



Hong Kong Life Sciences and Technologies Group Limited

香港生命科學技術集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8085

年報

2017

ANNUAL REPORT

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This report, for which the directors (the “Directors”) of Hong Kong Life Sciences and Technologies Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

This report will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.hklifesciences.com>. All respects with the then existing shares.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告之資料乃遵照聯交所創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關香港生命科學技術集團有限公司(「本公司」)之資料。本公司各董事(「董事」)願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就其所深知及確信，本報告所載資料在各重要方面均屬準確及完整，並無誤導或欺詐成分，亦無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

自刊發日期起計，本報告將至少一連七日刊載於創業板網站<http://www.hkgem.com>之「最新公司公告」內及本公司網站<http://www.hklifesciences.com>內。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Jiang Hongqing
Ms. Li Mei

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Hung Yat Ming
Mr. Chan Yun Hing
Mr. Gui Qiangfang

COMPANY SECRETARY

Mr. Lam Tze Chung

COMPLIANCE OFFICER

Mr. Lu Zhiqiang

AUTHORIZED REPRESENTATIVES

Mr. Lu Zhiqiang
Mr. Chui Kwong Kau

AUDIT COMMITTEE

Mr. Hung Yat Ming (*Chairman*)
Mr. Chan Yun Hing
Mr. Gui Qiangfang

NOMINATION COMMITTEE

Mr. Hung Yat Ming (*Chairman*)
Mr. Chan Yun Hing
Mr. Gui Qiangfang

REMUNERATION COMMITTEE

Mr. Hung Yat Ming (*Chairman*)
Mr. Chui Kwong Kau
Mr. Chan Yun Hing
Mr. Gui Qiangfang

董事會

執行董事

林高坤先生 (*副主席*)
盧志強先生 (*行政總裁*)
崔光球先生
姜洪慶先生
李梅女士

非執行董事

林戈女士 (*主席*)

獨立非執行董事

洪日明先生
陳潤興先生
桂強芳先生

公司秘書

林子冲先生

監察主任

盧志強先生

法定代表

盧志強先生
崔光球先生

審核委員會

洪日明先生 (*主席*)
陳潤興先生
桂強芳先生

提名委員會

洪日明先生 (*主席*)
陳潤興先生
桂強芳先生

薪酬委員會

洪日明先生 (*主席*)
崔光球先生
陳潤興先生
桂強芳先生

Corporate Information

公司資料

INDEPENDENT AUDITOR

Pan-China (H.K.) CPA Limited

獨立核數師

天健(香港)會計師事務所有限公司

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

主要往來銀行

中國銀行(香港)有限公司

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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Chairman's Statement & Management Discussion and Analysis

主席報告與管理層討論及分析

To Shareholders:

On behalf of the board of Directors (the “**Board**”), I hereby present the annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2017 (the “**Year**”).

During the Year, the Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; and (iv) securities investment.

BUSINESS REVIEW

Continuing operations

Anti-Aging and Stem Cell Technology Businesses

In recent years, the Group has been carrying out various expansion plans for its investment in the anti-aging and stem cell businesses. In 2012, the Group has successfully completed the acquisition of 51% of equity interests of 159 Regenerative Medicine Group (H.K.) Limited and its subsidiaries (collectively, “**159 Group**”). 159 Group was granted a licence for the user right of stem cell technology. In line with the business development, the Group further acquired certain exclusive licences on certain patents and an anti-aging and beauty center in Shenzhen in 2013.

Furthermore, the Group has also expanded its scope of the anti-aging and stem cell technology businesses into research and development area by entering into a technology development agreement with 厚樸生物科技(蘇州)有限公司 (Hope Bio-tech (Suzhou) Co., Ltd. *) (“**Hope Bio-Tech**”) (the “**Technology Development Agreement**”) in March 2016, Hope Bio-Tech is wholly-owned by Mr. David Lin Kao Kun, an executive Director, and his spouse, for the clinical application, technical redevelopment and commercialisation of two patents previously acquired in 2013. Through entering into the Technology Development Agreement, the Group aims to improve the patents and benefit from improving its product mix as well as further expand its anti-aging and stem cell technology businesses. The Group intends to concentrate its resources to develop the patent titled “method for constructing pancreatic stem cell line from human insulin and differentiating to insulin secretion cell” and believes that Hope Bio-tech possesses the expertise and know-how to assist in the development and improvement of the patent. Details of the Technology Development Agreement are set out in the announcement of the Company dated 18 March 2016.

致股東：

本人謹代表董事會(「**董事會**」)呈報本公司及其附屬公司(統稱「**本集團**」)截至二零一七年三月三十一日止年度(「**本年度**」)之全年業績。

於本年度內，本集團主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；及(iv)證券投資。

業務回顧

持續經營業務

抗衰老及幹細胞技術業務

近年，本集團一直就其投資於抗衰老及幹細胞業務推行各項擴展計劃。於二零一二年，本集團成功完成收購159再生醫學集團(香港)有限公司及其附屬公司(統稱「**159集團**」)之51%股權。159集團擁有幹細胞技術之使用權。為配合業務發展，本集團於二零一三年進一步收購若干專利之獨家許可權以及深圳一間抗衰老及美容中心。

此外，本集團亦透過於二零一六年三月與厚樸生物科技(蘇州)有限公司(「**厚樸生物科技**」)就先前於二零一三年收購之兩項專利之臨床應用、技術再開發及商品化訂立項目技術委託開發合同(「**技術開發合同**」)，將其抗衰老及幹細胞技術業務範疇拓展至研發方面。厚樸生物科技乃由執行董事林高坤先生及其配偶全資擁有。透過訂立技術開發合同，本集團旨在完善該等專利，可望自改善其產品組合受惠，以及進一步擴展其抗衰老及幹細胞技術業務。本集團擬集中投放資源開發名為「一種來自人類胰島的胰腺幹細胞系的構建及向胰島素分泌細胞分化的方法」之專利，並相信厚樸生物科技擁有可協助開發及完善該項專利之專業技術及知識。有關技術開發合同之詳情載於本公司日期為二零一六年三月十八日之公佈。

* for identification purpose only

Chairman's Statement & Management Discussion and Analysis

主席報告與管理層討論及分析

As at 31 March 2017, the Group has an anti-aging service center and a stem cell processing center in Hong Kong and an anti-aging and beauty center in Shenzhen. During the Year, the Group's revenue in anti-aging and stem cell technology businesses recorded a decrease of approximately HK\$4.0 million to approximately HK\$3.9 million (2016: HK\$7.9 million). The segment loss before impairment loss on other intangible assets and tax was approximately HK\$22.6 million (2016: HK\$15.6 million). The loss was incurred mainly from the staff and related cost, rental expenses, research and development cost and depreciation. The Group continued to face the keen competition and high operating costs and the revenue was significantly affected by weak demand for the existing stem cell technology service. The Group has imposed tight costs control to cope with the changing business environment.

The anti-aging and stem cell technology of the Group is still in development stage. The Group will strive its best to develop this business. However, the anti-aging application with the stem cell technology is a fairly new service, the future of this business will depend on the success in achieving the market acceptance and customers' confidence for our products and services. The Group will continue to keep track of the business environment and review the future allocation of resources as and when required.

Trading Business

During the Year, the Group engaged in the business of trading of electronic component. The Group's revenue in trading business recorded an increase of approximately HK\$26.8 million to HK\$121.9 million (2016: HK\$95.1 million) mainly due to the increase in the transaction volume. The segment loss before tax was approximately HK\$0.8 million (2016: HK\$3.0 million). The loss was incurred mainly from the staff and related cost, rental expenses and depreciation. The Group will continue to attempt to broaden the customer base and diversify its trading products to increase the revenue stream and improve the financial performance.

於二零一七年三月三十一日，本集團於香港設有一間抗衰老服務中心及一間幹細胞加工中心，並於深圳設有一間抗衰老及美容中心。於本年度內，本集團抗衰老及幹細胞技術業務錄得之收益減少約4,000,000港元至約3,900,000港元(二零一六年：7,900,000港元)。除其他無形資產減值虧損及稅前分類虧損約為22,600,000港元(二零一六年：15,600,000港元)。虧損主要來自員工及相關成本、租金開支、研發費用以及折舊。本集團繼續面對激烈競爭及高營運成本，而收益亦因現有幹細胞技術服務需求疲弱而受到嚴重影響。本集團已實施緊縮成本控制措施，務求應付不斷轉變之營商環境。

本集團抗衰老及幹細胞技術仍處於發展階段。本集團將竭盡所能發展該業務。然而，將幹細胞技術應用於抗衰老屬於相當新興之服務，該業務之前景將取決於旗下產品及服務能否成功獲市場接受及贏得客戶信任。本集團將繼續留意營商環境，並於有需要時檢討日後資源分配。

貿易業務

於本年度內，本集團從事電子部件貿易業務。本集團貿易業務錄得之收益增加約26,800,000港元至121,900,000港元(二零一六年：95,100,000港元)，主要由於交易量有所增加。除稅前分類虧損約為800,000港元(二零一六年：3,000,000港元)。虧損主要來自員工及相關成本、租金開支以及折舊。本集團將持續致力擴大客戶基礎及豐富貿易產品種類，務求增加收入來源及提升財務表現。

Chairman's Statement & Management Discussion and Analysis

主席報告與管理層討論及分析

Money Lending Business

The Group commenced its money lending business through Asia Honest Finance Limited (“**Asia Honest**”), a direct wholly-owned subsidiary of the Company, which holds a money lenders licence under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong). As at 31 March 2017, the loan receivables and interests receivables were approximately HK\$181.2 million (2016: HK\$181.3 million) and approximately HK\$17.0 million (2016: HK\$13.8 million) respectively. During the Year, the Group's revenue in money lending business recorded an increase of approximately HK\$7.8 million to approximately HK\$27.8 million (2016: HK\$20.0 million) mainly due to the increase of the average loan balance during the Year. As part of the Group's credit policy, management assessed the recoverability of each loan receivable individually. As at 31 March 2017, the impairment allowance made for doubtful loan and interest receivables amounted to HK\$22.1 million (2016: Nil). The Group has taken legal actions to recover the amount but a full provision for impairment had been made against the respective amount. Segment gain before impairment loss on loan and interest receivables and tax was approximately HK\$26.5 million (2016: HK\$18.8 million). The interest rate charged by the Group to customers ranging from 10% to 24% (2016: 10% to 24%) per annum. The Group continued to provide both secured and unsecured loans to customers, including individuals and corporations. The credit terms of outstanding loans granted by the Group to customers ranged from several months to one year. In view of significant demand in the market, the Group intends to maintain the loan portfolio with a prudent manner in order to generate a healthy cash flow and reasonable returns.

Securities Investment

As at 31 March 2017, the Company had held-for-trading investments in the listed company in Hong Kong of approximately HK\$3.2 million (2016: HK\$12.6 million). During the Year, the realised loss on disposal of Hong Kong listed securities was approximately HK\$1.5 million (2016: gain of approximately HK\$4.0 million) and the unrealised gain of Hong Kong listed securities investments was approximately HK\$1.2 million (2016: HK\$0.5 million) representing the fair value change on held-for-trading investments. No dividend from the securities investment was received during the Year (2016: HK\$0.3 million). The Board will continue to monitor the market conditions and its performance.

放債業務

本集團透過本公司之直接全資附屬公司誠宇財務有限公司(「誠宇」)開始經營其放債業務，該公司持有香港法例第163章放債人條例項下之放債人牌照。於二零一七年三月三十一日，應收貸款及應收利息分別約為181,200,000港元(二零一六年：181,300,000港元)及約為17,000,000港元(二零一六年：13,800,000港元)。於本年度內，本集團放債業務錄得之收益增加約為7,800,000港元至約為27,800,000港元(二零一六年：20,000,000港元)，主要由於本年度內平均貸款結餘有所增加。作為本集團信貸政策之一部分，管理層個別評估各項應收貸款之可收回性。於二零一七年三月三十一日，已就應收呆滯貸款及利息計提減值撥備22,100,000港元(二零一六年：無)。本集團已採取法律行動收回有關金額，惟已就有關金額作出全數減值撥備。除應收貸款及利息款項減值虧損及稅前分類收益約為26,500,000港元(二零一六年：18,800,000港元)。本集團向客戶收取之年利率介乎10厘至24厘(二零一六年：10厘至24厘)。本集團繼續向包括個人及公司在內之客戶提供有抵押及無抵押貸款。本集團授予客戶之未償還貸款信貸期介乎數個月至一年。鑑於市場需求龐大，本集團擬以審慎態度維持貸款組合，從而帶來穩健現金流量及合理回報。

證券投資

於二零一七年三月三十一日，本公司於香港上市公司之持作買賣投資約為3,200,000港元(二零一六年：12,600,000港元)。於本年度內，出售香港上市證券之已變現虧損約為1,500,000港元(二零一六年：收益約為4,000,000港元)，而香港上市證券投資之未變現收益約為1,200,000港元(二零一六年：500,000港元)，即持作買賣投資之公平值變動。於本年度內，並無收訖證券投資之股息(二零一六年：300,000港元)。董事會將繼續監察市況及其表現。

Chairman's Statement & Management Discussion and Analysis

主席報告與管理層討論及分析

Discontinued Operation

Disposal of Hotel Operations

In June 2015, the Group entered into the equity transfer agreement with the purchaser to dispose of the 婺源縣婺里天禧酒店有限公司 (Wuyuan County Wuli Tianxi Hotel Company Limited*) ("**Tianxi Hotel**") for a consideration of RMB5 million. The completion of the disposal took place in June 2015 and the financial results of Tianxi Hotel were therefore classified as the discontinued operation. During the year ended 31 March 2016, the revenue from the hotel operations was approximately HK\$1.4 million and recorded the loss of approximately HK\$5.7 million from the discontinued operation.

PROSPECTS

The Board continues their optimistic outlook of the anti-aging and stem cell technology businesses and will adjust the Group's development strategy according to the market changes. In this regard, the Board will constantly keep reviewing the Group's strategies and operations with a view to improving its business performance. In view of the growth potential in the People's Republic of China (the "**PRC**") market, we intend to further develop our business in the PRC. We will also continue to enhance the existing business and explore other business and investment opportunities to diversify the revenue stream and business portfolios to enhance the interest of the Shareholders.

FINANCIAL REVIEW

During the Year under review, the Group's total revenue increased by 24.5% to approximately HK\$153.6 million (2016: HK\$123.4 million) from continuing operations as compared to last year. The increase was mainly derived from the trading and money lending businesses, which is partially offset by the decrease in the anti-aging and stem cell technology businesses.

已終止業務

出售酒店業務

於二零一五年六月，本集團與買方訂立股權轉讓協議，以出售婺源縣婺里天禧酒店有限公司（「天禧酒店」），代價為人民幣5,000,000元。出售事項已於二零一五年六月完成，故天禧酒店之財務業績已分類為已終止業務。截至二零一六年三月三十一日止年度，酒店營運之收益約為1,400,000港元，並自已終止業務錄得虧損約為5,700,000港元。

前景

董事會繼續對抗衰老及幹細胞技術業務抱持樂觀態度，並將因應市場轉變調整本集團發展策略。就此，董事會將不斷檢討本集團之策略及業務營運，從而提升業務表現。由於中華人民共和國（「中國」）市場具有增長潛力，我們擬進一步於中國發展業務。我們亦將繼續提升現有業務並發掘其他業務及投資機會，務求多元化發展收入來源及業務組合，以提升股東之利益。

財務回顧

於回顧年度內，本集團來自持續經營業務之總收益較去年增加24.5%至約為153,600,000港元（二零一六年：123,400,000港元）。收益增加主要來自貿易及放債業務，部分因抗衰老及幹細胞技術業務收益減少而抵銷。

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The Company has carried out an annual impairment test on its other intangible assets arising from certain exclusive licences on patents acquired in 2013. Taken into account the delay in research and development plan on the patents, more research effort and investment have to be made in order to produce commercially viable products. As at 31 March 2017, the carrying amounts of the other intangible assets were approximately HK\$12.0 million (2016: HK\$46 million). The impairment loss of HK\$34.0 million (2016: HK\$16 million) on other intangible assets was recognised during the Year as the recoverable amounts of other intangible assets were lower than their carrying amounts. According to the relevant accounting standard, the Group has prepared a cash flow forecast covering a 5-year period approved by the management to assess the recoverable amount of other intangible assets. The recoverable amount has been determined based on a value in use calculation, with reference to the valuation prepared by an independent professional valuer.

The Group's administrative and other operating expenses for the Year was approximately HK\$41.1 million (2016: HK\$44.9 million) from continuing operations. These expenses mainly consisted of staff costs, impairment loss on trade receivables, legal and professional fees, operating lease rentals and depreciation.

The loss for the Year was approximately HK\$68.0 million (2016: HK\$47.4 million), representing an increase of about 43.3% as compared to that of last year. The loss for the Year attributable to owners of the Company was approximately HK\$64.7 million (2016: HK\$42.2 million) and the loss per share was 1.30 HK cents (2016: 1.02 HK cents).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2017,

- (a) the Group had net current assets approximately HK\$343.2 million (2016: HK\$258.3 million) and the cash and bank balances was approximately HK\$142.6 million (2016: HK\$40.3 million);
- (b) the Group had no outstanding interest-bearing borrowings (2016: Nil);

本公司已對於二零一三年收購若干專利之獨家許可權所產生之其他無形資產進行年度減值測試。考慮到專利之研發計劃出現延誤，必須加大研究力度及投放更多資源以生產具商業價值之產品。於二零一七年三月三十一日，其他無形資產之賬面值約為12,000,000港元(二零一六年：46,000,000港元)。由於其他無形資產之可收回金額低於其賬面值，故於本年度內就其他無形資產確認減值虧損34,000,000港元(二零一六年：16,000,000港元)。根據相關會計準則，本集團已編製獲管理層批准之涵蓋五年期現金流量預測，以評估其他無形資產之可收回金額。可收回金額乃根據使用價值計算釐定，並經參考獨立專業估值師編製之估值。

於本年度內，本集團來自持續經營業務之行政及其他經營開支約為41,100,000港元(二零一六年：44,900,000港元)。該等開支主要包括員工成本、應收賬款之減值虧損、法律及專業費用、經營租賃租金以及折舊。

本年度虧損約為68,000,000港元(二零一六年：47,400,000港元)，較去年增加約43.3%。本公司擁有人應佔本年度虧損約為64,700,000港元(二零一六年：42,200,000港元)，而每股虧損為1.30港仙(二零一六年：1.02港仙)。

流動資金、財務資源及資本架構

於二零一七年三月三十一日，

- (a) 本集團之流動資產淨值約為343,200,000港元(二零一六年：258,300,000港元)，而現金及銀行結餘則約為142,600,000港元(二零一六年：40,300,000港元)；
- (b) 本集團並無未償還計息借貸(二零一六年：無)；

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- (c) the gearing ratio of the Group, being the ratio of total liabilities to total assets, was approximately 10.3% (2016: 11.9%);
- (d) the Group's total equity attributable to the owners of the Company amounted to HK\$413.8 million (2016: HK\$360.8 million). The capital of the Company mainly comprises ordinary shares (the "Shares") and capital reserves.
- (c) 本集團之資產負債比率(即總負債相對總資產之比率)約為10.3%(二零一六年: 11.9%);
- (d) 本集團之本公司擁有人應佔權益總額為413,800,000港元(二零一六年: 360,800,000港元)。本公司之資本主要包括普通股(「股份」)及資本儲備。

PLACING OF NEW SHARES UNDER GENERAL MANDATE

References were made to the Company's announcements dated 21 December 2016, 23 December 2016 and 6 January 2017 (the "Announcements") in relation to the Company and the placing agent entered into the placing agreement (the "Placing Agreement") pursuant to which the Company agreed to place of 948,064,000 ordinary shares of HK\$0.04 each in the share capital of the Company (the "Placing Shares") at a price of HK\$0.13 (the "Placing Price") per Placing Share (the "Placing"). All conditions set out in the Placing Agreement had been fulfilled and that the Placing of 948,064,000 Placing Shares was completed on 6 January 2017. Pursuant to the Placing Agreement, 474,032,000 Placing Shares were allotted and issued to Pacific Fortune Global Limited, a company incorporated in the British Virgin Islands with limited liability and is engaged in investment activities; and 474,032,000 Placing Shares were allotted and issued to Global High Growth Industries Fund Series SPC ("GH SPC"), which is a Cayman Islands exempted segregated portfolio company incorporated with limited liability on 13 February 2014 to operate as a private investment funds and GH SPC subscribed for the account of Shengyuan China Dragon Cutting Edge Technology Investment Fund SP. The aggregate nominal value of the Placing Shares under the Placing was HK\$37,922,560. The Placing Price of HK\$0.13 represented a discount of approximately 2.99% to the closing price of HK\$0.134 per Share as quoted on the Stock Exchange on the date of the Placing Agreement. The net proceeds raised per Share from the Placing were approximately HK\$0.1267 per Placing Share and the net proceeds from the Placing amounted to approximately HK\$120.1 million. Up to the date of this report, approximately HK\$14 million has been deployed as general working capital and development of existing business. Details of the Placing were disclosed in the Announcements.

根據一般授權配售新股份

茲提述本公司日期為二零一六年十二月二十一日、二零一六年十二月二十三日及二零一七年一月六日之公佈(「該等公佈」),內容有關本公司與配售代理訂立配售協議(「配售協議」),據此,本公司同意按每股配售股份0.13港元之價格(「配售價」)配售948,064,000股本公司股本中每股面值0.04港元之普通股(「配售股份」)(「配售事項」)。配售協議所載全部條件已獲達成,故948,064,000股配售股份之配售事項已於二零一七年一月六日完成。根據配售協議,474,032,000股配售股份已配發及發行予Pacific Fortune Global Limited,該公司為於英屬處女群島註冊成立之有限公司,從事投資活動;及474,032,000股配售股份已配發及發行予全球高增長行業系列基金獨立投資組合公司(「GH SPC」),該公司為於二零一四年二月十三日註冊成立之開曼群島獲豁免獨立投資組合有限責任公司,作為私募投資基金營運,GH SPC認繳Shengyuan China Dragon Cutting Edge Technology Investment Fund SP。配售事項項下配售股份之總面值為37,922,560港元。配售價0.13港元較股份於配售協議日期在聯交所所報收市價每股0.134港元折讓約2.99%。配售事項中每股股份所籌得所得款項淨額約為每股配售股份0.1267港元,而配售事項所得款項淨額約為120,100,000港元。截至本報告日期,約14,000,000港元已用作一般營運資金及發展現有業務。有關配售事項之詳情於該等公佈披露。

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MATERIAL EVENTS

(a) Litigation and assignment agreement

Reference was made to the announcement of the Company dated 27 May 2013 in relation to the Group, the vendor and the guarantors entered into the sale and purchase agreement for the sale and purchase (the “**Acquisition Agreement**”) of the property located at Longgang District, Shenzhen (the “**Property**”). Under the Acquisition Agreement, the vendor agreed to handover the Property to the purchaser for use before 31 January 2014. The Group had paid the deposit to the vendor in accordance with the Acquisition Agreement but the vendor failed to handover the Property. The Group had lodged a civil litigation against the vendor and the guarantors on 7 April 2016 (the “**Litigation**”) and applied for an order from the People's Court of Longgang District, Shenzhen Municipality of the PRC (the “**People's Court of Longgang**”) for, among other things, termination of the Acquisition Agreement and the supplemental agreement to the Acquisition Agreement, return of the refundable deposit in the sum of RMB23,520,000 and payment of damages in the sum of RMB8,490,720 (being the damages for the period from 1 February 2014 to 15 March 2016). The Group had instructed its PRC lawyers to handle the Litigation and deal with all legal matters in relation thereto.

On 22 June 2016, the Group entered into a creditor's rights assignment agreement (the “**Assignment Agreement**”) with 深圳市田納西科技有限公司 (Shenzhen Tennessee Technology Co., Ltd*, as the assignee) (the “**Assignee**”) for the transfer of the creditor's rights, the rights against the Guarantors and all the other rights and interests vested in the Purchaser under the Acquisition Agreement and the supplementary agreement to the Assignee (the “**Sale Rights**”) for a consideration of RMB11 million. The assignment of the Sale Rights is a good opportunity for the Purchaser to reduce potential loss caused by the Litigation and transfer the relevant costs and risk out of the Purchaser, the Group. The Directors, including the independent non-executive Directors, were of the view that the assignment under the Assignment Agreement is in the interests of the Company and the terms of the Assignment Agreement are fair and reasonable and on normal commercial terms and in the interests of the Shareholders as a whole. Details of the Litigation and Assignment Agreement were disclosed in the Company's announcements dated 4 May 2016 and 22 June 2016 respectively.

重大事項

(a) 訴訟及轉讓協議

茲提述本公司日期為二零一三年五月二十七日之公佈，內容有關本集團、賣方與保證人就買賣位於深圳市龍崗區之物業（「**該物業**」）訂立買賣協議（「**收購協議**」）。根據收購協議，賣方同意於二零一四年一月三十一日前向買方交付該物業以供使用。本集團已根據收購協議向賣方支付訂金，惟賣方未有交付該物業。本集團於二零一六年四月七日向賣方及保證人提出民事訴訟（「**訴訟**」），並向中國深圳市龍崗區人民法院（「**龍崗人民法院**」）申請頒令，以（其中包括）終止收購協議及收購協議之補充協議、退還可退回訂金人民幣23,520,000元以及支付違約金人民幣8,490,720元（即由二零一四年二月一日起計至二零一六年三月十五日止期間之違約金）。本集團已指示其中國律師處理訴訟及與此有關之所有法律事宜。

於二零一六年六月二十二日，本集團與深圳市田納西科技有限公司（作為受讓人）（「**受讓人**」）訂立債權轉讓協議（「**轉讓協議**」），以代價人民幣11,000,000元向受讓人轉讓買方根據收購協議及補充協議享有之債權人權利、對保證人之權利以及所有其他權利及權益（「**銷售權利**」）。轉讓銷售權利為買方減少訴訟所帶來潛在損失並將相關訟費與風險轉出買方（即本集團）之良機。董事（包括獨立非執行董事）認為，根據轉讓協議進行轉讓符合本公司利益，而轉讓協議條款亦屬公平合理之一般商業條款，並符合股東整體利益。有關訴訟及轉讓協議之詳情於本公司日期分別為二零一六年五月四日及二零一六年六月二十二日之公佈披露。

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(b) Discloseable transaction in relation to the further extension of loan agreement I

On 29 September 2016, Asia Honest, Mr. Lam Wai Keung (“**Mr. Lam**”) and Honorbase International Limited (“**Honorbase**”) entered into the further extension loan agreement I (the “**Further Extension Loan Agreement I**”). References were made to the Company’s announcement dated 27 March 2015, 29 September 2015 and 22 March 2016 regarding the Loan Agreement, Extension Loan Agreement and Further Extension Loan Agreement between Asia Honest, and Mr. Lam and Honorbase. Pursuant to the Further Extension Loan Agreement, Asia Honest agreed to extend the maturity date of the loan to 20 September 2016. As the term of Extension Loan Agreement had expired, Asia Honest, Mr. Lam and Honorbase entered into the Further Extension Loan Agreement I to extend the maturity date of the Loan from 20 September 2016 to 20 March 2017. Pursuant to the Further Extension Loan Agreement I, the principal of the loan of HK\$27,389,676 was secured by the legal charge in respect of land located in Hong Kong. Details of the Further Extension Loan Agreement I were disclosed in the Company’s announcement dated 29 September 2016.

(c) Discloseable transaction in relation to the acquisition of entire issued share capital of Honorbase

On 31 May 2017, the Metropolitan Global Trading Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company, entered into the agreement with, among other parties, Mr. Lam (the “**Vendor**”) and Honorbase (the “**Target Company**”) pursuant to which the Vendor had agreed to sell and the Purchaser had agreed to purchase the Sale Shares representing the entire issued share capital of the Target Company at the consideration of HK\$43,900,000 (the “**Agreement**”) on and subject to the terms and conditions contained therein. The Target Company is the legal and beneficial owner of the Property which is situated at Lantau Island, Hong Kong and is mainly designated for the development of private residential properties for sale. In view of the potential growth of the property market in Hong Kong, the Group believes that this is a good opportunity to acquire a small property for possible development or resale so as to enable a more diversified income for the Group and return for Shareholders. All the conditions precedent to the Agreement had been fulfilled and completion took place on 7 June 2017. Details of the acquisition were disclosed in the Company’s announcement, dated 31 May 2017 and 7 June 2017.

(b) 有關進一步延期貸款協議I之須予披露交易

於二零一六年九月二十九日，誠宇、林偉強先生（「**林先生**」）與愉基國際有限公司（「**愉基**」）訂立進一步延期貸款協議I（「**進一步延期貸款協議I**」）。茲提述本公司日期為二零一五年三月二十七日、二零一五年九月二十九日及二零一六年三月二十二日之公佈，內容有關誠宇與林先生及愉基訂立貸款協議、延期貸款協議及進一步延期貸款協議。根據進一步延期貸款協議，誠宇同意將貸款之到期日延後至二零一六年九月二十日。由於進一步延期貸款協議之年期已屆滿，誠宇、林先生與愉基已訂立進一步延期貸款協議I，將貸款之到期日由二零一六年九月二十日進一步延後至二零一七年三月二十日。根據進一步延期貸款協議I，貸款本金27,389,676港元以位於香港土地之法定押記作抵押。有關進一步延期貸款協議I之詳情，於本公司日期為二零一六年九月二十九日之公佈披露。

(c) 有關收購愉基全部已發行股本之須予披露交易

於二零一七年五月三十一日，本公司之直接全資附屬公司大同環球貿易有限公司（「**買方**」）與其中包括林先生（「**賣方**」）及愉基（「**目標公司**」）訂立協議，據此，根據當中所載條款及條件並受其規限下，賣方同意出售而買方同意購買銷售股份，相當於目標公司全部已發行股本，代價為43,900,000港元（「**該協議**」）。目標公司為位於香港大嶼山之物業之合法實益擁有人，該物業主要指定為發展私人住宅物業以供銷售。鑑於香港物業市場之增長潛力，本集團相信，此乃收購小型物業以供潛在發展或轉售之良機，從而為本集團帶來更多元化收入並為股東爭取回報。該協議所有先決條件已於二零一七年六月七日達成及完成。有關收購事項詳情於本公司日期為二零一七年五月三十一日及二零一七年六月七日之公佈披露。

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SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Save as disclosed in this report, the Group did not have any significant investments as at 31 March 2017.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

During the Year, the Group did not have any material acquisitions and disposals of subsidiaries.

CHARGE ON GROUP ASSETS

As at 31 March 2017, the Group did not have any material charge on assets (2016: Nil).

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any concrete plan for material investment or capital assets as at 31 March 2017.

CONTINGENT LIABILITIES

As at 31 March 2017, the Group had no material material contingent liabilities (2016: Nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business operations and financial conditions may be affected by various types of risks and uncertainties, including the operational risks, price risk, credit risk, liquidity risk and regulatory risks. The Group has established a set of risk management policies and measures to identify, evaluate and manage risks arising from its operations.

