoke equipment and accessories), property investment and securities trading. These divisions are the bases on which the Group reports its segment information. The Group continues to be organised into the above three operating divisions after the deconsolidation of subsidiaries (see note 36) and the distribution in specie of shares in a subsidiary (see note 37) and hence there is no change in the basis of preparation of segment information.

5. 分類資料(續)

本集團業務由三個經營分部組成，分別是電子產品(即消費電子影音設備、卡拉OK設備及配件)設計、製造及銷售、物業投資以及證券買賣。該等分部乃本集團報告其分類資料之基準。於不再計入附屬公司賬目(見附註36)及實物分派附屬公司股份(見附註37)後，本集團繼續組織成上述三個經營分部，因此，分類資料之編製基準並無變動。

		Design, manufacture and sale of electronic products 電子產品 設計、製造 及銷售 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Securities trading 證券買賣 HK\$'000 千港元	Consolidated 合計 HK\$'000 千港元
Year ended 31 March 2015	截至二零一五年 三月三十一日止年度				
TURNOVER	營業額	381,863	-	-	381,863
SEGMENT RESULTS	分類業績	(54,192)	16,868	(18)	(37,342)
Interest income	利息收入				58
Unallocated expenses	未分配開支				(7,014)
Share of profits of an associate	應佔聯營公司溢利				479
Loss arising from the issue of convertible bonds	發行可換股債券產生之虧損				(38,536)
Loss on deconsolidation of subsidiaries	附屬公司停止綜合入賬之虧損				(15,553)
Loss arising from distribution in specie of shares in a subsidiary	實物分派附屬公司股份產生之虧損				(138,946)
Interest expenses	利息開支				(9,014)
Loss before taxation	除稅前虧損				(245,868)

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5. SEGMENT INFORMATION (CONT'D)

Segment revenue and results (CONT'D)

		Design, manufacture and sale of electronic products 電子產品 設計、製造 及銷售	Property investment 物業投資	Securities trading 證券買賣	Consolidated 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended 31 March 2014	截至二零一四年 三月三十一日止年度				
TURNOVER	營業額	366,953	–	–	366,953
SEGMENT RESULTS	分類業績	(172,063)	(8,576)	498	(180,141)
Interest income	利息收入				15
Unallocated expenses	未分配開支				(9,256)
Share of profits of an associate	應佔聯營公司溢利				651
Interest expenses	利息開支				(10,315)
Loss before taxation	除稅前虧損				(199,046)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the results from each operating segment without allocation of central administration costs incurred by head office, share of results of an associate, interest income, loss arising from the issue of convertible bonds, loss on deconsolidation of subsidiaries, loss arising from distribution in specie of shares in a subsidiary and interest expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

5. 分類資料(續)

分類收入及業績(續)

可申報經營分類之會計政策與附註3所述之本集團之會計政策相同。分類業績指各經營分類之業績，當中並未分配總辦事處產生之中央行政成本、應佔聯營公司業績、利息收益、發行可換股債券產生之虧損、附屬公司停止綜合入賬之虧損、實物分派附屬公司股份產生之虧損及利息開支。此乃向主要經營決策者呈報以供其分配資源及評估表現之計量標準。

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5. SEGMENT INFORMATION (CONT'D)

Segment assets and liabilities

5. 分類資料(續)

分類資產及負債

		Design, manufacture and sale of electronic products 電子產品 設計、製造 及銷售 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Securities trading 證券買賣 HK\$'000 千港元	Consolidated 合計 HK\$'000 千港元
At 31 March 2015	於二零一五年 三月三十一日				
ASSETS	資產				
Segment assets	分類資產	141,166	76,600	453	218,219
Unallocated corporate assets	未分配公司資產				61,821
Consolidated total assets	合計總資產				280,040
LIABILITIES	負債				
Segment liabilities	分類負債	110,822	-	-	110,822
Unallocated corporate liabilities	未分配公司負債				71,918
Consolidated total liabilities	合計總負債				182,740
At 31 March 2014	於二零一四年 三月三十一日				
ASSETS	資產				
Segment assets	分類資產	211,235	254,825	475	466,535
Unallocated corporate assets	未分配公司資產				63,840
Consolidated total assets	合計總資產				530,375
LIABILITIES	負債				
Segment liabilities	分類負債	103,400	-	-	103,400
Unallocated corporate liabilities	未分配公司負債				88,849
Consolidated total liabilities	合計總負債				192,249

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5. SEGMENT INFORMATION (CONT'D)

Segment assets and liabilities (CONT'D)

Unallocated corporate assets mainly represent interest in an associate, available-for-sale investments, deferred tax assets, pledged bank deposits and bank balances and cash.

Unallocated corporate liabilities mainly represent amount due to a shareholder, amount due to immediate holding company, taxation payable, borrowings, bank overdrafts, convertible bonds and deferred tax liabilities.

5. 分類資料(續)

分類資產及負債(續)

未分配公司資產主要指應佔聯營公司權益、可供出售之投資、遞延稅項資產、已抵押銀行存款及銀行結存及現金。

未分配公司負債主要指應付一名股東款項、應付直接控股公司款項、應付稅項、借貸、銀行透支、可換股債券及遞延稅項負債。

	Design, manufacture and sale of electronic products 電子產品 設計、製造 及銷售 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Securities trading 證券買賣 HK\$'000 千港元	Consolidated 合計 HK\$'000 千港元
Amounts included in the measurement of segment results or segment assets:	納入分類業績或分類資產計量之款項：			
Year ended 31 March 2015	截至二零一五年三月三十一日止年度			
Additions of property, plant and equipment	467	-	-	467
Increase in fair value of investment properties	-	5,550	-	5,550
Reversal of allowance for doubtful debts	163	-	-	163
Decrease in fair value of investments held for trading	-	-	22	22
Release of prepaid lease payments	90	-	-	90
Depreciation of property, plant and equipment	3,583	-	-	3,583
Allowance for obsolete and slow-moving inventories	3,677	-	-	3,677

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5. SEGMENT INFORMATION (CONT'D)

Other segment information (CONT'D)

5. 分類資料(續)

其他分類資料(續)

	Design, manufacture and sale of electronic products 電子產品 設計、製造 及銷售	Property investment 物業投資	Securities trading 證券買賣	Consolidated 合計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measurement of segment results or segment assets:	納入分類業績或分類資產計量之款項：			
Year ended 31 March 2014	截至二零一四年三月三十一日止年度			
Additions of property, plant and equipment	增購物業、廠房及設備	3,350	-	3,350
Decrease in fair value of investment properties	投資物業之公平價值減少	-	22,111	22,111
Increase in fair value of financial assets designated at fair value through profit or loss	指定為按公平價值計入損益之金融資產之公平價值增加	-	9	9
Increase in fair value of investments held for trading	持作買賣之投資之公平價值增加	-	479	479
Release of prepaid lease payments	預付租賃款項撥回	121	-	121
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,375	-	8,375
Allowance for doubtful debts	呆賬撥備	2,152	-	2,152
Bad debt written off	壞賬撇銷	1,217	-	1,217
Allowance for obsolete and slow-moving inventories	陳舊及滯銷存貨之撥備	62,570	-	62,570
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	16,054	-	16,054

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5. SEGMENT INFORMATION (CONT'D)

Other segment information (CONT'D)

Amounts regularly provided to the chief operating decision maker but not included in the measurement of segment results or segment assets:

5. 分類資料(續)

其他分類資料(續)

定期呈報予主要經營決策者但未納入分類業績或分類資產計量之款項如下：

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Interest in an associate	於聯營公司權益	6,845	6,366
Share of profits of an associate	應佔聯營公司溢利	479	651
Interest expenses	利息開支	(9,014)	(10,315)

Geographical segments

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5. SEGMENT INFORMATION (CONT'D)

Geographical segments (CONT'D)

The Group's revenue from external customers (based on location of customers) and information about its non-current assets by geographical location of the assets are detailed below:

5. 分類資料(續)

地區分類(續)

本集團來自外部客戶之收入(按客戶所在地區)及有關其非流動資產資料(按資產所在地區)之詳情如下:

		Revenue from external customers Year ended 31 March 來自外部客戶 之收入 截至三月三十一日止年度		Non-current assets (note) 非流動資產 (附註)	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
United States of America	美國	313,525	267,565	4,385	4,394
Hong Kong	香港	20,231	10,581	24,510	268,529
Canada	加拿大	33,038	83,532	-	-
Europe	歐洲	12,329	5,275	-	-
The PRC	中國	-	-	76,600	87,010
Other countries	其他國家	2,740	-	-	-
		381,863	366,953	105,495	359,933

Note: Non-current assets excluded available-for-sale investments and deferred tax assets.

附註: 非流動資產不包括可供出售之投資及遞延稅項資產。

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5. SEGMENT INFORMATION (CONT'D)

Information about major customers

Customer A ¹	客戶A ¹	N/A ²	99,021
Customer B ¹	客戶B ¹	40,446	49,531
Customer C ¹	客戶C ¹	60,788	N/A ²

- ¹ Revenue from sales of electronic products.
² The corresponding revenue did not contribute over 10% of the total sales of the Group for the relevant years.

5. 分類資料(續)

有關主要客戶之資料

- ¹ 來自銷售電子產品之收入。
² 有關收入佔本集團於相關年度銷售總額的佔比不超過10%。

6. OTHER INCOME

6. 其他收入

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Other income mainly includes:	其他收入主要包括：		
Dividend income from listed equity securities	上市股本證券之股息收入	4	10
Interest income	利息收入	58	15
Rental income (note)	租金收入(附註)	11,566	14,434
Sale of scrap materials	銷售廢料	-	1,131

Note: Outgoings of HK\$113,000 (2014: HK\$899,000) were incurred resulting in net rental income of HK\$11,453,000 (2014: HK\$13,535,000).

附註：租金收入淨額11,453,000港元(二零一四年：13,535,000港元)產生支出113,000港元(二零一四年：899,000港元)。

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7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Other gains (losses) comprise:	其他收入(虧損)包括：		
Reversal of allowance (allowance for doubtful debts)	呆賬撥備撥回(撥備)	163	(2,152)
Exchange loss, net	匯兌虧損，淨額	(12,029)	(5,588)
Bad debt written off	壞賬撇銷	-	(1,217)
(Loss) gain on disposal of property, plant and equipment	出售物業、廠房及設備(虧損)收入	(118)	16,433
(Decrease) increase in fair value of investments held for trading	持作買賣之投資之公平價值(減少)增加	(22)	479
Gain on disposal of a subsidiary	出售附屬公司之收益	-	440
Increase in fair value of financial assets designated at fair value through profit or loss	指定為按公平價值計入損益之金融資產之公平價值增加	-	9
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	-	(16,054)
		(12,006)	(7,650)

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8. LOSS BEFORE TAXATION

8. 除稅前虧損

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Loss before taxation has been arrived at after charging:	除稅前虧損之計算已扣除：		
Allowance for obsolete and slow-moving inventories (included in cost of sales)	陳舊及滯銷存貨之撥備(計入銷售成本內)	3,677	62,570
Auditors' remuneration	核數師酬金	3,562	3,545
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,583	8,375
Interest expenses on:	下列各項之利息開支：		
– borrowings wholly repayable within five years	– 須於五年內悉數償還之借貸	2,786	6,651
– convertible bonds	– 可換股債券	5,865	–
– note payable	– 應付票據	363	–
– convertible notes	– 可換股票據	–	3,664
Minimum lease payments under operating leases in respect of rented premises	根據已承租物業經營租約支付之最低租金	5,982	6,522
Release of prepaid lease payments	預付租賃款項撥回	90	121
Research and development costs (note (a))	研究及開發成本(附註(a))	3,149	7,025
Staff costs including directors' remuneration (note (b))	員工成本，包括董事酬金(附註(b))	43,123	57,060

Notes:

- (a) The research and development costs included staff costs of HK\$1,370,000 (2014: HK\$1,795,000).
- (b) The staff costs included retirement benefits scheme contributions of HK\$1,670,000 (2014: HK\$2,326,000) and share-based payments of HK\$303,000 (2014: HK\$861,000).

附註：

- (a) 研究及開發成本(包括員工成本) 1,370,000港元(二零一四年：1,795,000港元)。
- (b) 員工成本包括退休福利計劃供款 1,670,000港元(二零一四年：2,326,000港元)及以股份支付之付款303,000港元(二零一四年：861,000港元)。

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9. DIRECTORS', CHIEF EXECUTIVE'S AND
EMPLOYEES' EMOLUMENTS

Directors and chief executive

9. 董事、主要行政人員及僱員酬
金

董事及主要行政人員

		Fees	Salaries and other short term employee benefits 薪金及 其他短期 僱員福利	Retirement benefits scheme contributions 退休福利 計劃供款	Total emoluments
	袍金	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Wang Jing (note a)	王晶(附註a)	-	-	-	-
Wang Xing Qiao (note a)	王星喬(附註a)	-	-	-	-
Chen Wan Jin (note a)	陳萬金(附註a)	-	-	-	-
Zhao Shuang (note a)	趙爽(附註a)	-	-	-	-
Lau Sak Hong, Philip (note b)	劉錫康(附註b)	-	2,076	-	2,076
Lau Sak Kai, Anthony (note b)	劉錫淇(附註b)	-	210	10	220
Lau Sak Yuk, Andy (note b)	劉錫澳(附註b)	-	210	10	220
Lau Chu Lan, Carol (note b)	劉翠蓮(附註b)	-	309	-	309
Non-executive director:	非執行董事：				
Li Jun (note a)	李軍(附註a)	-	-	-	-
Hon Sheung Tin, Peter (note b)	韓相田(附註b)	-	-	-	-
Independent non-executive directors:	獨立非執行董事：				
Yang Xin Hua (note a)	楊新華(附註a)	-	209	-	209
Wang Ping (note a)	王平(附註a)	-	209	-	209
Cheng Tai Kwan, Sunny (note a)	鄭大鈞(附註a)	-	209	-	209
Chan Chak Chung (note b)	陳澤仲(附註b)	-	-	-	-
Chuck Winston Calptor (note b)	卓育賢(附註b)	-	-	-	-
Tang Yee Man (note a)	鄧意民(附註a)	-	-	-	-
		-	3,432	20	3,452

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9. DIRECTORS', CHIEF EXECUTIVE'S AND
EMPLOYEES' EMOLUMENTS (CONT'D)

Directors and chief executive (CONT'D)

For the year ended 31 March 2014

9. 董事、主要行政人員及僱員酬
金(續)

董事及主要行政人員(續)

截至二零一四年三月三十一日止年度

		Fees	Salaries and other short term employee benefits 薪金及 其他短期 僱員福利	Retirement benefits scheme contributions 退休福利 計劃供款	Total emoluments
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors:	執行董事：				
Lau Sak Hong, Philip	劉錫康	–	3,824	–	3,824
Lau Sak Kai, Anthony	劉錫淇	–	360	15	375
Lau Sak Yuk, Andy	劉錫澳	–	286	13	299
Lau Chu Lan, Carol	劉翠蓮	–	444	15	459
Non-executive director:	非執行董事：				
Hon Sheung Tin, Peter	韓相田	50	–	–	50
Independent non-executive directors:	獨立非執行董事：				
Chan Chak Chung	陳澤仲	50	–	–	50
Chuck Winston Calptor	卓育賢	50	–	–	50
Tang Yee Man (note c)	鄧意民(附註c)	30	–	–	30
Ho Hau Chong, Norman (note d)	何厚鏘(附註d)	20	–	–	20
		200	4,914	43	5,157

Notes:

- (a) These directors were appointed on 21 July 2014.
(b) These directors resigned on 21 July 2014.
(c) The director was appointed on 26 August 2013.
(d) The director resigned on 26 August 2013.