Operational risks are those relating to the Group's internal processes, including but not limited to potential misconduct of employees and fraud, which may bring significant adverse impact on the Group's business operations and reputation. Operational risks may also result from emergencies and unexpected events such as natural hazards.

本集團所持重大投資

除本報告所披露者外，本集團於二零一七年三月三十一日並無任何重大投資。

重大收購及出售附屬公司

於本年度內，本集團並無任何重大收購及出售附屬公司。

集團資產抵押

於二零一七年三月三十一日，本集團並無任何重大資產抵押(二零一六年：無)。

重大投資或資本資產之未來計劃

除本報告所披露者外，本集團於二零一七年三月三十一日並無任何有關重大投資或資本資產之具體計劃。

或然負債

於二零一七年三月三十一日，本集團並無任何重大或然負債(二零一六年：無)。

主要風險及不明朗因素

本集團業務營運及財務狀況或會受到各類風險及不明朗因素影響，當中包括營運風險、價格風險、信貸風險、流動資金風險及監管風險。本集團已制定一套風險管理政策及措施以識別、評估及管理其業務營運產生之風險。

營運風險與本集團內部程序有關，包括但不限於僱員可能行為不當及欺詐，或會對本集團業務營運及聲譽帶來重大不利影響。營運風險亦可能來自出現天災等緊急事故及無法預料的事件。

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Price risk refers to the Group's investment in the held-for-trading investments. As the Group's investments are mainly concentrated on equity securities listed in Hong Kong, the financial position and the returns of the investments will be affected by the conditions of the stock market in Hong Kong. Negative developments in, or the general weakness of, the Hong Kong economy, may have a direct adverse effect on the Group's investment performance.

Credit risk relates to the ability or willingness of customers to meet their contractual obligations. The Group's maximum exposure to credit risk for its money lending businesses arises primarily from the individual borrowers. Since most of the Group's loan receivables are unsecured, this leads to Group subject to greater risk of irrecoverability. If, in a subsequent period, conditions such as economic downturn, and other factors affects the repayment status of the borrowers and the estimation of future cash flows of the loans, a loss may arise.

Liquidity risk refers to the Group's ability in maintaining sufficient fund to meet the liquidity requirements. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

價格風險指本集團投資於持作買賣投資。由於本集團投資主要集中於香港上市股本證券，故財務狀況及投資回報受香港股市狀況影響。香港經濟出現負增長或整體狀況疲弱或會對本集團投資表現構成直接不利影響。

信貸風險與客戶履行其合約責任之能力或意願有關。本集團就其放債業務而蒙受之最高信貸風險主要來自個別借款人。由於本集團大部分應收貸款並無抵押，以致本集團承受較大無法收回賬款之風險。倘於其後期間出現經濟衰退等狀況以及其他因素，而影響借款人之還款狀況以及貸款之估計未來現金流量，則有可能出現虧損。

流動資金風險指本集團維持充裕資金以應付流動資金需求之能力。管理流動資金風險時，本集團監察並將現金及現金等值物維持於管理層認為充足水平，以為本集團營運提供資金及減低現金流量波動之影響。管理層定期審閱其主要資金狀況，確保具備足夠財務資源應付其財務責任。

Chairman's Statement & Management Discussion and Analysis

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Regulatory risks may arise from potential default of the Group in compliance with the relevant laws and regulations which have a significant impact on the Group's business and any future changes in the relevant laws and regulations. Non-compliance with the relevant laws and regulations may bring various consequences to the Group, including but not limited to the revocation or suspension of the money lenders licence and/or the imposition of penalties resulting from the offence. The Company has adopted a series of internal control policies and procedures which governs the Company's compliance matters in relation to the Money Lenders Ordinance, the GEM Listing Rules as well as other relevant regulations.

Further discussion on the Group's risks are set out in the note 30 to the consolidated financial statements and the risk management and internal control of the Company is set out in the paragraph headed "Risk Management and Internal Control" in the section headed "Corporate Governance Report" from page 31 to page 33 of this annual report.

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue and incurs costs in Hong Kong dollars and Renminbi and considers that the impact of foreign exchange exposure of the Group is minimal. During the Year, the Group did not use any financial instruments for hedging purposes.

EMPLOYEE INFORMATION

As at 31 March 2017, the Group employed a total of 43 (2016: 38) full-time employees in Hong Kong and the PRC. During the Year under review, the total remuneration to employees, including Directors' emoluments and retirement benefits amounted to approximately HK\$11.1 million (2016: HK\$14.7 million). The Group remunerates its employees based on their performance, qualification, experience and the prevailing industry practice.

監管風險可能因本集團潛在違反對本集團業務構成重大影響之相關法律及法規以及相關法律及法規之任何未來變動而產生。不遵守相關法律及法規可能為本集團帶來各種後果，包括但不限於撤銷或暫時吊銷放債人牌照及／或因犯罪而遭處罰。本公司已採納一系列內部監控政策及程序，規管本公司有關放債人條例、創業板上市規則及其他相關法規之合規事宜。

有關本集團風險之進一步討論載於綜合財務報表附註30，而有關本公司風險管理及內部監控之進一步討論載於本年報第31至33頁之「企業管治報告」一節「風險管理及內部監控」一段。

外匯風險

本集團賺獲之收益及承擔之成本主要以港元及人民幣計值，故認為外匯風險對本集團之影響甚微。於本年度內，本集團並無運用任何財務工具作對沖用途。

僱員資料

於二零一七年三月三十一日，本集團於香港及中國合共聘用43名(二零一六年：38名)全職僱員。回顧於年度內，僱員薪酬總額(包括董事酬金及退休福利)約為11,100,000港元(二零一六年：14,700,000港元)。本集團根據僱員之表現、資歷、經驗及當時行業慣例釐定薪酬。

Chairman's Statement & Management Discussion and Analysis

主席報告與管理層討論及分析

APPRECIATIONS

I would like to take this opportunity to express our sincere gratitude to all our Shareholders, customers, business partners who have been offering their support, confidence and encouragement to us. Not to mention the great devotion, diligence and effort of the management and the members of staff who tirelessly committed themselves in striving for improvements of the Group. With all these supports remain, we shall continue to explore means to improve the Group's performance and provide investment returns to the investors.

Lam Kuo
Chairman

Hong Kong, 23 June 2017

致謝

承蒙所有股東、客戶及業務夥伴一直以來對我們鼎力支持、信任及鼓勵，本人謹藉此機會衷心致謝。各管理層及各級員工不辭勞苦，以盡忠職守之勤奮態度致力推動本集團業務蒸蒸日上，更是功不可沒。憑藉彼等之支持，本集團將不斷精益求精，務求為投資者爭取投資回報。

主席
林戈

香港，二零一七年六月二十三日

Profile of Directors

董事簡介

Executive Directors

Mr. David Lin Kao Kun (“Mr. Lin”), aged 67, was appointed as an executive Director and a vice chairman of the Board on 23 September 2013. Mr. Lin is also the directors of various subsidiaries of the Company. He has over 30 years’ experience in healthcare management. Mr. Lin is currently the shareholder and director of Healthcare Solution Investments Limited, Wei Xin Hospital Investments Management (Shanghai) Co., Ltd* and Hope Bio-Tech.

Mr. Lu Zhiqiang (“Mr. Lu”), aged 42, was appointed as an executive Director and the chief executive officer of the Company on 30 September 2011. Mr. Lu is also the compliance officer, the authorized representative and the directors of various subsidiaries of the Company. He holds a Master of Business Administration Degree from Central State University of the United States of America, a Bachelor Degree in Engineering and a Bachelor Degree in Industry from Nanchang Hangkong University. Mr. Lu attended the program of a Master of Science Degree from the International Purchasing & Supply Chain Management Audencia NANTES.Ecole de Management. Mr. Lu has many years’ experience in corporate management and investment. Mr. Lu is currently an executive director of Extrawell Pharmaceutical Holdings Limited (stock code: 858). He was an executive director of Global Energy Resources International Group Limited (Stock code: 8192) from 28 November 2014 to 2 September 2016 and a non-executive director of Lamtex Holdings Ltd. (formerly known as China New Energy Power Group Limited stock code: 1041) from 29 October 2014 to 9 July 2015.

Mr. Chui Kwong Kau (“Mr. Chui”), aged 50, was appointed as a non-executive Director on 19 October 2009 and subsequently re-designated as an executive Director on 30 November 2009. Mr. Chui is also a member of the remuneration committee, the authorized representative, the agent for the service of process in Hong Kong and the directors of various subsidiaries of the Company. He has over 20 years’ experience in financial management, accounting and auditing fields. Mr. Chui is currently a non-executive director of each of Hsin Chong Group Holdings Limited (stock code: 404), Ngai Shun Holdings Limited (stock code: 1246) and DeTai New Energy Group Limited (stock code: 559). He was an executive director of China Energy Development Holdings Limited (stock code: 228) from 5 October 2005 to 30 June 2016 and an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from 17 March 2010 to 16 March 2016.

執行董事

林高坤先生(「林先生」)，67歲，於二零一三年九月二十三日獲委任為執行董事兼董事會副主席。林先生亦為本公司多間附屬公司之董事。彼擁有超過30年健康事業管理經驗。林先生現時分別為醫霖醫療投資管理有限公司、衛心醫院投資管理(上海)有限公司及厚樸生物科技之股東及董事。

盧志強先生(「盧先生」)，42歲，於二零一一年九月三十日獲委任為執行董事兼本公司行政總裁。盧先生亦為本公司之監察主任、授權代表及本公司多間附屬公司之董事。彼持有美國中央城大學頒授之工商管理學碩士學位及由南昌航空大學頒授之工程學及工業工程學學士學位。盧先生曾就讀於法國南特歐當斯亞高等商業管理學院國際採購與供應鏈管理之理學碩士專業。盧先生具有多年企業管理及投資經驗。盧先生現時為精優藥業控股有限公司(股份代號：858)之執行董事。彼曾於二零一四年十一月二十八日至二零一六年九月二日，於環球能源資源國際集團有限公司(股份代號：8192)任執行董事及於二零一四年十月二十九日至二零一五年七月九日，於林達控股有限公司(前稱中國新能源動力集團有限公司，股份代號：1041)任非執行董事。

崔光球先生(「崔先生」)，50歲，於二零零九年十月十九日獲委任為非執行董事及其後於二零零九年十一月三十日獲調任為執行董事。崔先生亦為本公司之薪酬委員會成員、授權代表、於香港接收法律程序文件的代理人及多間附屬公司之董事。彼於財務管理、會計及核數工作方面擁有逾二十年經驗。崔先生現時分別為新昌集團控股有限公司(股份代號：404)、毅信控股有限公司(股份代號：1246)及德泰新能源集團有限公司(股份代號：559)之非執行董事。彼曾於二零零五年十月五日至二零一六年六月三十日，於中國能源開發控股有限公司(股份代號：228)任執行董事及於二零一零年三月十七日至二零一六年三月十六日，於奧栢中國集團有限公司(股份代號：8148)任獨立非執行董事。

Profile of Directors 董事簡介

Mr. Jiang Hongqing (“Mr. Jiang”), aged 49, was appointed as an executive Director and a vice chairman of the Board on 1 December 2012. He has resigned as a vice chairman of the Board but remains as an executive Director on 22 August 2014. Mr. Jiang holds a Ph.D. in Engineering majoring in Architectural Design and Theory from South China University of Technology. He also holds a Master of Engineering Degree majoring in Landscape Architecture Design and a Bachelor of Engineering Degree majoring in Urban Planning from Chongqing Institute of Architecture and Engineering. Mr. Jiang had also been studied in Ecole d’ Architecture Parisla-Seine in Paris, France. He is a Professorate Senior Urban Planner and a Certified Planner of the People’s Republic of China. In addition, Mr. Jiang was also the member of City Ecological Planning and Construction Academic Committee of the Urban Planning Society of China and also was a consultant of Urban Planning Construction and Protection of Ancient City of Lijiang, Yunnan Province. He has extensive experience in planning design, architectural design, landscape architecture design, planning management and project planning. He is currently an independent non-executive director of China Minsheng Drawin Technology Group Limited (stock code: 726).

Ms. Li Mei (“Ms. Li”), aged 37, was appointed as the executive Director on 14 December 2015. Ms. Li holds a degree of Master of Business Administration in Financial Management from York University, United States of America. Ms. Li has extensive experience in financial services business. She is a licensed person under the Securities and Futures Ordinance (the “SFO”) to carry on type 1 (dealing in securities) regulated activity. Ms. Li is an independent non-executive of China Ocean Fishing Holdings Limited (formerly known Sky Forever Supply Chain Management Group Limited, stock code: 8047). She was an executive Director of the Company from 21 September 2012 to 1 August 2013.

姜洪慶先生(「姜先生」)，49歲，於二零一二年十二月一日獲委任為執行董事兼董事會副主席，彼於二零一四年八月二十二日辭任董事會副主席，惟留任執行董事。姜先生持有華南理工大學建築設計及其理論專業工學博士學位，彼亦持有重慶建築工程學院風景園林規劃與設計專業工學碩士學位以及城市規劃專業工學學士學位。姜先生亦曾於法國巴黎——塞納建築學院留學。彼為城市規劃高級工程師(教授級)及中華人民共和國註冊城市規劃師。此外，姜先生亦曾任中國城市規劃學會之城市生態規劃建設學術委員會委員及雲南省麗江城市規劃建設及古城保護顧問。彼擁有規劃設計、建築設計、風景園林規劃與設計及專案策劃與管理之豐富經驗。彼現時為中民築友科技集團有限公司(股份代號：726)之獨立非執行董事。

李梅女士(「李女士」)，37歲，於二零一五年十二月十四日獲委任為執行董事。李女士持有美國約克大學財務管理碩士學位。李女士具有金融服務業之豐富經驗。彼為根據證券及期貨條例(「證券及期貨條例」)註冊從事第1類(證券交易)受規管活動之持牌人。李女士現為中國海洋捕撈控股有限公司(前稱宇恒供應鏈集團有限公司，股份代號：8047)之獨立非執行董事。彼曾於二零一二年九月二十一日至二零一三年八月一日出任本公司之執行董事。

Profile of Directors

董事簡介

Non-executive Director

Ms. Lam Kuo ("Ms. Lam"), aged 69, was appointed as the non-executive Director and the chairman of the Board on 1 December 2012. Ms. Lam is currently the sub-director and the shareholder of GOLDEN DRAGON INTERNATIONAL AIR TRANSPORT COMPANY LIMITED. Ms. Lam has over 30 years' business experience in the mainland China, Hong Kong and Macau region.

Independent Non-executive Directors

Mr. Hung Yat Ming ("Mr. Hung"), aged 65, was appointed as an independent non-executive Director on 28 March 2013. Mr. Hung is also the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company. He graduated from The University of Hong Kong with a Bachelor degree in Mathematics and obtained a graduate diploma in Accounting from University of Strathclyde, Glasgow. Mr. Hung has over 30 years of experience in accounting and finance and is a financial controller of a Hong Kong listed company. He is a member of The Institute of Chartered Accountants of Scotland and Hong Kong Institute of Certified Public Accountants. Mr. Hung is currently an independent non-executive director of each of Asia Standard Hotel Group Limited (stock code: 292) and Asia Orient Holdings Limited (stock code: 214). He was an independent non-executive director of Sunway International Holdings Limited (stock code: 58) from 28 February 2013 to 20 May 2015.

Mr. Chan Yun Hing ("Mr. Chan"), aged 69, was appointed as an independent non-executive Director on 21 September 2012. Mr. Chan is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Master of Business Administration from Research Institute of Tsinghua University in Shenzhen (RITS), China — University of Wales. Mr. Chan is currently the director and consultant of Huizhou Da Ya Wan Hui Li Group Limited*. He is also the Standing Committee Member of Guangdong Huizhou of the Chinese People's Political Consultative Conference, the Vice Chairman and the Secretary-General of Hong Kong Federation of Huichow Associations Limited and the Deputy Secretary-General of Hong Kong Federation of Guangdong Hakka Associations.

非執行董事

林戈女士(「林女士」)，69歲，於二零一二年十二月一日獲委任為非執行董事兼董事會主席。林女士現於GOLDEN DRAGON INTERNATIONAL AIR TRANSPORT COMPANY LIMITED任副總經理，亦為其股東。林女士擁有逾三十年於國內、香港及澳門地區營商之經驗。

獨立非執行董事

洪日明先生(「洪先生」)，65歲，於二零一三年三月二十八日獲委任為獨立非執行董事。洪先生亦分別為本公司審核委員會、薪酬委員會及提名委員會主席。彼畢業於香港大學，持有數學學士學位，並獲University of Strathclyde, Glasgow頒發會計學深造文憑。洪先生於會計及金融界擁有逾三十年經驗，現於一間香港上市公司擔任財務總監。彼為蘇格蘭特許會計師公會及香港會計師公會之會員。洪先生現時分別為泛海酒店集團有限公司(股份代號：292)及滙漢控股有限公司(股份代號：214)之獨立非執行董事。彼曾於二零一三年二月二十八日至二零一五年五月二十日，於新威國際控股有限公司(股份代號：58)任獨立非執行董事。

陳潤興先生(「陳先生」)，69歲，於二零一二年九月二十一日獲委任為獨立非執行董事。陳先生亦分別為本公司審核委員會、薪酬委員會及提名委員會成員。彼持有深圳清華研究院英國威爾士大學工商管理碩士學位。陳先生現為惠州大亞灣滙利集團公司之董事及顧問。彼亦為中國人民政治協商會議廣東惠州市常務委員、香港惠州社團聯合總會副主席兼秘書長及香港廣東客屬社團聯合總會副秘書長。

Profile of Directors 董事簡介

Mr. Gui Qiangfang (“Mr. Gui”), aged 59, was appointed as an independent non-executive director of the Company on 21 September 2012. Mr. Gui is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Doctor of Business Administration from California Southern University (formerly known as Southern California University for Professional Studies) and as a post-doctoral research fellow at California State University Monterey Bay. Mr. Gui is currently the chairman of the board of GN International Group and the chairman of World City Cooperation Organization Committee of China. He possesses the professional qualifications such as China Certified Real Estate Appraiser, Certified Public Valuer and Registered Land Valuer. Mr. Gui has over 20 years corporate experience and over 5 years working experience in the Government of the People’s Republic of China.

桂強芳先生(「桂先生」)，59歲，於二零一二年九月二十一日獲委任為本公司獨立非執行董事。桂先生亦分別為本公司審核委員會、薪酬委員會及提名委員會成員。彼持有California Southern University(前稱Southern California University for Professional Studies)工商管理博士學位及為蒙特瑞灣加州州立大學博士後研究員。桂先生現為基恩集團董事局主席及世界城市合作組織中國委員會主席。彼持有中國註冊房地產評估師、註冊資產評估師及註冊土地評估師之專業資格。桂先生擁有逾20年企業經驗及逾5年中華人民共和國政府工作經驗。

Corporate Governance Report

企業管治報告

OVERVIEW

The Board is pleased to present this Corporate Governance Report in the annual report for the Year.

The Company is concerned to have high standards of corporate governance. It is important because the Board believes that good quality corporate governance would assist the management to monitor the Company's business activities effectively and thus interests of the Shareholders will be well protected.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. Throughout the Year, the Company has applied the principles and complied with the principle in the code provision of the Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 15 to the GEM Listing Rules, save for the following deviations as set out in the relevant section below.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a Code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with such code of conduct and the required standard of dealings throughout the Year.

概覽

董事會欣然於年報提呈本年度之企業管治報告。

本公司著重維持高標準之企業管治。企業管治受重視乃由於董事會相信，高質素之企業管治將有助管理層有效地監管本公司之業務活動，從而好好保障股東之利益。

董事會繼續監察及檢討企業管治原則及常規，以確保遵守守則。於本年度內，除下文相關部分所載例外情況外，本公司已應用及遵守創業板上市規則附錄十五所載企業管治守則及企業管治報告（「企業管治守則」）之守則條文原則。

董事進行證券交易

本公司已採納有關董事進行證券交易之操守守則，其條款不比創業板上市規則第5.48至5.67條之交易準則規定寬鬆。經作出特定查詢後，全體董事已確認，彼等於本年度內一直遵守有關操守守則及交易準則之規定。

Corporate Governance Report

企業管治報告

COMPOSITION OF THE BOARD

The Board is responsible for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibilities for decision making in all major matters of the Group, include approving and monitoring of all policy matters, setting of objectives, annual budgets and overall strategies, material transaction, appointment of directors and other significant financial and operational matters. The day-to-day management, administration and operations of the Group are delegated to the senior management of the Group. These responsibilities include the implementation of decisions of the Board, the coordination and direction of day-to-day operation and management of the Group in accordance with the management strategies and plans approved by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management of the Group and the Board has the full support of them to discharge its responsibilities.

The Directors have full and timely access to information and accounts of the Group and are entitled to seek independent professional advice in appropriate circumstances at the Company's expenses.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

董事會之組成

董事會負責帶領及監控本公司，並共同負責透過指導及監管其事務推動本公司取得成功。實質上，董事會負責本集團所有主要事務之決策，包括批准及監察所有政策事務、制定目標、年度預算及整體策略、重大交易、董事委任以及其他重大財務及營運事宜。本集團之日常管理、行政及經營事務乃委派予本集團高級管理人員處理，有關職責包括執行董事會決策、根據經董事會審批之管理策略及計劃協調及指引本集團日常營運及管理。本集團高級管理人員於訂立任何重大交易前均須獲董事會批准，而董事會於履行其職責時亦獲彼等全力支持。

董事可全面適時查閱本集團之資料及賬目，並有權在適當情況下尋求獨立專業意見，費用由本公司承擔。

本公司已就各董事面對法律訴訟安排適當保險。

Corporate Governance Report

企業管治報告

As at the date of this report, the Board comprises a total of nine Directors and their respective roles in the Board are set out as follows:

Executive Directors

Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Jiang Hongqing
Ms. Li Mei

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Hung Yat Ming
Mr. Chan Yun Hing
Mr. Gui Qiangfang

The updated list of Directors and their role and function are posted on respective websites of the GEM and the Company.

The profiles of each Director are set out in the “Profile of Directors” section on pages 16 to 19 of this annual report.

In compliance with Rule 5.05 of the GEM Listing Rules, the Company currently has three independent non-executive Directors (the “**INEDs**”) which representing equal to one-third of the Board, and with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The INEDs can assist the management to formulate the Group’s development strategies, ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests of the Company and the Shareholders.

The Company has received written annual confirmation from each of the INEDs in respect of their independence to the Company in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

於本報告日期，董事會由合共九名董事組成，彼等各自於董事會之角色載列如下：

執行董事

林高坤先生 (*副主席*)
盧志強先生 (*行政總裁*)
崔光球先生
姜洪慶先生
李梅女士

非執行董事

林戈女士 (*主席*)

獨立非執行董事

洪日明先生
陳潤興先生
桂強芳先生

最新董事名單與其角色和職能於創業板網站及本公司網站刊載。

各董事之簡介載於本年報第16至19頁之「董事簡介」。

為遵守創業板上市規則第5.05條之規定，本公司現有三名獨立非執行董事（「**獨立非執行董事**」），佔董事會人數相等於三分之一，而其中至少一名具備適當之專業資格或具備會計或相關財務管理專長。獨立非執行董事可協助管理層制定本集團之發展策略，確保董事會在嚴格遵守規定準則下編製其財務及其他強制刊發之報告，並確保本公司推行適當之制度，以保障本公司及股東之利益。

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條所載指引就其獨立身份向本公司發出之書面年度確認函。

Corporate Governance Report

企業管治報告

There is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board and between the chairman of the Board (the “**Chairman**”) and the chief executive officer of the Company (the “**CEO**”).

THE BOARD MEETINGS

The Board meets regularly and the Directors attended the meetings in person or through electronic means of communication in accordance with the Company’s articles of association (the “**Articles**”). The Board is scheduled to meet four times a year at approximately quarterly intervals with notice given to the Directors at least fourteen (14) days in advance.

Minutes of the Board meetings are recorded in sufficient detail for any decision made during the meetings. Draft minutes are circulated to the Directors for comment and final version of the minutes are circulated to the Directors for records. All minutes of the Board meetings are kept by the company secretary of the Company (the “**Company Secretary**”) and open for inspection by the Directors.

If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. INEDs who have no material interest in the transaction should be present at such Board meeting.

During the Year, 16 Board meetings were held, at which the Directors discussed and approved, among other matters (i) the Group’s consolidated annual results for the year ended 31 March 2016, the first quarterly results for the three months ended 30 June 2016, interim results for the six months ended 30 September 2016 and third quarterly results for the nine months ended 31 December 2016, (ii) the discloseable transactions and inside information in relation to the proposed acquisition, (iii) refreshment of general mandate and placing of new Shares and placing of new Shares under general mandate, and (iv) the overall strategic direction and objectives of the business and other significant matter of the Group.

Individual attendance of each Director at the Board meetings, committee meetings and general meetings are set out in the table on page 29 of this annual report.

董事會成員之間以及董事會主席(「**主席**」)與本公司行政總裁(「**行政總裁**」)之間概無任何關係，包括財務、業務、家族或其他重大／相關關係。

董事會會議

董事會定期舉行會議，而董事根據本公司之組織章程細則(「**章程細則**」)親身或透過電子通訊方式出席會議。董事會每年計劃召開四次會議，大約每季一次，並向董事事先發出至少十四(14)日通知。

董事會會議記錄詳列會上所作任何決定之詳情。會議記錄初稿會呈交各董事表達意見，而最終定稿會呈交各董事作記錄。所有董事會會議記錄均由本公司之公司秘書(「**公司秘書**」)保存，並公開供董事查閱。

倘董事在董事會將予考慮之事宜中存有董事會認為重大之利益衝突，則有關事宜將以舉行董事會會議，而非以書面決議案方式處理。於交易中並無擁有重大權益之獨立非執行董事應該出席有關董事會會議。

於本年度內，本公司共舉行16次董事會會議，董事於會上討論及批准(其中包括)(i)本集團截至二零一六年三月三十一日止年度之綜合全年業績、截至二零一六年六月三十日止三個月之第一季度業績、截至二零一六年九月三十日止六個月之中期業績及截至二零一六年十二月三十一日止九個月之第三季度業績，(ii)有關建議收購事項之須予披露交易及內幕消息，(iii)更新一般授權及配售新股份以及根據一般授權配售新股份，及(iv)本集團業務之整體策略方向及目標以及其他重大事宜。

各董事出席董事會會議、委員會會議及股東大會之個別記錄載於本年報第29頁之列表。

Corporate Governance Report

企業管治報告

CHAIRMAN AND CEO

Pursuant to the Code provision A.2.1 of the CG Code, the roles of the chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. To ensure a balance of power and authority, the roles of the Chairman and the CEO are segregated and performed by Ms. Lam Kuo and Mr. Lu Zhiqiang respectively.

The Chairman is to provide leadership for the Board and overseeing the formulation of corporate strategy of the Group. The CEO is responsible for the overall management and business operations of the Group.

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

Pursuant to the Code provision A.4.1 of the CG Code, the non-executive directors should be appointed for a specific term, subject to re-election.

The non-executive Director and all INEDs are not appointed for a specific term, but they are subject to re-election at the annual general meeting of the Company in accordance with the Articles.

In accordance with the Article 87(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

The newly appointed Director is provided with an induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statute, laws, rules and regulations.

主席與行政總裁

根據企業管治守則第A.2.1條守則條文，主席及行政總裁之角色應該有所區分，而不應由同一名人士擔任。主席及行政總裁之職責應清楚界定，並以書面載列。為確保權力及授權均衡，主席與行政總裁角色獨立分開，並分別由林戈女士及盧志強先生擔任。

主席負責領導董事會及監督本集團企業策略之制定。行政總裁負責本集團之整體管理及業務營運。

董事之委任及重選

根據企業管治守則第A.4.1條守則條文，非執行董事之委任應有指定任期，並須接受重選。

非執行董事及所有獨立非執行董事之委任並無指定任期，惟彼等須根據章程細則於本公司股東週年大會上接受重選。

根據章程細則第87(1)條，當時在任之三分之一董事（或倘人數並非三之倍數，則為最接近但不少於三分之一）須輪值退任，惟每名董事須每三年最少退任一次。

持續專業發展

本公司鼓勵董事參與持續專業發展，以增進及重溫彼等之知識及技能。

新委任董事獲提供入職培訓及資料，以確保彼對本公司之營運及業務有適當之理解，以及彼於相關法例、法律、規則及規例項下之職責。

Corporate Governance Report

企業管治報告

During the Year, the Company had arranged at the cost of the Company a professional seminar conducted by a professional firm on topics relating to the new amendments to the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. All Directors including newly appointed Directors would receive such training reading materials.

All Directors confirmed that they have complied with the Code provision A.6.5 on directors' training. During the Year, all Directors namely Mr. David Lin Kao Kun, Mr. Lu Zhiqiang, Mr. Chui Kwong Kau, Mr. Jiang Hongqing, Ms. Li Mei, Ms. Lam Kuo, Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Gui Qiangfang had participated in continuous professional development by attending seminar/programme/reading relevant materials in relation to the business on directors' duties.

BOARD COMMITTEES

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The written terms of reference for Board committees are posted on the respective websites of the GEM and the Company.

AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with the Rules 5.28 and 5.29 of the GEM Listing Rules and Code provision C.3.3 of the CG Code. The Audit Committee comprises three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Gui Qiangfang. Mr. Hung Yat Ming is the chairman of the Audit Committee.

於本年度內，本公司出資安排專業研討會，邀請專業公司講解有關上市規則之新修訂及其他適用監管規定，確保彼等遵守守則及提高對良好企業管治常規之認知。全體董事(包括新委任董事)將獲發有關培訓讀物。

全體董事確認，彼等已遵守有關董事培訓之企業管治守則第A.6.5條守則條文。於本年度內，全體董事(即林高坤先生、盧志強先生、崔光球先生、姜洪慶先生、李梅女士、林戈女士、洪日明先生、陳潤興先生及桂強芳先生)已藉出席研討會／課程／閱讀有關董事業務職責之相關資料參與持續專業發展。

董事委員會

董事會已設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司事務之特定方面。董事委員會獲提供充裕資源以履行其職責。董事委員會之書面職能範圍在創業板網站及本公司網站刊載。

審核委員會

審核委員會已遵守創業板上市規則第5.28及5.29條以及企業管治守則第C.3.3條守則條文規定成立，並以書面訂明其職能範圍。審核委員會由三名獨立非執行董事洪日明先生、陳潤興先生及桂強芳先生組成。洪日明先生為審核委員會主席。

Corporate Governance Report

企業管治報告

The principal responsibilities of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, approve the remuneration and terms of engagement of the external auditor and any questions of its resignation and dismissal, review the Group's annual report and accounts, half-year report and quarterly reports, review the Company's financial controls, internal control and risk management systems, discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system, review the Group's financial and accounting policies and practices and to provide advices and comments thereon to the Board.

During the Year, the Audit Committee held 5 meetings, at which the Audit Committee had reviewed and discussed, among other matters (i) the Group's consolidated annual results for the year ended 31 March 2016, the first quarterly results for the three months ended 30 June 2016, interim results for the six months ended 30 September 2016 and third quarterly results for the nine months ended 31 December 2016; (ii) the term of engagement of external auditor and the audit planning and the engagement of for the year ended 31 March 2017; and (iii) the appointment of service provider relating to the review and assessment of risk management and internal control system of the Group for year ended 31 March 2017.

Individual attendance of each member of the Audit Committee are set out in the table on page 29 of this annual report.

The Audit Committee has reviewed and discussed the Company's audited consolidated financial results for the Year, including the accounting principles and practice adopted by the Group, the Company's compliance with the CG Code and disclosure in this Corporate Governance Report, the effectiveness of the Group's internal control and risk management systems and the Group's internal audit function performed by the external internal control advisers and recommended to the Board for consideration the same and the re-appointment of Pan-China (H.K.) CPA Limited ("Pan-China") as the Company's external independent auditor at the forthcoming annual general meeting (the "AGM").

審核委員會之主要職責為就委任、續聘及罷免外聘核數師、批准外聘核數師之酬金及委聘條款以及其辭任及罷免之任何問題向董事會提出建議，審閱本集團之年報及賬目、半年度報告及季度報告，檢討本公司之財務監控、內部監控及風險管理制度，與管理層討論內部監控制度以確保管理層履行其職責制定有效內部監控制度，檢討本集團之財務及會計政策及慣例，並就此向董事會提供建議及意見。

於本年度內，審核委員會共舉行5次會議，審核委員會於會上審閱及討論(其中包括)(i)本集團截至二零一六年三月三十一日止年度之綜合全年業績、截至二零一六年六月三十日止三個月之第一季度業績、截至二零一六年九月三十日止六個月之中期業績及截至二零一六年十二月三十一日止九個月之第三季度業績；(ii)於截至二零一七年三月三十一日止年度外聘核數師之委聘條款以及審核計劃及委聘；及(iii)於截至二零一七年三月三十一日止年度就檢討及評估本集團風險管理及內部監控制度委任服務供應商。

審核委員會各成員之個別出席記錄載於本年報第29頁之列表。

審核委員會已審閱及討論本公司於本年度之經審核綜合財務業績，包括本集團所採納之會計準則及慣例、本公司遵守企業管治守則之情況及本企業管治報告之披露資料、本集團內部監控及風險管理制度之成效、由外聘內部監控顧問所進行之本集團內部審核職能並就此向董事會提供建議以供考慮，以及於應屆股東週年大會(「股東週年大會」)上續聘天健(香港)會計師事務所有限公司(「天健」)為本公司外聘獨立核數師。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE

A Nomination Committee was established with written terms of reference in compliance with the Code provision A.5.2 of the CG Code. As at the date of this report, the Nomination Committee comprises three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Gui Qiangfang. Mr. Hung Yat Ming is the chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to review the structure, size, composition and diversity of the Board, identify individuals suitably qualified to become Board members, assess the independence of the INEDs and make recommendations to the Board on the appointment or reappointment of the Directors and succession planning for the Directors as well as review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.

Board diversity policy

The Company has adopted the Board diversity policy in accordance with the requirement set out in the CG Code. The Company recognises that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Directors' appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

During the Year, the Nomination Committee held 1 meeting, at which the Nomination Committee had (i) reviewed and discussed the structure, size and composition of the Board, (ii) reviewed the Board Diversity Policy, and (iii) recommended to the Board for the consideration of the re-appointment of all the retiring Directors at the forthcoming AGM.

提名委員會

提名委員會已遵守企業管治守則第A.5.2條守則條文規定成立，並以書面訂明其職能範圍。於本報告日期，提名委員會由三名獨立非執行董事洪日明先生、陳潤興先生及桂強芳先生組成。洪日明先生為提名委員會主席。

提名委員會之主要職責為檢討董事會架構、規模、組成及多元化，物色合適人選成為董事會成員，評估獨立非執行董事之獨立身份，並就委任或重新委任董事以及董事繼任計劃向董事會提出建議，以及檢討及評估本公司是否訂有充足企業管治指引並向董事會推薦任何建議修改以作批准。

董事會成員多元化政策

本公司已根據企業管治守則所載規定，採納董事會成員多元化政策。本公司視董事會成員多元化為本公司可持續發展之必要因素。籌劃董事會之組成時，從多方面考慮董事會成員是否多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。所有董事之委任均以用人唯才為原則，並於考慮人選時按多個客觀標準充分顧及董事會成員多元化之裨益。

於本年度內，提名委員會共舉行1次會議，提名委員會於會上(i)檢討及討論董事會架構、規模及組成，(ii)檢討董事會成員多元化政策，及(iii)就於應屆股東週年大會上重新委任所有退任董事向董事會提供建議以供考慮。

Corporate Governance Report

企業管治報告

The Nomination Committee has assessed and reviewed each of the INEDs' annual written confirmation of independence for the Year and confirmed that all of them, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Gu Qiangfang remain independent.

Individual attendance of each member of the Nomination Committee are set out in the table on page 29 of this annual report.

REMUNERATION COMMITTEE

A Remuneration Committee was established with written terms of reference in compliance with the Code provision B.1.2 of the CG Code. As at the date of this report, the Remuneration Committee comprises one executive Director, namely Mr. Chui Kwong Kau, and three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Gui Qiangfang. Mr. Hung Yat Ming is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration, and to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.

During the Year, the Remuneration Committee held 1 meeting, at which the Remuneration Committee had reviewed and approved the the remuneration packages for individual executive Directors and senior management.

Individual attendance of each member of the Remuneration Committee are set out in the table on page 29 of this annual report.

提名委員會已評估及審閱各獨立非執行董事於本年度作出之年度獨立身份確認書，並確認全體獨立非執行董事(即洪日明先生、陳潤興先生及桂強芳先生)仍保持獨立性。

提名委員會各成員之個別出席記錄載於本年報第29頁之列表。

薪酬委員會

薪酬委員會已遵守企業管治守則第B.1.2條守則條文規定成立，並以書面訂明其職能範圍。於本報告日期，薪酬委員會由一名執行董事崔光球先生以及三名獨立非執行董事洪日明先生、陳潤興先生及桂強芳先生組成。洪日明先生為薪酬委員會主席。

薪酬委員會之主要職責為就本公司董事及高級管理人員之全體薪酬制度及結構向董事會提出建議，獲轉授責任以釐定個別執行董事及高級管理人員之薪酬待遇，並因應董事會所訂企業方針及目標而檢討及批准管理層薪酬建議。

於本年度內，薪酬委員會共舉行1次會議，薪酬委員會於會上檢討及批准個別執行董事及高級管理人員之薪酬待遇。

薪酬委員會各成員之個別出席記錄載於本年報第29頁之列表。

Corporate Governance Report

企業管治報告

DIRECTORS' ATTENDANCE RECORD AT MEETINGS

Details of the attendance of the Directors at the Board meetings and its respective committees meetings, and general meeting during the Year are set out in the following table:

董事出席會議記錄

下表載列各董事於本年度出席董事會會議及其各自之委員會會議以及股東大會之記錄詳情：

Directors 董事	Number of meetings attended/Eligible to attend 出席會議次數/符合資格出席之次數					Annual General Meeting/ General Meeting 股東週年大會 /股東大會
	Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議		
Executive Directors 執行董事						
Mr. David Lin Kao Kun 林高坤先生	16/16	N/A 不適用	N/A 不適用	N/A 不適用		1/2
Mr. Lu Zhiqiang 盧志強先生	16/16	N/A 不適用	N/A 不適用	N/A 不適用		2/2
Mr. Chui Kwong Kau 崔光球先生	16/16	N/A 不適用	N/A 不適用	1/1		2/2
Mr. Jiang Hongqing 姜洪慶先生	14/16	N/A 不適用	N/A 不適用	N/A 不適用		0/2
Ms. Li Mei 李梅女士	15/16	N/A 不適用	N/A 不適用	N/A 不適用		1/2
Non-executive Director 非執行董事						
Ms. Lam Kuo 林戈女士	14/16	N/A 不適用	N/A 不適用	N/A 不適用		0/2
Independent Non-executive Directors 獨立非執行董事						
Mr. Hung Yat Ming 洪日明先生	15/16	5/5	1/1	1/1		2/2
Mr. Chan Yun Hing 陳潤興先生	12/16	5/5	1/1	1/1		0/2
Mr. Gui Qiangfang 桂強芳先生	12/16	5/5	1/1	1/1		0/2

Pursuant to Code provision E.1.2 of the CG Code, the Chairman should attend the annual general meeting. However, Ms. Lam Kuo was unable to attend the annual general meeting held on 5 August 2016 due to her other prior engagement. Ms. Lam invited Mr. Chui Kwong Kau, an executive Director to chair and answer questions at the annual general meeting of the Company. The external auditor of the Company attended the annual general meeting of the Company to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

根據企業管治守則第E.1.2條守則條文，主席應出席股東週年大會。然而，林戈女士因早已安排其他事務而無法出席於二零一六年八月五日舉行之股東週年大會。林女士邀請執行董事崔光球先生主持本公司股東週年大會及回答提問。本公司外聘核數師已出席本公司股東週年大會，以回答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問。

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Pursuant to Code provision A.6.7 of the CG Code, all non-executive Directors should attend general meetings. However, certain non-executive Directors were unable to attend the annual general meeting of the Company due to their other prior engagements. Details of attendance of the general meeting are set out in the above table.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions, amongst other things, the development and review of the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the Company's compliance with the CG Code and disclosure in the annual report.

The corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

ACCOUNTABILITY AND AUDIT

The Board is committed to provide a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required by the GEM Listing Rules. The Directors acknowledge their responsibility for the preparation and the true and fair presentation of the consolidated financial statements in accordance with the Hong Kong Financial Reporting Standards and the disclosure requirements of the Companies Ordinance and the GEM Listing Rules.

The management also provides the Board with monthly updates giving a balanced and understandable assessment of the Group's performance, position and prospects in sufficient details to enable the Board as a whole and each Directors to discharge their duties under Rule 5.01 and Chapter 17 of the GEM Listing Rules.

The responsibility of the auditor is set out in the "Independent Auditor's Report" of this annual report.

根據企業管治守則第A.6.7條守則條文，全體非執行董事應出席股東大會。然而，若干非執行董事因早已安排其他事務而無法出席本公司股東週年大會。有關股東大會出席記錄之詳情載於上表。

企業管治職能

董事會負責履行企業管治職能，其中包括制定及檢討本集團企業管治政策及常規、監察遵守法律及監管規定之情況、檢討及監察董事及高級管理層之培訓及持續專業發展，以及檢討本公司是否符合企業管治守則及於年報作出披露。

企業管治報告已獲董事會審閱，以履行其企業管治職能。

問責及審核

董事會致力於年度及中期報告以及創業板上市規則所規定之其他財務披露資料提供持平、清晰及易於理解的評估。董事知悉彼等須負責根據香港財務報告準則及公司條例與創業板上市規則之披露規定編製真實及公平之綜合財務報表。

管理層亦每月向董事會提供充分詳盡的最新消息，對本集團之表現、狀況及前景作出持平而易於理解的評估，令董事會整體及各董事可履行其於創業板上市規則第5.01條及第17章項下之職責。

核數師之責任載於本年報之「獨立核數師報告」。

Corporate Governance Report

企業管治報告

REMUNERATION OF THE AUDITOR

The Audit Committee had reviewed the performance of Pan-China as the independent auditor of the Company and proposed to re-appoint Pan-China as the independent auditor at the forthcoming AGM.

During the Year, the fee paid/payable to Pan-China in respect of the audit and non-audit services provided by the auditor of the Company are as follows:

核數師酬金

審核委員會已檢討天健作為本公司獨立核數師之表現，並建議於本公司應屆股東週年大會上續聘天健為獨立核數師。

於本年度內，就本公司核數師提供之審核及非審核服務向天健支付／應付之費用如下：

Type of services 服務種類	Amounts 金額 HK\$ 港元
Audit service Audit fee for the financial statements of the Group for the year ended 31 March 2017	審核服務 本集團截至二零一七年三月三十一日止年度之財務報表之審核費用 880,000
Non-audit service Fee for financial due diligence in relation to the proposed acquisition	非審核服務 有關建議收購事項之財務盡職審查費用 270,000

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the design, implementation, monitoring and review of the Group's system of internal control to ensure their effectiveness and adequacy. The Board shall at least annually review its risk management and internal control system. The Group has adopted a series of internal control policies and procedures designed to provide reasonable assurance for achieving the business objectives of the Group. However, the system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

風險管理及內部監控

董事會負責設計、執行、監察及檢討本集團之內部監控制度，以確保其成效及充分。董事會須至少每年檢討其風險管理及內部監控制度。本集團已採納一系列內部監控政策及程序，旨在合理保證達致本集團之業務目標。然而，內部監控制度旨在管理而非消除未能達致業務目標之風險，並僅針對重大錯誤陳述或損失提供合理而非絕對保證。

Corporate Governance Report

企業管治報告

Objective of Risk Management and Internal Control

The objectives of the risk management and internal control framework of the Group include:

- to ensure the Company's risk management and internal control in compliance with the GEM Listing Rules requirements;
- to establish and constantly improve the risk management and internal control systems;
- to implement top-down and bottom-up approaches risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

Principles of Internal Control

The development internal control systems involved five elements, namely internal environment, risk assessment, control activities, information and communication and monitoring of controls. The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effectiveness of operating activities and promote the realization of development strategy of the Group.

Risk Management Approach

The risk management process of the Group involves risk identification, analysis, evaluation, communication, reporting and monitoring. The methodology adopted in risk identification and assessment process involves top-down and bottom-up approaches. At the Board level, a top-down approach is adopted to focus on determining the nature and extent of major strategic risks that it is willing to take in achieving its strategic objectives. The key risks related to the Group's business and to the industries in which the Group operates were set out in the section headed "Principal risks and uncertainties" of Chairman's Statement and Management Discussion and Analysis.

風險管理及內部監控之目標

本集團風險管理及內部監控框架之目標包括：

- 確保本公司風險管理及內部監控符合創業板上市規則之規定；
- 建立及持續改善風險管理及內部監控制度；
- 採取由上而下及由下而上之風險管理制度方針，涵蓋業務各個層面；及
- 保持基線風險在可接受範圍內。

內部監控原則

內部監控制度的制定涉及內部環境、風險評估、監控活動、資訊及溝通以及監控五項要素。內部監控旨在合理保證業務營運及管理合規合法、資產安全、財務報告及相關資料真實完整、提高經營業務之效率及效益以及促進本集團實現發展策略。

風險管理方針

本集團風險管理程序涉及識別、分析、評估、溝通、匯報及監察風險。風險識別及評估過程所採納之方法涉及由上而下及由下而上方針。在董事會層面，採納由上而下方針可集中釐定其於達致策略目標時願意承受之主要策略風險之性質及程度。有關本集團業務及本集團營運所在行業之主要風險載於主席報告與管理層討論及分析「主要風險及不明朗因素」一節。

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At functional level, a bottom-up approach with involvement of all significant departments of the Group is adopted to identify operational risks in daily operations. The process includes the maintenance of internal control manual and compliance manual setting out the particulars of material risks together with the control measures as reported by significant departments of the Group. It is to ensure that the significant risks to be considered by the Board in determining the risk appetite and the adequacy of resource, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes enhancing the systems of risk management and internal control from time to time in response to the changes to the business environment or regulatory guidelines. All employees are committed to continually enhancing the risk management framework, linking to our corporate strategies as well as integrating it into day-to-day operation of the business.

During the Year, the Board has, through the Audit Committee and with the assistance of management and external internal control advisers, conducted a review on the effectiveness of the Group's system of financial, operational and compliance controls and reported its findings and made recommendations to the Board.

The Company does not have an internal audit function and an independent consultancy firm was engaged as the Group's external internal control advisers, to perform the review on the internal control system of the Group, including financial, operational and compliance controls and risk management functions for the Year.

The Board has conducted a review of the effectiveness of the Group's risk management and internal control systems and internal audit function through discussion with the Audit Committee on major findings and control issue and considered them effective and adequate. The Board also considers that the adequacy of resources, staff qualifications and experience, and budget of the Group's accounting and financial reporting function.

在功能層面，本集團已採納涉及本集團所有主要部門之由下而上方針，以識別日常營運中之營運風險。有關程序包括制定內部監控手冊及合規手冊，當中載列重大風險之具體情況連同本集團主要部門所匯報之監控措施，從而確保董事會在釐定風險承擔能力以及本公司會計及財務報告職能之資源、員工資格及經驗、培訓計劃及預算是否充足時考慮到重大風險。

本集團已設立持續程序，以識別、評估及管理本集團所面對之重大風險。此項程序包括不時因應營商環境或監管指引轉變而改善風險管理及內部監控制度。全體僱員均致力持續加強風險管理框架、配合企業策略並融入日常業務運作。

於本年度內，董事會已透過審核委員會並在管理層及外聘內部監控顧問之協助下，檢討本集團財務、營運及合規監控制度之成效，並向董事會匯報其調查結果及提供建議。

本公司不設內部審核職能，而一家獨立諮詢服務公司已於本年度內獲委聘為本集團外聘內部監控顧問，以檢討本集團內部監控制度，包括財務、營運及合規監控以及風險管理職能。

董事會已透過與審核委員會就主要調查結果及監控事宜進行討論，以檢討本集團風險管理及內部監控制度以及內部審核職能之成效，並認為此等方面均為有效及充分。董事會亦已考慮本集團會計及財務報告職能之資源、員工資格及經驗及預算是否充足。

Corporate Governance Report

企業管治報告

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has established and maintained the procedures and internal controls for the handling and dissemination inside information. The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.46 to 5.67 of the GEM Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. The Group has strictly prohibited unauthorised use of confidential or insider information. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the GEM Listing Rules will be announced on the respective websites of GEM and the Company in due course.

COMPANY SECRETARY

Mr. Lam Tze Chung was appointed as the Company Secretary with effect from 1 March 2013. Mr. Lam is responsible for advising the Board through the Chairman and/or the CEO on governance matters. He has taken no less than 15 hours of relevant professional training for the Year.

RIGHTS OF SHAREHOLDERS

According to the Article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

處理及發佈內幕消息

本公司已設立及制定有關處理及發佈內幕消息之程序及內部監控。本公司已根據創業板上市規則第5.46至5.67條採納有關董事進行本公司證券交易之操守守則。本集團其他僱員如可能掌握本公司內幕消息，亦須遵守買賣限制。本集團嚴禁未經授權使用保密或內幕消息。任何內幕消息及可能構成內幕消息之任何資料均獲即時識別、評估及上報董事會，以供董事會決定是否需要作出披露。內幕消息及根據創業板上市規則須予披露之其他資料將於適當時候在創業板網站及本公司網站公佈。

公司秘書

林子冲先生於二零一三年三月一日獲委任為公司秘書。林先生負責就管治事宜透過主席及／或行政總裁向董事會提出意見。彼於本年度內已接受不少於十五個小時之相關專業培訓。

股東權利

根據章程細則第58條，任何一名或以上於遞呈要求當日持有賦有於本公司股東大會上投票權之本公司繳足股本不少於十分之一之股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開該大會，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司向遞呈要求人士作出償付。

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Any vote of the Shareholders at general meetings must be taken by poll pursuant to the GEM Listing Rules. The results of the poll will be posted on the respective websites of GEM and the Company after each general meeting.

SENDING ENQUIRIES TO THE BOARD BY THE SHAREHOLDERS

Any enquiries from the Shareholders to the Board can be sent in writing to the head office and principal place of business in Hong Kong of the Company.

COMMUNICATION WITH THE SHAREHOLDERS

Communication with the Shareholders is given high priority. The Company aims to provide the Shareholders with high standards of disclosure and financial transparency through the publication of annual, interim and quarterly reports, announcements and circulars made through the GEM website and the Company's website.

The Company are encouraged the Shareholders to attend general meetings of the Company and to put their enquiries to the Board directly. The Chairman and the members of relevant committees will be also available to answer the questions in the general meetings.

CHANGES IN CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the constitutional documents of the Company.

根據創業板上市規則，股東於股東大會上作出之任何表決必須以投票方式進行。投票表決結果將於各股東大會後在創業板網站及本公司網站刊載。

股東向董事會提問

股東向董事會所作任何提問可書面寄交至本公司之總辦事處及香港主要營業地點。

與股東溝通

與股東溝通相當重要。本公司透過在創業板網站及本公司網站刊發年度、中期及季度報告、公佈及通函，力求為股東提供高水平之披露及財務透明度。

本公司鼓勵股東出席本公司股東大會，並直接向董事會提問。主席及相關委員會之成員將會出席股東大會回答提問。

組織章程文件之變動

於本年度內，本公司之憲章文件概無任何變動。

Directors' Report

董事會報告

The Directors herein present the annual report and audited consolidated financial statements for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; and (iv) securities investment. The activities of its principal subsidiaries are set out in Note 33 to the consolidated financial statements of this annual report.

BUSINESS REVIEW AND ANALYSIS OF KEY FINANCIAL PERFORMANCE INDICATORS

Details of the business review and analysis of key financial performance indicators of the Group for the Year are set out in the "Chairman's Statement & Management Discussion and Analysis" of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the Year and the financial position of the Group as at 31 March 2017 are set out in the consolidated financial statement on pages 54 to 58 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2017.

FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years and reclassified as appropriated, is set out on page 184 of this annual report. This summary does not form part of the audited consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves and distributable reserves of the Company and the Group during the Year are set out in Note 35 to the consolidated financial statements and consolidated statement of changes in equity respectively of this annual report.

董事會欣然提呈本年度之年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；及(iv)證券投資。其主要附屬公司之業務載於本年報之綜合財務報表附註33。

業務回顧及主要財務表現指標分析

有關本集團於本年度內之業務回顧及主要財務表現指標分析之詳情載於本年報「主席報告與管理層討論及分析」。

業績及股息

本集團本年度業績及本集團於二零一七年三月三十一日之財務狀況載於本年報第54至58頁之綜合財務報表。

董事不建議就截至二零一七年三月三十一日止年度派付末期股息。

五年財務摘要

有關本集團於過去五個財政年度已公佈業績、資產、負債及非控股權益之五年財務摘要已在適當情況下重新分類，並載於本年報第184頁。此摘要並不構成經審核綜合財務報表之一部分。

儲備及可供分派儲備

有關本公司及本集團於本年度內之儲備及可供分派儲備變動之詳情分別載於本年報之綜合財務報表附註35及綜合權益變動表。

Directors' Report

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles and there was no restriction against such rights under the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

SHARE CAPITAL

Details of the Company's share capital are set out in Note 25 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in Note 16 to the consolidated financial statements of this annual report.

CORPORATE GOVERNANCE

A detailed corporate governance report is set out in pages 20 to 35 in this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts if possible. In view of the above and as at the date of this annual report, the Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

The Group ensures all staff is reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits. The Group maintains a good relationship with its customers and suppliers. The Group maintains close contacts with the customers and has regular review of requirements of customers and complaints. The Group will conduct appraisal of the performance of suppliers on regular basis.

優先權

章程細則並無有關優先權之條文，而本公司註冊成立之司法權區開曼群島法例並無對有關權利施加任何限制，致使本公司須按比例向現有股東發售新股份。

股本

有關本公司股本之詳情載於本年報之綜合財務報表附註25。

物業、廠房及設備

有關本集團於本年度內之物業、廠房及設備變動之詳情載於本年報之綜合財務報表附註16。

企業管治

詳盡企業管治報告載於本年報第20至35頁。

環境政策及表現

本集團深知其於業務活動中負有保護環境之責任。本集團持續辨識及管理其經營活動對環境造成之影響，盡可能將該等影響減至最低。鑑於以上所述及於本年報日期，本集團遵守環境法例，鼓勵環保，並提高本集團全體僱員之環保意識。

與僱員、客戶、供應商及其他持份者之關係

本集團確保全體員工得到合理薪酬，並定期檢討有關薪酬及其他福利之僱傭政策。本集團與其客戶及供應商維持良好關係。本集團與客戶維持緊密聯繫，並定期審閱客戶之要求及投訴。本集團會對供應商之表現作定期評核。

Directors' Report

董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has on-going review the new enacted laws and regulations affecting the operations of the Group. The Group is not aware of any material non-compliance with the laws and regulations that have significant impact on the business of the Group.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group to protect the Directors and officers of the Group against any potential liability arising from the Group's activities which such Directors and officers may be held liable.

DIRECTORS

The Directors during the Year and up to the date of this annual report were:

Executive Directors

Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Jiang Hongqing
Ms. Li Mei

Non-executive Director

Ms. Lam Kuo (*Chairman*)

Independent Non-executive Directors

Mr. Hung Yat Ming
Mr. Chan Yun Hing
Mr. Gui Qiangfang

遵守法律及法規

本集團明白遵守監管規定之重要性及不遵守該等規定之風險。本集團持續審閱會影響本集團營運之新實施法律及法規。本集團並不知悉任何對本集團業務構成嚴重影響之重大違法及違規事件。

獲准許之彌償條文

根據章程細則，董事及當時就本公司事務行事之其他高級行政人員均可從本公司之資產及溢利獲得彌償，並確保該等人士免就執行各自之職務因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支招致任何損害。

本公司已為本集團董事及高級行政人員安排合適之董事及高級行政人員責任保險，以保護本集團董事及高級行政人員免於承受因有關該等董事及高級行政人員可能須就此負責之本集團活動而產生之任何潛在責任。

董事

於本年度及直至本年報日期之董事如下：

執行董事

林高坤先生 (*副主席*)
盧志強先生 (*行政總裁*)
崔光球先生
姜洪慶先生
李梅女士

非執行董事

林戈女士 (*主席*)

獨立非執行董事

洪日明先生
陳潤興先生
桂強芳先生

Directors' Report

董事會報告

In accordance with the Article 87(1) of the Articles, Mr. Chan Yun Hing, Mr. Chui Kwong Kau and Mr. Lu Zhiqiang, being one-third of the Directors will retire as Directors by rotation and, being eligible, offer themselves for re-election at the AGM.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received written annual confirmation from each of the INEDs in respect of their independence in accordance with Rule 5.09 of the GEM Listing Rules. As as the date of this report, the Company still considers the INEDs to be independent.

PROFILE OF DIRECTORS

Profile details of the Directors are set out on pages 16 to 19 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATIONS

Details of the remuneration of Directors are set out in the Note 15 to the consolidated financial statements of this report.

DIRECTORS' EMOLUMENT POLICY

The Remuneration Committee was established for reviewing and determining the remuneration and compensation packages of the Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of the Director and performance of the Group. The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of which are set out in the section headed "Share Option Scheme".

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the interests of Mr. David Lin Kao Kun, an executive Director, a vice-chairman and a shareholder of the Company, in the Technology Development Agreement, as mentioned in the section headed "Related Party and Connected Transactions" in this report, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company and any of its subsidiaries was a party during the Year.

根據章程細則第87(1)條，陳潤興先生、崔光球先生及盧志強先生，即三分之一之董事，將輪值退任，並且符合資格及願意於股東週年大會上膺選連任。

獨立非執行董事之獨立身份

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條就其獨立身份發出之書面年度確認函。於本報告日期，本公司仍視獨立非執行董事為獨立人士。

董事簡介

有關董事之履歷詳情載於本年報第16至19頁。

董事之服務合約

擬於股東週年大會上重選連任之董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

董事薪酬

有關董事薪酬之詳情載於本報告之綜合財務報表附註15。

董事酬金政策

薪酬委員會已告成立，以經參考可資比較公司支付之薪金、董事付出之時間及職責以及本集團表現而檢討及釐定董事及高級管理人員之酬金及薪酬待遇。本公司已採納購股權計劃以為董事及合資格僱員提供獎勵，有關詳情載於「購股權計劃」一節。

董事於重大合約之權益

除於本報告「有關聯人士及關連交易」一節所述本公司執行董事、副主席兼股東林高坤先生於技術開發合同之權益外，概無董事於本公司及其任何附屬公司於本年度內訂立而對本集團業務而言屬重大之合約中直接或間接擁有重大權益。

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2017, the interests and short positions of the Directors and chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long position in the ordinary shares of the Company ("Shares")

董事及主要行政人員於證券之權益

於二零一七年三月三十一日，董事及本公司主要行政人員（「主要行政人員」）於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之權益及淡倉，或根據創業板上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益及淡倉如下：

於本公司普通股（「股份」）之好倉

Name of Director 董事姓名	Capacity 身份	Number of Shares Held 所持 股份數目	Percentage of Shares in issue 佔已發行 股份百分比 (Approximate) (概約)
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Mr. David Lin Kao Kun
林高坤先生

Beneficial owner
實益擁有人

878,862,333

15.45%

Save as disclosed above, as at 31 March 2017, none of the Directors and the Chief Executives had any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一七年三月三十一日，概無董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何其他權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之任何其他權益或淡倉，或根據創業板上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何其他權益或淡倉。

Directors' Report 董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of share in, or debentures of, the Company or any other body corporate.

SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 4 August 2010 and the Stock Exchange granting approval of the listing of, and permission to deal in, the shares to be issued under the share option scheme (the "**Share Option Scheme**") on 17 November 2010, the Company has adopted the Share Option Scheme to replace the expired share option scheme adopted on 1 February 2002. The principal terms of the Share Option Scheme were set out in the appendix to the circular of the Company dated 20 July 2010.

At the annual general meeting of the Company held on 7 August 2015 (the "**2015 AGM**"), the shareholders of the Company had approved the refreshment of the Share Option Scheme mandate limit in accordance with the Share Option Scheme and the GEM Listing Rules, thereby allowing the Company to grant further options for subscription of a total of 395,033,280 Shares, representing 10% Shares in issue as at the date of the 2015 AGM.

The purpose of the Share Option Scheme is to enable the Company to provide incentive to participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and may, in turn, assist in the attraction and retention of talents who have made contributions to the success of the Company.

The Share Option Scheme is valid and effective for a period of ten years commencing on the date of adoption of the Share Option Scheme. As at 31 March 2017, there were a total of 395,033,280 Shares, representing 6.94% of the issued Shares, available for issue under the Share Option Scheme. No share options were granted, lapsed or exercised during the Year and there was no outstanding share option as at 31 March 2017 and 2016..