附註：

- (a) 該等董事於二零一四年七月二十一日獲委任。
(b) 該等董事於二零一四年七月二十一日辭任。
(c) 該董事於二零一三年八月二十六日獲委任。
(d) 該董事於二零一三年八月二十六日辭任。

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**9. DIRECTORS', CHIEF EXECUTIVE'S AND
EMPLOYEES' EMOLUMENTS (CONT'D)**

Directors and chief executive (CONT'D)

No performance related incentive payments were paid to the directors of the Company for both years.

Mr. Lau Sak Hong, Philip was the chief executive of the Company during the year ended 31 March 2014 and up to the date of his resignation. Mr. Wang Xing Qiao was appointed as the chief executive of the Company on 21 July 2014. Their emoluments disclosed above included those for services rendered by them as the chief executive.

During the year ended 31 March 2014, two directors waived their emoluments of HK\$164,000 (2015: nil).

**9. 董事、主要行政人員及僱員酬
金(續)**

董事及主要行政人員(續)

概無於該兩個年度向本公司董事支付任何績效獎勵付款。

截至二零一四年三月三十一日止年度及截至辭任日期，劉錫康先生亦為本公司之主要行政人員。王星喬先生於二零一四年七月二十一日獲委任為本公司主要行政人員。彼等於上文所披露之酬金包括其作為主要行政人員提供服務所享有者。

於截至二零一四年三月三十一日止年度，兩名董事放棄酬金164,000港元(二零一五年：無)。

Salaries and other short term employee benefits	薪金及其他短期僱員福利	603	1,456
Retirement benefits scheme contributions	退休福利計劃供款	29	30
		632	1,486

Emoluments of these employees were within the following bands:

		Number of employees 僱員人數	
		2015 二零一五年	2014 二零一四年
Nil – HK\$1,000,000	零至1,000,000港元	2	3

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10. TAXATION

10. 稅項

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
The charge (credit) comprises:	支出(抵免)包括：		
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	–	34
Underprovision in prior years	過往期間撥備不足	–	52
		–	86
Taxation in other jurisdictions	其他司法權區之稅項		
Current year	本年度	570	554
Overprovision in prior years	過往期間超額撥備	–	(712)
		570	(158)
Deferred taxation (note 31)	遞延稅項(附註31)	693	(9,610)
		1,263	(9,682)

Hong Kong Profits Tax is calculated at 16.5% (2014: 16.5%) of the estimated assessable profit for the year. No provision for Hong Kong Profits Tax has been made in the financial statements as the Group has no assessable profit for the year ended 31 March 2015.

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

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

香港利得稅以本年度之估計應課稅溢利按稅率16.5% (二零一四年：16.5%)計算。由於本集團於截至二零一五年三月三十一日止年度在香港並無產生任何應課稅溢利，故並無於財務報表就香港利得稅計提撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率為25%。

於其他司法權區產生之稅項乃按各相關司法權區之現行稅率計算。

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10. TAXATION (CONT'D)

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

10. 稅項(續)

本年度稅項可與各綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(245,868)	(199,046)
Tax credit at the domestic income tax rate of 16.5% (2014: 16.5%)	按本地所得稅稅率16.5% (二零一四年：16.5%)計算之稅項抵免	(40,568)	(32,843)
Tax effect of share of results of an associate	應佔聯營公司業績之稅務影響	(79)	(107)
Tax effect of expenses not deductible for taxation purposes	不可扣稅費用之稅務影響	34,404	11,100
Tax effect of income not taxable for taxation purposes	毋須課稅收益之稅務影響	(925)	(463)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	829	(3,832)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	10,918	23,720
Tax effect of utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損之稅務影響	(4,140)	(264)
Overprovision in prior years	過往年度超額撥備	–	(660)
Recognition of tax losses previously not recognised	確認先前未確認之稅務虧損	–	(6,324)
Recognition of other deductible temporary differences previously not recognised	確認先前未確認之其他可扣減暫時差額	–	(298)
Others	其他	824	289
Taxation for the year	本年度稅項	1,263	(9,682)

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11. DIVIDENDS

Dividends recognised as distribution during the year: 本年度確認為分配之股息：

Special dividends by way of distribution in specie of shares in a subsidiary 透過實物分派附屬公司股份之特別股息

On 26 June 2014, the Company made a distribution in specie of shares in a subsidiary, SIH Limited ("SIH"), to the shareholders of the Company, 2,033,808,485 shares in SIH were distributed to the shareholders whose names appeared on the register of members of the Company on the same date. Details of the assets and liabilities distributed are set out in note 37.

Other than the special dividends, the directors of the Company have determined that no dividends will be paid in respect of the year ended 31 March 2015 (2014: nil).

12. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following data:

11. 股息

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元

124,062	—
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於二零一四年六月二十六日，本公司向本公司股東實物分派附屬公司SIH Limited (「SIH」)之股份，2,033,808,485股SIH股份分派予於同日名列本公司股東名冊之股東。已分派資產及負債之詳情載列於附註37。

截至二零一五年三月三十一日止年度，除特別分派外，本公司董事議決將不派發股息（二零一四年：無）。

12. 每股虧損

每股基本及攤薄虧損乃根據以下數據計算：

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元

Loss attributable to owners of the Company for the purpose of basic and diluted loss per share	為計算每股基本及攤薄虧損之 本公司擁有人應佔虧損	(246,934)	(193,036)
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12. LOSS PER SHARE (CONT'D)

12. 每股虧損(續)

	Number of shares	
	股份數目	
	2015	2014
	二零一五年	二零一四年
Weighted average number of shares for the purpose of basic and diluted loss per share	2,085,085,753	1,747,814,332

為計算每股基本及攤薄虧損之加權平均股份數目

For the year ended 31 March 2015, the calculation of diluted loss per share does not assume the exercise of the conversion of the Company's outstanding convertible bonds as it would result in a decrease in the loss per share.

截至二零一五年三月三十一日止年度，計算每股攤薄虧損時乃假設並無轉換本公司尚未轉換可換股債券，因為有關行使將導致每股虧損減少。

For the year ended 31 March 2014, the calculation of diluted loss per share does not assume the exercise of the outstanding share options as it would result in a decrease in the loss per share and the exercise prices of those share options are higher than the average market price for shares.

截至二零一四年三月三十一日止年度，計算每股攤薄虧損時乃假設並無行使尚未行使之購股權，因為有關行使將導致每股虧損減少，且該等購股權之行使價高於股份之平均市價。

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13. INVESTMENT PROPERTIES

13. 投資物業

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Fair value of investment properties:	投資物業之公平價值：		
At beginning of the year	年初	254,825	276,936
Increase (decrease) in fair value	公平價值增加(減少)	5,550	(22,111)
Deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬(附註36)	(27,075)	-
Distribution in specie of shares in a subsidiary (note 37)	實物分派附屬公司股份(附註37)	(233,300)	-
At end of the year	年終	-	254,825
The carrying amount of investment properties comprises properties situated on land held under:	投資物業賬面值包括位於以下列租約持有之 土地之物業：		
Land in Hong Kong:	於香港之土地：		
Long leases	長期租約	-	228,400
Land outside Hong Kong:	於香港之外之土地：		
Long leases	長期租約	-	26,425
		-	254,825

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes were measured using the fair value model and were classified and accounted for as investment properties.

本集團根據經營租約持作賺取租金或資本增值用途之全部物業權益均以公平價值模式計量，並分類及入賬列作投資物業。

The fair values of the Group's investment properties had been arrived at on the basis of valuations carried out by Greater China Appraisal Limited, an independent qualified professional valuer not connected of the Group. The valuations were arrived at by reference to recent market prices for similar properties in similar locations and conditions.

本集團投資物業之公平價值乃根據與本集團並無關連之獨立合資格專業估值師漢華評值有限公司進行估值計算所得。該估值乃參考類似地點及條件之同類物業的近期市價後達致。

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13. INVESTMENT PROPERTIES (CONT'D)

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

The following table gives information about how the fair values of the investment properties were determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements were categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements was observable.

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況報表持有之投資物業	Fair value hierarchy 公平價值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Sensitivity 敏感度
At 31 March 2014 於二零一四年三月三十一日				
Industrial property in Hong Kong 位於香港之工業物業	Level 3 第三級	Direct comparison method with price per square feet 按每平方呎之價格之直接比較法	Price per square feet using market direct comparable and taking into account of location and other individual factors, such as road, frontage, size of property etc., which is ranged from HK\$3,969 to HK\$4,191 per square feet. 採用市場直接可資比較之每平方呎價格，並就位置及其他個別因素，如道路、臨街地界、物業大小等作出調整，每平方呎介乎3,969港元至4,191港元。	A significant increase in the price per square feet used would result in significant increase in the fair value measurement of the investment properties, and vice versa. 每平方呎價格之重大增長會導致投資物業之公平價值計量之重大增長，反之亦然。
Commercial property in the PRC 位於中國之商業物業	Level 3 第三級	Direct comparison method with price per square metre 按每平方米之價格之直接比較法	Price per square metre using market direct comparable and taking into account of location and other individual factors, such as road, frontage, size of property etc., which is ranged from RMB11,500 to RMB13,100 per square metre. 採用市場直接可資比較之每平方米價格，並就位置及其他個別因素，如道路、臨街地界、物業大小等作出調整，每平方米介乎人民幣11,500元至人民幣13,100元。	A significant increase in the price per square metre used would result in significant increase in the fair value measurement of the investment property, and vice versa. 每平方米價格之重大增長會導致投資物業之公平價值計量之重大增長，反之亦然。
Residential property in the PRC 位於中國之住宅物業	Level 3 第三級	Direct comparison method with price per square metre 按每平方米之價格之直接比較法	Price per square metre using market direct comparable and taking into account of location and other individual factors, such as road, frontage, size of property etc., which is ranged from RMB8,991 to RMB9,388 per square metre. 採用市場直接可資比較之每平方米價格，並就位置及其他個別因素，如道路、臨街地界、物業大小等作出調整，每平方米介乎人民幣8,991元至人民幣9,388元。	A significant increase in the price per square metre used would result in significant increase in the fair value measurement of the investment property, and vice versa. 每平方米價格之重大增長會導致投資物業之公平價值計量之重大增長，反之亦然。

13. 投資物業(續)

於估計物業之公平價值時，有關物業之最高及最佳用途即為其當前用途。

下表提供投資物業公平價值釐定方法(特別是所用估值技術及輸入數據)之資料，以及根據公平價值計量之輸入數據的可觀察程度而將公平價值計量分類歸入公平價值等級(第一至三級)之資料。

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13. INVESTMENT PROPERTIES (CONT'D)

There were no transfers into or out of Level 3 during both years.

The resulting increase in fair value of the investment properties of HK\$5,550,000 for the year ended 31 March 2015 (2014: decrease in fair value of HK\$22,111,000) has been recognised in profit or loss.

13. 投資物業(續)

兩個年度內並無轉入及轉出第三級。

截至二零一五年三月三十一日止年度，投資物業之公平價值增加5,550,000港元(二零一四年：公平價值減少22,111,000港元)已於損益中確認。

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold properties	Computer equipment	Furniture, fixtures and equipment 傢俬、裝置及設備	Motor vehicles	Plant and machinery	Total
		租賃物業 HK\$'000 千港元	電腦設備 HK\$'000 千港元	及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	總計 HK\$'000 千港元
COST OR VALUATION		成本值或估值					
At 1 April 2013	於二零一三年四月一日	78,459	26,547	101,789	9,334	518,768	734,897
Additions	添置	400	7	824	-	2,119	3,350
Disposals	出售	-	-	(116)	(370)	(61,314)	(61,800)
At 31 March 2014	於二零一四年三月三十一日	78,859	26,554	102,497	8,964	459,573	676,447
Additions	添置	-	21	-	-	446	467
Disposals	出售	-	-	-	-	(9,744)	(9,744)
Deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬 (附註36)	(61,068)	(14,221)	(77,849)	(5,325)	(312,198)	(470,661)
Distribution in specie of shares in a subsidiary (note 37)	實物分派附屬公司股份 (附註37)	(17,791)	(10,158)	(21,182)	(3,639)	(118,952)	(171,722)
At 31 March 2015	於二零一五年三月三十一日	-	2,196	3,466	-	19,125	24,787
DEPRECIATION AND IMPAIRMENT		折舊及減值					
At 1 April 2013	於二零一三年四月一日	14,334	23,114	94,238	8,022	495,941	635,649
Provided for the year	本年度撥備	1,110	970	1,462	245	4,588	8,375
Impairment loss recognised in profit or loss	於損益確認之減值虧損	-	-	590	-	15,464	16,054
Eliminated on disposals	出售時撇銷	-	-	(81)	(304)	(61,033)	(61,418)
At 31 March 2014	於二零一四年三月三十一日	15,444	24,084	96,209	7,963	454,960	598,660
Provided for the year	本年度撥備	944	297	1,067	88	1,187	3,583
Eliminated on disposals	出售時撇銷	-	-	-	-	(9,314)	(9,314)
Eliminated on deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬之 撇銷(附註36)	(10,515)	(12,945)	(74,413)	(5,077)	(311,149)	(414,099)
Eliminated on distribution in specie of shares in a subsidiary (note 37)	實物分派附屬公司股份之 撇銷(附註37)	(5,873)	(9,273)	(20,252)	(2,974)	(119,310)	(157,682)
At 31 March 2015	於二零一五年三月三十一日	-	2,163	2,611	-	16,374	21,148
CARRYING VALUES		賬面值					
At 31 March 2015	於二零一五年三月三十一日	-	33	855	-	2,751	3,639
At 31 March 2014	於二零一四年三月三十一日	63,415	2,470	6,288	1,001	4,613	77,787

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**14. PROPERTY, PLANT AND EQUIPMENT
(CONT'D)**

The cost or valuation of leasehold properties in Hong Kong, which included prepaid lease payments, was depreciated over forty years on a straight-line basis and after taking into account of the estimated residual value. The cost of buildings situated on leasehold land outside Hong Kong was amortised over a period of fifty years or, where shorter, the remaining term of the leases on a straight-line basis and after taking into account of the estimated residual value.

Depreciation is provided to write off the cost of other items of property, plant and equipment, other than leasehold properties, over their estimated useful lives, using the reducing balance method at the following rates per annum:

Computer equipment	25%
Furniture, fixtures and equipment	10 – 25%
Motor vehicles	20 – 25%
Plant and machinery	15 – 30%

During the year ended 31 March 2014, the directors conducted a review of the Group's furniture, fixtures and equipment and plant and machinery and identified a number of physically damaged and technical obsolescent assets. Accordingly, certain furniture, fixtures and equipment and plant and machinery used in the Group's electronic products segment with carrying amount of HK\$16,054,000 were considered to be fully impaired and has been recognised in profit or loss (2015: nil).

14. 物業、廠房及設備(續)

包括預付租賃款項之香港租賃物業之成本值或估值經計及估計剩餘價值後以直線基準按40年計算折舊。位於香港以外地區之租賃土地之樓宇之成本經計及估計剩餘價值後以直線基準按50年或(如屬較短年期)租約剩餘年期計算攤銷。

其他物業、廠房及設備項目(租賃物業除外)乃於其估計可用年期按結餘遞減法計算折舊以撇銷其成本，所用年率如下：

電腦設備	25%
傢俬、裝置及設備	10 – 25%
汽車	20 – 25%
廠房及機器	15 – 30%

截至二零一四年三月三十一日止年度，董事檢視本集團之傢俬、裝置及設備以及廠房及機器，並鑒別多項物理損壞及技術過時之資產。因此，本集團電子產品分類所使用之若干傢俬、裝置及設備以及廠房及機器之賬面值為16,054,000港元，並視作悉數減值及已於損益內確認(二零一五年：無)。

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**14. PROPERTY, PLANT AND EQUIPMENT
(CONT'D)**

The carrying value of the leasehold properties shown above comprises properties situated on land held under:

Long leases in Hong Kong	在香港以長期租約持有
Medium term leases outside Hong Kong	在香港以外地區以中期租約持有

During the year ended 31 March 2014, the valuation of certain of the Group's leasehold properties was carried out by a firm of independent professional valuers in 1991 on an open market value for existing use basis. The Group has adopted the transitional relief provided by paragraph 80A of HKAS 16 "Property, plant and equipment" from the requirement to make revaluation on a regular basis of certain of the Group's leasehold properties and, accordingly, no further revaluation of leasehold properties would be carried out. Had these leasehold properties with a carrying amount of HK\$7,472,000 been carried at cost less accumulated depreciation and accumulated impairment losses, the carrying value of these leasehold properties at 31 March 2014 would have been stated at HK\$7,106,000 (2015: nil).

14. 物業、廠房及設備(續)

上述租賃物業包括位於以下列租約持有之土地之物業，其賬面值為：

	2015 二零一五年	2014 二零一四年
	HK\$'000 千港元	HK\$'000 千港元
Long leases in Hong Kong	-	11,952
Medium term leases outside Hong Kong	-	51,463
	-	63,415

截至二零一四年三月三十一日止年度，若干本集團之租賃物業由一家獨立專業估值師行於一九九一年按現時用途基準之公開市值進行估值。本集團採納香港會計準則第16號「物業、廠房及設備」第80A段有關規定定期重估本集團若干租賃物業之過渡期豁免，故此毋須進一步重估租賃物業。倘租賃物業賬面值7,472,000港元按成本值減累計折舊及累計減值虧損列賬，此等租賃物業於二零一四年三月三十一日之賬面值將為7,106,000港元(二零一五年：無)。

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15. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Leasehold land held under medium term leases outside Hong Kong	在香港境外以中期租約持有之租賃土地	-	3,411
Analysed for reporting purposes as:	就申報目的分析為：		
Current asset	流動資產	-	121
Non-current asset	非流動資產	-	3,290
		-	3,411

15. 預付租賃款項

本集團之預付租賃款項包括：

16. PRODUCT DEVELOPMENT COSTS

		HK\$'000 千港元
COST	成本值	
At 1 April 2013	於二零一三年四月一日	1,732
Amount written off	撇銷金額	(1,732)
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日及二零一五年三月三十一日	-
AMORTISATION	攤銷	
At 1 April 2013	於二零一三年四月一日	1,732
Amount written off	撇銷金額	(1,732)
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日及二零一五年三月三十一日	-
CARRYING VALUE	賬面值	
At 31 March 2015 and 31 March 2014	於二零一五年三月三十一日及二零一四年三月三十一日	-

Product development costs were amortised over a period of five years on a straight-line basis.

產品開發成本以直線法於五年期內攤銷。

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17. GOODWILL

17. 商譽

		HK\$'000 千港元
COST 成本值		
At 1 April 2013	於二零一三年四月一日	28,053
Written off during the year	本年度撤銷	(2,277)
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日及二零一五年三月三十一日	25,776
IMPAIRMENT 減值		
At 1 April 2013	於二零一三年四月一日	10,388
Written off during the year	本年度撤銷	(2,277)
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日及二零一五年三月三十一日	8,111
CARRYING VALUE 賬面值		
At 31 March 2015 and 31 March 2014	於二零一五年三月三十一日及二零一四年三月三十一日	17,665

Particulars regarding impairment testing on goodwill are disclosed in note 18.

商譽之減值測試詳情於附註18披露。

18. IMPAIRMENT TESTING ON GOODWILL

For the purposes of impairment testing, goodwill of carrying value amounting to HK\$17,665,000 (2014: HK\$17,665,000) as set out in note 17 has been allocated to a cash-generating unit ("CGU") in the design, manufacture and sale of electronic products segment operating in the United States of America.

The recoverable amount of the relevant CGU has been determined on the basis of value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rates, growth rates and expected changes to revenue and direct costs during the budgeted period. The management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. Changes in revenue and direct costs are based on past practices and expectations of future changes in the market.

18. 商譽之減值測試

就減值測試而言，附註17所載賬面值為17,665,000港元(二零一四年：17,665,000港元)之商譽已被分配至一個現金產生單位(「現金產生單位」)，即於美國從事設計、製造及銷售電子產品業務之分類。

相關現金產生單位的可收回金額乃按使用價值計算法釐定。使用價值計算法所作出主要假設為關於貼現率、增長率以及預算期內收入和直接成本之預計變動。管理層採用除稅前利率估計貼現率，該利率反映市場現時對貨幣時間價值以及現金產生單位特有風險的評估。收入及直接成本之變動根據過往慣例及對市場未來變動的期望作出估計。

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**18. IMPAIRMENT TESTING ON GOODWILL
(CONT'D)**

During the year, the Group performed impairment review for goodwill based on cash flow forecasts of the CGU derived from the most recent financial budget for the next five years approved by the management and cash flows beyond the five-year period are extrapolated using 0% (2014: 0%) growth rate. The rate used to discount the forecast cash flows is 10% (2014: 10%). During the year ended 31 March 2015, as the recoverable amount of the CGU exceeds the carrying value of the CGU, no impairment loss is recognised.

19. INTEREST IN AN ASSOCIATE

Cost of investments in an associate, unlisted	於聯營公司之投資成本，非上市	6,510	6,510
Share of post-acquisition results, net of dividend received	應佔收購後業績，扣除已收股息	335	(144)

6,845 **6,366**

Details of the Group's associate are as follows:

本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Form of business structure 業務結構形式	Place of registration/ operations 註冊／營業地點	Nominal value of registered capital 註冊資本面值	Attributable equity interest to the Group 本集團應佔股本權益		Principal activities 主要業務
				2015 二零一五年	2014 二零一四年	
Interforce Limited ("Interforce") 賢邦有限公司 (「賢邦」)	Limited liability company 有限責任公司	Hong Kong 香港	HK\$500,000 500,000港元	30%	30%	Trading in electronic products 買賣電子產品

18. 商譽之減值測試(續)

於本年度，本集團根據管理層批准之未來五年最新財務預算所產生之現金產生單位之現金流量預測審閱商譽減值，以及按0% (二零一四年：0%)增長率推算五年後之現金流量。用於計算預測現金流量之貼現率為10% (二零一四年：10%)。於截至二零一五年三月三十一日止年度，由於現金產生單位之可收回金額超過現金產生單位之賬面值，故未確認減值虧損。

19. 於聯營公司之權益

	2015 二零一五年	2014 二零一四年
	HK\$'000 千港元	HK\$'000 千港元

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19. INTEREST IN AN ASSOCIATE (CONT'D)

The associate is indirectly held by the Company through its wholly-owned subsidiary.

Included in the cost of investments in an associate is goodwill of HK\$3,779,000 (2014: HK\$3,779,000) arising on acquisition of an associate in prior year.

19. 於聯營公司之權益(續)

聯營公司由本公司透過其全資附屬公司間接持有。

於聯營公司之投資成本包括過往年度收購聯營公司所產生之商譽3,779,000港元(二零一四年：3,779,000港元)。

Current assets	流動資產	15,107	19,714
Non-current assets	非流動資產	1,737	1,800
Current liabilities	流動負債	(6,624)	(12,893)
Revenue	收入	135,838	148,709
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	1,596	2,170

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19. INTEREST IN AN ASSOCIATE (CONT'D)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Net assets of Interforce attributable to owners	擁有人應佔賢邦資產淨值	10,220	8,621
Proportion of the Group's ownership interest in Interforce	本集團於賢邦之擁有權權益百分比	30%	30%
Goodwill	商譽	3,779	3,779
Carrying amount of the Group's interest in Interforce	本集團於賢邦之權益之賬面值	6,845	6,366

20. AVAILABLE-FOR-SALE INVESTMENTS

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Equity securities	股本證券		
Unlisted shares, at cost	非上市股份，按成本	-	26,690
Less: Impairment losses recognised	減：已確認減值虧損	-	(17,290)
		-	9,400
Analysed for reporting purposes as:	就申報目的分析為：		
Non-current asset	非流動資產	-	9,400

The above unlisted investments represented investments in unlisted equity securities issued by private entities incorporated in Hong Kong. They were measured at cost less impairment loss at the end of the reporting period because the range of reasonable fair value estimates was so significant that the directors of the Company were of the opinion that their fair values could not be measured reliably.

19. 於聯營公司之權益(續)

以上財務資料概要與於綜合財務報表已確認應佔聯營公司權益之賬面值的對賬如下：

20. 可供出售之投資

上述非上市投資為於香港註冊成立私人實體發行之非上市股本證券投資。由於合理公平價值估計範圍甚大，本公司董事認為未能可靠計量其公平價值，因此該等投資於報告期間末按成本減減值虧損計量。

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21. INVENTORIES

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials	原材料	–	7,344
Work in progress	在製品	–	1,279
Finished goods	製成品	75,123	72,219
		75,123	80,842

The cost of inventories recognised as an expense in the consolidated statement of profit or loss and other comprehensive income during the year amounted to HK\$322,811,000 (2014: HK\$408,857,000).

21. 存貨

於本年度，於綜合損益及其他全面收益表確認為支出之存貨成本達322,811,000港元（二零一四年：408,857,000港元）。

22. DEBTORS, DEPOSITS AND PREPAYMENTS

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Trade debtors	應收貿易賬項	30,562	18,050
Deposits with securities brokers	證券經紀之按金	47	50
Advances to suppliers	墊款予供應商	–	2,327
Prepayments and other receivables	預付款項及其他應收款項	14,130	11,103
		44,739	31,530
Analysed for reporting purposes as:	就申報目的分析為：		
Current assets	流動資產	43,993	31,530
Non-current assets	非流動資產	746	–
		44,739	31,530

22. 應收賬項、按金及預付款項

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22. DEBTORS, DEPOSITS AND PREPAYMENTS (CONT'D)

The aged analysis of trade debtors net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective recognition dates, is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 – 30 days	0至30日	11,938	10,740
31 – 60 days	31至60日	6,486	311
61 – 90 days	61至90日	5,633	2,093
Over 90 days	超過90日	6,505	4,906
		30,562	18,050

The Group allows an average credit period ranging from 30 days to 90 days to its trade customers. Before accepting any new customers, the management will internally assess the credit quality of the potential customer and define appropriate credit limits. Management closely monitors the credit quality of trade and other receivables and considers the trade and other receivables that are neither past due nor impaired to be of a good quality.

Included in the Group's trade debtors are debtors with aggregate carrying amount of HK\$12,325,000 (2014: HK\$7,632,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The directors of the Company determined that these receivables are either due from customers of good credit quality with no history of default or covered by credit insurance. The Group does not hold any collateral over these balances.

22. 應收賬項、按金及預付款項 (續)

於報告期間末(與各自確認日期相符)按發票日期呈列之應收貿易賬項(扣除呆賬撥備)之賬齡分析如下:

本集團給予其貿易客戶之平均信貸期介乎30日至90日。於接納任何新客戶前，管理層將內部評估潛在客戶之信貸質素及訂立適當之信貸限額。管理層密切監察貿易及其他應收款項之信貸質素，並認為未逾期亦未減值之貿易及其他應收款項之質素良好。

本集團之應收貿易賬項包括賬面總值為12,325,000港元(二零一四年: 7,632,000港元)之應收賬項。有關賬項於報告日期已逾期，但本集團並未作出減值虧損撥備。本公司董事確定此等應收款項為應收信貸質素良好且無拖欠記錄之客戶之款項或受信貸保險保障。本集團並無就此等結餘持有任何抵押品。

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**22. DEBTORS, DEPOSITS AND
PREPAYMENTS (CONT'D)**

The aged analysis of trade debtors which are past due but not impaired is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Overdue 31 – 60 days	逾期31至60日	4,440	1,384
Overdue 61 – 90 days	逾期61至90日	1,459	2,436
Overdue over 90 days	逾期超過90日	6,426	3,812
		12,325	7,632

Based on the experience of the management and repayment record of the customers, trade receivables which are past due but not impaired and not associated with litigations are generally recoverable.

**22. 應收賬項、按金及預付款項
(續)**

已逾期但未減值之應收貿易賬項之賬齡分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Overdue 31 – 60 days	逾期31至60日	4,440	1,384
Overdue 61 – 90 days	逾期61至90日	1,459	2,436
Overdue over 90 days	逾期超過90日	6,426	3,812
		12,325	7,632

根據管理層之經驗及客戶之還款記錄，已逾期但未減值且未牽涉訴訟之貿易應收款項一般可收回。

At beginning of the year	年初	36,818	35,441
(Reversal of) impairment losses recognised on debtors	應收賬項之已確認減值虧損(撥回)	(163)	2,152
Amount written off	撇銷金額	(319)	(775)
Deconsolidation of subsidiaries	附屬公司停止綜合入賬	(25,161)	–
Distribution in specie of shares in a subsidiary	實物分派附屬公司股份	(1,942)	–
At end of the year	年終	9,233	36,818

Included in the allowance for doubtful debts are individually impaired trade debtors with an aggregated balance of HK\$9,233,000 (2014: HK\$34,759,000) which have either been placed under liquidation or in financial difficulties.

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**22. DEBTORS, DEPOSITS AND
PREPAYMENTS (CONT'D)**

Movements in the allowance for doubtful debts
(CONT'D)

**22. 應收賬項、按金及預付款項
(續)**

呆賬撥備變動(續)

於二零一四年三月三十一日，管理層已於上一年度撤回對一名貿易債務人之訴訟，乃由於彼等認為有關訴訟所涉及之法律及專業費用將會很高，而相關應收賬項結餘2,059,000港元(二零一五年：零)已於上一年度悉數減值。

23. INVESTMENTS HELD FOR TRADING

23. 持作買賣之投資

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Listed securities	上市證券		
Equity securities listed in Hong Kong	於香港上市之股本證券	171	167
Equity securities listed outside Hong Kong	於香港境外上市之股本證券	282	308
		453	475

**24. PLEDGED BANK DEPOSITS/BANK
BALANCES AND CASH/BANK
OVERDRAFTS**

Pledged bank deposits

**24. 已抵押銀行存款／銀行結存及
現金／銀行透支**

已抵押銀行存款

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**24. PLEDGED BANK DEPOSITS/BANK
BALANCES AND CASH/BANK
OVERDRAFTS (CONT'D)**

Bank overdrafts

**24. 已抵押銀行存款／銀行結存及
現金／銀行透支(續)**

銀行透支

25. CREDITORS AND ACCRUED CHARGES

25. 應付賬項及應計費用

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade creditors	應付貿易賬項	22,407	32,954
Notes payable and accrued interest	應付票據及應計利息	8,943	-
Royalty and withholding tax payable	應付專利費及預扣稅	944	3,178
Other creditors and accrued expenses	其他應付賬項及應計開支	78,528	67,268
		110,822	103,400
Analysed for reporting purposes as:	就申報目的分析為：		
Current liabilities	流動負債	90,741	103,400
Non-current liabilities	非流動負債	20,081	-
		110,822	103,400

Note payable with the principal amount of US\$1,100,000 (equivalent to HK\$8,580,000) is unsecured and carries interest at 6% per annum (2014: nil). This note shall be payable in consecutive equal quarterly instalments of principal and interest in the amount of US\$150,000 (equivalent to HK\$1,170,000) up to 2017. At 31 March 2015, HK\$3,873,000 and HK\$5,070,000 are classified as current and non-current liabilities, respectively.