董事收購股份或債權證之權利

除購股權計劃外，於本年度內任何時間，本公司或其任何附屬公司概無參與訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債權證而獲利。

購股權計劃

根據於二零一零年八月四日舉行之本公司股東特別大會通過之普通決議案及聯交所於二零一零年十一月十七日批准購股權計劃（「**購股權計劃**」）項下將予發行之股份上市及買賣後，本公司已採納購股權計劃以取代於二零零二年二月一日採納而已屆滿之購股權計劃。購股權計劃之主要條款載於本公司日期為二零一零年七月二十日之通函內附錄。

於二零一五年八月七日舉行之本公司股東週年大會（「**二零一五年股東週年大會**」），本公司股東已批准根據購股權計劃及創業板上市規則更新購股權計劃授權限額，據此本公司可進一步授出購股權以認購合共395,033,280股股份，相當於二零一五年股東週年大會日期已發行股份之10%。

購股權計劃旨在讓本公司向參與者提供機會，透過購入本公司股份分享本公司之增長成果，此舉或有助吸引及留聘對本公司成就作出貢獻之人才。

購股權計劃自其採納日期起計十年期間有效及生效。於二零一七年三月三十一日，本公司有合共395,033,280股股份（相當於已發行股份6.94%）根據購股權計劃可供發行。於本年度內，概無購股權已授出、失效或行使，而於二零一七年及二零一六年三月三十一日亦無任何尚未行使購股權。

Directors' Report

董事會報告

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above, no equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Year or subsisted at the end of the Year.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2017, so far as is known to the Directors and the Chief Executives, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the shares or underlying shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

股票掛鈎協議

除上文所披露購股權計劃外，於本年度內或本年度結束時，本公司概無訂立任何股票掛鈎協議(i)將會或可能導致本公司發行股份，或(ii)規定本公司須訂立任何將會或可能導致本公司發行股份之協議。

主要股東

於二零一七年三月三十一日，據董事及主要行政人員所知，並根據上傳聯交所網站之公開記錄及本公司存置之記錄，以下人士或法團(董事及主要行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益及淡倉，或記入本公司根據證券及期貨條例第336條所須存置登記冊內之權益及淡倉如下：

Name of Shareholders 股東姓名／名稱	Capacity 身份	Number of Shares Held 所持股份數目	Percentage of Shares in issue (Approximate) 佔已發行股份百分比 (概約)
Primeshare Globe (Hong Kong) Inv.Co., Limited	Beneficial owner	721,452,000	12.68%
Primeshare Globe (Hong Kong) Inv.Co., Limited	實益擁有人		
Lau Ngai Cheung (Note)	Beneficial owner and interest of controlled corporation	752,850,000	13.23%
Lau Ngai Cheung (附註)	實益擁有人及受控制 法團權益		
Pacific Fortune Global Limited (Note)	Beneficial owner	474,032,000	8.33%
Pacific Fortune Global Limited (附註)	實益擁有人		
Global High Growth Industries Fund Series SPC	Trustee	474,032,000	8.33%
全球高增長行業系列基金 獨立投資組合公司	受託人		

Directors' Report

董事會報告

Note:

Lau Ngai Cheung has a direct 100% interest in Pacific Fortune Global Limited. Under the SFO, Lau Ngai Cheung is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited.

Save as disclosed above, as at 31 March 2017, the Directors were not aware of any other persons or corporations (other than the Directors and the Chief Executives) who had interest in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year under review, the five largest suppliers of the Group accounted for approximately 100% of the Group's total purchases and the largest supplier of the Group accounted for approximately 70.4% of the Group's total purchases. Aggregate sales attributable to the Group's five largest customers were approximately 85.6% of the Group's sales while the largest customer of the Group accounted for approximately 56.0% of the Group's sales.

Save as disclosed in this report, none of the Directors, their close associates or any Shareholders (which to the knowledge of the Directors own more than 5% of the issued capital of the Company) had any beneficial interest in the Group's major suppliers and customers for the Year.

附註：

Lau Ngai Cheung於Pacific Fortune Global Limited直接擁有全部權益。根據證券及期貨條例，Lau Ngai Cheung被視為於登記於Pacific Fortune Global Limited名下之474,032,000股股份中擁有權益。

除上文所披露者外，於二零一七年三月三十一日，董事概不知悉任何其他人士或法團（董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益，或記入本公司根據證券及期貨條例第336條所須存置登記冊內之權益。

購買、出售或贖回股份

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

主要客戶及供應商

於回顧年度內，本集團五大供應商佔本集團總購貨額約100%，而本集團最大供應商佔本集團總購貨額約70.4%。本集團五大客戶之總銷售額佔本集團銷售額約85.6%，而本集團最大客戶佔本集團銷售額約56.0%。

除本報告所披露者外，於本年度，各董事、彼等之緊密聯繫人或任何股東（據董事所知擁有本公司已發行股本5%以上者）並無於本集團主要供應商及客戶中擁有任何實益權益。

Directors' Report

董事會報告

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of the related party transactions are set out in Note 32 to the consolidated financial statements of this report and the connected transaction is as below:

On 18 March 2016, the Group entered into the Technology Development Agreement with Hope Bio-Tech. As at the date of the Technology Development Agreement, Mr. David Lin Kao Kun was an executive Director, a vice-chairman and a substantial shareholder of the Company, and his spouse (being Mr. Lin's associate under the GEM Listing Rules) were indirectly interested in the entire equity interests in Hope Bio-Tech. Accordingly, Hope Bio-Tech was an associate of Mr. Lin under the GEM Listing Rules and hence was a connected person of the Company. The total consideration under the Technology Development Agreement was HK\$9.5 million of which HK\$3 million had been paid during the year ended 31 March 2016 and the balances of HK\$6.5 million had been paid or payable during the Year. Details of the Technology Development Agreement were set out in the Company's announcement dated 18 March 2016.

COMPETING INTERESTS

As at 31 March 2017, none of the Directors, controlling Shareholders nor any of their close respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

有關聯人士及關連交易

有關聯人士交易之詳情載於本報告之綜合財務報表附註32及關連交易如下：

於二零一六年三月十八日，本集團與厚樸生物科技訂立技術開發合同。於技術開發合同日期，林高坤先生（為執行董事、本公司副主席兼主要股東）及其配偶（即創業板上市規則所界定林先生之聯繫人）間接擁有厚樸生物科技之全部股權。因此，厚樸生物科技為創業板上市規則所界定林先生之聯繫人，故屬本公司之關連人士。技術開發合同之總代價將為9,500,000港元，其中3,000,000港元已於截至二零一六年三月三十一日止年度支付，而餘款6,500,000港元則已於本年度支付或應付。有關技術開發合同之詳情載於本公司日期為二零一六年三月十八日之公佈。

競爭權益

於二零一七年三月三十一日，各董事、控股股東及彼等各自之緊密聯繫人（定義見創業板上市規則）概無於足以或可能對本集團業務構成重大競爭之業務中擁有任何權益。

充足公眾持股量

根據本公司所得公開資料及據董事所知，於根據創業板上市規則規定刊發本年報前之最後實際可行日期，本公司已維持足夠公眾持股量。

Directors' Report

董事會報告

EVENT AFTER THE REPORTING PERIOD

On 31 May 2017, the Purchaser entered into the Agreement with, among other parties, the Vendor and Target Company pursuant to which the Vendor had agreed to sell and the Purchaser had agreed to purchase the Sale Shares representing the entire issued share capital of the Target Company at the consideration of HK\$43,900,000 on and subject to the terms and conditions contained therein. Details of the acquisition were set out in the "Discloseable transaction in relation to the acquisition of entire issued share capital of Honorbase" of this annual report.

AUDITOR

The consolidated financial statements for the Year have been audited by the auditor of the Company, Pan-China, who shall retire and, being eligible, offer themselves for reappointment at the AGM. A resolution for the reappointment of Pan-China as the auditor of the Company will be proposed at the AGM.

By order of the Board

Hong Kong Life Sciences and Technologies Group Limited

Lu Zhiqiang

Executive Director and Chief Executive Officer

Hong Kong, 23 June 2017

報告期後事項

於二零一七年五月三十一日，買方與（其中包括）賣方及目標公司訂立協議，據此，根據協議所載條款及條件並受其規限下，賣方同意出售而買方同意購買銷售股份，相當於目標公司全部已發行股本，代價為43,900,000港元。有關收購事項詳情載於本年報「有關收購愉基全部已發行股本之須予披露交易」內。

核數師

本年度之綜合財務報表已由本公司核數師天健審核。天健任期屆滿，惟符合資格並願意於股東週年大會上接受續聘。續聘天健為本公司核數師之決議案將於股東週年大會上提呈。

承董事會命

香港生命科學技術集團有限公司

執行董事兼行政總裁

盧志強

香港，二零一七年六月二十三日

Independent Auditor's Report

獨立核數師報告

TO THE MEMBERS OF HONG KONG LIFE SCIENCES AND TECHNOLOGIES GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Hong Kong Life Sciences and Technologies Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 183, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

致香港生命科學技術集團有限公司
列位股東

(於開曼群島註冊成立之有限公司)

意見

本核數師已審核第54至183頁所載香港生命科學技術集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一七年三月三十一日之綜合財務狀況表，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，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於二零一七年三月三十一日之綜合財務狀況以及截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港公司條例之披露規定妥善編製。

意見之基礎

本核數師已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。本核數師在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，本核數師獨立於貴集團，並已履行守則中之其他專業道德責任。本核數師相信，本核數師所獲得之審計憑證能充足及適當地為本核數師之審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據本核數師之專業判斷，認為對本期綜合財務報表之審計最為重要之事項。此等事項是在本核數師審計整體綜合財務報表及出具意見時進行處理。本核數師不會對此等事項提供單獨之意見。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How the matter addressed in our audit 本核數師之審計如何處理該事項
<p>1. Impairment assessment of loan receivables and loan interest receivables 應收貸款及應收貸款利息款項減值評估</p> <p>As disclosed in note 20, the Group had loan receivables and loan interest receivables from customers amounting to HK\$181,197,000 and HK\$17,014,000 respectively as at 31 March 2017.</p> <p>As part of the Group's credit review policy, management assessed the recoverability of each loan receivable individually. As at 31 March 2017, the impairment allowance made for doubtful loan receivables and loan interest receivables amounted to HK\$22,064,000.</p> <p>The identification of doubtful debts in the individual assessment requires significant management judgements about whether objective evidence for impairment exists, taking into consideration various factors, including the current creditworthiness and the past collection history of each debtor. It also requires management to make significant estimates when determining the estimated recoverable amount of the doubtful loan receivables. Accordingly, the impairment assessment of the loan receivables and loan interest receivables was a key audit matter.</p> <p>誠如附註20所披露，貴集團於二零一七年三月三十一日來自客戶之應收貸款及應收貸款利息款項分別為181,197,000港元及17,014,000港元。</p> <p>作為貴集團信貸審閱政策之一部分，管理層個別評估各項應收貸款之可收回性。於二零一七年三月三十一日，已就應收呆滯貸款及貸款利息款項計提減值撥備22,064,000港元。</p> <p>於個別評估中識別呆賬須對是否存在客觀減值證據作出重大管理層判斷，當中考慮各項因素，包括各債務人之目前信譽及過往收款記錄，管理層亦須於釐定應收呆滯貸款之估計可收回金額時作出重大估計。因此，應收貸款及應收貸款利息款項減值評估為關鍵審計事項。</p>	<p>1. We obtained understanding of and tested the key controls over the impairment assessment of loan receivables and loan interest receivables and focused on:</p> <p>(a) The identification of impairment events;</p> <p>(b) The assessment and approval processes for the determination of the extent to which impairment should be made;</p> <p>(c) The governance over the impairment assessments processes, including the continuous re-assessment by management that the impairment policy is being calibrated in a way which is appropriate for the impairment risks in the Group's loan portfolios.</p> <p>2. For impaired loan receivables and loan interest receivables, we have ascertained whether the loss event had been identified in a timely manner and examined the expected future cash flows and the valuation of collateral held, if any, and compared management's estimate to external evidence where applicable.</p> <p>3. For loan receivables and loan interest receivables which were not considered by management to be impaired, we have performed testing to ascertain whether any impairment events had occurred. We considered the payment performance and financial condition of these customers and other relevant factors.</p> <p>1. 本核數師已瞭解和測試應收貸款及應收貸款利息款項減值評估之主要控制，並著重：</p> <p>(a) 識別減值事件；</p> <p>(b) 釐定應作出減值程度之評估及批准程序；</p> <p>(c) 對減值評估程序之管治，包括管理層持續重新評估減值政策是否精準且對貴集團貸款組合之減值風險而言屬適當。</p> <p>2. 就已減值應收貸款及應收貸款利息款項而言，本核數師已確定是否及時發現虧損事件及檢測預期未來現金流量及所持抵押品(如有)之估值，並比較管理層對外部證據(倘適用)作出之估計。</p> <p>3. 就管理層認為並無減值之應收貸款及應收貸款利息款項而言，本核數師已進行測試確定是否出現任何減值事件。本核數師已審議該等客戶之付款表現及財務狀況以及其他有關因素。</p>

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 本核數師之審計如何處理該事項
<p>2. Impairment assessment of other intangible assets 其他無形資產減值評估</p> <p>As disclosed in note 17, the Group had other intangible assets amounting to HK\$12,000,000 as at 31 March 2017. The Group's other intangible assets represented three exclusive licences on 3 patents granted by the holders to a subsidiary acquired in the year 2013.</p> <p>For the purpose of assessing the impairment of other intangible assets, the management engaged an independent professional valuer (the "Valuer") to determine their recoverable amounts using the value-in-use basis. Significant management judgements were involved in the determination of the key assumptions underlying the value-in-use calculations, including estimated development and production timelines, estimated sales volume, estimated selling price of the products, growth rate of the revenue, cost and sales volume, discount rate and forecast period.</p> <p>Due to the significance of the assets to the Group's consolidated statement of financial position, we had identified the impairment assessment of other intangible assets as one of the key audit matters.</p> <p>誠如附註 17 所披露，貴集團於二零一七年三月三十一日之其他無形資產為 12,000,000 港元。貴集團之其他無形資產指持有人於二零一三年向所收購附屬公司授出三項專利之三份獨家許可權。</p> <p>就評估其他無形資產減值而言，管理層委聘獨立專業估值師（「估值師」）按使用價值基準釐定可收回金額。釐定計算使用價值相關之主要假設涉及重大管理層判斷，包括預期發展和生產時間表；估計銷量；產品之估計售價；收益、成本及銷量增長率；折現率；及預測期。</p> <p>鑑於資產對貴集團綜合財務狀況表之重要性，本核數師已將其他無形資產減值評估確定為其中一項關鍵審計事項。</p>	<p>1. We discussed with the management of the Company and the independent professional valuer engaged by the Company the valuation methodology, bases and assumptions used in determining the recoverable amount of other intangible assets or the cash generating unit to which the assets belong.</p> <p>2. We checked the objectivity, competence and capability of the valuer.</p> <p>3. We have assessed the methodology and assumptions used in the value-in-use calculations for determining the recoverable amount of the other intangible assets or the cash generating unit to which the assets belong.</p> <p>4. We have checked with the comparable data either from internal or external sources, on a sample basis, the relevance and reasonableness of the estimated sales volume, estimated selling price of the products, growth rate of the revenue, cost and sales volume, discount rate.</p> <p>5. We assessed the reasonableness of the timelines for development and production schedules.</p> <p>6. We have engaged our independent valuation specialist to assist us in evaluating the reasonableness and appropriateness of the valuation performed by the management of the Company and the Company's valuer.</p> <p>1. 本核數師已就釐定其他無形資產或資產所屬現金產生單位之可收回金額所採用估計方法、基礎及假設與貴公司管理層及貴公司委聘之獨立專業估值師進行討論。</p> <p>2. 本核數師已檢查估值師之客觀性、資格及能力。</p> <p>3. 本核數師已評估就釐定其他無形資產及或資產所屬現金產生單位之可收回金額計算使用價值所採用方法及假設。</p> <p>4. 本核數師就估計銷量；產品之估計售價；收益、成本及銷量增長率；及折現率是否相關及合理抽樣檢查內部或外部可資比較數據。</p> <p>5. 本核數師已評估發展和生產時間表之合理性。</p> <p>6. 本核數師已委聘獨立估值專家，協助評估貴公司管理層及貴公司估值師所進行估值是否合理及恰當。</p>

Independent Auditor's Report

獨立核數師報告

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we conclude that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

財務報表及其核數師報告以外之資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報之全部資料，但不包括綜合財務報表及本核數師之核數師報告。

本核數師對綜合財務報表之意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式之鑒證結論。

就本核數師對綜合財務報表之審計而言，本核數師之責任是閱讀上述其他資料，並藉此考慮其他資料是否與綜合財務報表或本核數師在審計過程中得知之情況存在重大抵觸，或基於其他原因似乎存在重大錯誤陳述之情況。

倘基於本核數師對於本核數師報告日期前所獲其他資料已執行之工作，所得結論為其他資料出現重大錯誤陳述，本核數師需要報告該事實。在此方面，本核數師並無任何報告。

Independent Auditor's Report

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS 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 HKFRSs issued by the HKICPA 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liabilities to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並對其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助董事履行其監督 貴集團財務報告過程之職責。

核數師就審計綜合財務報表承擔之責任

本核數師之目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括本核數師意見之核數師報告。本報告乃按照本核數師協定之委聘條款只向全體股東匯報，除此以外本報告別無其他目的。本核數師概不就本報告內容向任何其他人士承擔或負上責任。

合理保證是高水平之保證，但不能保證按照香港審計準則進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔之責任(續)

在根據香港審計準則進行審計之過程中，本核數師運用了專業判斷，保持了專業懷疑態度。本核數師亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對此等風險，以及獲取充足和適當之審計憑證，作為本核數師意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對 貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。如果本核數師認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關之披露不足，則本核數師應當發表非無保留意見。本核數師之結論是基於核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔之責任(續)

- 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足、適當審計憑證，以便對綜合財務報表發表意見。本核數師負責 貴集團審計之方向、監督及執行。本核數師為審計意見承擔全部責任。

除其他事項外，本核數師與審核委員會溝通了計劃之審計範圍、時間安排及重大審計發現等，包括本核數師在審計中識別出內部控制之任何重大缺陷。

本核數師還向審核委員會提交聲明，說明本核數師已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響本核數師獨立性之所有關係和其他事項，以及在適用之情況下，相關之防範措施。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditor's report is Lee Ping Kai.

PAN-CHINA (H.K.) CPA LIMITED

Certified Public Accountants

Lee Ping Kai

Practising Certificate Number P02976

11/F., Hong Kong Trade Centre,
161-167 Des Voeux Road Central,
Hong Kong S.A.R., China

Hong Kong, 23 June 2017

核數師就審計綜合財務報表承擔之 責任(續)

從與審核委員會溝通之事項中，本核數師確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。本核數師在核數師報告中描述此等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見之情況下，如果合理預期在本核數師報告中溝通某事項造成之負面後果超過產生之公眾利益，本核數師決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目董事是李炳佳。

天健(香港)會計師事務所有限公司

執業會計師

李炳佳

執業證書編號 P02976

中國香港特別行政區
德輔道中 161-167 號
香港貿易中心 11 樓

香港，二零一七年六月二十三日

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 2017 截至二零一七年三月三十一日止年度

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Note 附註			
Continuing Operations	持續經營業務			
Revenue	7(a)	收益	153,572	123,372
Cost of sales		銷售成本	(118,518)	(93,528)
Gross profit		毛利	35,054	29,844
(Loss)/gain on held-for-trading investments	8	持作買賣投資之 (虧損)/收益	(279)	4,565
Other income	7(b)	其他收入	3,956	378
Administrative and other operating expenses		行政及其他經營開支	(41,130)	(44,872)
Research and development cost	32(c)	研發成本	(9,500)	-
Impairment of deposit paid for acquisition of property, plant and equipment		就收購物業、廠房及設備支付之訂金減值	-	(15,026)
Impairment loss on loan receivables and loan interest receivables	20	應收貸款及應收貸款利息減值虧損	(22,064)	-
Impairment loss on other intangible assets	17	其他無形資產減值虧損	(34,000)	(16,000)
Loss before tax from continuing operations	9	來自持續經營業務之 除稅前虧損	(67,963)	(41,111)
Income tax expense	10	所得稅開支	-	(656)
Loss for the year from continuing operations		來自持續經營業務之 本年度虧損	(67,963)	(41,767)
Discontinued operations	已終止業務			
Loss from discontinued operations	11	來自已終止業務之虧損	-	(5,669)
Loss for the year		本年度虧損	(67,963)	(47,436)

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 2017 截至二零一七年三月三十一日止年度

	Note	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	附註		
Other comprehensive (expense)/ income:	其他全面(開支)/收益:		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>		
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	(2,450)	(3,010)
Release of translation reserve	解除匯兌儲備	-	40
Other comprehensive expense for the year	本年度其他全面開支	(2,450)	(2,970)
Total comprehensive expense for the year	本年度全面開支總額	(70,413)	(50,406)
Loss for the year attributable to owners of the Company	本公司擁有人本年度應佔虧損		
— from continuing operations	— 來自持續經營業務	(64,708)	(36,498)
— from discontinued operations	— 來自已終止業務	-	(5,669)
		(64,708)	(42,167)
Loss for the year attributable to non-controlling interests	非控股權益本年度應佔虧損		
— from continuing operations	— 來自持續經營業務	(3,255)	(5,269)
— from discontinued operations	— 來自已終止業務	-	-
		(3,255)	(5,269)
		(67,963)	(47,436)
Total comprehensive expense for the year attributable to:	本年度應佔全面開支總額:		
— Owners of the Company	— 本公司擁有人	(67,158)	(45,137)
— Non-controlling interests	— 非控股權益	(3,255)	(5,269)
		(70,413)	(50,406)

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 2017 截至二零一七年三月三十一日止年度

	Note 附註	2017 二零一七年	2016 二零一六年
Loss per share:			
From continuing and discontinued operations	13		
— Basic (HK Cents)	— 基本 (港仙)	(1.30)	(1.02)
— Diluted (HK Cents)	— 攤薄 (港仙)	(1.30)	(1.02)
From continuing operations			
— Basic (HK Cents)	— 基本 (港仙)	(1.30)	(0.88)
— Diluted (HK Cents)	— 攤薄 (港仙)	(1.30)	(0.88)

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註為此等綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2017 於二零一七年三月三十一日

		Note	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	10,623	11,822
Other intangible assets	其他無形資產	17	12,000	46,000
Available-for-sale investment	可供銷售投資	18	2,509	2,509
Total non-current assets	非流動資產總額		25,132	60,331
Current assets	流動資產			
Inventories	存貨	19	–	7
Trade and other receivables	應收賬款及其他應收款項	20	238,940	247,187
Held-for-trading investments	持作買賣投資	21	3,220	12,640
Tax in advance	預付稅項		744	1,176
Cash and bank balances	現金及銀行結餘	22	142,619	40,301
Total current assets	流動資產總額		385,523	301,311
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	23	42,365	43,047
Total current liabilities	流動負債總額		42,365	43,047
Net current assets	流動資產淨額		343,158	258,264
Net assets	資產淨額		368,290	318,595

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2017 於二零一七年三月三十一日

		Note	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		附註		
Capital and reserves	股本及儲備			
Share capital	股本	25	227,536	189,613
Reserves	儲備		186,254	171,227
Equity attributable to the owners of the Company	本公司擁有人應佔權益		413,790	360,840
Non-controlling interests	非控股權益		(45,500)	(42,245)
Total equity	權益總額		368,290	318,595

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為此等綜合財務報表之一部分。

The consolidated financial statements were approved and authorised for issue by the board of directors on 23 June 2017 and are signed on behalf of the Board by:

董事會於二零一七年六月二十三日批准及授權刊發綜合財務報表，並由下列董事代表董事會簽署：

LU Zhiqiang
盧志強
Executive Director
執行董事

CHUI Kwong Kau
崔光球
Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital 股本	Share premium 股份溢價 (Note 35 (b)(i)) (附註35 (b)(i))	Special reserve 特別儲備 (Note 35 (b)(ii)) (附註35 (b)(ii))	Share options reserve 購股權儲備 (Note 35 (b)(iii)) (附註35 (b)(iii))	Translation reserve 匯兌儲備 (Note 35 (b)(iv)) (附註35 (b)(iv))	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股權益	Total 總額
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及 二零一五年四月一日	158,013	524,799	(39,998)	1,575	799	(343,895)	301,293	(36,976)	264,317
Loss for the year	本年度虧損	-	-	-	-	-	(42,167)	(42,167)	(5,269)	(47,436)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(3,010)	-	(3,010)	-	(3,010)
Release of translation reserve	解除匯兌儲備	-	-	-	-	40	-	40	-	40
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(2,970)	(42,167)	(45,137)	(5,269)	(50,406)
Issue of ordinary shares under share placing	根據股份配售發行普通股	31,600	68,361	-	-	-	-	99,961	-	99,961
Recognition of equity-settled share-based payments	確認為權益方式結算及以股份為基礎之付款	-	-	-	4,723	-	-	4,723	-	4,723
Share options lapsed	購股權失效	-	-	-	(6,298)	-	6,298	-	-	-
At 31 March 2016	於二零一六年三月三十一日	189,613	593,160	(39,998)	-	(2,171)	(379,764)	360,840	(42,245)	318,595
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	189,613	593,160	(39,998)	-	(2,171)	(379,764)	360,840	(42,245)	318,595
Loss for the year	本年度虧損	-	-	-	-	-	(64,708)	(64,708)	(3,255)	(67,963)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(2,450)	-	(2,450)	-	(2,450)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(2,450)	(64,708)	(67,158)	(3,255)	(70,413)
Issue of ordinary shares under share placing	根據股份配售發行普通股	37,923	82,185	-	-	-	-	120,108	-	120,108
At 31 March 2017	於二零一七年三月三十一日	227,536	675,345	(39,998)	-	(4,621)	(444,472)	413,790	(45,500)	368,290

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註為此等綜合財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from operating activities			
Loss before tax			
Continuing operations		(67,963)	(41,111)
Discontinued operations		-	(5,669)
		(67,963)	(46,780)
Adjustments for:			
Interest income		(2)	(372)
Impairment of deposit paid for acquisition of property, plant and equipment		-	15,026
Depreciation of property, plant and equipment		7,043	8,862
Impairment loss on other intangible assets	17	34,000	16,000
Loss/(gain) on held-for-trading investments	8	279	(4,565)
Loss on disposal of a subsidiary	27	-	4,095
Equity-settled share-based payments		-	4,723
Forfeiture of agents' deposit		(3,934)	-
Impairment loss on trade and other receivables	20	22,641	51
Operating loss before changes in working capital		(7,936)	(2,960)
Decrease in inventories		7	40
Increase in trade and other receivables		(14,393)	(96,197)
Decrease in held-for-trading investments		9,140	30,170
Increase/(decrease) in trade and other payables		3,251	(4,579)
Net cash used in operations		(9,931)	(73,526)
Income tax refund/(paid)		432	(3,565)
Net cash used in operating activities		(9,499)	(77,091)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Cash flows from investing activities	來自投資活動之現金流量		
Interest received	已收利息	2	372
Purchase of property, plant and equipment	購買物業、廠房及設備	(6,078)	(77)
Net cash inflow on disposal of a subsidiary	出售一間附屬公司之現金流入淨額	27	6,280
Net cash (used in)/generated from investing activities	投資活動(所耗)/所得現金淨額	(6,076)	6,575
Cash flows from financing activities	來自融資活動之現金流量		
Net proceeds from issue of ordinary shares	發行普通股所得款項淨額	25	99,961
Net cash generated from financing activities	融資活動所得現金淨額	120,108	99,961
Net increase in cash and cash equivalents	現金及現金等值物增加淨額	104,533	29,445
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值物	40,301	12,099
Effects of foreign exchange rate changes	外幣匯率變動之影響	(2,215)	(1,243)
Cash and cash equivalents at the end of the year	年末之現金及現金等值物	142,619	40,301
Analysis of cash and cash equivalents	現金及現金等值物分析		
Cash and bank balances	現金及銀行結餘	142,619	40,301

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

1. CORPORATE INFORMATION

Hong Kong Life Sciences and Technologies Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies. The principal place of business in Hong Kong is situated at Unit 2704, 27/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.

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

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; (iv) securities investment; and (v) hotel operations (ceased business in the year ended 31 March 2016). The Group had discontinued its hotel operations and related businesses in the year ended 31 March 2016 (see note 11).

1. 企業資料

香港生命科學技術集團有限公司(「本公司」)根據開曼群島公司法(經修訂)於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies。本公司在香港之主要營業地點位於香港干諾道中168–200號信德中心西翼27樓2704室。

綜合財務報表以本公司功能貨幣港元(「港元」)列賬。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；(iv)證券投資；及(v)酒店營運(已於截至二零一六年三月三十一日止年度停業)。本集團於截至二零一六年三月三十一日止年度已終止經營其酒店營運及相關業務(見附註11)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

In the current year, the Group has applied a number of amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are mandatorily effective for an accounting period that begins on or after 1 April 2016. These amendments have been applied by the Group for the first time in the current year unless otherwise specified.

HKFRS 10, HKFRS 12 and
HKAS (as defined below) 28
(Amendments)

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(定義見下文)
第28號(修訂)

HKFRS 11 (Amendments)
香港財務報告準則第11號
(修訂)

HKAS 1 (Amendments)
香港會計準則第1號(修訂)

HKAS 16 and HKAS 38 (Amendments)
香港會計準則第16號及香港會計準則
第38號(修訂)

HKAS 16 and HKAS 41 (Amendments)
香港會計準則第16號及香港會計準則
第41號(修訂)

HKFRSs (Amendments)
香港財務報告準則(修訂)

Investment Entities: Applying the Consolidation Exception

投資實體：應用綜合入賬之例外情況

Accounting for Acquisitions of Interests in Joint Operations
收購聯合經營權益之會計處理方式

Disclosure Initiative
披露計劃

Clarification of Acceptable Methods of Depreciation and Amortisation
釐清可接受之折舊及攤銷方法

Agriculture: Bearer Plants
農業：產花果植物

Annual Improvements to HKFRSs 2012-2014 Cycle
香港財務報告準則二零一二年至二零一四年週期之年度改進

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度內，本集團已應用以下由香港會計師公會(「香港會計師公會」)頒佈且於二零一六年四月一日或以後開始之會計期間強制生效之香港財務報告準則之多項修訂。除另有指明者外，本集團於本年度內首次應用此等修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

The nature and the impact of each amendment is described below:

- (a) Amendments to HKFRS 10, HKFRS 12 and HKAS 28 mainly clarify that the exemption from preparing consolidated financial statements is available to a parent entity that is a subsidiary of an investment entity, even if the investment entity measures all its subsidiaries at fair value in accordance with HKFRS 10. The Company is not an investment entity. Also, given that the Company is a listed entity, the consolidation exception set out in the amendments will not be applicable to the Company and hence the application of these amendments has had no impact on the consolidated financial statements.
- (b) Amendments to HKFRS 11 provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in HKFRS 3 Business Combinations. Specifically, the amendments state that the relevant principles on accounting for business combinations in HKFRS 3 and other standards should be applied. The amendments also require that a joint operator to disclose the relevant information required by HKFRS 3 and other standards for business combinations. The amendments require prospective application; prospectively in annual periods beginning on or after 1 January 2016. The Group did not have any such transactions in the current year and hence the application of these amendments has had no impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

各項修訂之性質及影響如下：

- (a) 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂主要釐清屬投資實體附屬公司之母公司實體可獲豁免編製綜合財務報表，即使投資實體根據香港財務報告準則第10號按公平值計量其所有附屬公司。本公司並非投資實體。此外，鑑於本公司為上市實體，該等修訂所載綜合入賬之例外情況不適用於本公司，因此應用該等修訂並無對綜合財務報表構成影響。
- (b) 香港財務報告準則第11號之修訂就如何為收購構成香港財務報告準則第3號業務合併所界定業務之聯合經營權益作會計處理提供指引。具體而言，該等修訂規定，有關香港財務報告準則第3號所述業務合併會計處理方式之有關原則及其他準則須予採用。該等修訂亦要求聯合經營者須披露香港財務報告準則第3號及業務合併之其他準則規定之有關資料。修訂規定須按前瞻基準於二零一六年一月一日或以後開始之年度期間應用。本集團於本年度內並無任何該等交易，因此應用該等修訂並無對綜合財務報表構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

- (c) Amendments to HKAS 1 clarify that an entity needs not provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material (even if the HKFRS contains a list of specific requirements or describes them as minimum requirements). The amendments also give guidance on the bases of aggregating and disaggregating information for disclosure purposes. The amendments emphasise that an entity should consider whether to provide additional disclosures when compliance with the specific requirements in HKFRSs is insufficient to enable users of financial statements to understand the impact of particular transactions, other events and conditions on the entity’s financial position and financial performance. Furthermore, the amendments require that an entity’s share of the other comprehensive income of associates and joint ventures accounted for using the equity method should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other HKFRSs: (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met. The application of these amendments has not resulted in any impact on the presentation of financial performance or financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

- (c) 香港會計準則第1號之修訂釐清，倘披露之資料並不重大，則實體毋須按香港財務報告準則規定提供具體披露(即使香港財務報告準則載有一系列特定規定或描述彼等為最低規定)。該等修訂亦就披露目的匯總及分析資料之基準提供指引。該等修訂強調，倘在符合香港財務報告準則之具體規定下仍不足以讓財務報表使用者理解特定交易、其他事件及狀況對實體財務狀況及財務表現之影響，則實體亦須考慮應否披露額外資料。此外，該等修訂規定由本集團產生之實體分佔聯營公司及合營企業之其他全面收益須採用權益法分開呈列，並根據其他香港財務報告準則獨立呈列分佔：(i)其後不會重新分類至損益之項目；及(ii)當符合特定條件時其後將重新分類至損益之項目。應用該等修訂並無對本集團財務表現或財務狀況之呈報構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(d) The amendments to HKAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that revenue-based amortisation is not an appropriate basis for amortisation of an intangible asset. The amendments states that such a presumption can only be rebutted in the following two limited circumstances:

- when the intangible asset is expressed as a measure of revenue; or
- when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated. With regard to the Group’s property, plant and equipment and intangible assets, the Group did not use revenue-based depreciation and amortisation method and hence the amendments did not have any impact on the Group’s financial position and financial performance. Rather, the Group has been using the straight-line method for depreciation and amortisation for its property, plant and equipment, and intangible assets respectively.

With regard to the Group’s property, plant and equipment and intangible assets, the Group did not use revenue-based depreciation and amortisation method and hence the amendments did not have any impact on the Group’s financial position and financial performance. Rather, the Group has been using the straight-line method for depreciation and amortisation for its property, plant and equipment, and intangible assets respectively.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(d) 香港會計準則第16號之修訂禁止實體就物業、廠房及設備項目使用以收益為基礎之折舊法。香港會計準則第38號之修訂引入可推翻之前設，即收益為基礎之攤銷並非無形資產攤銷之合適基準。該等修訂訂明此項假設僅可於以下兩個有限情況下被推翻：

- 於無形資產以計算收益之方式表示時；或
- 於其能顯示無形資產之收益與其經濟利益耗用有緊密關係時。就本集團之物業、廠房及設備以及無形資產而言，本集團並無使用收益為基礎之折舊及攤銷法，因此該等修訂並無對本集團財務狀況及財務表現構成影響。相反，本集團已採用直線法分別為其物業、廠房及設備以及無形資產進行折舊及攤銷。

就本集團之物業、廠房及設備以及無形資產而言，本集團並無使用收益為基礎之折舊及攤銷法，因此該等修訂並無對本集團財務狀況及財務表現構成影響。相反，本集團已採用直線法分別為其物業、廠房及設備以及無形資產進行折舊及攤銷。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

- (e) The amendments to HKAS 16 and HKAS 41 define a bearer plant that is a living plant that:
- (i) is used in the production or supply of agricultural produce;
 - (ii) is expected to bear produce for more than one period; and
 - (iii) has a remote likelihood of being sold as agricultural produce except for incidental scrap sales.

The amendments require that biological assets that meet the definition of a bearer plant should be accounted for as property, plant and equipment in accordance with HKAS 16, instead of HKAS 41. The produce growing on bearer plants continues to be accounted for in accordance with HKAS 41.

The application of these amendments has had no impact on the consolidated financial statements as the Group is not engaged in agricultural activities.

- (f) The annual improvements to HKFRSs 2012-2014 Cycle include a number of amendments to various HKFRSs, which are summarised below.

Firstly, the amendments to HKFRS 5 introduce specific guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa). The amendments clarify that such a change should be considered as a continuation of the original plan of disposal and hence requirements set out in HKFRS 5 regarding the change of sale plan do not apply.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

- (e) 香港會計準則第16號及香港會計準則第41號之修訂定義產花果植物為存活的植物：
- (i) 用於農作物之生產或供應；
 - (ii) 預期可帶來多於一個時期之產物；及
 - (iii) 不大可能會當作農作物銷售，惟附帶廢料銷售除外。

該等修訂規定符合產花果植物定義之生物資產須根據香港會計準則第16號而非香港會計準則第41號入賬列作物業、廠房及設備。種植產花果植物所得產品繼續根據香港會計準則第41號入賬。

由於本集團並無從事農業活動，故應用該等修訂並無對綜合財務報表構成影響。

- (f) 香港財務報告準則二零一二年至二零一四年週期之年度改進包括多項香港財務報告準則之修訂，概述如下。

首先，香港財務報告準則第5號之修訂引入對實體將資產(或出售組別)從持作出售重新分類為持作向擁有人分派(反之亦然)之具體指引。該等修訂釐清有關變動須視為原出售計劃之延續，因此香港財務報告準則第5號所載有關銷售計劃變動之規定並不適用。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

(f) (continued)

Secondly, the amendments to HKFRS 7 provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purpose of the disclosures required in relation to transferred assets.

Thirdly, the amendments to HKAS 19 clarify that the rate used to discount post-employment benefit obligations should be determined by reference to market yields at the end of the reporting period on high quality corporate bonds. The assessment of the depth of a market for high quality corporate bonds should be at the currency level (i.e. the same currency as the benefits are to be paid). For currencies for which there is no deep market in such high quality corporate bonds, the market yields at the end of the reporting period on government bonds denominated in that currency should be used instead. The Group did not have any defined benefit scheme.

The application of these amendments has had no effect on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

(續)

(f) (續)

其次，香港財務報告準則第7號之修訂提供額外指引，釐清就有關轉讓資產所規定之披露而言，服務合約是否持續牽涉轉讓資產。

其三，香港會計準則第19號之修訂釐清用於貼現退休後福利責任之比率須參考高質量公司債券於報告期末之市場收益釐定。須按匯率(即將予支付福利之相同貨幣)評估高質量公司債券之市場深度。倘該貨幣之高質量公司債券並無深入市場，則須使用於報告期末按有關貨幣計值之政府債券市場收益。本集團並無任何定額福利計劃。

應用該等修訂並無對綜合財務報表構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

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

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

HKFRS 9
香港財務報告準則第9號
HKFRS 15 and HKFRS 15 (Amendments)
香港財務報告準則第15號及香港財務報告準則第15號(修訂)
HKFRS 16
香港財務報告準則第16號
HKAS 7 (Amendments)
香港會計準則第7號(修訂)
HKAS 12 (Amendments)
香港會計準則第12號(修訂)
HKFRS 2 (Amendments)

香港財務報告準則第2號(修訂)
HKAS 40 (Amendments)
香港會計準則第40號(修訂)
HKFRS 10 and HKAS 28 (Amendments)

香港財務報告準則第10號及香港會計準則第28號(修訂)
HKFRS (Amendments)
香港財務報告準則(修訂)
HK(IFRIC)-Int 22
香港(國際財務報告詮釋委員會)
一 詮釋第22號

Financial Instruments⁽²⁾
財務工具⁽²⁾
Revenue from Contracts with Customers⁽²⁾
客戶合約收益⁽²⁾

Leases⁽³⁾
租賃⁽³⁾
Disclosure Initiative⁽¹⁾
披露計劃⁽¹⁾
Recognition of Deferred Tax Assets for Unrealised Losses⁽¹⁾
就未變現虧損確認遞延稅項資產⁽¹⁾
Classification and Measurement of Share-based Payment Transactions⁽²⁾
分類及計量以股份為基礎之付款交易⁽²⁾
Transfers of investment property⁽²⁾
轉讓投資物業⁽²⁾
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁽⁴⁾
投資者與其聯營公司或合營企業間資產出售或投入⁽⁴⁾

Annual improvements to HKFRSs 2014–2016 Cycle⁽⁵⁾
香港財務報告準則二零一四年至二零一六年週期之年度改進⁽⁵⁾
Foreign currency transactions and advance consideration⁽²⁾
外匯交易及預付代價⁽²⁾

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

¹ Effective for annual periods beginning on or after 1 January 2017
² Effective for annual periods beginning on or after 1 January 2018
³ Effective for annual periods beginning on or after 1 January 2019
⁴ Effective for annual periods beginning on or after a date to be determined
⁵ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

¹ 於二零一七年一月一日或以後開始之年度期間生效
² 於二零一八年一月一日或以後開始之年度期間生效
³ 於二零一九年一月一日或以後開始之年度期間生效
⁴ 於將予釐定日期或以後開始之年度期間生效
⁵ 於二零一七年一月一日或二零一八年一月一日或之後開始之年度期間生效，如適用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 9 Financial Instruments

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

Key requirements of HKFRS 9 are described as follows:

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第9號「財務工具」於二零零九年頒佈之香港財務報告準則第9號引入財務資產分類及計量之新規定。其後於二零一零年修訂之香港財務報告準則第9號加入分類及計量財務負債以及取消確認之規定，並於二零一三年加入一般對沖會計法之新規定。於二零一四年頒佈之香港財務報告準則第9號另一經修訂版本主要加入(a)有關財務資產之減值規定；及(b)藉為若干財務資產引入「按公平值計入其他全面收益」(「按公平值計入其他全面收益」)計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定載述如下：

- 所有符合香港會計準則第39號「財務工具：確認及計量」範疇之已確認財務資產其後將按攤銷成本或公平值計量。具體而言，以旨在收取合約現金流量之業務模式持有及合約現金流量僅為本金及尚未償還本金之利息之債務投資，一般於其後會計期末按攤銷成本計量。以旨在同時收回合約現金流量及出售財務資產之業務模式中持有之債務工具，以及財務資產合約條款令於特定日期產生之現金流量純為支付本金及未償還本金之利息之債務工具，以按公平值計入其他全面收益之方式計量。所有其他債務投資及股本投資於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號，實體須不可撤回地選擇於其他全面收益呈列股本投資(並非持作買賣者)公平值之其後變動，而只有股息收入通常於損益確認。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 9 Financial Instruments (continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In relation to the impairment assessment of financial assets, HKFRS 9 adopts an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續) 香港財務報告準則第9號「財務工具」 (續)

- 就指定為按公平值計入損益之財務負債計量而言，香港財務報告準則第9號規定財務負債信貸風險變動導致財務負債公平值變動之金額於其他全面收益呈列，除非在其他全面收益確認負債之信貸風險變動影響會導致或擴大損益之會計錯配，則作別論。財務負債信貸風險變動導致財務負債之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之財務負債公平值變動全數金額於損益呈列。
- 就財務資產減值評估而言，香港財務報告準則第9號採納預期信貸虧損模式，而非香港會計準則第39號規定之已產生信貸虧損模式。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及此等預期信貸虧損之變動入賬，以反映自初步確認以來之信貸風險變動。換言之，毋須發生信貸事件即可確認信貸虧損。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 9 Financial Instruments (continued)

- With regard to the general hedge accounting requirements, HKFRS 9 retains the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The Group is still in the process of assessing the impact of HKFRS 9. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

HKFRS 15 Revenue from Contracts with Customers and the Clarifications

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續) 香港財務報告準則第9號「財務工具」 (續)

- 就一般對沖會計規定而言，香港財務報告準則第9號保留根據香港會計準則第39號目前可用之三類對沖會計機制。根據香港財務報告準則第9號，已為合資格作對沖會計處理之各類交易提供更大的靈活彈性，特別是擴闊合資格作為對沖工具之工具類別以及合資格作對沖會計處理之非財務項目之風險成分類別。此外，有效性測試已經全面改革，並以「經濟關係」原則取代。對沖有效性不再需要追溯評估。新規定同時引入增加披露有關實體風險管理活動之規定。

本集團仍在評估香港財務報告準則第9號之影響。本公司董事認為，在本集團完成評估前披露對該等綜合財務報表之影響並不可行。

香港財務報告準則第15號「客戶合約收益」及澄清

香港財務報告準則第15號制定單一全面模式以供實體用作將客戶合約收益入賬。於香港財務報告準則第15號生效後，將取代現時載於香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋之收益確認指引。

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

HKFRS 15 Revenue from Contracts with Customers and the Clarifications (continued)

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

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

The Group is still in the process of assessing the impact of HKFRS 15. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

2. 應用新訂及經修訂香港財務報告準則(「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」及澄清(續)

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，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，香港財務報告準則第15號引入確認收益之五個步驟：

- 第一步： 識別與客戶訂立之合約
- 第二步： 識別合約之履約責任
- 第三步： 釐定交易價
- 第四步： 將交易價分配至合約之履約責任
- 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，即當特定履約責任相關之貨品或服務之「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號規定作出更詳盡的披露。

本集團仍在評估香港財務報告準則第15號之影響。本公司董事認為，在本集團完成評估前披露對該等綜合財務報表之影響並不可行。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 16 Leases

HKFRS 16 will supersede the current lease guidance including HKAS 17 Leases and the related interpretations when it becomes effective.

With regard to lessee accounting, the distinction of operating leases and finance leases, as required by HKAS 17, has been replaced by a model which requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets. Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under HKAS 17 are presented as operating cash flows; whereas, under the HKFRS 16 model, the lease payments will be split into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

With regard to lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, HKFRS 16 requires extensive disclosures in the financial statements.

The Group is in the process of assessing the impact of HKFRS 16. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第16號「租賃」

於香港財務報告準則第16號生效後，將取代現行租賃指引，包括香港會計準則第17號「租賃」及相關詮釋。

就承租人會計處理而言，根據香港會計準則第17號所規定之經營租賃與融資租賃之區分已由另一模式取代，該模式要求承租人就所有租賃確認使用權資產及相應負債，惟短期租賃及低價值資產租賃除外。具體而言，使用權資產初步按成本計量，其後按成本(訂有若干例外情況)減累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債初步按該日未支付租賃付款之現值計量。其後，租賃負債就利息及租賃付款作出調整。此外，現金流量分類亦會受到影響，原因為根據香港會計準則第17號之經營租賃付款列為經營現金流量；而根據香港財務報告準則第16號之模式，租賃付款將分為本金及利息部分，分別呈列為融資及經營現金流量。

就出租人會計處理而言，香港財務報告準則第16號實質上沿用香港會計準則第17號之出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號規定在財務報表作出廣泛披露。

本集團現正評估香港財務報告準則第16號之影響。本公司董事認為，在本集團完成評估前披露對該等綜合財務報表之影響並不可行。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKAS 7 (Amendments) Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. On initial application of the amendment, entities are not required to provide comparative information for preceding periods.

The directors of the Company do not anticipate that the application of these amendments will have a material impact on the consolidated financial statements.

HKAS 12 (Amendments) Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

The Group is in the process of assessing the impact of HKAS 12 (Amendments). The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第7號(修訂)「披露計劃」

該等修訂要求實體作出披露，以使財務報表使用者可評估融資活動所產生之負債變動，包括現金流量及非現金流量產生之變動。於初步應用該等修訂時，實體毋須提供過往期間之比較資料。

本公司董事預期，應用該等修訂將不會對綜合財務報表構成重大影響。

香港會計準則第12號(修訂)「就未變現虧損確認遞延稅項資產」

香港會計準則第12號(修訂)釐清，實體於評估應課稅溢利是否足以撥回可扣減暫時差額時，考慮稅法是否對應課稅溢利來源有所限制。此外，該等修訂就實體如何確定未來應課稅溢利提供指引，並解釋應課稅溢利可包括以超過賬面值之金額收回部分資產之情況。

實體須追溯應用該等修訂。然而於初步應用該等修訂時，最早比較期間期初權益變動可於期初保留盈利(或權益之另一組成部分(如適用))確認，而毋須在期初保留盈利與權益其他組成部分之間分配有關變動。應用此項豁免之實體必須披露有關事實。

本集團現正評估香港會計準則第12號(修訂)之影響。本公司董事認為，在本集團完成評估前披露對該等綜合財務報表之影響並不可行。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 2 (Amendments) Classification and Measurement of Share-based Payment Transactions

The amendments clarify the following:

- In estimating the fair value of a cash-settled share-based payment, the accounting for the effects of vesting and non-vesting conditions should follow the same approach as for equity-settled share-based payments.
- Where tax law or regulation requires an entity to withhold a specified number of equity instruments equal to the monetary value of the employee’s tax obligation to meet the employee’s tax liability which is then remitted to the tax authority, i.e. the share-based payment arrangement has a ‘net settlement feature’, such an arrangement should be classified as equity-settled in its entirety, provided that the share-based payment would have been classified as equity-settled had it not included the net settlement feature.
- A modification of a share-based payment that changes the transaction from cash-settled to equity-settled should be accounted for as follows: the original liability is derecognised. The equity-settled share-based payment is recognised at the modification date fair value of the equity instrument granted to the extent that services have been rendered up to the modification date. Any difference between the carrying amount of the liability at the modification date and the amount recognised in equity should be recognised in profit or loss immediately.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第2號(修訂)「分類及計量以股份為基礎之付款交易」

該等修訂闡述如下：

- 於估計以現金方式結算及以股份為基礎之付款公平值時，影響以權益方式結算及以股份為基礎之付款之歸屬及非歸屬條件之會計處理須遵循同一方法。
- 倘稅法或法規規定實體須預扣相當於僱員稅務責任貨幣價值之特定數目股本工具，以履行僱員稅務責任，其後將匯款予稅務機構，即以股份為基礎之付款安排具備「淨額結算特徵」，該安排將整體分類為以權益方式結算，惟其如無淨額結算特徵，則以股份為基礎之付款將分類為以權益方式結算。
- 由以現金方式結算變為以權益方式結算之交易之以股份為基礎之付款之修訂須按以下方式入賬：取消確認原有負債。倘截至修訂日期提供該等服務，以權益方式結算及以股份為基礎之付款將按修訂日期已授出股本工具之公平值確認。負債於修訂日期之賬面值與於權益確認之金額之間之差額將即時於損益確認。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 2 (Amendments) Classification and Measurement of Share-based Payment Transactions (continued)

The Group does not have any cash-settled share-based payment arrangements or any withholding tax arrangements with tax authorities in relation to share-based payments and hence the directors of the Company do not anticipate that the application of the amendments in the future will have a significant impact on the consolidated financial statements.

HKFRS 10 and HKAS 28 (Amendments) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 and HKAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the re-measurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The Group did not enter into these transactions in the current year. The directors of the Company anticipate that the application of these amendments may have an impact on the consolidated financial statements in future periods should such transactions arise.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第2號(修訂)「分類及計量以股份為基礎之付款交易」
(續)

本集團並無就以股份為基礎之付款與稅務機構訂有任何以現金方式結算及以股份為基礎之付款安排或任何預扣稅安排，故本公司董事預期，日後應用該等修訂將不會對綜合財務報表構成重大影響。

香港財務報告準則第10號及香港會計準則第28號(修訂)「投資者與其聯營公司或合營企業間資產出售或投入」

香港財務報告準則第10號及香港會計準則第28號(修訂)處理投資者與其聯營公司或合營企業間資產出售或投入之情況。具體而言，該等修訂規定在與採用權益法入賬之聯營公司或合營企業進行之交易中，失去並無包含業務之附屬公司之控制權所帶來之收益或虧損，於母公司之損益確認，並僅以非相關投資者於該聯營公司或合營企業之權益為限。同樣地，重新計量於任何前附屬公司(成為採用權益法列賬之聯營公司或合營企業)所保留之投資公平值所得收益或虧損，於前母公司之損益確認，並僅以非相關投資者於新聯營公司或合營企業之權益為限。

本集團於本年度內並無訂立該等交易。倘發生該等交易，本公司董事預期，應用該等修訂或會對未來期間之綜合財務報表構成影響。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

3. STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

4. BASIS OF PREPARATION

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in the exchange for goods and services.

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, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

3. 合規聲明

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（此統稱包括所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則編製。此外，該等綜合財務報表包括香港聯合交易所有限公司創業板（「創業板」）證券上市規則（「創業板上市規則」）及香港公司條例規定之適用披露。

4. 編製基準

編製綜合財務報表所用之計量基準以歷史成本為基準，惟於各報告期末以公平值計量之若干財務工具除外。歷史成本一般基於交換貨物及服務所支付代價之公平值計算。

公平值為於計量日期在市場參與者之間在有序交易中出售一項資產而將收取或轉讓一項負債而將支付之價格（無論該價格為直接可觀察或採用另一估值技巧估計而得出）。在估計一項資產或負債之公平值時，本集團考慮資產或負債之特徵（倘市場參與者會於計量日期在為資產或負債定價時考慮該等特徵）。於該等綜合財務報表中用作計量及／或披露之公平值乃按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎之付款交易、香港會計準則第17號範圍內之租賃交易及與公平值有部分類似但並非公平值之計量，如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值除外。

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4. BASIS OF PREPARATION (continued)

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 preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

4. 編製基準(續)

此外，就財務報告而言，公平值計量乃根據公平值計量之輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性而分為第一、二及三級，詳情如下：

- 第一級輸入數據是於計量日期實體可獲得之活躍市場上相同資產或負債之報價(未調整)；
- 第二級輸入數據是第一級所包括報價以外，有關資產或負債可直接或間接觀察之輸入數據；及
- 第三級輸入數據是有關資產或負債之不可觀察輸入數據。

編製符合香港財務報告準則之綜合財務報表要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策之應用及所呈報資產、負債、收入及支出之金額。該等估計及有關假設乃根據過往經驗及多個相信在有關情況下屬合理之其他因素而作出，其結果成為對在其他來源並不顯然易見之資產與負債賬面值作出判斷之基準。實際結果可能與該等估計有所差別。

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4. BASIS OF PREPARATION (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are 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.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are disclosed in note 6.

5. SIGNIFICANT ACCOUNTING POLICIES (a) Basis of consolidation

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

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

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

4. 編製基準(續)

該等估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂僅影響該期間，則修訂會於修訂估計期間內確認；若修訂影響到當期及未來期間，則於修訂當期及未來期間確認。

應用香港財務報告準則時，管理層所作判斷對綜合財務報表及估計不確定因素之主要來源之重要影響於附註6披露。

5. 主要會計政策 (a) 綜合基準

綜合財務報表包括本公司及本公司控制之實體(包括架構實體)及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

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.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the result of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Changes in the Group's ownership interests in 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 and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

5. 主要會計政策(續)

(a) 綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

非控股權益指並非由本公司直接或間接應佔之附屬公司權益，而本集團並無與該等權益之持有人達成任何附加條款，以致本集團對該等權益產生符合財務負債定義之合約責任。

非控股權益在綜合財務狀況表之權益中呈列，並與本公司擁有人應佔權益分開呈列。非控股權益應佔本集團業績在綜合損益及其他全面收益表，以於非控股權益與本公司擁有人之間分配年內損益總額及全面收益總額之方式呈列。

本集團於附屬公司擁有權益之變動倘並未導致本集團失去其對附屬公司之控制權，則會列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股權益之調整額與已付或已收代價公平值兩者間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(a) Basis of consolidation (continued)

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-controlled 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 that to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

Where necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with those used by other members of the Group.

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

(b) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

5. 主要會計政策 (續)

(a) 綜合基準 (續)

倘本集團失去其對附屬公司之控制權，有關收益或虧損於損益確認，並按(i)已收代價公平值及任何保留權益公平值之總和與(ii)該附屬公司資產(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。先前就該附屬公司於其他全面收益確認之全數金額按猶如本集團已直接出售該附屬公司有關資產或負債之方式入賬(即根據適用香港財務報告準則所訂明/許可重新分類至損益或轉撥至另一權益類別)。

於必要時，對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司之會計政策一致。

所有與本集團各實體之間交易有關之集團內公司間交易、結餘、收入、支出及現金流量均於綜合賬目時予以全數對銷。

(b) 業務合併

收購業務採用收購法入賬。業務合併所轉讓代價按公平值計量，而計算方法為本集團所轉讓資產之收購日期公平值、本集團向收購對象前擁有人承擔之負債及本集團就交換收購對象控制權而發行之股本權益之總和。收購相關費用一般於產生時在損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

5. 主要會計政策(續)

(b) 業務合併(續)

於收購日期，所收購可識別資產及所承擔負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排之相關負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 於收購日，收購對象以股份為基礎之付款安排或本集團所訂立以股份為基礎之付款安排替代收購對象以股份為基礎之付款安排之負債或股本工具，乃根據香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」分類為持作出售之資產(或出售組別)按該準則計量。

商譽以所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象股本權益之公平值(如有)之總和，超出所收購可識別資產及所承擔負債於收購日期之淨值之差額計量。倘經過評估後，所收購可識別資產與所承擔負債於收購日期之淨值高於所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象權益之公平值(如有)之總和，則差額即時於損益確認為議價收購收益。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in HKFRS.

When the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from acquisition date) about facts and circumstances that existed as of the acquisition date.

5. 主要會計政策 (續)

(b) 業務合併 (續)

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨額之非控股權益，可初步按公平值或非控股權益應佔收購對象可識別資產淨額之已確認金額比例計量。計量方法乃按個別交易基準選取。其他種類之非控股權益乃按公平值或(如適用)香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價乃按其收購日期之公平值計量，並被視為於業務合併中所轉讓代價之一部分。或然代價之公平值變動如符合資格作出計量期間調整，則會追溯調整，並根據商譽作出相應調整。計量期間調整為於計量期間內就於收購日期存在之事實與情況獲得之其他資料而作出之調整。計量期間自收購日期起計不超過一年。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combinations (continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

5. 主要會計政策(續)

(b) 業務合併(續)

不符合資格作出計量期間調整之或然代價公平值變動之其後會計取決於或然代價之分類方式。分類為權益之或然代價並無於其後報告日期重新計量，而其後結算則於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)於其後報告日期重新計量，而相應收益或虧損則於損益確認。

倘業務合併分階段完成，本集團先前於收購對象持有之股本權益按於收購日期(即本集團取得控制權當日)之公平值重新計量，而所產生收益或虧損(如有)則於損益確認。過往於收購日期前於其他全面收益確認之收購對象權益所產生款額乃重新分類至損益(倘有關處理方法適用於出售權益)。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團會報告未完成會計處理項目之臨時數額。該等臨時數額會於計量期間(見上文)予以調整，或確認額外資產或負債，以反映於收購日期已存在而據悉可能影響該日已確認款額之事實與情況所取得之新資訊。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

5. 主要會計政策 (續)

(c) 商譽

收購業務所產生商譽按收購業務日期確立之成本(見上文會計政策)減任何累計減值虧損(如有)列賬。

進行減值測試時，商譽會分配至預期可受惠於合併之協同效益之各有關現金產生單位或現金產生單位組別。

獲分配商譽之現金產生單位會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則首先分配減值虧損以減低分配至該單位之任何商譽之賬面值，其後按該單位內各資產賬面值之比例分配至該單位之其他資產。商譽之任何減值虧損直接於綜合損益表中損益確認。就商譽確認之減值虧損不可於往後期間撥回。

出售相關現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services rendered in the normal course of business, net of discounts and sales related taxes.

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

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

Service income is recognised at the completion of the service rendered.

5. 主要會計政策(續)

(d) 收益確認

收益按日常業務過程中已售貨品及所提供服務之已收代價或應收款項之公平值計量，扣除折扣及銷售相關稅項。

銷售貨品之收益於貨品付運及所有權轉移時予以確認，且在達成以下全部條件時，方可作實：

- 本集團已將貨物擁有權之重大風險及回報轉讓予買方；
- 本集團並無保留任何一般視為與擁有權相關之持續管理權或已售貨品之有效控制權；
- 收益金額能可靠計量；
- 與交易有關之經濟利益可能將流入本集團；及
- 交易已經或將予產生之成本能可靠計量。

服務收入於所提供服務完成時確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Revenue recognition (continued)

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

Income arising from sales of financial instruments is recognised on the completion of transfer of risks and rewards to the transferee.

Dividend income from investments (including financial assets at fair value through profit or loss and available for-sale investments) is recognised when the shareholder's right to receive payment is established (provided that it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliably).

(e) Leasing

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

5. 主要會計政策 (續)

(d) 收益確認 (續)

在經濟利益可能流入本集團及收入金額能夠可靠地計量之情況下，財務資產之利息收入會被確認。利息收入乃參照未償還本金額及適用實際利率按時間基準累計，適用實際利率乃將財務資產預計年期內估計日後現金收入確切地貼現至該資產初步確認賬面淨值之利率。

銷售財務工具所產生收入於完成向承讓人轉讓風險及回報時確認。

投資之股息收入(包括按公平值計入損益之財務資產及可供銷售投資)於股東收取付款之權利確立時確認(前提為經濟利益可能將流入本集團且收益金額能可靠計量)。

(e) 租賃

凡租賃條款將擁有權附帶之絕大部分風險及回報撥歸予承租人之租賃，均列為融資租賃。所有其他租賃歸類為經營租賃。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Leasing (continued)

The Group as lessee

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

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land for own use

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

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

5. 主要會計政策(續)

(e) 租賃(續)

本集團作為承租人

經營租賃付款乃按租約年期以直線法確認為開支，除非另有系統性基準，更能代表租賃資產之經濟利益被消耗之時間模式。經營租賃所產生或然租金於產生期間確認為開支。

當訂立經營租賃時收到租金優惠，該等優惠確認為負債。租金優惠總額以直線法確認為調減租金開支，除非另有系統性基準，更能代表其租賃資產之經濟利益被消耗之時間模式。

自用之租賃土地

當租賃包括土地和樓宇成分，本集團會評估每個成分分類為融資或經營租賃，按因擁有每個成分而附帶之絕大部分風險及回報是否已轉移予本集團為基準進行評估，除非該兩個成分均明顯為經營租賃，於此情況下，整個租賃則分類為經營租賃。具體而言，最低租賃付款(包括任何一次性預付款)按在租賃開始時土地成分及樓宇成分租賃權益之相對公平值，按比例分配到土地及樓宇成分。

為能可靠地分配租賃付款，租賃土地權益以「預付租賃款項」在綜合財務狀況表內列賬為經營租賃，並在租期內按直線法攤銷。倘租賃付款無法可靠地分配至土地及樓宇成分，則整個租賃一般會分類為融資租賃及入賬列作物業、廠房及設備。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(f) Foreign currencies

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

Exchange differences arising on settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange difference arising on retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised in other comprehensive income.