Included in other creditors is an amount of HK\$15,011,000 which is unsecured, interest-free and repayable upon expiry of revolving credit facility granted to a subsidiary of the Company in 2017 (2014: nil). Accordingly, the amount is classified as a non-current liability.

本金額為1,100,000美元(相等於8,580,000港元)之應付票據無擔保且按年利率6厘(二零一四年：零)計息。該票據應於二零一七年之前按季度分期等額支付本金額及利息共計150,000美元(相等於1,170,000港元)。於二零一五年三月三十一日，3,873,000港元及5,070,000港元分別分類為流動及非流動負債。

計入其他應付賬項之15,011,000港元(二零一四年：零)之款項為無擔保、免息且應於於二零一七年授予本公司一家附屬公司之循環信貸融資到期前償還。因此，該項款項被分類為非流動負債。

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**25. CREDITORS AND ACCRUED CHARGES
(CONT'D)**

The aged analysis of trade creditors presented based on the invoice date at the end of the reporting period is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 – 30 days	0至30日	8,451	8,900
31 – 60 days	31至60日	1,990	2,031
61 – 90 days	61至90日	2,554	139
Over 90 days	超過90日	9,412	21,884
		22,407	32,954

The average credit period on purchases of goods is 90 days.

26. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder, Mr. Wang Xing Qiao (2014: Mr. Lau Sak Hong, Philip), is interest-free, unsecured and repayable on demand. Mr. Wang Xing Qiao (2014: Mr. Lau Sak Hong, Philip) is also a director and chief executive of the Company.

**27. AMOUNT DUE TO IMMEDIATE
HOLDING COMPANY**

The amount is interest-free, unsecured and repayable on demand.

25. 應付賬項及應計費用(續)

於報告期間末按發票日期呈列之應付貿易賬項之賬齡分析如下：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 – 30 days	8,451	8,900
31 – 60 days	1,990	2,031
61 – 90 days	2,554	139
Over 90 days	9,412	21,884
	22,407	32,954

採購貨品之平均信貸期為90日。

26. 應付股東款項

應付股東王星喬先生(二零一四年：劉錫康先生)款項為無息、免抵押及按要求償還。王星喬先生(二零一四年：劉錫康先生)亦為本公司之董事及主要行政人員。

27. 應付直接控股公司之款項

該款項為免息、無抵押及按要求償還。

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28. BORROWINGS

Trust receipts and import loans	信託收據及進口貸款	–	17,655
Short term bank loans	短期銀行貸款	–	51,150
		–	68,805

The Group's borrowings were all secured by certain assets as disclosed in note 41.

During the year end 31 March 2014, the Group's borrowings were floating-rate borrowings, which were mainly linked with Hong Kong Interbank Offered Rate ("HIBOR"), and bore interest at a range from 3.8% to 5.9% per annum (2015: nil). Interest was repriced every month.

29. CONVERTIBLE NOTES

On 15 June 2012, the Company issued 1.5% coupon convertible notes (the "Notes") at a principal amount of HK\$36,300,000 maturing on 15 December 2013 to Mr. Lau Shek Yuen. Mr. Lau Shek Yuen is a former shareholder of the Company and a brother of all former executive directors of the Company. The Notes were denominated in Hong Kong dollars and the Company agreed to guarantee payment of all sums payable in relation to the Notes. Interest of 1.5% were paid annually up until the settlement date.

28. 借貸

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
	–	17,655
	–	51,150
	–	68,805

本集團之借貸均為通過披露於附註41之若干資產作為抵押。

截至二零一四年三月三十一日止年度，本集團之借貸為浮息借貸，主要與香港銀行同業拆息（「香港銀行同業拆息」）掛鈎，並按年利率3.8厘至5.9厘計息（二零一五年：無）。有關利息於每月重新定價。

29. 可換股票據

於二零一二年六月十五日，本公司發行本金額為36,300,000港元於二零一三年十二月十五日期之1.5厘票息可換股票據（「票據」）予劉錫源先生。劉錫源先生為本公司之前股東及本公司全體前執行董事之胞兄弟。票據以港元計值且本公司同意保證支付有關該票據之所有應付款項。直至結算日前之1.5厘票息將按年支付。

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29. CONVERTIBLE NOTES (CONT'D)

The principal terms of the Notes were as follows:

- (a) The Notes were convertible, at the option of the note holder, into ordinary shares of HK\$0.1 each of the Company at a conversion price of HK\$0.104 per share, subject to anti-dilutive adjustments, at any time on or after 15 June 2012 up to and including the date which is 3 days prior to the maturity date. Unless previously redeemed, converted or purchased and cancelled, the outstanding Notes would be redeemed by the Company at 100% of its principal amount on the maturity date.
- (b) At any time while the Notes were outstanding and had not been converted, the Company might redeem all of the principal of the Notes or any part at a redemption price equal to the applicable early redemption amount predetermined in the convertible note agreement.

At initial recognition, the Notes were split into an equity component of HK\$5,591,000 and a liability component of HK\$30,709,000. The liability component was determined based on the present value of the estimated future cash flows discounted at an effective interest rate of 11.8% per annum, being the average yield of similar financial instruments with similar credit rating and structure but without the call conversion option or the early redemption option, which incorporated appropriate adjustments to reflect possible impact of country factors, firm specific risk and liquidity risk.

As the Company's early redemption options were considered as closely related to the host contracts, the fair values of these options, which were determined using Trinomial Tree Method at initial recognition, had not been separated from the host contracts, but included in the carrying amount of the liability component.

29. 可換股票據(續)

票據之主要條款載列如下：

- (a) 票據可按照票據持有人之選擇，於二零一二年六月十五日或之後直至到期前三日(包括該日)任何時間按換股價每股股份0.104港元轉換為每股面值0.1港元之本公司普通股(可進行反攤薄調整)。除非先前已贖回、轉換或購買及註銷，尚未贖回票據將由本公司於到期日按其本金額之100%贖回。
- (b) 於票據尚未贖回且並無轉換之任何時間內，本公司可按可換股票據協議預先釐定之贖回價格(等於適用提早贖回金額)贖回票據之所有或任何部分本金額。

於初步確認時，票據拆細為權益部分5,591,000港元及負債部分30,709,000港元。負債部分乃根據按實際年利率11.8%(即具類似信貸評級及架構但並無附帶認購轉換權或提早贖回選擇權之類似金融工具之平均收益率，其已計入適當調整以反映國家因素、公司具體風險及流動性風險之可能影響)貼現估計未來現金流量之現值而釐定。

由於本公司之提早贖回選擇權被認為與主合約密切相關，於初步確認時按三元樹模式釐定之該等選擇權之公平價值並未與主合約分離，惟計入負債部分之賬面值。

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29. CONVERTIBLE NOTES (CONT'D)

On 6 December 2013, all conversion rights had been exercised and 349,038,461 conversion shares are allotted and issued.

The movement of the liability component of the Notes for the current and prior years is set out below:

		HK\$'000 千港元
At 1 April 2013	於二零一三年四月一日	33,453
Imputed interest expense for the year	年內估算利息開支	3,664
Coupon interest paid	已付票息	(817)
Issue of shares upon exercise of the Notes	行使票據時發行股份	(36,300)
At 31 March 2014 and 31 March 2015	於二零一四年三月三十一日及二零一五年三月三十一日	-

30. CONVERTIBLE BONDS

On 30 July 2014, the Company issued 3% coupon convertible bonds (the "Bonds") at a principal amount of HK\$75,000,000 maturing on 30 July 2017 to the immediate holding company of the Company. The Bonds are denominated in Hong Kong dollars and the Company agrees to guarantee payment of all sums payable in relation to the Bonds. Interest of 3% per annum will be paid half-annually up until the settlement date.

The Bonds are convertible, at the option of the bond holder, into ordinary shares of HK\$0.1 each of the Company at a conversion price of HK\$0.172 per share, subject to anti-dilutive adjustments, at any time on or after 30 July 2014 up to and including the maturity date. Unless previously redeemed, converted or purchased and cancelled, the outstanding Bonds will be redeemed by the Company at 100% of its principal amount on the maturity date.

29. 可換股票據(續)

於二零一三年十二月六日，所有換股權已獲行使，且349,038,461股換股股份獲配發及發行。

本年度及上一年度之票據負債部分之變動載列如下：

30. 可換股債券

於二零一四年七月三十日，本公司向本公司之直接控股公司發行本金額為75,000,000港元於二零一七年七月三十日到期之3厘票息可換股債券(「債券」)。債券以港元計值且本公司同意就債券之一切應付款項的支付作出擔保。每年3厘之利息將每半年期支付，直至結算日期止。

於二零一四年七月三十日當日或之後直至到期日(包括當日)之任何時間，債券持有人可選擇按換股價每股0.172港元將債券轉換為本公司每股面值0.1港元之普通股(可作反攤薄調整)。除非提早贖回、轉換或購買及註銷，否則本公司將於到期日按其本金額的100%贖回尚未轉換之債券。

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30. CONVERTIBLE BONDS (CONT'D)

At initial recognition, the Bonds are split into an equity component of HK\$61,480,000 and a liability component of HK\$52,056,000. The liability component is determined based on the present value of the estimated future cash flows discounted at an effective interest rate of 16.21% per annum, being the average yield of similar financial instruments with similar credit rating and structure but without the call conversion option, which incorporated appropriate adjustments to reflect possible impact of country factors, firm specific risk and liquidity risk.

The equity component is presented as convertible bonds reserve in equity, whereas the liability component is classified under non-current liabilities at 31 March 2015.

The movement of the liability component of the Bonds for the current year is set out below:

		HK\$'000 千港元
Liability component at date of issue	於發行日期之負債部分	52,056
Transaction costs attributable to the liability component of the Bonds	債券之負債部分應佔交易成本	(97)
		51,959
Imputed interest expense for the year	年內估算利息開支	5,865
Coupon interest paid	已付票息	(949)
At 31 March 2015	於二零一五年三月三十一日	56,875

None of the Bonds has been converted into ordinary shares of the Company during the year ended 31 March 2015.

30. 可換股債券(續)

於首次確認時，債券將分為61,480,000港元之權益部分及52,056,000港元之負債部分。負債部分乃根據按實際年利率16.21%（即具類似信貸評級及架構但並無附帶認購轉換權之類似金融工具之平均收益率，其已計入適當調整以反映國家因素、公司具體風險及流動性風險之可能影響）貼現估計未來現金流量之現值而釐定。

於二零一五年三月三十一日，權益部分作為可換股債券儲備於權益內呈列，而負債部分則分類至非流動負債項下。

於本年度債券之負債部分之變動載列如下：

	HK\$'000 千港元
於發行日期之負債部分	52,056
債券之負債部分應佔交易成本	(97)
	51,959
年內估算利息開支	5,865
已付票息	(949)
於二零一五年三月三十一日	56,875

截至二零一五年三月三十一日止年度，概無債券轉換為本公司普通股。

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31. DEFERRED TAXATION

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior years:

31. 遞延稅項

本年度及過往年度已確認主要遞延稅項(負債)資產及其變動如下：

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Revaluation of properties 重估物業 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2013	於二零一三年四月一日	299	11,200	(7,461)	308	4,346
Credit to profit or loss	計入損益	1,366	5,260	2,947	37	9,610
At 31 March 2014	於二零一四年三月三十一日	1,665	16,460	(4,514)	345	13,956
(Charge) credit to profit or loss	(扣自)計入損益	(724)	-	-	31	(693)
Deconsolidation of subsidiaries (note 36)	附屬公司停止綜合入賬(附註36)	19	(19)	4,514	-	4,514
Distribution in specie of shares in a subsidiary (note 37)	實物分派附屬公司股份(附註37)	730	(83)	-	(166)	481
At 31 March 2015	於二零一五年三月三十一日	1,690	16,358	-	210	18,258

Note: Others mainly represent temporary difference arising from unrealised profits on inventories.

附註：其他主要指存貨之未變現溢利所產生之暫時差額。

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31. DEFERRED TAXATION (CONT'D)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

At the end of the reporting period, the Group has unused tax losses of HK\$323,682,000 (2014: HK\$819,293,000) and the Group has not recognised deferred tax asset in respect of tax losses of HK\$254,262,000 (2014: HK\$738,664,000) due to the unpredictability of future profit streams. Included in the unused tax losses are losses of HK\$114,950,000 (2014: HK\$117,000,000) that will expire in 2030, losses of HK\$159,499,000 (2014: HK\$146,910,000) that will expire within 20 years and losses of nil (2014: HK\$32,409,000) that will expire within 5 years, other tax losses may be carried forward indefinitely.

During the year ended 31 March 2014, deferred taxation had not been provided for in the consolidated financial statements in respect of the temporary differences attributable to the undistributed retained profits earned by the subsidiaries in the PRC amounting to HK\$20,904,000 starting from 1 January 2008 under the New Law of the PRC that requires withholding tax upon the distribution of such profits to the shareholders, as the Group was able to control the timing of the reversal of the temporary differences and it was probable that the temporary differences would not reverse in the foreseeable future (2015: nil).

31. 遞延稅項(續)

就於綜合財務狀況報表呈列而言，若干遞延稅項資產及負債已對銷。用作財務報告用途之遞延稅項結餘分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	18,258	18,951
Deferred tax liabilities	遞延稅項負債	-	(4,995)
		18,258	13,956

於報告期間末，本集團之未動用稅項虧損為323,682,000港元(二零一四年：819,293,000港元)。由於未能預計未來溢利來源，本集團並無就稅項虧損254,262,000港元(二零一四年：738,664,000港元)確認遞延稅項資產。未確認稅項虧損包括114,950,000港元(二零一四年：117,000,000港元)將於二零三零年到期之虧損、159,499,000港元(二零一四年：146,910,000港元)將於20年內到期之虧損以及零港元(二零一四年：32,409,000港元)將於五年內到期之虧損，其他稅項虧損可無限期結轉。

根據中國新法例，自二零零八年一月一日起，中國之附屬公司須於向股東分派保留溢利時繳納預扣稅，截至二零一四年三月三十一日止年度，由於本集團可控制暫時差異之撥回時間及不大可能於可見將來撥回暫時差異，因此綜合財務報表並無就中國之附屬公司之未分派保留溢利之暫時差異20,904,000港元計提遞延稅項撥備(二零一五年：無)。

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32. SHARE CAPITAL

32. 股本

Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股	Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
Authorised:	法定股本：		
At 1 April 2013, 31 March 2014 and 31 March 2015	於二零一三年四月一日、二零一四年 三月三十一日及二零一五年三月三十一日	5,000,000,000	500,000
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2013	於二零一三年四月一日	1,627,316,290	162,731
Issue of shares upon exercise of share options	因行使購股權而發行股份	37,076,000	3,708
Issue of shares upon exercise of the Notes (note 29)	行使票據時發行股份(附註29)	349,038,461	34,904
At 31 March 2014	於二零一四年三月三十一日	2,013,430,751	201,343
Issue of shares upon exercise of share options	因行使購股權而發行股份	20,377,734	2,038
Issue of shares (note)	發行股份(附註)	400,000,000	40,000
At 31 March 2015	於二零一五年三月三十一日	2,433,808,485	243,381

All shares issued rank pari passu in all respects with the then existing shares in all aspects.