5. 主要會計政策 (續)

(f) 外幣

於編製各個別集團實體之綜合財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易，乃按交易日期適用匯率入賬。於各報告期末，以外幣列值之貨幣項目乃按報告期末之適用匯率重新換算。按公平值列賬並以外幣列值之非貨幣項目，乃按釐定其公平值當日之適用匯率重新換算。按歷史成本計量並以外幣列值之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生匯兌差額乃於其產生期間於損益確認。重新換算按公平值列賬之非貨幣項目所產生匯兌差額乃計入損益內，惟重新換算有關其收益及虧損於其他全面收益確認之非貨幣項目所產生匯兌差額除外，於該情況下，匯兌差額亦於其他全面收益確認。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Foreign currencies (continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Hong Kong dollars using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve. On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

(g) Borrowing costs

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

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

5. 主要會計政策(續)

(f) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務(包括可資比較者)之資產及負債均按報告期末適用匯率以港元呈列。收入及開支項目(包括可資比較者)乃按期內平均匯率換算，除非期內匯率大幅波動，於此情況下，則會採用交易當日之匯率換算。所產生匯兌差額(如有)於其他全面收益確認，並於匯兌儲備累計為權益。出售海外業務時，本公司擁有人應佔該業務所有於權益累計之匯兌差額均重新分類至損益。

收購海外業務產生之商譽及就所收購可識別資產及所承擔負債作出之公平值調整，視作該海外業務之資產及負債處理，並按各報告期末適用匯率換算。所產生匯兌差額於其他全面收益確認。

(g) 借貸成本

直接涉及收購、建設或生產須經過頗長時間始能作擬定用途或銷售之合資格資產之借貸成本，均加入該等資產之成本，直至該等資產已大致上可投入作擬定用途或銷售為止。

所有其他借貸成本乃於其產生之期間於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

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

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

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

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Share-based payment benefits

Share options granted to employees are accounted for in accordance with the policies set out in note 5(s)(i)(1).

5. 主要會計政策 (續)

(h) 僱員福利

退休福利

本公司透過定額供款計劃為僱員提供退休福利。

本公司及其於香港營運之附屬公司根據強制性公積金計劃條例(「強積金計劃」)設立一項定額供款退休福利計劃，為全體屬合資格參與者之僱員參加強積金計劃，並按僱員基本薪金之百分比作出供款。

本集團在中國營運之附屬公司僱員須參加當地市政府設立之中央退休金計劃。該等附屬公司須按其工資成本一定百分比向中央退休金計劃作出供款。

僱員於年內提供服務時，有關供款將於損益確認為開支。本集團於該等計劃之責任限於固定百分比之應付供款。

僱員應享之年假於僱員可享有該等假期時確認。已就截至報告日期僱員所提供服務而可享年假之估計負債作出撥備。

病假及產假等非累計補償性假期直至休假時方予確認。

以股份為基礎之付款福利

授予僱員之購股權乃根據附註5(s)(i)(1)所載政策入賬。

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Taxation

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

Current tax

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

Deferred tax

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

5. 主要會計政策(續)

(i) 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期稅項

即期應付稅項乃按本年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度之應課稅或可扣減之收入或開支項目，亦進一步剔除毋須課稅或不可扣減之項目，因此應課稅溢利與綜合損益及其他全面收益表所列除稅前溢利不同。本集團之即期稅項負債乃根據於報告期末前已制定或實質上已制定之稅率計算。

遞延稅項

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利所採用相應稅基兩者間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產以應課稅溢利可用作抵銷可扣減暫時差額為限確認。倘來自商譽或初步確認不影響應課稅溢利或會計溢利之交易(業務合併除外)之其他資產及負債產生暫時差額，則該等遞延稅項資產及負債不予確認。此外，倘初步確認商譽時產生暫時差額，則不予確認遞延稅項負債。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Taxation (continued)

Deferred tax (continued)

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets or liabilities.

5. 主要會計政策(續)

(i) 稅項(續)

遞延稅項(續)

於附屬公司投資所產生應課稅暫時差額，乃確認為遞延稅項負債，惟本集團有能力控制暫時差額之撥回，且暫時差額可能不會於可見將來撥回之情況除外。因扣減與有關投資相關之暫時差額所產生遞延稅項資產僅於有可能有足夠應課稅溢利以動用暫時差額之利益時方予確認，有關金額預期於可見將來撥回。

遞延稅項資產之賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產之情況下予以削減。

遞延稅項資產及負債根據於報告期末已制定或實質上已制定之稅率(及稅法)，按預期適用於清償負債或變賣資產期間之稅率計算。遞延稅項負債及資產之計量反映於報告期末本集團預期收回或清付其資產或負債賬面值之方式而引致之稅務後果。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Taxation (continued)

Current and deferred tax for the year

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

(j) Property, plant and equipment

Property, plant and equipment including owner occupied land and buildings held for use in the supply of service, or administrative purposes (other than properties under construction as described below), are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of property, plant and equipment, after taking into account of their estimated residual value, if any, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Leasehold improvements 租賃裝修	5%–20% per annum 每年 5% 至 20%
Furniture, fixtures and equipment 傢俬、裝置及設備	15%–33 $\frac{1}{3}$ % per annum 每年 15% 至 33 $\frac{1}{3}$ %
Motor vehicles 汽車	10%–20% per annum 每年 10% 至 20%

5. 主要會計政策(續)

(i) 稅項(續)

本年度即期及遞延稅項

即期及遞延稅項乃於損益確認，惟其與於其他全面收益或直接於權益確認之項目有關者除外，在此情況下，即期及遞延稅項亦分別會於其他全面收益或直接於權益確認。倘對業務合併進行初步會計處理而產生即期稅項或遞延稅項，稅務影響則計入業務合併之會計處理中。

(j) 物業、廠房及設備

物業、廠房及設備包括業主自用土地及提供服務時或因行政目的而持作使用之樓宇(下文所述在建物業除外)，乃以成本減累計折舊及任何累計減值虧損列賬。

物業、廠房及設備按其估計可使用年期及經計及其估計剩餘價值(如有)，以直線法予以折舊以撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，並將估計之任何變動之影響按前瞻基準入賬。主要年率如下：

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(j) Property, plant and equipment

(continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year in which the item is derecognised.

Construction in progress, which represents assets under construction, is stated at cost less impairment loss, if any. The cost comprises construction costs including direct materials, labour, contractors' fee and overheads attributable to bringing the production facilities to its present condition. When the assets are completed and ready for use, the carrying amount of the assets will be reclassified to property, plant and equipment and depreciated in accordance with the policy as set out above.

5. 主要會計政策 (續)

(j) 物業、廠房及設備 (續)

物業、廠房及設備項目乃於出售時或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值兩者間之差額計算)乃計入該項目取消確認年度之損益內。

在建工程指正在興建中之資產，以成本減減值虧損(如有)入賬。成本包括建築成本，而建築成本則包括將生產設施達至現狀涉及之直接材料、人力、承包商費用及經常性開支。當資產完工並可供使用時，資產之賬面值將重新分類至物業、廠房及設備，並根據上文所載政策予以折舊。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Intangible assets other than goodwill *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Amortisation commences when the intangible assets are available for use.

Internally generated intangible assets — research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- It is technically feasible to complete the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate probable future economic benefits; and
- Expenditure on the project can be measured reliably.

5. 主要會計政策 (續)

(k) 商譽以外之無形資產 *單獨收購之無形資產*

單獨收購之具有有限可使用年期之無形資產初步按成本確認。於初步確認時，具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷按直線法於估計可使用年期內確認。各報告期末審閱估計可使用年期及攤銷法，並將估計之任何變動之影響按前瞻基準入賬。無形資產於可供使用時開始攤銷。

內部產生之無形資產 — 研究及發展費用

研究工作之費用於產生期間確認為開支。

由發展項目(或由一項處於發展階段之內部項目)內部產生之無形資產，僅於以下全部已被證明之情況下方會予以確認：

- 技術上可行以完成產品作銷售；
- 有充足資源完成開發；
- 有意完成及銷售該產品；
- 本集團能銷售該產品；
- 銷售該產品將可能帶來未來經濟利益；及
- 能可靠計量該項目之開支。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Intangible assets other than goodwill (continued)

Internally generated intangible assets — research and development costs (continued)

The amount initially recognised for internally generated intangible assets 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 recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

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

(l) Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

5. 主要會計政策 (續)

(k) 商譽以外之無形資產 (續)

內部產生之無形資產 — 研究及發展 費用 (續)

內部產生之無形資產於初步確認之數額為該無形資產首次符合上述確認標準之日起產生之開支總額。倘無任何內部產生之無形資產可予確認，開發開支則於產生期間於損益確認為開支。

於初步確認後，內部產生之無形資產按與獨立收購之無形資產相同基準計量，按成本減累計攤銷及累計減值虧損呈報。

取消確認無形資產

無形資產於出售時或當預期使用或出售無形資產不會產生未來經濟利益時取消確認。取消確認無形資產所產生之收益及虧損按出售所得款項淨額與該資產賬面值間之差額計量，並於取消確認該資產時於損益確認。

(l) 有形及無形資產 (商譽除外) 之減值

於各報告期末，本集團審閱其有形及無形資產之賬面值以確定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，將估計資產之可收回金額，以釐定減值虧損之程度 (如有)。倘不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

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綜合財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of tangible and intangible assets excluding goodwill (continued)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indicator that the asset may be impaired.

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

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (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, in which case the impairment loss is treated as revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (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 (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

5. 主要會計政策(續)

(I) 有形及無形資產(商譽除外)之減值(續)

具有無限可使用年期之無形資產及尚未可供使用之無形資產至少每年進行一次及於有跡象顯示資產可能減值時進行減值測試。

可收回金額指公平值減出售成本與使用價值兩者中之較高者。在評估使用價值時，估計未來現金流量會按照可反映當前市場對貨幣之時間價值以及該尚未就未來現金流量作出調整資產之特定風險評估之稅前貼現率貼現至現值。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則該資產(現金產生單位)之賬面值將減至其可收回金額。減值虧損會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損將根據其他準則以重估減值處理。

倘減值虧損於其後撥回，資產(現金產生單位)之賬面值將調高至其經修訂之估計可收回金額，惟經調高之賬面值不得超出該資產(現金產生單位)於過往年度未經確認減值虧損時之賬面值。減值虧損之撥回會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損之撥回將根據其他準則以重估增值處理。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified into following specified categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments 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.

Effective interest method

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

5. 主要會計政策 (續)

(m) 財務工具

當集團實體成為工具合約條文之訂約方，即確認財務資產及財務負債。財務資產及財務負債初步按公平值計量。收購或發行財務資產及財務負債（按公平值計入損益之財務資產及財務負債除外）直接應佔之交易成本，於初步確認時在財務資產或財務負債之公平值計入或扣除（視適用情況而定）。收購按公平值計入損益之財務資產或財務負債直接應佔之交易成本，即時於損益確認。

財務資產

財務資產分類為以下特定類別：包括按公平值計入損益之財務資產、貸款及應收款項、持至到期投資以及可供銷售財務資產。有關分類視乎財務資產之性質及目的於初步確認時釐定。

實際利率法

實際利率法乃計算債務工具攤銷成本及按有關期間攤分利息收入之方法。實際利率為貼現債務工具之預計年期或（視適用情況而定）較短期間估計未來現金收入（當中包括所有構成實際利率部分之已付或已收費用及點子、交易成本及其他溢價或折讓）至初步確認時賬面淨值之確切比率。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Effective interest method (continued)

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

Financial assets at fair value through profit or loss ("Financial assets at FVTPL")

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

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
- an initial recognition it is part of a portfolio of identified 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 fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

5. 主要會計政策(續)

(m) 財務工具(續)

實際利率法(續)

收入就分類為按公平值計入損益之財務資產以外之債務工具按實際利率基準確認。

按公平值計入損益之財務資產(「按公平值計入損益之財務資產」)

當財務資產乃持作買賣或指定為按公平值計入損益時，即分類為按公平值計入損益之財務資產

財務資產於下列情況歸類為持作買賣：

- 收購主要目的為在短期內出售；或
- 於初步確認時屬於本集團管理之已識別財務工具組合其中部分，且近期有短線獲利之實際模式；或
- 屬於衍生工具，惟並非指定及具有有效對沖作用之工具。

倘符合以下條件，持作買賣財務資產以外之財務資產可於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減少可能出現之計量或確認方面之不一致性；或

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(m) Financial instruments (continued)

Financial assets at fair value through profit or loss ("Financial assets at FVTPL") (continued)

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

- 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.

Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest 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. Loans and receivables (including trade and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

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

5. 主要會計政策 (續)

(m) 財務工具 (續)

按公平值計入損益之財務資產 (「按公平值計入損益之財務資產」) (續)

當財務資產乃持作買賣或指定為按公平值計入損益時，即分類為按公平值計入損益之財務資產 (續)

- 該財務資產是一組財務資產或財務負債或以上兩者之一部分，而根據本集團明文規定之風險管理或投資策略，該項資產之管理及表現評估乃以公平值為基準進行，而有關分組之資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具之合約之一部分，而香港會計準則第39號允許將整個組合合約 (資產或負債) 指定為按公平值計入損益。

按公平值計入損益之財務資產會按公平值計量，而重新計量產生之任何收益或虧損則於損益確認。於損益確認之收益或虧損淨額包括財務資產所賺取任何股息或利息。

貸款及應收款項

貸款及應收款項乃並非於活躍市場報價之固定或待定付款非衍生財務資產。貸款及應收款項 (包括應收賬款及其他應收款項以及現金及銀行結餘) 按採用實際利率法計算之攤銷成本減任何減值列賬，惟倘應收款項為並無任何固定還款期之免息貸款或貼現影響微不足道則除外，於此情況下，有關應收款項會按成本列賬。

除所確認利息並不重大之短期應收款項外，利息收入採用實際利率確認。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Available-for-sale financial assets ("AFS financial assets")

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

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

5. 主要會計政策(續)

(m) 財務工具(續)

可供銷售財務資產(「可供銷售財務資產」)

可供銷售財務資產乃指定或並非分類為按公平值計入損益之財務資產、貸款及應收款項或持至到期投資之非衍生工具。

本集團持有分類為可供銷售財務資產並於活躍市場買賣之股本及債務證券，於各報告期末按公平值計量。有關採用實際利率法計算之利息收入及可供銷售股本投資之股息之可供銷售貨幣財務資產之賬面值變動於損益確認。可供銷售財務資產賬面值之其他變動於其他全面收益確認，並於投資重估儲備項下累計。倘投資獲出售或釐定為減值，先前於投資重估儲備中累計之累計收益或虧損將重新分類至損益。

倘本集團收取股息之權利獲確立時，於損益確認可供銷售股本投資之股息。

於活躍市場並無市場報價及無法可靠地計量公平值之可供銷售股本投資，及與該等無報價股本投資掛鈎且須透過交付該等無報價股本投資進行結算之衍生工具，於各報告期間末按成本減任何已識別減值虧損計量。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(m) Financial instruments (continued)

Impairment of financial assets

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

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

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

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

For certain categories of financial asset, such as trade receivables, are assessed for impairment on an individual basis. Objective evidence of impairment for receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments that pass the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

5. 主要會計政策 (續)

(m) 財務工具 (續)

財務資產減值

按公平值計入損益之財務資產以外之財務資產於各報告期末評估減值跡象。倘有客觀證據證明財務資產於初步確認後出現一項或多項影響有關投資估計未來現金流量之事宜，則財務資產被視為已減值。

就可供銷售股本投資而言，倘有關證券之公平值顯著下降或持續低於其成本，則被視為減值之客觀證據。

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手出現重大財務困難；或
- 違反合約，如利息或本金付款出現逾期或拖欠情況；或
- 借款人可能面臨破產或進行財務重組；或
- 該財務資產因財務困難而並無活躍市場。

若干類別財務資產（如應收賬款）會個別評估減值。應收款項之客觀減值證據可包括本集團過往收取款項之經驗、超出信貸期之延誤付款數目增加及與拖欠應收款項相關之國家或本地經濟狀況顯著變動。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Impairment of financial assets (continued)

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial assets carried at cost, the amount of 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 similar financial assets. 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 receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

5. 主要會計政策(續)

(m) 財務工具(續)

財務資產減值(續)

就按攤銷成本列賬之財務資產而言，減值金額乃按資產賬面值與以財務資產原定實際利率貼現之估計未來現金流量現值間之差額計算。倘往後期間減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前確認之減值虧損於損益撥回，惟該資產於減值撥回當日之賬面值不得超過倘並無確認減值而原應存在之攤銷成本。

就按成本列賬之財務資產而言，減值虧損金額乃按資產賬面值與以類似財務資產現行市場回報率貼現之估計未來現金流量現值間之差額計算。有關減值虧損不會於往後期間撥回。

所有財務資產之賬面值均直接減去減值虧損，惟應收賬款除外，其賬面金額乃透過撥備賬扣減。倘應收賬款被視為無法收回，則有關款項與撥備賬撇銷。其後收回過往撇銷之款項將計入撥備賬。撥備賬之賬面值變動於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Impairment of financial assets (continued)

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.

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

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

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 and points 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.

5. 主要會計政策 (續)

(m) 財務工具 (續)

財務資產減值 (續)

可供銷售財務資產如被視為已減值，早前於其他全面收益確認之累計收益或虧損會於進行減值之期內重新分類至損益。

就可供銷售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。於減值虧損後出現之公平值增加乃於其他全面收益確認，並於投資重估儲備中累計。就可供銷售債務投資而言，倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關，則減值虧損其後透過損益撥回。

財務負債及股本工具

財務負債及集團實體發行之股本工具乃根據所訂立合約安排之內容及財務負債與股本工具之定義分類。

實際利率法

實際利率法乃計算財務負債攤銷成本及按有關期間攤分利息開支之方法。實際利率為貼現財務負債之預計年期或(視適用情況而定)較短期間估計未來現金付款(當中包括所有構成實際利率部分之已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值之確切比率。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Effective interest method (continued)

Interest expense is recognised on an effective interest basis.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recorded 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.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

5. 主要會計政策(續)

(m) 財務工具(續)

實際利率法(續)

利息開支按實際利率基準確認。

股本工具為任何證明實體扣除其所有負債後資產剩餘權益之合約。集團實體發行之股本工具按已收所得款項扣除直接發行成本入賬。

本公司購回其本身股本工具直接於權益確認及扣除。概不會就本公司購買、出售、發行或註銷本身股本工具而於損益確認任何收益或虧損。

取消確認

本集團僅於自資產獲得現金流量之合約權利到期時，或本集團將財務資產及資產所有權之絕大部分風險及回報轉讓予另一實體時取消確認財務資產。倘本集團未轉讓亦無保留所有權之絕大部分風險及回報，而繼續控制已轉讓資產，則本集團繼續確認其資產，惟以其持續參與程度為限，並確認相關負債。倘本集團保留已轉讓財務資產所有權之絕大部分風險及回報，則本集團繼續確認該財務資產，亦會就已收取之所得款項確認有抵押借貸。

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(m) Financial instruments (continued)

Derecognition (continued)

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

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

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

5. 主要會計政策 (續)

(m) 財務工具 (續)

取消確認 (續)

全面取消確認財務資產時，資產賬面值與已收及應收代價以及累計收益或虧損(已於其他綜合收益確認並於權益累計)總和間之差額，於損益確認。

除全面取消確認外，於取消確認財務資產時，本集團將財務資產之過往賬面值於其仍確認之部分及不再確認部分之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損總和間之差額，乃於損益確認。已於其他全面收益確認之累計收益或虧損乃按繼續確認部分及不再確認部分之相關公平值於該兩者間作出分配。

本集團僅於責任獲免除、取消或到期時，方會取消確認財務負債。獲取消確認之財務負債之賬面值與已付及應付代價間差額於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises purchase price and direct expenses that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated expenses to be incurred in marketing, selling and distribution.

(o) Cash and cash equivalents

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

(p) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

5. 主要會計政策(續)

(n) 存貨

存貨乃按成本與可變現淨值兩者之較低者列賬。成本包括購買價及於將存貨運至現時地點及調適至現時狀況而已產生之直接開支。成本乃按加權平均法計算。可變現淨值乃於日常業務過程中之估計售價減於市場推廣、銷售及分銷中將產生之所有估計開支。

(o) 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括銀行及手頭現金、活期銀行存款，以及可隨時轉換為已知數額現金、並無承受重大價值變動風險及一般於購入後三個月內短期到期之短期高流動性投資，減須按要償還並構成本集團現金管理一部分之銀行透支。

(p) 撥備及或然負債

當本集團因過往事件而須承擔法定或推定責任，而結算債務可能要求流出經濟利益，並能可靠地作出估計時，則就無法確定時間或金額之負債確認撥備。倘貨幣時間價值之影響屬重大，則有關撥備將按預計清償該責任所需開支之現值列賬。

所有撥備均於各報告日期檢討，並作出調整以反映當時最佳估計。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Provisions and contingent liabilities (continued)

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

(q) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

5. 主要會計政策 (續)

(p) 撥備及或然負債 (續)

當流出經濟利益之可能性不大，或未能可靠估計數額，則有關責任會披露為或然負債，除非流出經濟利益之可能性很低。純粹視乎日後有否出現一項或多項並非完全在本集團控制內之不確定事件而可能產生之責任，亦會披露為或然負債，除非流出經濟利益之可能性很低。

(q) 已終止業務

已終止業務乃本集團業務之一部分，其營運及現金流量可自本集團其他部分明確區分，且代表一項獨立主線業務或經營地區；或為一項涉及出售獨立主線業務或經營地區之單一協調計劃其中部分；或屬專為轉售而購入之附屬公司。

出售業務或(倘較早進行)有關營運符合分類為持作出售之條件，則分類為已終止業務。業務廢止時亦會進行有關分類。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Discontinued operations (continued)

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs of disposal, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

(r) Related parties

For the purposes of these consolidated financial statements, a person or an entity is considered to be related to the Group if as follows:

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (1) has control or joint control over the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of key management personnel of the Group or a parent of the Group.

or

5. 主要會計政策(續)

(q) 已終止業務(續)

業務分類為已終止經營業務時，包括以下各項之單一數額於損益表賬面上呈列：

- 已終止業務之除稅後溢利或虧損；及
- 於計量構成已終止業務之資產或出售組別之公平值減出售成本或於出售有關資產或出售組別時確認之除稅後收益或虧損。

(r) 有關聯人士

就該等綜合財務報表而言，下列人士或實體於下列情況將視為與本集團有關聯：

- (i) 下列人士或該人士之近親與本集團有關聯：
 - (1) 擁有本集團控制權或共同控制權；
 - (2) 對本集團擁有重大影響力；或
 - (3) 屬本集團或本集團母公司之主要管理人員。

或

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(r) Related parties (continued)

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) The entity and the Group are the members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of another entity (or of an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person is identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of the parent of the entity).
- (8) The entity, or any member of the Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

5. 主要會計政策(續)

(r) 有關聯人士(續)

(ii) 倘符合下列任何條件，即該實體與本集團有關聯：

- (1) 該實體與本集團為同一集團之成員公司(即母公司、附屬公司與聯營附屬公司彼此之間互有關聯)。
- (2) 一間實體為另一實體之聯營公司或合營企業(或為某一集團之成員之聯營公司或合營企業，而該另一實體為此集團之成員)。
- (3) 兩間實體均為同一第三方之合營企業。
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (5) 該實體乃為本集團或與本集團有關聯實體之僱員福利所設立離職後福利計劃。
- (6) 該實體受(i)所指明人士控制或共同控制。
- (7) (i)(1)所指明人士對該實體具有重大影響力或為該實體或該實體母公司之主要管理人員。
- (8) 該實體或本集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Related parties (continued)

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(s) Share-based payment transactions

(i) Equity-settled share-based payment transactions

(1) Share options granted to employees

For share options granted to employees, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The effect of the change in estimate, if any, is recognised in profit or loss with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

5. 主要會計政策(續)

(r) 有關聯人士(續)

某名人士之近親為預期於與實體進行交易時可能影響該人士或受該人士影響之該等家族成員。

當資源或責任於有關聯人士之間轉移時，該交易被視為有關聯人士交易。

(s) 以股份為基礎之付款交易

(i) 以權益方式結算及以股份為基礎之付款交易

(1) 向僱員授出購股權

就授予僱員之購股權而言，所獲得服務之公平值參考所授出購股權於授出日期之公平值釐定，並於歸屬期間以直線法支銷，另相應增加權益(購股權儲備)。

本集團於各報告期末修訂其對預期最終歸屬購股權數目之估計。估計變動之影響(如有)於損益確認，並對購股權儲備作相應調整。

行使購股權時，過往於購股權儲備確認之款額將轉撥至股份溢價。倘購股權於歸屬日期後沒收或於屆滿日期仍未獲行使，則過往於購股權儲備確認之款額將轉撥至保留盈利。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(s) Share-based payment transactions

(continued)

(i) Equity-settled share-based payment transactions (continued)

(2) Share options granted to suppliers/Consultants

For share options granted to suppliers/consultants in exchange for goods or services are measured at the fair value of the goods or services received. The fair values of the goods or services are recognised as expenses immediately, unless the goods or services qualify for recognition as assets. Corresponding adjustments have been made to equity (share options reserve).

(ii) Cash-settled share-based payment transactions

For cash-settled share-based payments, the Group measures the goods or services acquired and the liability incurred at the fair value of the liability. At the end of each reporting period, the liability is remeasured at its fair value until the liability is settled, with any changes in fair value recognised in profit or loss.

5. 主要會計政策 (續)

(s) 以股份為基礎之付款交易 (續)

(i) 以權益方式結算及以股份為基礎之付款交易 (續)

(2) 向供應商／顧問授出購股權

就換取貨品或服務而授予供應商／顧問之購股權乃按所獲取貨品或服務之公平值計量。貨品或服務之公平值即時確認為開支，惟貨品或服務合資格被確認為資產則作別論。權益（購股權儲備）已作出相應調整。

(ii) 以現金方式結算及以股份為基礎之付款交易

就以現金方式結算及以股份為基礎之付款而言，本集團按負債公平值計量所收購貨品或服務及所產生負債。於各報告期末，負債按公平值重新計量直至清償負債為止，而任何公平值變動則於損益確認。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Segment reporting

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

(u) Events after the end of the reporting period

Events after the end of the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Key sources of estimation uncertainty

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

5. 主要會計政策(續)

(t) 分類報告

經營分類及各分類項目於財務報表內呈報之金額，乃根據就資源分配及評估本集團不同業務及地區表現而定期提供予本集團最高行政管理人員之財務資料識別。就財務申報而言，除非分類具備類似經濟特徵以及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法及監管環境性質方面相類似，否則個別重大經營分類不會進行合算。倘個別並不屬重大之經營分類符合上述大部分標準，則可進行合算。

(u) 報告期末後事件

提供有關本集團在報告期末的狀況或那些表明持續經營假設並不恰當的額外資料的報告期末後事件屬於調整事件並在綜合財務報表中反映。不屬於調整事件的報告期後事項如屬重要，則在綜合財務報表附註中披露。

6. 關鍵會計判斷及估計

估計及判斷乃根據過往經驗及於有關情況下被認為合理之其他因素，包括對未來事件之預期而作出，並會持續接受評估。

估計不確定性之主要來源

以下為有關未來之主要假設，以及於各報告期末足以導致對下一財政年度內資產及負債之賬面值作出重大調整之主要風險之估計不確定性之其他主要來源。

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6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(i) Impairment of other intangible assets

The Group determines whether its other intangible assets not yet available for use is impaired on an annual basis. An impairment exists when the carrying amount of the asset or a cash-generating unit in which the assets belongs exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation value in use requires management to estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of other intangible assets as at 31 March 2017 was approximately HK\$12,000,000 (31 March 2016: HK\$46,000,000) after recognising impairment losses to write down the carrying amounts of the assets to their recoverable amounts which were determined based on their value in use as at 31 March 2017.

6. 關鍵會計判斷及估計(續)

估計不確定性之主要來源(續)

(i) 其他無形資產之減值

本集團按年釐定仍未可供使用之其他無形資產是否出現減值。倘資產或資產所屬現金產生單位之賬面值高於其可收回金額(即公平值減出售成本與使用價值兩者之較高者)，即表示出現減值。計算使用價值時，管理層必須估算資產或現金產生單位之估計未來現金流量，並選用適當之貼現率，以計算該等現金流量之現值。於確認減值虧損以將資產之賬面值撇減至其根據於二零一七年三月三十一日之使用價值釐定之可收回金額後，於二零一七年三月三十一日，其他無形資產之賬面值約為12,000,000港元(二零一六年三月三十一日：46,000,000港元)。

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6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(ii) Estimated impairment of loan receivables and loan interest receivables

The Group makes impairment allowance for loan receivables and loan interest receivables based on assessments of the recoverability of the loan receivables and loan interest receivables, including the current creditworthiness and the past collection history of each debtor. If there is objective evidence that impairment loss on loan receivables and loan interest receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The identification of bad and doubtful debts requires significant judgement on whether the objective evidence for impairment exists and assessing the amount of impairment loss requires significant estimates when determining the present value of the expected future cash flows. Where the actual result is different from the original estimate, such difference will impact the carrying value of the loan receivables and loan interest receivables and the amount of impairment in the year in which such estimate has been charged.

As at 31 March 2017, the impairment loss for loan receivables and loan interest receivables amount to HK\$22,064,000 (31 March 2016: Nil).

6. 關鍵會計判斷及估計(續)

估計不確定性之主要來源(續)

(ii) 應收貸款及應收貸款利息款項之估計減值

本集團根據應收貸款及應收貸款利息款項的可收回性評估(包括各債務人的目前信譽及過往收款記錄)對應收貸款及應收貸款利息款項作出減值撥備。如果有客觀證據表明應收貸款及應收貸款利息款項已經出現減值虧損,則虧損金額按資產賬面值與估計未來現金流量(不包括尚未產生的未來信貸損失)以財務資產的原始實際利率(即初步確認時計算的實際利率)折現的現值之間的差額計量。識別呆壞賬時,需要對是否存在客觀減值證據作出重大判斷,而評估減值虧損金額時,則須在釐定預計未來現金流量的現時值作出重大估計。倘實際結果有別於原來估計,則有關差額於本年度計入時將影響應收貸款及應收貸款利息款項的賬面值及減值金額。

於二零一七年三月三十一日,應收貸款及應收貸款利息款項減值虧損為22,064,000港元(二零一六年三月三十一日:無)。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account of anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates. The carrying amount of property, plant and equipment as at 31 March 2017 was approximately HK\$10,623,000 (31 March 2016: HK\$11,822,000).