所有已發行股份於各方面均與當時之現有股份享有同等地位。

Note: In February 2015, the Company issued 400,000,000 shares of HK\$0.1 each at HK\$0.16 per share as part of the deposit paid for acquisition of a property (see note 45(a)).

附註：於二零一五年二月，本公司按每股0.16港元發售價發行每股面值0.1港元的400,000,000股股份，作為收購物業之部分按金(參見附註45(a))。

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33. SHARE OPTION SCHEMES

Share option scheme of the Company

33. 購股權計劃

本公司之購股權計劃

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of the Company (CONT'D)

The period within which the shares must be taken up under an option is any period as determined by the Board, which shall not be more than 10 years from the date on which the option is granted. The option may be exercised by the grantee at any time during the option period.

The subscription price of the share options was determined by the Board, but would be no less than the highest of (i) the closing price of the shares on the offer date; (ii) the average of the closing price of shares on the 5 trading days immediately preceding the offer date; or (iii) the nominal value of the shares on the offer date.

The offer of a grant of share options could be accepted within 28 days from the date of offer. The consideration for the grant was HK\$1 and it would in no circumstance be refundable.

33. 購股權計劃(續)

本公司之購股權計劃(續)

根據購股權接納股份之期限由董事局決定，惟不可於授出日起計超過十年。承授人可於購股權期限內任何時間行使購股權。

購股權之認購價由董事局決定，惟有關價格將不低於以下最高者：(i)要約日期股份之收市價；(ii)緊接要約日期前五個交易日股份平均收市價；或(iii)股份於要約日期之面值。

授出購股權之要約可自要約日期起計28日內接納。授出購股權之代價為1港元，該金額在任何情況下將不可退還。

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of the Company (CONT'D)

The movements of the share options granted to directors, employees and advisors of the Group pursuant to the Scheme were as follows:

33. 購股權計劃(續)

本公司之購股權計劃(續)

根據計劃已向本集團董事、僱員及顧問授出之購股權之變動情況如下：

Date of grant 授出日期	Notes 附註	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目					
			Outstanding at beginning of the year 年初尚未行使	Exercised during the year 年內已行使	Cancelled during the year 年內已註銷	Lapsed during the year 年內已失效	Outstanding at end of the year 年終尚未行使	
For the year ended 31 March 2015	截至二零一五年 三月三十一日止年度							
Employees:	僱員：							
28 January 2008	二零零八年一月二十八日	(a) 0.2053	732,311	(177,734)	(376,843)	(177,734)	-	
31 August 2010	二零一零年八月三十一日	(a) 0.1880	5,000,000	(5,000,000)	-	-	-	
25 October 2012	二零一二年十月二十五日	(b) 0.1000	9,000,000	(9,000,000)	-	-	-	
			14,732,311	(14,177,734)	(376,843)	(177,734)	-	
Advisors:	顧問：							
23 January 2008	二零零八年一月二十三日	(a) 0.2228	701,580	-	(701,580)	-	-	
12 August 2010	二零一零年八月十二日	(a) 0.1880	300,000	(300,000)	-	-	-	
26 February 2013	二零一三年二月二十六日	(b) 0.1230	2,000,000	(2,000,000)	-	-	-	
6 March 2013	二零一三年三月六日	(b) 0.1320	1,600,000	(1,600,000)	-	-	-	
4 October 2013	二零一三年十月四日	(b) 0.1150	1,500,000	(1,500,000)	-	-	-	
21 October 2013	二零一三年十月二十一日	(b) 0.1200	800,000	(800,000)	-	-	-	
			6,901,580	(6,200,000)	(701,580)	-	-	
			21,633,891	(20,377,734)	(1,078,423)	(177,734)	-	
Exercisable at end of the year	年終可行使						-	
Weighted average exercise price (HK\$)	加權平均行使價(港元)		0.1354	0.1305	0.2167	0.2053	-	

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of the Company (CONT'D)

Date of grant 授出日期	Notes 附註	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			
			Outstanding at beginning of the year 年初尚未行使	Granted during the year 年內已授出	Exercised during the year 年內已行使	Outstanding at end of the year 年終尚未行使
For the year ended 31 March 2014	截至二零一四年 三月三十一日止年度					
Directors	董事					
25 April 2012	二零一二年四月二十五日	(b) 0.1050	4,000,000	-	(4,000,000)	-
25 October 2012	二零一二年十月二十五日	(b) 0.1000	3,000,000	-	(3,000,000)	-
			7,000,000	-	(7,000,000)	-
Employees:	僱員:					
28 January 2008	二零零八年一月二十八日	(a) 0.2053	858,311	-	(126,000)	732,311
31 August 2010	二零一零年八月三十一日	(a) 0.1880	12,000,000	-	(7,000,000)	5,000,000
25 October 2012	二零一二年十月二十五日	(b) 0.1000	10,350,000	-	(1,350,000)	9,000,000
25 January 2013	二零一三年一月二十五日	(c) 0.1140	21,600,000	-	(21,600,000)	-
			44,808,311	-	(30,076,000)	14,732,311
Advisors:	顧問:					
23 January 2008	二零零八年一月二十三日	(a) 0.2228	701,580	-	-	701,580
12 August 2010	二零一零年八月十二日	(a) 0.1880	300,000	-	-	300,000
26 February 2013	二零一三年二月二十六日	(b) 0.1230	2,000,000	-	-	2,000,000
6 March 2013	二零一三年三月六日	(b) 0.1320	1,600,000	-	-	1,600,000
4 October 2013	二零一三年十月四日	(b) 0.1150	-	1,500,000	-	1,500,000
21 October 2013	二零一三年十月二十一日	(b) 0.1200	-	800,000	-	800,000
			4,601,580	2,300,000	-	6,901,580
			56,409,891	2,300,000	(37,076,000)	21,633,891
Exercisable at end of the year	年終可行使					21,633,891
Weighted average exercise price (HK\$)	加權平均行使價(港元)		0.1298	0.1167	0.1257	0.1354

33. 購股權計劃(續)

本公司之購股權計劃(續)

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of the Company (CONT'D)

Notes:

- (a) These share options were granted for an exercise period of ten years from the date of grant of the share options and vested immediately.
- (b) These share options were granted for an exercise period of five years from the date of grant of the share options and vested immediately.
- (c) These options were granted for an exercise period of four years from the date of grant of the options and vested immediately.

No share options have been granted to the directors and employees of the Company pursuant to the Scheme for both years.

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received was measured based on the Black-Scholes pricing model.

Fair value of share options and assumptions:

Grant date		4.10.2013	21.10.2013
授出日期		二零一三年	二零一三年
		十月四日	十月二十一日
Fair value at measurement dates (HK\$)	於計量日期之公平價值(港元)	0.0360	0.0362
Share price (HK\$)	股價(港元)	0.115	0.118
Exercise price (HK\$)	行使價(港元)	0.115	0.120
Expected volatility	預計波幅	34.73%	34.65%
Expected option life (years)	預計購股權期限(年)	5	5
Expected dividend yield	預期股息率	0%	0%
Risk-free interest rate	無風險利率	0.5%	0.5%

33. 購股權計劃(續)

本公司之購股權計劃(續)

附註：

- (a) 該等購股權由購股權授出日期起十年內行使並即時歸屬。
- (b) 該等購股權由購股權授出日期起五年內行使並即時歸屬。
- (c) 該等購股權由購股權授出日期起四年內行使並即時歸屬。

於兩個年度內，本公司並無根據計劃授予本公司董事及僱員任何購股權。

就所授出購股權而取得之服務之公平價值乃參考所授出購股權之公平價值計量。所取得服務之公平價值估計乃按柏力克－舒爾斯定價模式計量。

購股權之公平價值及假設：

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of the Company (CONT'D)

Expected volatility was determined by using the historical volatility of the Company's share price over the previous one year. The expected life used in the model had been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations. Changes in the subjective input assumptions could materially affect the fair value estimate.

During the year ended 31 March 2014, the Group recognised total expense of HK\$82,000 in relation to share options granted by the Company to advisors (2015: nil).

33. 購股權計劃(續)

本公司之購股權計劃(續)

預計波幅乃採用本公司股價於過去一年之歷史波幅釐定。上述模式所用預期期限乃按管理層之最佳估計就不能轉讓之影響、行使限制及行為考慮因素予以調整。主觀輸入假設之變動可能會對公平價值之估計構成重大影響。

截至二零一四年三月三十一日止年度，本集團就本公司向顧問授出的購股權確認開支總額82,000港元(二零一五年：無)。

MC普通股之方法。SMC計劃授權合共1,950,000股SMC普通股，而每名人士於各財政年度可獲授最高450,000股股份。

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of The Singing Machine Company, Inc. ("SMC"), a 51.48% (2014: 51.54%) owned subsidiary of the Company (CONT'D)

The maximum number of shares issued and to be issued upon exercise of the options granted to each participant in any 12 month period up to the date of the grant will be 300,000 shares.

The period within which the shares must be taken up under an option is any period as determined by the Board of SMC, which will not be more than 10 years (or 5 years in the case of a holder with 10% or more of the common stock) from the date on which the option is granted. Each option vested in one year from the date of grant.

The subscription price of the share options is determined by SMC's Stock Option Committee, which consists of two or more directors chosen by the Board of SMC. The subscription price of the share options will be no less than the closing price of SMC's shares on the offer date (or, if granted to a holder of 10% or more of the common stock, the subscription price will be no less than 110% of the closing price of SMC's shares on the offer date).

The movements of the share options granted to directors of the Company and employees of the Group pursuant to the SMC Scheme were as follows:

33. 購股權計劃(續)

本公司持有**51.48%**(二零一四年：**51.54%**)權益之附屬公司**The Singing Machine Company, Inc.**(「SMC」)之購股權計劃(續)

截至購股權授出之日止12個月內，各參與人行使所授購股權而發行及將予發行之最高股份數目將為300,000股。

根據購股權接納股份之期限由SMC董事局決定，惟不可於購股權授出日起計超過10年(或倘為持有普通股10%或以上之持有人，則為5年)。各購股權於授予當日起一年內歸屬。

購股權之認購價由SMC之認購權委員會決定，委員會由SMC董事局所挑選之兩名或以上董事組成。購股權之認購價將不低於SMC股份於要約日期之收市價(或倘授予持有普通股10%或以上之持有人，認購價則將不低於SMC股份於要約日期收市價之110%)。

根據SMC計劃向本公司董事及本集團之僱員所授出購股權之變動載列如下：

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of The Singing Machine Company, Inc. ("SMC"), a 51.48% (2014: 51.54%) owned subsidiary of the Company (CONT'D)

33. 購股權計劃(續)

本公司持有51.48%(二零一四年: 51.54%)權益之附屬公司The Singing Machine Company, Inc. (「SMC」)之購股權計劃(續)

Date of grant 授出日期	Exercise price 行使價 US\$ 美元	Number of share options 購股權數目			Outstanding at end of the year 年終尚未行使	
		Outstanding at beginning of the year 年初尚未行使	Granted during the year 年內已授出	Lapsed during the year 年內已失效		
For the year ended 31 March 2015 截至二零一五年 三月三十一日止年度						
29 November 2004	二零零四年十一月二十九日	0.75	40,000	-	(40,000)	-
1 December 2004	二零零四年十二月一日	0.77	20,000	-	(20,000)	-
9 May 2005	二零零五年五月九日	0.60	34,000	-	-	34,000
31 March 2006	二零零六年三月三十一日	0.32	60,000	-	-	60,000
10 April 2006	二零零六年四月十日	0.33	42,000	-	-	42,000
31 March 2007	二零零七年三月三十一日	0.93	60,000	-	-	60,000
31 March 2008	二零零八年三月三十一日	0.45	120,000	-	-	120,000
31 March 2009	二零零九年三月三十一日	0.11	120,000	-	-	120,000
31 March 2010	二零一零年三月三十一日	0.03	60,000	-	-	60,000
29 October 2010	二零一零年十月二十九日	0.06	520,000	-	-	520,000
31 March 2011	二零一一年三月三十一日	0.04	60,000	-	-	60,000
31 March 2012	二零一二年三月三十一日	0.12	60,000	-	-	60,000
31 March 2013	二零一三年三月三十一日	0.18	60,000	-	-	60,000
1 July 2013	二零一三年七月一日	0.21	580,000	-	-	580,000
31 March 2014	二零一四年三月三十一日	0.16	60,000	-	-	60,000
31 March 2015	二零一五年三月三十一日	0.17	-	60,000	-	60,000
			1,896,000	60,000	(60,000)	1,896,000
Exercisable at end of the year	年終可行使					1,896,000
Weighted average exercise price (US\$)	加權平均行使價(美元)	0.22	0.17	0.77	0.20	
Holders of the share options are analysed as follows:	購股權持有人 分析如下:					
Directors (note)	董事(附註)		80,000	-	-	80,000
Employees	僱員		1,816,000	60,000	(60,000)	1,816,000
			1,896,000	60,000	(60,000)	1,896,000

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of The Singing Machine Company, Inc. ("SMC"), a 51.48% (2014: 51.54%) owned subsidiary of the Company (CONT'D)

33. 購股權計劃(續)

本公司持有51.48%(二零一四年: 51.54%)權益之附屬公司The Singing Machine Company, Inc.(「SMC」)之購股權計劃(續)

Date of grant 授出日期	Exercise price 行使價 US\$ 美元	Number of share options 購股權數目				
		Outstanding at beginning of the year 年初尚未行使	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Outstanding at end of the year 年終尚未行使	
For the year ended 31 March 2014 截至二零一四年三月三十一日止年度						
31 December 2002	二零零二年十二月三十一日	9.00	4,000	-	(4,000)	-
19 December 2003	二零零三年十二月十九日	1.97	4,880	-	(4,880)	-
6 February 2004	二零零四年二月六日	1.54	6,500	-	(6,500)	-
26 February 2004	二零零四年二月二十六日	1.36	20,000	-	(20,000)	-
29 March 2004	二零零四年三月二十九日	1.20	20,000	-	(20,000)	-
29 November 2004	二零零四年十一月二十九日	0.75	40,000	-	-	40,000
1 December 2004	二零零四年十二月一日	0.77	20,000	-	-	20,000
9 May 2005	二零零五年五月九日	0.60	34,000	-	-	34,000
31 March 2006	二零零六年三月三十一日	0.32	60,000	-	-	60,000
10 April 2006	二零零六年四月十日	0.33	42,000	-	-	42,000
31 March 2007	二零零七年三月三十一日	0.93	60,000	-	-	60,000
31 March 2008	二零零八年三月三十一日	0.45	120,000	-	-	120,000
31 March 2009	二零零九年三月三十一日	0.11	120,000	-	-	120,000
31 March 2010	二零一零年三月三十一日	0.03	60,000	-	-	60,000
29 October 2010	二零一零年十月二十九日	0.06	520,000	-	-	520,000
31 March 2011	二零一一年三月三十一日	0.04	60,000	-	-	60,000
31 March 2012	二零一二年三月三十一日	0.12	60,000	-	-	60,000
31 March 2013	二零一三年三月三十一日	0.18	60,000	-	-	60,000
1 July 2013	二零一三年七月一日	0.21	-	580,000	-	580,000
31 March 2014	二零一四年三月三十一日	0.16	-	60,000	-	60,000
			1,311,380	640,000	(55,380)	1,896,000
Exercisable at end of the year	年終可行使					1,896,000
Weighted average exercise price (US\$)	加權平均行使價(美元)		0.29	0.21	1.93	0.22
Holders of the share options are analysed as follows:	購股權持有人分析如下:					
Directors (note)	董事(附註)		80,000	-	-	80,000
Employees	僱員		1,231,380	640,000	(55,380)	1,816,000
			1,311,380	640,000	(55,380)	1,896,000

Note: These directors resigned on 21 July 2014.