6. 關鍵會計判斷及估計(續)

估計不確定性之主要來源(續)

(iii) 折舊

物業、廠房及設備項目以直線法於資產估計可使用年期折舊，當中計及估計剩餘價值。本集團定期檢討資產估計可使用年期，以釐定任何報告期間支銷之折舊開支。可使用年期按本集團對類似資產之過往經驗釐定，並計及預計技術變化。過往估計如有重大轉變，日後期間折舊開支將予調整。於二零一七年三月三十一日，物業、廠房及設備之賬面值約為10,623,000港元(二零一六年三月三十一日：11,822,000港元)。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

7. REVENUE

(a) An analysis of the Group's revenue for the year is as follows:

7. 收益

(a) 本集團年內之收益分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務		
Anti-aging and stem cell technology businesses	抗衰老及幹細胞技術業務		
— Provision of anti-aging services	— 提供抗衰老服務	686	7,923
— Leasing of anti-aging service platform	— 租賃抗衰老服務平台	3,180	—
		3,866	7,923
Trading business	貿易業務		
— Sales of electronic components	— 銷售電子部件	121,873	95,148
Money lending business	放債業務		
— Interest income from loan receivables	— 來自應收貸款之利息收入	27,833	19,971
Securities investment business	證券投資業務		
— Dividend income	— 股息收入	—	330
		153,572	123,372

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

7. REVENUE (continued)

(b) An analysis of the Group's other income for the year is as follows:

7. 收益(續)

(b) 本集團年內之其他收入分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest income on:	利息收入：		
— Bank deposits	— 銀行存款	2	6
— Other loan receivables	— 其他應收貸款	—	366
Forfeiture of agents' deposit (Note)	沒收代理訂金(附註)	3,934	—
Sundry income	雜項收入	20	6
		3,956	378

Note:

The income arising from forfeiture of agents' deposit amounting to HK\$3,934,000 (2016: Nil) due to the terms of agreements were expired.

附註：

沒收代理訂金產生之收入3,934,000港元(二零一六年：無)乃由於協議條款已逾期。

8. (LOSS)/GAIN ON HELD-FOR-TRADING INVESTMENTS

An analysis of the Group's (loss)/gain on an held-for-trading investments for the year is as follows:

8. 持作買賣投資之(虧損)/收益

本集團年內持作買賣投資之(虧損)/收益分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Sales proceeds	銷售所得款項	11,205	42,444
Less: Cost of sales	減：銷售成本	(12,681)	(38,398)
(Loss)/gain on disposal of held-for-trading investments	出售持作買賣投資之(虧損)/收益	(1,476)	4,046
Fair value change on held-for-trading investments	持作買賣投資之公平值變動	1,197	519
		(279)	4,565

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9. LOSS BEFORE TAX FROM CONTINUING OPERATIONS

Loss before tax from continuing operations of the Group has been arrived at after charging:

9. 來自持續經營業務之除稅前虧損

本集團來自持續經營業務之除稅前虧損已扣除下列各項：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries and other benefits	— 薪金及其他福利	10,840	13,009
— Contributions to defined contributions retirement benefits schemes	— 向定額供款退休福利計劃供款	278	324
		11,118	13,333
Auditor's remuneration	核數師酬金		
— audit services	— 審核服務	880	800
— non-audit services	— 非審核服務	270	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,043	8,356
Research and development cost	研發成本	9,500	—
Impairment of deposit paid for acquisition of property, plant and equipment	就收購物業、廠房及設備支付之訂金減值	—	15,026
Impairment loss on trade and other receivables	應收賬款及其他應收款項之減值虧損	22,641	51
Impairment loss on other intangible assets	其他無形資產減值虧損	34,000	16,000
Legal and professional fees (Note)	法律及專業費用(附註)	3,749	5,819
Operating lease rentals in respect of rented premises	有關租賃物業之經營租賃租金	10,311	9,975
Carrying amount of inventories sold	已售存貨之賬面值	118,488	92,420

Note: During the year, there were no legal and professional fees which included equity-settled share-based payments granted to consultants of the Company (2016: HK\$4,723,000).

附註：年內，並無包括授予本公司顧問之以權益方式結算及以股份為基礎之付款之法律及專業費用(二零一六年：4,723,000港元)。

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10. INCOME TAX EXPENSE

Income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

10. 所得稅開支

於綜合損益及其他全面收益表之所得稅開支指：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong	香港	-	736
PRC enterprise income tax	中國企業所得稅	-	-
		-	736
Overprovision in prior year	過往年度超額撥備		
Hong Kong	香港	-	(40)
PRC enterprise income tax	中國企業所得稅	-	-
		-	(40)
Tax reduction	減稅		
Hong Kong	香港	-	(40)
PRC enterprise income tax	中國企業所得稅	-	-
		-	(40)
Deferred tax (Note 24)	遞延稅項(附註24)	-	-
		-	656

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year.

香港利得稅乃按年內估計應課稅溢利以稅率16.5%(二零一六年: 16.5%)計提撥備。

PRC enterprise income tax on the profits arising in the PRC has been provided on the estimated assessable profits at the rates prevailing in the PRC.

中國企業所得稅乃按估計源自中國之應課稅溢利以中國現行稅率計提撥備。

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10. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the loss before tax as follows:

10. 所得稅開支(續)

可與除稅前虧損對賬之本年度所得稅開支如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before tax from continuing operations	持續經營業務除稅前虧損	(67,963)	(41,111)
Notional tax on loss before tax, calculated at the tax rates applicable to profits in the jurisdictions concerned	除稅前虧損之名義稅，按相關司法權區適用利得稅稅率計算	(14,199)	(9,838)
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(600)	(61)
Tax effect of expenses not deductible and loss not allowable	不可扣除開支及不可扣稅虧損之稅務影響	12,316	5,874
Tax effect of temporary difference not recognised	未確認暫時差額之稅務影響	121	(315)
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅務影響	2,362	5,123
Tax effect of utilisation of tax losses not previously recognised	動用先前未確認稅項虧損之稅務影響	—	(47)
Tax reduction	減稅	—	(40)
Overprovision in previous year	過往年度超額撥備	—	(40)
Income tax expense for the year	本年度所得稅開支	—	656

There was no income tax expense recognised in other comprehensive income directly in equity (2016: Nil).

概無所得稅開支於其他全面收益及直接於權益確認(二零一六年：無)。

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11. DISCONTINUED OPERATIONS

On 19 June 2015, the Group disposed of its entire equity interests in the Wuyan County Wuli Tianxi Hotel Company Limited ("Tianxi Hotel"), an indirect wholly-owned subsidiary of the Company to the purchaser for a consideration of RMB5 million. The disposal was effected in order to dispense with the need for further capital injection and to avoid further costs that would be incurred for the lease of hotel property and the management of the hotel operation. Details of the disposal were disclosed in the Company's announcement dated 15 June 2015. The details of assets and liabilities disposed of and the calculation of loss on disposal of Tianxi Hotel at the date of disposal are disclosed in Note 27. As a result of the disposal, the Group discontinued all of its hotel business. In accordance with HKFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations", their results were therefore classified as discontinued operations.

11. 已終止業務

於二零一五年六月十九日，本集團以代價人民幣5,000,000元向買方出售本公司之間接全資附屬公司婺源縣婺里天禧酒店有限公司（「天禧酒店」）之全部股權。進行出售事項旨在免除進一步注資以及租賃酒店物業及管理酒店營運進一步產生之成本。有關出售事項之詳情於本公司日期為二零一五年六月十五日之公佈披露。有關出售資產及負債之詳情以及於出售日期出售天禧酒店虧損之計量方法於附註27披露。由於進行出售事項，本集團已終止經營所有酒店業務。根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」，其業績分類為已終止業務。

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11. DISCONTINUED OPERATIONS (continued)

The result of the hotel business for the year ended 31 March 2016 is as follows:

11. 已終止業務(續)

截至二零一六年三月三十一日止年度酒店業務之業績如下：

		HK\$'000 千港元
Revenue	收益	1,429
Cost of sales	銷售成本	(243)
Gross profit	毛利	1,186
Other income	其他收入	13
Administrative and other operating expenses	行政及其他經營開支	(2,773)
Loss before tax	除稅前虧損	(1,574)
Income tax expense	所得稅開支	-
Loss for the year	本年度虧損	(1,574)
Loss on disposal of a subsidiary (Note 27)	出售一間附屬公司之虧損 (附註27)	(4,095)
Loss for the year from discontinued operations attributable to owners of the Company	本公司擁有人應佔來自已終止業務之本年度虧損	(5,669)
Loss per share:	每股虧損：	
From discontinued operations	來自已終止業務	
— Basic (HK Cents)	— 基本(港仙)	(0.14)
— Diluted (HK Cents)	— 攤薄(港仙)	(0.14)

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11. DISCONTINUED OPERATIONS (continued)

Loss before tax from discontinued operations of the Group has been arrived at after charging:

11. 已終止業務(續)

本集團來自已終止業務之除稅前虧損已扣除下列各項：

		2016 二零一六年 HK\$'000 千港元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	
— Salaries and allowances	— 薪金及津貼	1,353
— Contributions to defined contributions retirement benefits schemes	— 向定額供款退休福利計劃供款	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	506
Carrying amount of inventories sold	已售存貨之賬面值	243

Cash flows generated from discontinued operations of the Group

本集團已終止業務產生之現金流量

		2016 二零一六年 HK\$'000 千港元
Operating activities	經營業務	(487)
Investing activities	投資活動	(21)
Financing activities	融資活動	—
Net cash outflows	現金流出淨額	(508)

12. DIVIDEND

No dividend was paid, declared or proposed during the year ended 31 March 2017, nor has any dividend been proposed since the end of the reporting period (2016: Nil).

12. 股息

截至二零一七年三月三十一日止年度並無派付、宣派或建議任何股息，自報告期末以來亦無建議任何股息(二零一六年：無)。

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13. LOSS PER SHARE

(a) Basic loss per share

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		
— from continuing operations	— 來自持續經營業務	(64,708)	(36,498)
— from discontinued operations	— 來自已終止業務	—	(5,669)
— from continuing and discontinued operations	— 來自持續經營及已終止業務	(64,708)	(42,167)
Weighted average number of ordinary shares		2017 二零一七年	2016 二零一六年
	普通股加權平均數		
Issued ordinary shares at 1 April	於四月一日之已發行普通股	4,740,332,805	3,950,332,805
Effect of ordinary shares issued	已發行普通股之影響	220,782,027	187,786,885
		4,961,114,832	4,138,119,690

(b) Diluted loss per share

For the year ended 31 March 2017, the Company did not have any potential ordinary shares. For the year ended 31 March 2016, the Company did not have any dilutive potential ordinary shares as the exercise price of the Company's share options granted under Share Option Scheme was higher than the average market price. The computation of diluted loss per share did not assume the exercise of those share options. Diluted loss per share was the same as the basic loss per share for the years ended 31 March 2017 and 2016.

13. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據下列數據計算：

(b) 每股攤薄虧損

於截至二零一七年三月三十一日止年度，本公司並無任何潛在普通股。於截至二零一六年三月三十一日止年度，因在購股權計劃中所授出之本公司購股權之行使價高於平均市價，本公司並無任何具潛在攤薄效應之普通股。計算每股攤薄虧損並無假設行使該等購股權。截至二零一七年及二零一六年三月三十一日止年度，每股攤薄虧損與每股基本虧損相同。

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14. SEGMENT INFORMATION

The Group's operating segment information is based on the internal reports that are regularly reviewed by the chief operating decision maker, being the Chief Executive Officer of the Company ("CEO"), which is the Group's chief operation decision maker ("CODM") for the purpose of allocating resources to, assessing the performance of, the Group's various lines of business and geographical locations.

The Group's operating and reportable segments under HKFRS 8 are as follows:

- (i) Anti-aging and stem cell technology businesses – Provision of anti-aging services; distribution of biomedical and life science products; health check and beauty service; and leasing of anti-aging service platform
- (ii) Trading business – Trading of electronic components and metals
- (iii) Money lending business – Provision of loan financing
- (iv) Securities investment business – Trading and investment of securities
- (v) Hotel operation business (discontinued in the year ended 31 March 2016) – Operation of hotel

14. 分類資料

本集團之經營分類資料乃根據內部報告編製，該等報告由主要經營決策人(即本公司行政總裁(「行政總裁」))定期審閱，以便本集團主要經營決策人(「主要經營決策人」)分配資源予本集團各類業務及地理位置以及評估其表現。

根據香港財務報告準則第8號，本集團之經營及可報告分類如下：

- (i) 抗衰老及幹細胞技術業務 — 提供抗衰老服務；分銷生物醫學及生命科學產品；體檢及美容服務；及租賃抗衰老服務平台
- (ii) 貿易業務 — 買賣電子部件及金屬
- (iii) 放債業務 — 提供貸款融資服務
- (iv) 證券投資業務 — 買賣及投資證券
- (v) 酒店營運業務 — 經營酒店
(於截至二零一六年三月三十一日止年度已終止經營)

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14. SEGMENT INFORMATION (continued)

No operating segments identified by the CEO have been aggregated in arriving at the reportable segments of the Group.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 5. For the purposes of resources allocation and performance assessment, the CEO monitors the results, assets and liabilities to each reportable segments on the following bases:

Segment results represent the profit/(loss) from each segment including items disclosed in other segment information below, net of administrative and other operating expenses directly attributable to each segment without allocation of corporate income and expenses, impairment loss on other intangible assets, impairment of deposit paid for property, plant and equipment, impairment loss on loan receivables and loan interest receivables and loss on disposal of a subsidiary.

Segment assets include all tangible assets, intangible assets and current assets with the exception of intercompany receivables and other corporate assets.

Segment liabilities include trade and other payables managed directly by the segments with the exception of intercompany payables and other corporate liabilities.

14. 分類資料(續)

於達致本集團之可報告分類時，並無合併計算行政總裁識別之經營分類。

可報告分類之會計政策與附註5所述之本集團會計政策相同。為作資源分配及表現評估，行政總裁按以下基礎監控各可報告分類之業績、資產及負債：

分類業績指各分類之溢利／(虧損)，包括於下文其他分類資料披露之項目，扣除各分類直接應佔行政及其他經營開支，而未分類集團收入及開支、其他無形資產減值虧損、就物業、廠房及設備支付之訂金減值、應收貸款及應收貸款利息減值虧損及出售一間附屬公司之虧損。

分類資產包括所有有形資產、無形資產及流動資產，惟不包括公司間應收款項及其他集團資產。

分類負債包括分類直接管理之應付賬款及其他應付款項，惟不包括公司間應付款項及其他集團負債。

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14. SEGMENT INFORMATION (continued)

Information regarding the above segments is reported below:

(a) Segment revenue and results

14. 分類資料(續)

有關上述分類之資料呈列如下：

(a) 分類收益及業績

2017 二零一七年		Continuing operations 持續經營業務					Discontinued operations 已終止業務		Total
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資業務	Inter-Segment elimination 分類間對銷	Sub-total 小計	Hotel operation business 酒店營運業務	
		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	
Revenue	收益								
External customers	外來客戶	3,866	121,873	27,833	-	-	153,572	-	
Inter-segment	分類間	-	-	-	-	-	-	-	
Total	總額	3,866	121,873	27,833	-	-	153,572	-	
Segments results	分類業績	(22,574)	(839)	26,499	(279)	-	2,807	-	
Impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款利息款項減值虧損						22,064	-	
Impairment loss on other intangible assets	其他無形資產減值虧損						(34,000)	-	
Unallocated corporate income	未分類集團收入						-	-	
Unallocated corporate expenses	未分類集團開支						(14,706)	-	
Loss before tax	除稅前虧損						(67,963)	-	

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14. SEGMENT INFORMATION (continued)

(a) Segment revenue and results (continued)

14. 分類資料(續)

(a) 分類收益及業績(續)

2016		Continuing operations					Discontinued operations		Total
二零一六年		持續經營業務					已終止業務		
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資業務	Inter-Segment elimination 分類間對銷	Sub-total 小計	Hotel operation business 酒店營運業務	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益								
External customers	外來客戶	7,923	95,148	19,971	330	-	123,372	1,429	124,801
Inter-segment	分類間	-	-	-	-	-	-	-	-
Total	總額	7,923	95,148	19,971	330	-	123,372	1,429	124,801
Segments results	分類業績	(15,630)	(3,060)	18,779	4,895	-	4,984	(1,574)	3,410
Impairment of deposit paid for acquisition of property, plant and equipment	就收購物業、廠房及設備支付之訂金減值						(15,026)	-	(15,026)
Impairment loss on other intangible assets	其他無形資產減值虧損						(16,000)	-	(16,000)
Unallocated corporate income	未分類集團收入						366	-	366
Unallocated corporate expenses	未分類集團開支						(15,435)	-	(15,435)
Loss on disposal of a subsidiary	出售一間附屬公司之虧損						-	(4,095)	(4,095)
Loss before tax	除稅前虧損						(41,111)	(5,669)	(46,780)

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14. SEGMENT INFORMATION (continued) (b) Segment assets and liabilities

14. 分類資料(續) (b) 分類資產及負債

2017 二零一七年		Continuing operations 持續經營業務					Discontinued operations 已終止業務		Total
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Hotel operation business 酒店營運業務 HK\$'000 千港元		
Segment assets	分類資產	26,022	39,117	225,872	3,220	294,231	-	294,231	
Unallocated assets	未分類資產					116,424	-	116,424	
Consolidated assets	綜合資產							410,655	
Segments liabilities	分類負債	37,096	718	917	-	38,731	-	38,731	
Unallocated liabilities	未分類負債					3,634	-	3,634	
Consolidated liabilities	綜合負債							42,365	

2016 二零一六年		Continuing operations 持續經營業務					Discontinued operations 已終止業務		Total
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Hotel operation business 酒店營運業務 HK\$'000 千港元		
Segment assets	分類資產	47,956	42,539	195,473	12,640	298,608	-	298,608	
Unallocated assets	未分類資產					63,034	-	63,034	
Consolidated assets	綜合資產							361,642	
Segments liabilities	分類負債	41,352	834	50	-	42,236	-	42,236	
Unallocated liabilities	未分類負債					811	-	811	
Consolidated liabilities	綜合負債							43,047	

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14. SEGMENT INFORMATION (continued) (c) Other segment information

14. 分類資料(續) (c) 其他分類資料

2017 二零一七年		Continuing operations 持續經營業務					Discontinued operations 已終止業務	
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Hotel operation business 酒店營運業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Interest income*	利息收入*	-	2	-	-	2	-	2
Interest expenses	利息開支	-	-	-	-	-	-	-
Depreciation and amortisation	折舊及攤銷	5,048	1,576	-	-	6,624	-	6,624
Research and development cost*	研發成本*	9,500	-	-	-	9,500	-	9,500
Impairment loss on other intangible assets*	其他無形資產減值虧損*	34,000	-	-	-	34,000	-	34,000
Impairment of loan receivables and loan interest receivables*	應收貸款及應收貸款利息款項減值*	-	-	22,641	-	22,641	-	22,641
Additions to non-current segment assets during the year	於本年度添置非流動分類資產	19	-	-	-	19	-	19

* Interest income excluded in revenue

^ Excluded in segment results but was regularly provided to CODM

* 不包括在收益之利息收入

^ 不計入分類業績，但會定期向主要經營決策人提供

2016 二零一六年		Continuing operations 持續經營業務					Discontinued operations 已終止業務	
		Anti-aging & stem cell technology businesses 抗衰老及幹細胞技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Hotel operation business 酒店營運業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Interest income*	利息收入*	-	6	-	-	6	-	6
Interest expenses	利息開支	-	-	-	-	-	-	-
Depreciation and amortisation	折舊及攤銷	5,142	2,799	-	-	7,941	506	8,447
Impairment of other intangible assets*	其他無形資產減值*	16,000	-	-	-	16,000	-	16,000
Impairment of deposit paid for acquisition of property, plant and equipment*	收購物業、廠房及設備支付之訂金減值*	-	15,026	-	-	15,026	-	15,026
Additions to non-current segment assets during the year	於本年度添置非流動分類資產	5	50	-	-	55	22	77

* Interest income excluded in revenue

^ Excluded in segment results but are regularly provided to CODM

* 不包括在收益之利息收入

^ 不計入分類業績，但會定期向主要經營決策人提供

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14. SEGMENT INFORMATION (continued)

(d) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment and intangible assets ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or to which the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and the location of the operation to which they are allocated, in the case of intangible assets.

14. 分類資料(續)

(d) 地區資料

下表載列有關(i)本集團自外來客戶之收益及(ii)本集團物業、廠房及設備及無形資產(「特定非流動資產」)所在地之資料。客戶之地理位置乃基於提供服務或交付貨品所在位置。特定非流動資產之地理位置乃基於資產實際所處位置(就物業、廠房及設備而言)，及獲分配之經營位置(就無形資產而言)。

2017 二零一七年		Revenue from external customers 外來客戶之收益 HK\$'000 千港元	Specified non-current assets 特定非流動資產 HK\$'000 千港元
Hong Kong	香港	28,034	14,522
PRC	中國	125,538	8,101
		153,572	22,623
2016 二零一六年		Revenue from external customers 外來客戶之收益 HK\$'000 千港元	Specified non-current assets 特定非流動資產 HK\$'000 千港元
Hong Kong	香港	25,655	53,349
PRC	中國	99,146	4,473
		124,801	57,822

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14. SEGMENT INFORMATION (continued)

(e) Information about major customers

Revenue from transactions with external customers amounting to 10% or more of the Group's revenue come from trading business. The analysis is as follows:

14. 分類資料(續)

(e) 主要客戶之資料

佔本集團收益10%或以上之外來客戶交易之收益來自貿易業務，分析如下：

		Revenue	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶 A	35,916	95,148
Customer B	客戶 B	85,957	–
		121,873	95,148

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

(i) Directors' emoluments

The emoluments paid or payable to each of the Company's directors, including the Chief Executive Officer of the Company, are as follows:

2017

		Fees	Salaries and other benefits	Discretionary bonus and performance related incentive payments	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他福利	花紅及表現相關獎勵付款	退休福利計劃供款	總額
		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
Executive Directors	執行董事					
Mr. David Lin Kao Kun	林高坤先生	504	-	-	-	504
Mr. Lu Zhiqiang	盧志強先生	504	19	-	12	535
Mr. Chui Kwong Kau	崔光球先生	-	640	-	18	658
Mr. Jiang Hongqing	姜洪慶先生	504	-	-	-	504
Ms. Li Mei	李梅女士	600	-	-	-	600
Non-executive Director	非執行董事					
Ms. Lam Kuo	林戈女士	1,000	-	-	-	1,000
Independent Non-executive Directors	獨立非執行董事					
Mr. Hung Yat Ming	洪日明先生	105	-	-	-	105
Mr. Chan Yun Hing	陳潤興先生	105	-	-	-	105
Mr. Gui Qiangfang	桂強芳先生	105	-	-	-	105
		3,427	659	-	30	4,116

15. 董事及五名最高薪僱員之酬金

(i) 董事酬金

已付或應付各本公司董事(包括本公司行政總裁)之酬金如下:

二零一七年

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15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(i) Directors' emoluments (continued)

2016

15. 董事及五名最高薪僱員之酬金

(續)

(i) 董事酬金(續)

二零一六年

	Fees	Salaries and other benefits	Discretionary bonus and performance related incentive payments	Contributions to retirement benefits schemes	Total
	袍金	薪金及其他福利	酌情花紅及表現相關獎勵付款	退休福利計劃供款	總額
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
	千港元	千港元	千港元	千港元	千港元
Executive Directors 執行董事					
Mr. David Lin Kao Kun 林高坤先生	504	-	-	-	504
Mr. Lu Zhiqiang 盧志強先生	504	5	-	10	519
Mr. Chui Kwong Kau 崔光球先生	-	640	-	18	658
Mr. Jiang Hongqing 姜洪慶先生	504	-	-	-	504
Ms. Li Mei (Note a) 李梅女士(附註a)	179	-	-	-	179
Ms. Ding Xiaomei (Note b) 丁小梅女士(附註b)	462	-	-	-	462
Non-executive Director 非執行董事					
Ms. Lam Kuo 林戈女士	1,000	-	-	-	1,000
Independent Non-executive Directors 獨立非執行董事					
Mr. Hung Yat Ming 洪日明先生	100	-	-	-	100
Mr. Chan Yun Hing 陳潤興先生	100	-	-	-	100
Mr. Gui Qiangfang 桂強芳先生	100	-	-	-	100
Mr. Chi Chi Hung, Kenneth (Note c) 季志雄先生(附註c)	35	-	-	-	35
	3,488	645	-	28	4,161

Note a: Appointed on 14 December 2015.

Note b: Resigned on 10 March 2016.

Note c: Retired on 7 August 2015.

附註a：於二零一五十二月十四日獲委任。

附註b：於二零一六年三月十日辭任。

附註c：於二零一五年八月七日退任。

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15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(i) Directors' emoluments (continued)

During the year, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for the loss of office (2016: Nil).

There was no emoluments waived by any directors during the year (2016: Nil).

The directors consider that they are the only key management personnel of the Group and details for their emoluments have been set out above.

Fees, salaries and other benefits paid to or for the executive and non-executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

(ii) Five highest paid employees

During the year, the five highest paid individuals included 3 (2016: 2) directors, details of whose emoluments are set out above. The emoluments of the remaining non-director highest paid individuals are as follows:

15. 董事及五名最高薪僱員之酬金 (續)

(i) 董事酬金 (續)

於本年度內，本集團並無支付酬金予任何董事作為加入本集團時或吸引彼等加入本集團之獎金或作為離職補償 (二零一六年：無)。

於本年度內並無任何董事放棄酬金 (二零一六年：無)。

董事認為，彼等為本集團全部主要管理人員，有關彼等酬金之詳情已於上文載列。

支付執行及非執行董事之袍金、薪金及其他福利一般指就該等人士管理本公司及其附屬公司之事務所提供其他服務而支付予該等人士或該等人士應收之酬金。

(ii) 五名最高薪僱員

於本年度內，五名最高薪人士包括三名 (二零一六年：兩名) 董事，有關彼等酬金之詳情已於上文載列。餘下最高薪非董事人士之酬金如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,243	2,668
Contributions to retirement benefits schemes	退休福利計劃供款	36	45
Discretionary and performance related incentive payments	酌情及表現相關獎勵付款	—	—
Inducement to join or upon joining the Group	加入本集團時或吸引彼等加入本集團之獎金	—	—
Compensation for loss of office	離職補償	—	—
		1,279	2,713

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15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(ii) Five highest paid employees (continued)

Emoluments of the non-director highest paid individual(s) fell within the following bands:

15. 董事及五名最高薪僱員之酬金

(續)

(ii) 五名最高薪僱員(續)

最高薪非董事人士之酬金介乎下列範圍：

		Number of individual(s)	
		人數	
		2017	2016
		二零一七年	二零一六年
HK\$Nil to HK\$1,000,000	零港元至 1,000,000 港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	-	1

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		租賃裝修	傢俬、裝置及設備	汽車	在建工程	總額
		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
Cost:	成本：					
At 1 April 2015	於二零一五年四月一日	21,263	13,149	13,775	3,169	51,356
Additions	添置	-	77	-	-	77
Disposal	出售	(3,082)	(219)	-	-	(3,301)
Disposal of a subsidiary	出售一間附屬公司	(7,963)	(1,516)	(300)	(3,183)	(12,962)
Exchange adjustments	匯兌調整	(212)	(83)	(416)	14	(697)
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日	10,006	11,408	13,059	-	34,473
Additions	添置	-	6,078	-	-	6,078
Exchange adjustments	匯兌調整	(102)	(108)	(493)	-	(703)
At 31 March 2017	於二零一七年三月三十一日	9,904	17,378	12,566	-	39,848
Accumulated amortisation, depreciation and impairment:	累計攤銷、折舊及減值：					
At 1 April 2015	於二零一五年四月一日	9,155	5,682	4,318	-	19,155
Charge for the year	本年度費用	4,251	1,870	2,741	-	8,862
Eliminated on disposals	出售時對銷	(3,082)	(219)	-	-	(3,301)
Disposal of a subsidiary	出售一間附屬公司	(1,242)	(362)	(66)	-	(1,670)
Exchange adjustments	匯兌調整	(187)	(63)	(145)	-	(395)
At 31 March 2016 and at 1 April 2016	於二零一六年三月三十一日及於二零一六年四月一日	8,895	6,908	6,848	-	22,651
Charge for the year	本年度費用	404	4,103	2,536	-	7,043
Exchange adjustments	匯兌調整	(101)	(87)	(281)	-	(469)
At 31 March 2017	於二零一七年三月三十一日	9,198	10,924	9,103	-	29,225
Net carrying amount:	賬面淨值：					
At 31 March 2017	於二零一七年三月三十一日	706	6,454	3,463	-	10,623
At 31 March 2016	於二零一六年三月三十一日	1,111	4,500	6,211	-	11,822

The gross carrying amount of the Group's property, plant and equipment includes an amount of HK\$1,558,000 (2016: HK\$1,558,000) in respect of fully depreciated leasehold improvements that is still in use.

本集團物業、廠房及設備總賬面值包括全面折舊並尚在使用之租賃裝修1,558,000港元(二零一六年：1,558,000港元)。

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17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		Exclusive Licence A 獨家 許可權A HK\$'000 千港元	Exclusive Licence B 獨家 許可權B HK\$'000 千港元	Exclusive Licence C 獨家 許可權C HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：				
At 1 April 2015, at 31 March 2016, at 1 April 2016 and at 31 March 2017	於二零一五年四月一日、 於二零一六年三月三十一日、 於二零一六年四月一日及 於二零一七年三月三十一日	12,000	32,000	18,000	62,000
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：				
At 1 April 2015	於二零一五年四月一日	-	-	-	-
Impairment loss recognised for the year	本年度確認減值虧損	-	7,000	9,000	16,000
At 31 March 2016 and at 1 April 2016	於二零一六年三月三十一日及 於二零一六年四月一日	-	7,000	9,000	16,000
Impairment loss recognised for the year	本年度確認減值虧損	-	25,000	9,000	34,000
At 31 March 2017	於二零一七年三月三十一日	-	32,000	18,000	50,000
Net carrying amount	賬面淨值				
At 31 March 2017	於二零一七年三月三十一日	12,000	-	-	12,000
At 31 March 2016	於二零一六年三月三十一日	12,000	25,000	9,000	46,000

The other intangible assets represent 3 exclusive licences on 3 patents granted by the holders to a subsidiary acquired in the year 2013.

Amortisation will be recognised on a straight-line basis over the remaining useful lives of the exclusive licences. The exclusive licences have not yet been in the location and condition necessary for them to be capable of operating in the manner intended by management. Hence, no amortisation is recognised for the year (2016: Nil).