附註: 該等董事於二零一四年七月二十一日辭任。

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33. SHARE OPTION SCHEMES (CONT'D)

Share option scheme of The Singing Machine Company, Inc. ("SMC"), a 51.48% (2014: 51.54%) owned subsidiary of the Company (CONT'D)

The above options were granted for an exercise period of nine years from the date on which the options are vested.

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Black-Scholes pricing model.

Fair value of share options and assumptions:

Grant date		1.7.2013	31.3.2014	31.3.2015
授出日期		二零一三年	二零一四年	二零一五年
		七月一日	三月三十一日	三月三十一日
Fair value at measurement date (US\$)	於計量日期之公平價值 (美元)	0.21	0.15	0.13
Share price (US\$)	股價(美元)	0.21	0.17	0.17
Exercise price (US\$)	行使價(美元)	0.21	0.16	0.17
Expected volatility	預計波幅	304.1%	201.1%	142.8%
Expected option life (years)	預計購股權期限(年)	3	3	3
Expected dividend yield	預期股息率	0%	0%	0%
Risk-free interest rate	無風險利率	0.21%	0.15%	0.26%

Expected volatility was determined by using the historical volatility of the SMC's share price over the previous one year. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations. Changes in the subjective input assumptions could materially affect the fair value estimate.

The Group recognised total expense of HK\$303,000 (2014: HK\$779,000) for the year in relation to share options granted by SMC.

33. 購股權計劃(續)

本公司持有51.48%(二零一四年: 51.54%)權益之附屬公司The Singing Machine Company, Inc. (「SMC」)之購股權計劃(續)

以上購股權由購股權歸屬日期起九年內行使。

就所授出購股權而取得之服務之公平價值乃參考所授出購股權之公平價值計量。所取得服務之公平價值之估計乃按柏力克-舒爾斯定價模式計量。

購股權之公平價值及假設:

	1.7.2013	31.3.2014	31.3.2015
	二零一三年	二零一四年	二零一五年
	七月一日	三月三十一日	三月三十一日
Fair value at measurement date (US\$)	0.21	0.15	0.13
Share price (US\$)	0.21	0.17	0.17
Exercise price (US\$)	0.21	0.16	0.17
Expected volatility	304.1%	201.1%	142.8%
Expected option life (years)	3	3	3
Expected dividend yield	0%	0%	0%
Risk-free interest rate	0.21%	0.15%	0.26%

預計波幅乃採用SMC股價於過去一年之歷史波幅釐定。上述模式所用預期期限乃按管理層之最佳估計就不能轉讓之影響、行使限制及行為考慮因素予以調整。主觀輸入假設之變動可能會對公平價值之估計構成重大影響。

本集團於年內就SMC授出之購股權確認之開支總額為303,000港元(二零一四年: 779,000港元)。

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34. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes the amount due to immediate holding company, borrowings, bank overdrafts and convertible bonds disclosed in notes 27, 28, 24 and 30, respectively net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

35. FINANCIAL INSTRUMENTS

Categories of financial instruments

Financial assets	金融資產		
Available-for-sale investments	可供出售之投資	–	9,400
Investments held for trading	持作買賣之投資	453	475
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	77,693	56,006
Financial liabilities	金融負債		
Other financial liabilities at amortised cost	按攤銷成本列賬之 其他金融負債	166,836	137,100

34. 資本風險管理

本集團之資本管理旨在透過在債務與權益間作出最佳平衡，確保本集團之實體可持續經營之餘，亦為股東締造最大回報。本集團整體策略與去年相同。

本集團之資本架構包括負債淨額(包括附註27、28、24及30分別披露之應付直接控股公司之款項借貸、銀行透支及可換股債券，扣除現金及現金等值項目)及本公司擁有人應佔權益(包括已發行股本及儲備)。

本公司董事定期檢討資本架構。檢討之一部份為董事考慮資本成本及各類資本所附帶之風險。本集團會通過發行新股份、購回股份、發行新債務或贖回現有債務等方式，平衡整體資本架構。

35. 金融工具

金融工具的類別

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35. FINANCIAL INSTRUMENTS (CONT'D)
Financial risk management objectives and policies

35. 金融工具(續)
財務風險管理目標及政策

Hong Kong dollars	港元	–	34,403	22,193	305,372
Renminbi	人民幣	–	27	78,860	200
United States dollars	美元	3,540	–	19,936	58,667

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The group entities are mainly exposed to foreign currency risk from Hong Kong dollars, Renminbi and United States dollars. Under the pegged exchange rate system, the financial impact on exchange difference between Hong Kong dollars and United States dollars will be immaterial and therefore no sensitivity analysis has been prepared.

The following table details the group entities' sensitivity to a 5% increase and decrease in Hong Kong dollars and Renminbi against each group entity's functional currency (including Hong Kong dollars and Renminbi). 5% is the sensitivity rate used in management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive/negative number below indicates a decrease/an increase in loss for the year where Hong Kong dollars and Renminbi strengthen 5% against each group entity's functional currency. For a 5% weakening of Hong Kong dollars and Renminbi against each group entity's functional currency, there would be an equal and opposite impact on the loss for the year.

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Hong Kong dollars	港元	(1,436)	(11,823)
Renminbi	人民幣	(1)	3,284

35. 金融工具(續)

財務風險管理目標及政策(續)

貨幣風險(續)

本集團目前並無採取外幣對沖政策。然而，管理層會監控外匯風險，於有需要時將考慮對沖重大外幣風險。

敏感度分析

集團實體主要承擔之外幣風險來自港元、人民幣及美元。根據掛鈎匯率機制，港元與美元匯兌差異之財務影響極微，因此並無編製敏感度分析。

下表詳細說明集團實體對港元及人民幣兌各集團實體之功能貨幣(包括港元及人民幣)之匯率上調及下調5%之敏感度。5%乃為管理層對外匯匯率合理可能變動的評估所採用的敏感度比率。敏感度分析僅包括以外幣計值的未結付貨幣項目，並因外匯匯率變動5%對其於年終的換算作出調整。以下正值/負值價值表明港元及人民幣兌各集團實體功能貨幣升值5%時年內虧損之減少值/增加值。當港元及人民幣兌各集團實體功能貨幣貶值5%，則會對年內虧損構成等值相反影響。

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

Sensitivity analysis (CONT'D)

In addition, during the year ended 31 March 2014, the Group was also exposed to currency risk concerning certain amounts due from/to group entities, which were denominated in currencies other than the functional currency of the relevant group entities. When Renminbi strengthened 5% against the relevant foreign currency, loss for the year of the Group would decrease by HK\$3,875,000 and vice versa (2015: nil).

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

The Group was exposed to fair value interest rate risk in relation to note payable (note 25) and convertible bonds (note 30). The management continuously monitors interest rate exposure.

The Group had cash flow interest rate risk on floating-rate borrowings. The Group currently does not have any policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

The interest expenses on the Group's floating-rate borrowings were mainly linked with HIBOR.

35. 金融工具(續)

財務風險管理目標及政策(續)

貨幣風險(續)

敏感度分析(續)

此外，截至二零一四年三月三十一日止年度，本集團亦就應收／應付集團實體以其各自功能貨幣以外之貨幣計值之若干款項面臨貨幣風險。當人民幣兌有關外幣升值5%時，本集團年內虧損將減少3,875,000港元(二零一五年：無)，反之亦然。

管理層認為，年結日之風險並無反映年內之風險，故敏感度分析不代表固有外匯風險。

利率風險

本集團面臨應付票據(附註25)及可換股債券(附註30)涉及之公平價值利率風險。管理層會持續監測利率風險。

本集團浮息借貸承擔現金流量利率風險。本集團目前並無採取任何政策對沖現金流量利率風險。然而，管理層會監控利率風險，於有需要時將考慮對沖重大利率風險。

本集團浮息借貸之利息開支主要根據香港銀行同業拆息計算。

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

Sensitivity analysis

The sensitivity analysis below had been determined based on the exposure to interest rates for floating-rate borrowings (including borrowings and bank overdrafts) at the end of the reporting period (notes 28 and 24). The analysis was prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represented the management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2014 would increase/decrease by HK\$295,000 (2015: nil). This is mainly attributable to the Group's exposure to interest rates on its floating-rate borrowings.

In the management's opinion, the sensitivity analysis was unrepresentative of the inherent interest rate risk as the year end exposure did not reflect the exposure during the year.

Price risk

The Group's held-for-trading investments are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

35. 金融工具(續)

財務風險管理目標及政策(續)

利率風險(續)

敏感度分析

以下敏感度分析乃根據於報告期間末之浮息借貸(包括借貸及銀行透支)之利率風險(附註28及24)而釐定。該分析乃假設於報告期間末之未償還負債金額於整個年度仍不會償還。利率增加或減少50個基點，反映管理層對利率之可能合理變動之評估。

倘利率增加／減少50個基點，而所有其他可變數維持不變，則本集團截至二零一四年三月三十一日止年度之虧損會增加／減少295,000港元(二零一五年：無)，主要由於本集團須承擔浮息借貸之利率風險所致。

管理層認為，年結日之風險並無反映年內之風險，故敏感度分析不代表固有利率風險。

價格風險

本集團之持作買賣之投資於報告期間末按公平價值計量。因此，本集團須承擔價格風險。管理層透過維持不同風險之投資組合管理有關風險。

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to price risk at the end of the reporting period.

If the prices of the respective financial instruments had been 5% higher/lower, loss for the year ended 31 March 2015 would decrease/increase by HK\$23,000 (2014: HK\$24,000) as a result of the changes in held-for-trading investments.

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk as the year end exposure does not reflect the exposure during the year.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

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

35. 金融工具(續)

財務風險管理目標及政策(續)

價格風險(續)

敏感度分析

以下敏感度分析乃根據於報告期間末所承受之價格風險而釐定。

倘有關金融工具之價格增加／減少5%，則截至二零一五年三月三十一日止年度之虧損會減少／增加23,000港元(二零一四年：24,000港元)，此乃由於持作買賣之投資之公平價值變動所致。

管理層認為，年結日之風險並無反映年內之風險，故敏感度分析不代表固有價格風險。

信貸風險

倘對手方於報告期末未能履行有關各類已確認金融資產之責任，則本集團之信貸風險最多為於綜合財務狀況報表所示資產賬面值。

為減低信貸風險，管理層委派專責隊伍釐定信貸額、批核信貸及其他監管程序，確保跟進收回逾期債務。此外，本集團於報告期間未審閱個別貿易債務及其他應收款項之可收回金額，確保就不可收回金額作出足夠減值虧損。因此，本公司董事認為，已大幅減低本集團信貸風險。

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's concentration of credit risk by geographical locations is mainly in North America. The trade debtors located in North America accounted for 29% (2014: 58%) of the Group's total trade debtors as at 31 March 2015. The Group also has concentration of credit risk by customers as 23% (2014: 15%) and 67% (2014: 54%) of the total trade debtors was due from the Group's largest customer and the five largest customers, respectively. In the opinion of the directors, all five largest customers are customers with good reputation and creditability.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains sufficient reserve of cash and adequate committed line of funding from major financial institutions to meet its liquidity requirement in the short and long term. The Group finances its working capital requirements through a combination of funds generated from operations and borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

35. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

由於對手方乃國際信貸評級機構授予高信貸評級之銀行，因此，流動資金信貸風險有限。

本集團按地區劃分之信貸風險集中在北美洲。於二零一五年三月三十一日，位於北美洲之應收貿易賬項佔本集團應收貿易賬項總額29%（二零一四年：58%）。由於本集團之應收貿易賬項總額中之23%（二零一四年：15%）及67%（二零一四年：54%）分別來自本集團最大客戶及五大客戶，因此本集團亦承擔客戶信貸集中風險。董事認為，五大客戶全部為聲譽及信貸良好之客戶。

流動資金風險

就管理流動資金風險而言，本集團監察及維持充裕之現金儲備及向大型金融機構取得承諾提供足夠資金，以滿足其短期及長期流動資金需求。本集團透過營運產生之資金及借貸來提供所需營運資金。

下表載有本集團金融負債之剩餘合約年期詳情。就非衍生金融負債而言，有關列表乃根據於本集團可能被要求付款之最早日期之金融負債未貼現現金流量編製。下表載有利息及本金現金流量。

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies
(CONT'D)

(CONT'D)

Liquidity and interest risk tables

		Effective interest rate	Repayable on demand and less than 1 month	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amounts
		實際利率 %	按要求及 少於1個月 償還 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	一年以上 HK\$'000 千港元	未貼現現金 流量總額 HK\$'000 千港元	賬面值 HK\$'000 千港元
2015	二零一五年							
Creditors and other payables	應付賬項及其他應付款項	-	66,371	4,593	-	15,011	85,975	85,975
Amount due to a shareholder	應付股東款項	-	172	-	-	-	172	172
Amount due to immediate holding company	應付直接控股公司款項	-	14,871	-	-	-	14,871	14,871
Note payable	應付票據	6.0	-	1,170	3,510	4,833	9,513	8,943
Convertible bonds	可換股債券	16.2	-	-	-	80,625	80,625	56,875
			81,414	5,763	3,510	100,469	191,156	166,836
2014	二零一四年							
Creditors and other payables	應付賬項及其他應付款項	-	36,959	3,870	13,497	-	54,326	54,326
Amount due to a shareholder	應付股東款項	-	12,000	-	-	-	12,000	12,000
Borrowings	借貸	3.9	68,135	638	41	-	68,814	68,805
Bank overdrafts	銀行透支	5.9	1,969	-	-	-	1,969	1,969
			119,063	4,508	13,538	-	137,109	137,100

35. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利息風險表

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35. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (CONT'D)

(CONT'D)

Liquidity and interest risk tables (CONT'D)

Bank borrowings with a repayment on demand clause were included in the "on demand and less than 1 month" time band in the above maturity analysis. As at 31 March 2014, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$68,135,000 (2015: nil). Taking into account the Group's financial position, the directors of the Company did not believe that it was probable that the banks would exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans would be repaid within one year after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements and the aggregate principal and interest cash outflows according to the scheduled repayment dates were set out as follows:

Borrowings	借貨	Weighted average interest rate	Repayable			Total		Carrying amounts
			on demand and less than 1 month 按 要求及 少於1個月 償還	1-3 months	3 months to 1 year	undiscounted cash flows	未貼現現金 流量總額	
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	賬面值
			千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2015	於二零一五年十二月三十一日	-	-	-	-	-	-	-
At 31 December 2014	於二零一四年十二月三十一日	3.8	42,000	15,505	11,183	68,688	68,135	

35. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

具有按要求還款條款之銀行借貸計入上文屆滿分析「按要求及少於1個月償還」之時間範圍內。於二零一四年三月三十一日，該等銀行貸款未貼現金總額為68,135,000港元(二零一五年：無)。經考慮本集團之財務狀況，本公司董事相信銀行不會行使彼等之酌情權要求即時還款。本公司董事認為該等銀行貸款將會根據貸款協議所載列的計劃還款日期於報告期間結束後一年內償還，而根據計劃還款日期的本金總額及利息現金流出載列如下：

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35. FINANCIAL INSTRUMENTS (CONT'D)

Fair value measurements of financial instruments

35. 金融工具(續)

金融工具之公平價值計量

Financial assets	Fair values as at 31 March 2015	Fair values as at 31 March 2014	Fair value hierarchy	Valuation technique(s) and key inputs	Significant Unobservable input(s)	Relationship of unobservable inputs to fair value 不可觀察輸入 數據與公平價值 之關係
金融資產	於二零一五年三月三十一日 之公平價值	於二零一四年三月三十一日 之公平價值	公平價值等級	估值技術及 主要輸入數據	重大不可觀察 輸入數據	
(1) Non-derivative financial assets classified as investments held for trading in the consolidated statement of financial position	Listed equity securities in Hong Kong – HK\$171,000	Listed equity securities in Hong Kong – HK\$167,000	Level 1	Quoted bid prices in active market	N/A	N/A
於綜合財務狀況報表內歸類為持作 買賣投資之非衍生金融資產	Listed equity securities outside Hong Kong – HK\$282,000	Listed equity securities outside Hong Kong – HK\$308,000	第一級	活躍市場所報買入價	不適用	不適用
	於香港上市之股本證券 – 171,000港元	於香港上市之股本證券 – 167,000港元				
	於香港境外上市之股本證券 – 282,000港元	於香港境外上市之股本證券 – 308,000港元				

There were no transfers between Level 1, 2 and 3 fair value measurements in both years.

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36. DECONSOLIDATION OF SUBSIDIARIES

In March 2015, the Company completed the transfer of entire interests in Dual Success Holdings Limited (“Dual Success”) and its subsidiaries to a holding company deployed by the administrators for realisation for the benefit of the creditors of the Company.

The detail of the net assets of the Dual Success and its subsidiaries were as follows:

36. 附屬公司停止綜合入賬

於二零一五年三月，本公司已完成轉讓 Dual Success Holdings Limited (「Dual Success」) 及其附屬公司之全部權益予管理人就變現本公司債權人之利益而部署之控股公司。

Dual Success及其附屬公司之資產淨值詳情如下：

		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債分析：	
Investment properties	投資物業	27,075
Property, plant and equipment	物業、廠房及設備	56,562
Prepaid lease payments	預付租賃款項	3,321
Available-for sales investments	可供出售投資	9,400
Debtors, deposits and prepayments	應收賬項、按金及預付款項	2,663
Bank balances and cash	銀行結存及現金	4,224
Creditors and accrued charges	應付賬項及應計費用	(559,007)
Amount due to a shareholder	應付股東款項	(11,000)
Deferred tax liabilities	遞延稅項負債	(4,514)
Taxation payable	應付稅項	(1,046)
Net liabilities transferred	轉讓之負債淨值	(472,322)

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36. DECONSOLIDATION OF SUBSIDIARIES (CONT'D) **36. 附屬公司停止綜合入賬(續)**

		HK\$'000 千港元
Loss on deconsolidation of Dual Success and its subsidiaries:	Dual Success及其附屬公司停止綜合入賬之虧損：	
Net liabilities transferred	所轉讓負債淨額	472,322
Assignment of intercompany receivables from Dual Success and its subsidiaries	Dual Success及其附屬公司就公司間(應收款項之分配)	(451,422)
Waiver of intercompany receivables by Dual Success and its subsidiaries	Dual Success及其附屬公司放棄公司間應收款項	24,081
Reinstatement of the balances among the Group and Dual Success and its subsidiaries	重置本集團與Dual Success及其附屬公司之結餘	(63,771)
Release of translation reserve	換算儲備撥回	3,237
		(15,553)
Net cash outflow from deconsolidation of subsidiaries	附屬公司停止綜合入賬之現金流出淨額	
Bank balances and cash	銀行結存及現金	(4,224)

37. DISTRIBUTION IN SPECIE OF SHARES IN A SUBSIDIARY **37. 實物分派附屬公司股份**

On 26 June 2014, the Company made a distribution in specie of shares in a subsidiary, SIH to the shareholders of the Company, 2,033,808,485 shares in SIH were distributed to the shareholders whose names appeared on the register of members of the Company on the same date.

於二零一四年六月二十六日，本公司就附屬公司SIH之股份向其股東作出實物分派。SIH中的2,033,808,485股股份分派予同日名列本公司股東名冊之股東。

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**37. DISTRIBUTION IN SPECIE OF SHARES
IN A SUBSIDIARY (CONT'D)**

The detail of the net assets of SIH and its subsidiaries were as follows:

37. 實物分派附屬公司股份(續)

SIH及其附屬公司之資產淨值詳情如下：

		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債分析：	
Investment properties	投資物業	233,300
Property, plant and equipment	物業、廠房及設備	14,040
Inventories	存貨	3,926
Debtors, deposits and prepayments	應收賬項、按金及預付款項	123,693
Bank balances and cash	銀行結存及現金	17,609
Creditors and accrued charges	應付賬項及應計費用	(139,072)
Deferred tax liabilities	遞延稅項負債	(481)
Taxation payable	應付稅項	(34)
Borrowings	借貸	(73,224)
Net assets transferred	轉讓之資產淨值	179,757
		HK\$'000 千港元
Loss arising from distribution in specie of shares in a subsidiary:	實物分派附屬公司股份產生之虧損：	
Fair value of shares in a subsidiary	附屬公司股份之公平價值	124,062
Net assets transferred	轉讓之資產淨值	(179,757)
Reinstatement of the balances among the Group and SIH and its subsidiaries	重置本集團與SIH及其附屬公司之結餘	(86,167)
Non-controlling interests	非控股權益	2,121
Release of translation reserve	換算儲備撥回	795
		(138,946)
Net cash outflow from distribution in specie of shares in a subsidiary	實物分派附屬公司股份所得之現金流出淨額	
Bank balances and cash	銀行結存及現金	(17,609)

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38. DISPOSAL OF A SUBSIDIARY

On 11 July 2013, the Group entered into an agreement with an independent third party for the sale of its entire interest in Success Base Industries Limited (“Success Base”), a wholly-owned subsidiary of the Group which was engaged in manufacturing and selling of plastic products, at a cash consideration of HK\$440,000. The net asset value of Success Base at 11 July 2013 was nil and therefore resulted in a gain on disposal of HK\$440,000 recognised in profit or loss during the year ended 31 March 2014.

39. CAPITAL COMMITMENTS

Capital expenditure in respect of acquisition of properties (2014: property, plant and equipment) contracted for but not provided in the consolidated financial statements

就購買物業(二零一四年：物業、廠房及設備)已簽約但未在綜合財務報表撥備之資本開支

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元

264,976	201
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38. 出售一間附屬公司

於二零一三年七月十一日，本集團與一名獨立第三方訂立一份協議，以現金代價440,000港元出售其於恒敏實業有限公司(「恒敏實業」)(本集團全資擁有之附屬公司，從事生產及銷售塑膠產品)之全部權益。恒敏實業之資產淨值於二零一三年七月十一日為零，因此取得出售收益440,000港元，於截至二零一四年三月三十一日止年度在損益內確認。

39. 資本承擔

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40. OPERATING LEASE COMMITMENTS

As lessee

40. 經營租約承擔

作為承租人

Within one year	一年內	4,419	4,811
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	16,654	16,498
Over five years	超過五年	1,704	5,794
		22,777	27,103

Operating lease payments represent rentals payable by the Group for its office and warehouses. Leases are negotiated for terms ranging from one to six years (2014: from one to six years) and rentals are fixed over the lease terms.

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40. OPERATING LEASE COMMITMENTS
(CONT'D)

As lessor

40. 經營租約承擔(續)

作為出租人

Within one year	一年內	–	16,983
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	–	31,697
Over five years	超過五年	–	12,759
		–	61,439

As at 31 March 2014, these properties had committed tenants for terms ranging from one to eight years (2015: nil).

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41. PLEDGE OF ASSETS

At the end of the reporting period, the Group pledged certain assets with the following carrying values to secure the general credit facilities granted to the Group and the margin accounts with securities brokers:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Investment properties	投資物業	–	228,400
Leasehold properties	租賃物業	–	6,323
Deposits with securities brokers as included in debtors, deposits and prepayments	包括於應收賬項、按金 及預付款項中之 證券經紀之按金	47	50
Investments held for trading	持作買賣之投資	73	54
Bank deposits	銀行存款	–	1,077

42. RETIREMENT BENEFITS SCHEME

The Group principally operates defined contribution retirement schemes for all qualifying employees, including directors. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees.

The Group participates in the Mandatory Provident Fund Scheme implemented by the Hong Kong Government for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the scheme, subject to a maximum amount of HK\$1,500 per month for each employee with effect from 1 June 2014 (from 1 April 2013 to 31 May 2014: HK\$1,250).

41. 資產抵押

於報告期間末，本集團抵押若干資產作為所獲一般信貸融資及證券經紀股票戶口之擔保。該等資產之賬面值如下：

42. 退休福利計劃

本集團主要為所有合資格僱員（包括董事）設立定額供款退休計劃。該等計劃之資產與本集團之資產分開持有，並由獨立受託人以基金形式管理。

本集團為香港全體合資格僱員參與香港政府推行之強積金計劃。強積金計劃之資產與本集團之資產分開持有，由受託人以基金形式管理。本集團向計劃作出之供款為有關薪俸成本之5%，每位員工每月供款上限為1,500港元（二零一三年四月一日至二零一四年五月三十一日：1,250港元），於二零一四年六月一日開始生效。

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42. RETIREMENT BENEFITS SCHEME (CONT'D)

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefits schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their basic payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

43. RELATED PARTY TRANSACTIONS

The Group entered into the following related party transactions.

During the year ended 31 March 2015, the Company issued the Bonds at a principal amount of HK\$75,000,000 and paid coupon interest of HK\$949,000 to the immediate holding company of the Company (2014: nil).

During the year end 31 March 2014, the Group paid salaries and other short term employee benefits of HK\$771,000 to certain close family members of Mr. Lau Sak Hong, Philip, a director and a substantial shareholder of the Company, as employees of the Group (2015: nil).

42. 退休福利計劃(續)

受僱於中國附屬公司之僱員是中國政府管理之國營退休福利計劃之成員。該等中國附屬公司須按基本工資若干百分比向退休福利計劃基金供款。本集團對有關退休福利計劃之責任只限於按該等計劃所規定供款額作出供款。

43. 關連人士交易

本集團訂立以下關連人士交易。

僱員而向彼等支付之薪酬及其他短期僱員福利為771,000港元(二零一五年：無)。

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44. PRINCIPAL SUBSIDIARIES

General information of subsidiaries

44. 主要附屬公司

附屬公司之一般資料

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Nominal value of issued ordinary share capital/ registered capital 已發行普通股 股本/註冊資本面值	Attributable equity interest to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
Cosmo Communications Corporation ("Cosmo")	United States of America/ Canada	US\$1,571,000	93.8%	93.8%	Trading in electrical appliances and investment holding
Cosmo Communications Corporation (「Cosmo」)	美國/加拿大	1,571,000美元	93.8%	93.8%	電器產品貿易及投資控股
Harvest Way Holdings Limited	British Virgin Islands	US\$1	100%	100%	Investment holding
Harvest Way Holdings Limited	英屬維爾京群島	1美元	100%	100%	投資控股
Master Light Enterprises Limited	Hong Kong	HK\$2	100%	100%	Investment holding
智輝企業有限公司	香港	2港元	100%	100%	投資控股
Starlight Electronics USA Inc.	United States of America	US\$10,000	100%	100%	Trading in electronic products
Starlight Electronics USA Inc.	美國	10,000美元	100%	100%	電器產品貿易
Starlight Marketing Limited	Hong Kong	HK\$2	100%	100%	Securities trading and trading in electronic products
升岡市場推廣有限公司	香港	2港元	100%	100%	證券買賣及電子產品貿易
Starlite Consumer Electronics (USA) Inc.	United States of America	US\$20	100%	100%	Trading in electronic products
Starlite Consumer Electronics (USA) Inc.	美國	20美元	100%	100%	電器產品貿易

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

General information of subsidiaries (CONT'D)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Nominal value of issued ordinary share capital/ registered capital 已發行普通股 股本/註冊資本面值	Attributable equity interest to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
The Singing Machine Company, Inc. ("SMC")**	United States of America	US\$380,706	51.48%	51.54%	Trading in consumer karaoke audio equipment and electronic products
The Singing Machine Company, Inc. (「SMC」)**	美國	380,706美元	51.48%	51.54%	消費卡拉OK音響設備及 電子產品貿易
Dual Success Holdings Limited***	British Virgin Islands	US\$1	-	100%	Investment holding
Dual Success Holdings Limited***	英屬維爾京群島	1美元	-	100%	投資控股
Niceday Limited***	Hong Kong	HK\$2	-	100%	Investment holding
美日有限公司***	香港	2港元	-	100%	投資控股
Panyu Success Base Plastic Company Limited***	PRC*	HK\$20,000,000	-	100%	Manufacture and sale of plastic products
番禺恆敏塑膠製品有限公司***	中國*	20,000,000港元	-	100%	塑膠產品製造及銷售
Starfair Manufacturing (Panyu) Company Limited***	PRC*	HK\$43,300,000	-	100%	Manufacture and sale of electronic products and property investment
廣州星輝電子製造有限公司***	中國*	43,300,000港元	-	100%	電子產品製造及銷售及物業投資
Starlight Exports Limited***	Hong Kong	HK\$2	-	100%	Trading in electronic products
升岡出口有限公司***	香港	2港元	-	100%	電子產品貿易
Starlight Manufacturers Limited***	Jersey/PRC	HK\$100,000	-	100%	Merchandising of materials
Starlight Manufacturers Limited***	澤西島/中國	100,000港元	-	100%	銷售材料

44. 主要附屬公司(續)

附屬公司之一般資料(續)

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

General information of subsidiaries (CONT'D)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Nominal value of issued ordinary share capital/ registered capital 已發行普通股 股本/註冊資本面值	Attributable equity interest to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
Starlight Marketing Development Limited***	Hong Kong	HK\$2	-	100%	Trading and marketing of electronic products
升岡市場拓展有限公司***	香港	2港元	-	100%	電子產品貿易及營銷
Starlight R&D Limited***	Hong Kong	HK\$10,000	-	100%	Material sourcing and trading in electronic products and components
升岡科研有限公司***	香港	10,000港元	-	100%	物料採購及電子產品及部件貿易
Top Spring Technology Limited***	British Virgin Islands	US\$1	-	100%	Investment holding
Top Spring Technology Limited***	英屬維爾京群島	1美元	-	100%	投資控股
ACME Delight Limited****	Hong Kong	HK\$2	-	100%	Investment holding
銳歡有限公司****	香港	2港元	-	100%	投資控股
Korrigan Industrial Holdings Limited****	Hong Kong	HK\$25,000,000	-	100%	Investment holding
高力勤實業有限公司****	香港	25,000,000港元	-	100%	投資控股
Merrygain Holding Company Limited ("Merrygain")****	Hong Kong	HK\$5,000,000	-	96%	Property investment
妙勤企業有限公司(「妙勤」)****	香港	5,000,000港元	-	96%	物業投資
Nice States Investment Limited****	Hong Kong	HK\$2	-	100%	Property investment
Nice States Investment Limited****	香港	2港元	-	100%	物業投資

44. 主要附屬公司(續)

附屬公司之一般資料(續)

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

General information of subsidiaries (CONT'D)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Nominal value of issued ordinary share capital/ registered capital 已發行普通股 股本/註冊資本面值	Attributable equity interest to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
Noble Win Limited**** 廣捷有限公司****	Hong Kong 香港	HK\$2 2港元	-	100%	Property investment 物業投資
SIH Limited**** SIH Limited****	British Virgin Islands 英屬維爾京群島	HK\$10,000 10,000港元	-	100%	Investment holding 投資控股
Star Fair Electronics Company Limited**** 星輝電子有限公司****	Hong Kong 香港	HK\$15,090,000 15,090,000港元	-	100%	Trading in electronic products 電子產品貿易
Star Light Electronics Company Limited**** 升岡電子有限公司****	Hong Kong 香港	HK\$13,000,000 13,000,000港元	-	100%	Trading in electronic products and property investment 電子產品貿易及物業投資
Starleaf Development Limited**** 星葉發展有限公司****	Hong Kong 香港	HK\$2 2港元	-	100%	Investment holding 投資控股
Starlight Industrial Holdings Limited**** 升岡集團有限公司****	Hong Kong 香港	HK\$73,920,192 73,920,192港元	-	100%	Investment holding 投資控股
Starlight Video Limited**** 升岡影像有限公司****	Hong Kong 香港	HK\$4 4港元	-	100%	Provision of nominee services for group companies and trading of electronic products 為集團公司提供代理服務及 電子產品貿易

44. 主要附屬公司(續)

附屬公司之一般資料(續)

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

General information of subsidiaries (CONT'D)

- * These subsidiaries were PRC wholly foreign owned enterprises.
- ** The common stock of SMC is quoted on the Over-the-Counter Bulletin Board in the United States of America.
- *** These subsidiaries were deconsolidated during the year.
- **** These subsidiaries were distributed during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results of the year or constitute 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.

Other than Harvest Way Holdings Limited and certain companies incorporated in Samoa which are held directly by the Company, all other subsidiaries are held indirectly by the Company. None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

44. 主要附屬公司(續)

附屬公司之一般資料(續)

- * 該等附屬公司為中國外商獨資企業。
- ** SMC之普通股在美國場外交易議價板報價。
- *** 該等附屬公司已於年內停止綜合入賬。
- **** 該等附屬公司已於年內分散。

董事認為上表所列本公司附屬公司均對本年度之業績有重要的影響，或構成本集團資產淨值主要部份。董事認為如提供其他附屬公司之詳情，將令資料過於冗長。

除Harvest Way Holdings Limited及若干於薩摩亞註冊成立的公司為本公司直接持有外，所有其他附屬公司均為本公司間接持有。於本年底或本年度內任何時間，均無附屬公司有任何未償還貸款資本。

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

General information of subsidiaries (CONT'D)

44. 主要附屬公司(續)

附屬公司之一般資料(續)

於報告期間末，有關本集團組成的資料如下：

Material sourcing and trading in electronic products and components 物料採購及電子產品及部件貿易	Hong Kong 香港	–	1
Merchandising of materials 銷售材料	Jersey/PRC 澤西島／中國	–	1
Manufacturing and sale of electronic products and property investment 電子產品製造及銷售以及物業投資	PRC 中國	–	1
Trading in electronic products 電子產品貿易	Hong Kong 香港	–	4
	United States of America 美國	2	2
Property investment 物業投資	Hong Kong 香港	–	2
Trading in electronic products and property investment 電子產品貿易及物業投資	Hong Kong 香港	–	1
Securities trading and trading in electronic products 證券買賣及電子產品貿易	Hong Kong 香港	1	1
Manufacturing and sale of plastic products 塑膠產品製造及銷售	PRC 中國	–	1
		3	14

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

Details of non-wholly owned subsidiaries that have
material non-controlling interests

44. 主要附屬公司(續)

擁有重大非控股權益非全資擁有附屬公司之
詳情

Trading in consumer karaoke audio and equipment and electronic products 消費卡拉OK音響及及設備及電子產品貿易	United States of America/Macau/British Virgin Islands 美國/澳門/ 英屬維爾京群島	5	5
Trading in electrical appliances 電器產品貿易	United States of America/ Canada/Hong Kong 美國/加拿大/香港	4	4
Property investment 物業投資	Hong Kong 香港	-	1
		9	10

Other subsidiaries not disclosed above are either
investment holding companies or inactive during both
years.

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

Details of non-wholly owned subsidiaries that have material non-controlling interests (CONT'D)

The table below provides details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:(CONT'D)

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests As at 31 March 非控股權益持有的所有權益及投票權比例 於三月三十一日		Profit (loss) allocated to non-controlling interests Year ended 31 March 分配至非控股權益的溢利(虧損) 截至三月三十一日止年度		Accumulated non-controlling interests As at 31 March 累計非控股權益 於三月三十一日	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
SMC and its subsidiaries (note a) SMC及其附屬公司(附註a)	United States of America/Macau/ British Virgin Islands 美國/澳門/英屬維爾京群島	48.52%	48.46%	791	4,699	18,369	17,232
Cosmo and its subsidiaries (note b) Cosmo及其附屬公司(附註b)	United States of America/Canada/ Hong Kong 美國/加拿大/香港	6.20%	6.20%	(999)	(980)	(3,113)	(2,932)
Merrygain 妙勤	Hong Kong 香港	-	4.00%	11	(47)	-	1,926
Individually immaterial subsidiary with non-controlling interests 擁有非控股權益個別非重大附屬公司						-	184
						15,256	16,410

Notes:

- (a) The subsidiaries of SMC are all wholly-owned during both years.
- (b) The subsidiaries of Cosmo are all wholly-owned during both years.

附註：

- (a) 於兩個年度內，SMC的附屬公司均為全資擁有。
- (b) 於兩個年度內，Cosmo的附屬公司均為全資擁有。

44. 主要附屬公司(續)

擁有重大非控股權益非全資擁有附屬公司之詳情(續)

下表載列本集團擁有重大非控股權益非全資擁有附屬公司之詳情：(續)

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

Details of non-wholly owned subsidiaries that have material non-controlling interests (CONT'D)

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before elimination of intragroup transactions.

SMC

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current assets	非流動資產	22,369	23,084
Current assets	流動資產	83,462	71,017
Current liabilities	流動負債	(75,215)	(65,167)
Equity	權益	30,616	28,934
Revenue	收入	306,605	244,761
Other income and expenses	其他收益及開支	(305,277)	(235,064)
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	1,328	9,697
Net cash outflow from operating activities	經營活動現金流出淨額	(8,780)	(1,101)
Net cash inflow (outflow) from investing activities	投資活動現金流入(流出)淨額	799	(1,077)
Net cash outflow from financing activities	融資活動現金流出淨額	(1,674)	(153)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(9,655)	(2,331)

44. 主要附屬公司(續)

擁有重大非控股權益非全資擁有附屬公司之詳情(續)

下文載列本集團擁有重大非控股權益附屬公司之財務資料概要。下文載列的財務資料概要指對銷集團間交易之前之金額。

SMC

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44. PRINCIPAL SUBSIDIARIES (CONT'D)

Details of non-wholly owned subsidiaries that have
material non-controlling interests (CONT'D)

Cosmo

44. 主要附屬公司(續)

擁有重大非控股權益非全資擁有附屬公司之
詳情(續)

Cosmo

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current assets	非流動資產	64	68
Current assets	流動資產	28,688	47,281
Current liabilities	流動負債	(85,090)	(100,768)
Deficiency in equity	權益虧絀	(56,338)	(53,419)
Revenue	收入	46,395	84,792
Other income and expenses	其他收益及開支	(62,510)	(100,598)
Loss for the year	本年度虧損	(16,115)	(15,806)
Other comprehensive income for the year	本年度其他全面收益	13,191	4,032
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	(2,924)	(11,774)
Net cash outflow from operating activities	經營活動現金流出淨額	(488)	(138)
Net cash outflow from financing activities	融資活動現金流出淨額	-	(313)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(488)	(451)

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45. EVENTS AFTER THE REPORTING PERIOD

- (a) On 16 January 2015, the Group entered into a purchase agreement for the acquisition of a property in the PRC from a third party, at a consideration of RMB105,000,000 for which RMB50,000,000 will be settled by the allotment and issue of 400,000,000 shares of the Company of HK\$0.1 each at HK\$0.16 per share and RMB55,000,000 will be settled by cash. At 31 March 2015, a total amount of deposit of HK\$76,600,000 has been paid by allotment and issue of shares and cash. Up to date of this report, the acquisition has not yet completed.
- (b) On 17 March 2015, the Group entered into a purchase agreement (as supplemented by a supplemental agreement dated 27 April 2015) for the acquisition of a property in the PRC from a connected person, which is controlled by Mr. Wang Jing and his family member, at a consideration of HK\$208,276,000 payable by the issue of promissory note of the Company. Up to date of this report, the acquisition has not yet completed.

45. 報告期後事項

- (a) 於二零一五年一月十六日，本集團訂立一份買賣協議，向第三方收購位於中國境內的物業，代價為人民幣105,000,000元，其中人民幣50,000,000元將通過按每股股份0.16港元配發及發行每股0.1港元之本公司400,000,000股股份之方式支付；人民幣55,000,000元將以現金方式支付。於二零一五年三月三十一日，合共76,600,000港元之按金已通過配發及發行股份及現金方式予以支付。截至本報告日期，有關收購尚未完成。
- (b) 於二零一五年三月十七日，本集團訂立一份購買協議（經日期為二零一五年四月二十七簽署之補充協議補充），自關連人士（由王晶先生及其家族成員控制）收購位於中國境內的一項物業，代價為208,276,000港元，將透過發行本公司承兌票據之方式支付。截至本報告日期，有關收購尚未完成。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

		Year ended 31 March 截至三月三十一日止年度				
		2011	2012	2013	2014	2015
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		二零一一年	二零一二年	二零一三年	二零一四年	二零一五年
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Turnover	營業額	637,633	631,830	515,408	366,953	381,863
Loss before taxation	除稅前虧損	(43,074)	(183,085)	(65,776)	(199,046)	(245,868)
Taxation	稅項	(840)	(10,434)	7,389	9,682	(1,263)
Loss for the year	本年度虧損	(43,914)	(193,519)	(58,387)	(189,364)	(247,131)
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	(41,216)	(194,862)	(69,829)	(193,036)	(246,934)
Non-controlling interests	非控股權益	(2,698)	1,343	11,442	3,672	(197)
		(43,914)	(193,519)	(58,387)	(189,364)	(247,131)

		At 31 March 於三月三十一日				
		2011	2012	2013	2014	2015
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		二零一一年	二零一二年	二零一三年	二零一四年	二零一五年
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產與負債					
Total assets	資產總值	1,082,652	834,188	685,728	530,375	280,040
Total liabilities	負債總額	409,159	316,356	201,004	192,249	182,740
		673,493	517,832	484,724	338,126	97,300
Equity attributable to owners of the Company	本公司擁有人 應佔權益	674,683	517,543	472,893	321,716	82,044
Non-controlling interests	非控股權益	(1,190)	289	11,831	16,410	15,256
		673,493	517,832	484,724	338,126	97,300

INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

有關本公司財務狀況報表之資料

Information about the statement of financial position of the Company at the end of reporting period includes:

於報告期間末，有關本公司財務狀況報表之資料載列如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Unlisted investments in subsidiaries	於附屬公司之非上市投資	–	72,184
Amounts due from subsidiaries	應收附屬公司款項	136,725	266,231
Bank balances	銀行結存	–	2,018
Other current assets	其他流動資產	193	41
Total assets	資產總值	136,918	340,474
Accrued charges	應計費用	3,295	12,590
Amounts due to subsidiaries	應付附屬公司款項	53	24,595
Amount due to a director	應付董事款項	140	–
Amount due to an immediate holding company	應付直接控股公司款項	2,370	–
Convertible bonds	可換股債券	56,875	–
Net assets	資產淨值	74,185	303,289
Share capital	股本	243,381	201,343
Reserves (note)	儲備(附註)	(169,196)	101,946
Total equity	總權益	74,185	303,289

Note:

附註：

Movements of the Company's reserves during the current and the prior years are as follows:

本公司儲備於本年度及過往年度之變動如下：

INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

有關本公司財務狀況報表之資料

		Share premium	Share option reserve	Convertible notes/bonds reserve 可換股 票據/債券 儲備	Capital redemption reserve 資本贖回 儲備	Contributed surplus 繳入盈餘	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As 1 April 2013	於二零一三年四月一日	137,855	5,031	5,560	292,448	75,263	(194,480)	321,677
Loss and other comprehensive expense for the year	本年度虧損及其他全面開支	-	-	-	-	-	(222,619)	(222,619)
Issue of shares upon exercise of convertible notes	可換股票據獲行使時 發行股份	6,956	-	(5,560)	-	-	-	1,396
Issue of shares upon exercise of share options	購股權獲行使時發行股份	2,072	(1,120)	-	-	-	-	952
Recognition of equity-settled share-based payments	確認為權益結算以股份 支付之付款	-	82	-	-	-	-	82
Forfeiture of unclaimed dividends	沒收未領取之股息	-	-	-	-	-	458	458
At 31 March 2014	於二零一四年三月三十一日	146,883	3,993	-	292,448	75,263	(416,641)	101,946
Loss and other comprehensive expense for the year	本年度虧損及其他全面開支	-	-	-	-	-	(233,065)	(233,065)
Issue of convertible bonds	可換股債券發行	-	-	61,480	-	-	-	61,480
Issue of shares upon exercise of share options	購股權獲行使時發行股份	1,088	(468)	-	-	-	-	620
Issue of shares	發行股份	24,000	-	-	-	-	-	24,000
Transaction costs incurred in connection with issue of convertible bonds	可換股債券發行產生之 交易成本	-	-	(115)	-	-	-	(115)
Transfer of share premium to distribution surplus	股份溢價 轉撥至繳入盈餘	(147,971)	-	-	-	147,971	-	-
Special dividend by way of distribution in specie of share in a subsidiary	以實物分派附屬公司股份 之方式分派之特別股息	-	-	-	-	(124,062)	-	(124,062)
Cancellation and lapse of share options	購股權取消及失效	-	(3,525)	-	-	-	3,525	-
At 31 March 2015	於二零一五年三月三十一日	24,000	-	61,365	292,448	99,172	(646,181)	(169,196)



實華發展
SHIHUA DEVELOPMENT