其他無形資產指持有人於二零一三年向所收購附屬公司授出三項專利之三份獨家許可權。

攤銷將按獨家許可權之餘下可使用年期以直線法確認。獨家許可權暫未處於可按管理層擬定方式經營之地點及條件。因此，本年度並無確認攤銷(二零一六年：無)。

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17. OTHER INTANGIBLE ASSETS (continued)

Details of the useful lives of the exclusive licences are as follows:

17. 其他無形資產(續)

獨家許可權之可使用年期詳情如下：

Particulars of exclusive licences 獨家許可權詳情	Expiry date of exclusive licence granted to subsidiary 授予附屬公司之獨家許可權到期日
Method for constructing pancreatic stem cell line from human insulin and differentiating to insulin secretion cell ("Exclusive Licence A") 一種來自人類胰島的胰腺幹細胞系的構建及向胰島素分泌細胞分化的方法(「獨家許可權A」)	25 November 2031 二零三一年十一月二十五日
Injectable temperature sensitive gel used for filling and repairing damaged tissues ("Exclusive Licence B") 一種用於填補與修復受損組織的可注射溫敏凝膠(「獨家許可權B」)	10 June 2031 二零三一年六月十日
Injection gel containing submicron hyaluronic acid microspheres and preparation method ("Exclusive Licence C") 一種含有亞微米級透明質酸微球的注射凝膠與製備方法(「獨家許可權C」)	10 June 2031 二零三一年六月十日

Impairment assessment for the year ended 31 March 2017

During the year, the management of the Group prepared their development plans for three exclusive licences, including the priority of development activities. It was determined that Exclusive Licence A shall be prioritised ahead of the others, after taking into account the resources available to the Group for development activities. The impairment assessment of Exclusive Licence A was performed as part of the impairment assessment of the cash-generating unit ("CGU") of pancreatic stem cell service line to which it belongs as management of the Group have prepared detailed development plans and begun the process of preparing detailed production plans for the pancreatic stem cell service line during the current financial year. The principal assets of the CGU as at 31 March 2017 comprised the Exclusive Licence A and equipments purchased for use in the development and future production processes. The recoverable amount of the CGU was determined by the directors of the Company based on value in use calculation with reference to a professional valuation report issued by Roma Appraisal Limited. That calculation was determined based on the financial budgets approved by the directors of the Company covering a 5-year period and a pre-tax discount rate of 27.33%. The recoverable amount of the CGU is based on certain key assumptions, including 5-year average annual growth rate of 10% and projected gross profit margin of 72.00%.

截至二零一七年三月三十一日止年度之減值評估

於本年度，本集團管理層制訂三份獨家許可權之發展計劃，包括發展活動之優先次序。經考慮本集團可用於發展活動之資源後，已決定獨家許可權A優先於其他許可權。由於本集團管理層已於目前財政年度編製詳細發展計劃並開始就胰腺幹細胞系服務編制詳細生產計劃，故獨家許可權A之減值評估之減值評估乃作為其所屬胰腺幹細胞系服務之現金產生單位(「現金產生單位」)減值評估之一部分進行。於二零一七年三月三十一日，現金產生單位之主要資產包括獨家許可權A及購入供發展及未來生產過程用途之設備。現金產生單位之可收回金額乃由本公司董事基於使用價值計算並參考羅馬國際評估有限公司所刊發專業估值報告釐定。該計算乃基於本公司董事所批准涵蓋五年期之財務預算及27.33%稅前貼現率釐定。現金產生單位之可收回金額基於若干主要假設，包括10%五年平均增長率及72.00%預測毛利率。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

17. OTHER INTANGIBLE ASSETS (continued) Impairment assessment for the year ended 31 March 2017 (continued)

At the end of the reporting period, the recoverable amount of the CGU exceeds its carrying amount and no impairment loss is considered necessary.

During the year, Exclusive Licence B and Exclusive Licence C were assessed for impairment individually as there were no other assets belonging to the service lines to which they belong. The recoverable amounts of the Exclusive Licence B and Exclusive Licence C were determined by the directors of the Company based on value in use calculation with reference to a professional valuation report issued by Roma Appraisal Limited. That calculation was determined based on the financial budgets approved by the directors of the Company covering a 5-year period and a pre-tax discount rate of 33.47%. The Group adopted value in use as the recoverable amount of the Exclusive Licence B and Exclusive Licence C as the development plans and schedules of the Group for the three licences were prepared during the year.

At the end of the reporting period, the recoverable amount of Exclusive Licence B and Exclusive Licence C were nil after taking into account the planned delays in the development and production schedules related to these two licences arising from the management's decision to prioritise resources and focus on development of pancreatic stem cell business. Accordingly, full impairment loss of HK\$25,000,000 and HK\$9,000,000 was recognised for Exclusive Licence B and Exclusive Licence C respectively during the year.

17. 其他無形資產(續)

截至二零一七年三月三十一日止年度之減值評估(續)

於報告期末，現金產生單位之可收回金額超出其賬面值，毋須確認減值虧損。

於本年度，由於並無其他資產屬於獨家許可權B及獨家許可權C所屬服務，獨家許可權B及獨家許可權C已個別進行減值評估。獨家許可權B及獨家許可權C之可收回金額乃由本公司董事基於使用價值計算並參考羅馬國際評估有限公司所刊發專業估值報告釐定。該計算乃基於本公司董事所批准涵蓋五年期之財務預算及33.47%稅前貼現率釐定。本集團採用使用價值作為獨家許可權B及獨家許可權C之可收回金額，原因為本集團已於本年度制訂該三份許可權之發展計劃及時間表。

於報告期末，考慮到管理層對資源優先次序之決定導致該兩份許可權之相關發展及生產時間表之計劃押後及專注發展胰腺幹細胞業務，故獨家許可權B及獨家許可權C之可收回金額為零。因此，於本年度已分別就獨家許可權B及獨家許可權C確認全面減值虧損25,000,000港元及9,000,000港元。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

17. OTHER INTANGIBLE ASSETS (continued) Impairment assessment for the year ended 31 March 2016

As at 31 March 2016, the directors of the Company conducted an impairment assessment review on the other intangible assets for purposes of annual impairment testing. The recoverable amounts of each exclusive licence at the end of the reporting period have been determined by the directors of the Company on the basis of a fair value less costs of disposal calculation using excess earning method under income-based approach with reference to a professional valuation report issued by Roma Appraisal Limited. The recoverable amounts are based on certain key assumptions, including projected selling price, sale volume, and selling and administrative cost. The fair value less costs of disposal calculation used present value of profits attributable to other intangible assets after deducting the proportion of profits that are attributable to other contributory assets and at a post-tax discount rate of 22.78%. The profit forecast was based on the latest estimation approved by the Group's management covering useful lives of the exclusive licences. The Group measured the fair value less costs of disposal of the other intangible assets assuming their highest and best use by market participants.

At the end of the reporting period, the recoverable amount of the Exclusive Licence A exceeded its carrying amount and no impairment loss is considered necessary. The recoverable amounts of the Exclusive Licence B and the Exclusive Licence C were lower than their carrying amounts, and accordingly impairment losses of approximately HK\$7,000,000 and HK\$9,000,000 was recognised for Exclusive Licence B and the Exclusive Licence C respectively during the year. It was mainly due to the (i) increase in discount rate and (ii) deferral of production plan.

The fair value less costs of disposal calculation of other intangible assets was classified as Level 3 measurement under fair value hierarchy.

17. 其他無形資產 (續)

截至二零一六年三月三十一日止年度之減值評估

於二零一六年三月三十一日，本公司董事就年度減值測試對其他無形資產進行減值評估檢討。各獨家許可權於報告期末之可收回金額由本公司董事以收入法之額外盈利法按公平值減出售成本計算，並參考羅馬國際評估有限公司所刊發專業估值報告。可收回金額基於若干主要假設，包括預定售價、銷量以及銷售及行政成本。公平值減出售成本計算使用其他無形資產應佔溢利現值，並扣除其他分攤資產應佔溢利部分並按稅後貼現率22.78%計算。溢利預測基於本集團管理層批准對獨家許可權之可使用年期最新估計。本集團計算其他無形資產之公平值減出售成本時，乃假設市場參與者使用該其他無形資產之最高及最佳用途。

於報告期末，獨家許可權A之可收回金額超出其賬面值，毋須確認減值虧損。獨家許可權B及獨家許可權C之可收回金額均低於其賬面值，故於本年度已分別就獨家許可權B及獨家許可權C確認減值虧損約7,000,000港元及9,000,000港元。此乃主要由於(i)貼現率上升及(ii)生產計劃延期所致。

其他無形資產之公平值減出售成本計算根據公平值層級分類為第三級計量層級。

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18. AVAILABLE-FOR-SALE INVESTMENT

18. 可供銷售投資

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Unlisted equity investment incorporated in Spain, at cost (Note) 於西班牙註冊成立之非上市股本投資，按成本(附註)	2,509	2,509

Note: The unlisted available-for-sale investment is stated at cost less any accumulated impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that the fair value cannot be measured reliably.

附註：由於合理公平值估計範圍重大，董事認為公平值並不能可靠計量，故非上市可供銷售投資按成本減任何累計減值列賬。

19. INVENTORIES

19. 存貨

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Materials and consumables 原料及消耗品	-	7

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

20. TRADE AND OTHER RECEIVABLES

20. 應收賬款及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables (Note a)	應收賬款(附註a)	53,032	38,078
Deposit and prepayments	按金及預付款項	4,705	14,630
Loan receivables (Note b)	應收貸款(附註b)	181,197	181,271
Other receivables (Note c)	其他應收款項(附註c)	6	13,208
		238,940	247,187

Note:

附註：

(a) Trade receivables

An analysis of trade receivables by age, presented based on the invoice date or contractual due date, is as follows:

(a) 應收賬款

按發單日期或合約到期日呈列之應收賬款賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 – 30 days	0至30日	52,989	37,492
31 – 60 days	31至60日	596	–
Over 60 days	60日以上	2,088	586
Total trade receivables	應收賬款總額	55,673	38,078
Less : Impairment losses*	減：減值虧損*	(2,641)	–
Total trade receivables, net of impairment losses# 已扣除減值虧損之應收賬款總額*		53,032	38,078

* Represents the sum of impairment loss of approximately HK\$577,000 on trade receivables (2016: Nil) and approximately HK\$2,064,000 on loan interest receivables (2016: Nil) respectively.

* 代表約577,000港元之應收貿易賬款減值虧損(二零一六年：無)及約2,064,000港元應收貸款利息款項減值虧損(二零一六年：無)之總和。

Represents the sum of trade receivables of approximately HK\$36,018,000 (2016: HK\$24,317,000) and loan interest receivables of approximately HK\$17,014,000 (2016: HK\$13,761,000) respectively.

代表約36,018,000港元之應收貿易賬款(二零一六年：24,317,000港元)及約17,014,000港元之應收貸款利息款項(二零一六年：13,761,000港元)之總和。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

20. TRADE AND OTHER RECEIVABLES

(continued)

Note: (continued)

(a) Trade receivables (continued)

The carrying amount of the Group's trade receivables are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK dollars	港元	17,023	14,347
Renminbi	人民幣	36,009	23,731
		53,032	38,078

The Group offers credit terms to its customers ranging from cash on delivery to 180 days.

No interest is charged on the trade receivables. Included in trade receivables with a balance amounting to HK\$35,955,000 (2016: HK\$23,703,000) was guaranteed by an independent third party and the balance was fully settled after the end of the reporting period.

The management of the Group monitors the recoverable amount of the trade debts and considers adequate impairment loss is made for irrecoverable amount, if necessary. In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of trade receivable from the date credit was initially granted up to the end of the reporting period.

An analysis of trade receivables which are past due but not impaired by age, presented based on the invoice date, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Overdue by:	逾期：		
0 – 30 days	0至30日	13,345	–
31 – 60 days	31至60日	–	–
Over 60 days	60日以上	9	586
		13,354	586

The trade receivables in the carrying amount of HK\$13,345,000, which were past due but not impaired, have been fully settled subsequent to the reporting period.

20. 應收賬款及其他應收款項 (續)

附註：(續)

(a) 應收賬款 (續)

本集團應收賬款之賬面值乃以下列貨幣計值：

本集團授予其客戶之信貸期介乎到貨收款至180日。

應收賬款不計息。於應收賬款中餘額為35,955,000港元(二零一六年：23,703,000港元)之應收賬款乃由獨立第三方擔保，且於報告期末後全數收回。

本集團管理層監察應收賬項之可收回金額，並於有需要時考慮就不可收回金額計提足夠減值虧損。釐定應收賬款之可收回程度時，本集團會考慮自首次獲授信貸當日起至報告期末止應收賬款之信貸質素有否出現任何變動。

按發單日期呈列之已逾期但未減值之應收賬款賬齡分析如下：

賬面值為13,345,000港元之已逾期但未減值應收貿易賬款於報告期後已悉數償付。

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20. TRADE AND OTHER RECEIVABLES

(continued)

Note: (continued)

(a) Trade receivables (continued)

Movement in the impairment of trade receivables:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	-	-
Impairment losses	減值虧損	2,641	-
Balance at the end of the year	年末結餘	2,641	-

(b) Loan receivables

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loan receivables	應收貸款	201,197	181,271
Less: Impairment losses	減：減值虧損	(20,000)	-
Loan receivables, net of impairment losses	應收貸款除去減值虧損淨額	181,197	181,271

The loan receivables above were denominated in Hong Kong dollars.

An analysis of loan receivables by age, presented based on the contractual due date, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	未逾期或減值	153,807	181,271
Past due but not impaired	已逾期但未減值		
— 0 to 3 months	— 0至3個月	27,390	-
— 3 months to 6 months	— 3個月至6個月	-	-
— Over 6 months	— 超過6個月	-	-
		181,197	181,271

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

The Group did not provide any allowance on the past due loan receivables as the loan receivables of HK\$27,390,000 has been settled after the end of the reporting period, arising from acquisition of Honorbase International Limited, as detailed in Note 34.

20. 應收賬款及其他應收款項(續)

附註：(續)

(a) 應收賬款(續)

應收賬款減值變動：

(b) 應收貸款

上述應收貸款以港元計值。

按合約到期日呈列之應收貸款賬齡分析如下：

既無逾期或減值的應收貸款屬於近期一些並無拖欠記錄的客戶。

誠如附註34所詳述，由於報告期末後已償還因收購愉基國際有限公司而產生之27,390,000港元應收貸款，故本集團並無就逾期應收貸款作出任何撥備。

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20. TRADE AND OTHER RECEIVABLES

(continued)

Note: (continued)

(b) Loan receivables (continued)

As at 31 March 2017 loan receivables bore interest at fixed rates of 10% to 24% (2016: 10% to 24%) per annum and are repayable within 12 months. Except for a loan receivable with a carrying amount of approximately HK\$27,390,000 (2016: HK\$27,390,000) which was secured by parcels of lands in Hong Kong, all loan receivables were unsecured. The directors assessed the collectibility of loan receivables from time to time individually with reference to borrowers' past collection history and current creditworthiness.

Movement in the impairment of loan receivables:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	-	-
Impairment losses	減值虧損	20,000	-
Balance at the end of the year	年末結餘	20,000	-

The impaired loan receivables related to customers that were in financial difficulties and management assessed that the possibility of their recovery was remote. As at 31 March 2017, the impaired loan receivables of HK\$20,000,000 (2016: Nil) was unsecured.

(c) Other receivables

As at 31 March 2016, other receivables included an amount of RMB11,000,000 (approximately HK\$13,201,000), which had been settled in the year ended 31 March 2017, arising from assignment of rights for collecting refundable deposit and payment of damages for the period from 1 February 2014 to 15 March 2016.

20. 應收賬款及其他應收款項 (續)

附註：(續)

(b) 應收貸款 (續)

於二零一七年三月三十一日，應收貸款按固定年利率10厘至24厘(二零一六年：10厘至24厘)計息及須於12個月內償還。除一項以多幅位於香港土地作抵押而賬面值約為27,390,000港元(二零一六年：27,390,000港元)之應收貸款外，所有應收貸款為無抵押。董事不時參考借款人之過往還款記錄及現時信貸狀況，就應收貸款是否可收回進行個別評估。

應收貸款減值變動：

已減值的應收貸款與陷入財政困境的客戶有關，管理層評估其可回收的機會渺茫。於二零一七年三月三十一日，減值應收貸款20,000,000港元(二零一六年：零)並無抵押。

(c) 其他應收款項

於二零一六年三月三十一日，其他應收款項包括為數人民幣11,000,000元(約13,201,000港元)之款項，有關款項已於截至二零一七年三月三十一日止年度清償。該款項源自轉讓收回可退回訂金及支付於二零一四年二月一日至二零一六年三月十五日期間之違約金之權利。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

21. HELD-FOR-TRADING INVESTMENTS

21. 持作買賣投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Equity investment listed in Hong Kong, at fair value (Note)	於香港上市之股本投資， 按公平值(附註)	3,220	12,640

Note: The fair values of listed investments are determined on the basis of quoted market bid price at the end of the reporting period.

附註：上市投資之公平值乃按報告期末所報市場買入價釐定。

22. CASH AND BANK BALANCES

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

The Group's cash and bank balances of approximately HK\$553,000 (2016: HK\$1,180,000) are deposited with banks in the Mainland China. The remittance of these funds out of the Mainland China is subject to exchange control restrictions imposed by the Mainland China government.

22. 現金及銀行結餘

現金及銀行結餘包括本集團所持現金及原到期日為三個月或以內之短期銀行存款。

本集團之現金及銀行結餘約553,000港元(二零一六年：1,180,000港元)存放於中國內地之銀行。將該等款項匯出中國內地受限於中國內地政府實施之外匯管制限制。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

23. TRADE AND OTHER PAYABLES

23. 應付賬款及其他應付款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	應付賬款	41	46
Other payables and accruals	其他應付款項及應計費用	12,324	13,001
Amounts due to minority shareholders of subsidiary (Note)	應付附屬公司少數股東之款項 (附註)	30,000	30,000
		42,365	43,047

The average credit period on purchases of certain goods is cash on delivery to 120 days.

採購若干貨品之平均信貸期為到貨付款至120日。

The analysis of trade payables by age based on the invoice date is as follows:

按發單日期呈列之應付賬款賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 – 30 days	0至30日	–	–
31 – 60 days	31至60日	–	–
Over 60 days	60日以上	41	46
		41	46

Note: The amounts due to minority shareholders are unsecured, interest-free and have no fixed terms of repayment.

附註：應付附屬公司少數股東之款項為無抵押、免息及無固定還款期。

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24. DEFERRED TAX

Deferred tax assets

24. 遞延稅項

遞延稅項資產

		Unused tax losses
		未動用稅項虧損
		HK\$'000
		千港元
At 1 April 2015	於二零一五年四月一日	19,914
Net change	變動淨額	4,485
Eliminated on disposal of a subsidiary	出售一間附屬公司時對銷	(2,813)
Eliminated on deregistration of subsidiaries	附屬公司取消註冊時對銷	(2,014)
Utilised	已動用	(47)
<hr/>		
At 31 March 2016 and at 1 April 2016	於二零一六年三月三十一日及 於二零一六年四月一日	19,525
Net change	變動淨額	6,679
<hr/>		
At 31 March 2017	於二零一七年三月三十一日	26,204

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams.

並無因無法預測之未來溢利來源而就未動用稅項虧損確認遞延稅項資產。

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24. DEFERRED TAX (continued) Deferred tax liabilities

24. 遞延稅項(續) 遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
At 1 April 2015	於二零一五年四月一日	119
Net change	變動淨額	201
At 31 March 2016 and at 1 April 2016	於二零一六年三月三十一日及 於二零一六年四月一日	320
Net change	變動淨額	(180)
At 31 March 2017	於二零一七年三月三十一日	140

No deferred tax liability has been recognised due to the temporary differences which will result in a liability to be payable in the foreseeable future are immaterial.

並無因將導致於可見將來應付負債且不重大之暫時差額而確認遞延稅項負債。

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司就所賺取盈利宣派股息須繳納預扣稅。由於本集團可控制撥回暫時差額之時間，且暫時差額於可見將來將不會撥回，故並無就中國附屬公司所賺取盈利應佔之暫時差額於綜合財務報表作出遞延稅項撥備。

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25. SHARE CAPITAL

25. 股本

		Number of shares	Amount
		股份數目	金額
		'000	HK\$'000
		千股	千港元
Authorised (ordinary shares of HK\$0.04 each) At 1 April 2015, 31 March 2016 and 1 April 2016	法定 (每股面值0.04港元之普通股) 於二零一五年四月一日、 二零一六年三月三十一日及 二零一六年四月一日	5,000,000	200,000
Increase in authorised share capital (Note a)	增加法定股本 (附註a)	5,000,000	200,000
At 31 March 2017	於二零一七年三月三十一日	10,000,000	400,000
Issued and fully paid (ordinary shares of HK\$0.04 each) At 31 March 2015 and 1 April 2015	已發行及繳足 (每股面值0.04港元之普通股) 於二零一五年三月三十一日及 二零一五年四月一日	3,950,333	158,013
Issue of ordinary shares under share placing (Note b)	根據股份配售發行普通股 (附註b)	790,000	31,600
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	4,740,333	189,613
Issue of ordinary shares under share placing (Note c)	根據股份配售發行普通股 (附註c)	948,064	37,923
At 31 March 2017	於二零一七年三月三十一日	5,688,397	227,536

Note:

- (a) Pursuant to an ordinary resolution of the Company passed on 3 June 2016, the authorised share capital of the Company was increased from HK\$200,000,000 (divided into 5,000,000,000 ordinary shares) to HK\$400,000,000 (divided into 10,000,000,000 ordinary shares) by the creation of an additional 5,000,000,000 ordinary shares.
- (b) On 5 January 2016, 790,000,000 shares of the Company were issued to placees at a total consideration of HK\$102,700,000, of which HK\$31,600,000 was credited to share capital account and the net balance after expenses of HK\$68,361,000 was credited to share premium account.
- (c) On 6 January 2017, 948,064,000 shares of the Company were issued to placees at a total consideration of HK\$123,248,000, of which HK\$37,923,000 was credited to share capital account and the net balance after expenses of HK\$82,185,000 was credited to share premium account.

附註：

- (a) 根據於二零一六年六月三日通過之本公司普通決議案，本公司法定股本透過增設5,000,000,000股普通股，由200,000,000港元(分為5,000,000,000股普通股)增至400,000,000港元(分為10,000,000,000股普通股)。
- (b) 於二零一六年一月五日，790,000,000股本公司股份以總代價102,700,000港元發行予承配人，其中31,600,000港元已計入股本賬，而扣除開支後之結餘淨額68,361,000港元則已計入股份溢價賬。
- (c) 於二零一七年一月六日，948,064,000股本公司股份以總代價123,248,000港元發行予承配人，其中37,923,000港元已計入股本賬，而扣除開支後之結餘淨額82,185,000港元則已計入股份溢價賬。

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26. SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 4 August 2010 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme on 17 November 2010, the Company adopted a share option scheme to enable the Company to provide incentive to participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and may, in turn, assist in the attraction and retention of talents who have made contributions to the success of the Company.

The Board shall be entitled at any time on a business day within 10 years commencing on the effective date of the share option scheme to offer the grant of an option to any eligible person as the Board may in its absolute discretion select in accordance with the eligibility criteria set out in the share option scheme. An offer shall be deemed accepted when the Company receives the letter containing the offer of the grant of an option duly signed by the grantee together with a non-refundable payment of HK\$1 (or such other sum in any currency as the Board may determine).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not, in aggregate, exceed 30% of the Shares in issue from time to time. On 7 August 2015, the ordinary resolution was passed at the annual general meeting of the Company to approve the refreshment of the share option scheme mandate limit under the share option scheme. As at 31 March 2017, the Company had 395,033,280 share options available for issue under the share option scheme, which represents approximately 6.94% of the issued shares of the Company.

26. 購股權計劃

根據於二零一零年八月四日舉行之本公司股東特別大會通過之普通決議案，以及在聯交所於二零一零年十一月十七日批准根據購股權計劃將予發行之股份上市及買賣之情況下，本公司採納購股權計劃，旨在令本公司得以為參與者提供機會通過收購本公司股份而分享本公司之增長成果，從而有助於吸引及留聘對本公司之成功作出貢獻之人才。

董事會有權於購股權計劃生效日期起計10年內任何營業日之任何時間，向董事會根據購股權計劃所載合資格標準全權酌情挑選之任何合資格人士提呈授出購股權。當本公司接獲承授人正式簽署且載有授出購股權要約之函件連同不可退回之款項1港元（或董事會可能釐定之任何其他貨幣金額）時，有關要約須視為獲接納。

根據購股權計劃及任何其他計劃授出及有待行使之所有尚未行使購股權於行使時可能發行之股份數目上限，合共不得超過不時已發行之股份之30%。於二零一五年八月七日，本公司於股東週年大會通過普通決議案批准更新購股權計劃項下購股權計劃授權限額。於二零一七年三月三十一日，本公司可根據購股權計劃發行395,033,280份購股權，相當於本公司已發行股份約6.94%。

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26. SHARE OPTIONS SCHEME (continued)

26. 購股權計劃(續)

Date of grant	Exercise period	Number of share options granted	Exercise price per share	Fair value at grant date	Closing share price immediately before the date of grant
授出日期	行使期	授出購股權數目	每股行使價	於授出日期之公平值	授出日期前之收市價
			HK\$ 港元	HK\$ 港元	HK\$ 港元
3 January 2014 二零一四年一月三日	3 January 2015 to 2 January 2016 二零一五年一月三日至 二零一六年一月二日	90,000,000	0.4000	0.06998	0.290

The fair value of the share options granted of approximately HK\$4,723,000 was recognised as share option expense during the year ended 31 March 2016. No share options were granted, lapsed or exercised during the year ended 31 March 2017 (2016: lapsed 90,000,000 share options). As at 31 March 2017 and 2016, there was no outstanding share option.

The fair value of equity-settled share options granted was estimated as at the date of grant, using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the share options were granted. The significant inputs into the Model were as follows:

已授出購股權之公平值約4,723,000港元已於截至二零一六年三月三十一日止年度確認為購股權開支。截至二零一七年三月三十一日止年度概無購股權已授出、失效或行使(二零一六年：90,000,000份購股權已失效)。於二零一七年及二零一六年三月三十一日，概無任何尚未行使購股權。

授出以權益方式結算之購股權公平值於授出日期以二項式期權定價模式估計，當中已考慮授出購股權之條款及條件。該模式主要輸入數據如下：

Share Option

購股權

Share price (HK\$) as at the date of grant	於授出日期之股價(港元)	0.290
Exercise price (HK\$)	行使價(港元)	0.400
Expected volatility	預期波幅	63.606%
Risk-free interest rate	無風險利率	0.333%
Life of option	購股權年期	1 Year 年

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26. SHARE OPTIONS SCHEME (continued)

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the share options granted was incorporated into the measurement of fair value.

26. 購股權計劃(續)

預期波幅反映歷史波幅乃預測未來趨勢之假設，但該預測不一定為實際結果。所授出購股權並無其他特質計入公平值之計算中。

Date of grant	Exercise price	Number of share options outstanding at the beginning of the year	Granted during the year	Exercise during the year	Cancelled/ terminated during the year	Lapsed during the year	Number of share options outstanding at the end of the year
授出日期	行使價 HK\$ 港元	年初尚未行使之購股權數目	年內授出	年內行使	年內註銷/ 終止	年內失效	年末尚未行使之購股權數目

2016

二零一六年

Consultants	3 January 2014	0.4	90,000,000	-	-	-	(90,000,000)	-
顧問	二零一四年 一月三日							

At the end of the reporting period, the Company had no (2016: Nil) share options outstanding under the schemes.

於報告期末，本公司根據計劃並無(二零一六年：無)尚未行使之購股權。

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27. DISPOSAL OF A SUBSIDIARY

On 15 June 2015, the Group agreed to dispose of Tianxi Hotel to the purchaser for a consideration of RMB5 million. All the conditions of the disposal have been fulfilled and the completion of the disposal took place on 19 June 2015. Upon completion, the Group discontinued its hotel operations. Details of the disposal were disclosed in the Company's announcement dated 15 June 2015. An analysis of the financial effects arising from the disposal is as follows:

27. 出售一間附屬公司

於二零一五年六月十五日，本集團同意以代價人民幣5,000,000元向買方出售天禧酒店。出售事項所有條件已達成，故出售事項於二零一五年六月十九日完成。完成後，本集團終止其酒店營運。有關出售事項之詳情於本公司日期為二零一五年六月十五日之公佈披露。出售事項產生之財務影響分析如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Property, plant and equipment	物業、廠房及設備	11,291
Inventories	存貨	44
Trade and other receivables	應收賬款及其他應收款項	1,988
Cash and bank balances	現金及銀行結餘	60
Trade and other payables	應付賬款及其他應付款項	(2,988)
		10,395
Release of translation reserve upon disposal of a subsidiary	出售一間附屬公司時解除之匯兌儲備	40
Loss on disposal	出售事項之虧損	(4,095)
		6,340
Total cash consideration	總現金代價	6,340
Net cash inflow arising on disposal	出售事項產生之現金流入淨額	
Cash consideration received	已收現金代價	6,340
Cash and cash equivalents disposed	已出售現金及現金等值物	(60)
		6,280

The subsidiary disposed in the year ended 31 March 2016 was engaged in hotel business and had contributed revenue of approximately HK\$1,429,000 and loss of approximately HK\$5,669,000 to the Group up to the date of disposal.

於截至二零一六年三月三十一日止年度所出售之附屬公司從事酒店業務，截至出售日期止，為本集團貢獻收益約1,429,000港元及虧損約5,669,000港元。

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28. COMMITMENT

Operating lease commitment

At the end of the reporting period, the Group had commitment payable under non-cancellable operating leases in respect of rented premises as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	9,329	7,542
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	5,634	6,680
		14,963	14,222

At the end of the reporting period, the total future minimum lease receivable under non-cancellable operating leases in respect of leasing of anti-aging service platform as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	2,361	–
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	37	–
		2,398	–

29. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund (“MPF”) Scheme 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 trustees. The Group and its employees are each required to make monthly contributions at 5% of relevant payroll costs or HK\$1,500 (2016: HK\$1,500), whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

28. 承擔

經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃就租賃物業應付之承擔如下：

於報告期末，不可撤銷經營租賃項下有相關租賃抗衰老服務平台之未來最低租約應收總額如下：

29. 退休福利計劃

本集團為所有香港合資格僱員參加強制性公積金(「強積金」)計劃。該計劃之資產乃與本集團之資產分開持有，並存放於由受託人控制之基金內。本集團及僱員各自每月按有關薪金之5%或1,500港元(二零一六年：1,500港元)(以較低者為準)向計劃作出供款。本集團就有關強積金計劃之僅有責任是根據計劃繳納規定供款。

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29. RETIREMENT BENEFIT SCHEMES (continued)

The employees of the Group's subsidiaries in the People's Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year ended 31 March 2017, the total contributions made by the Group to the retirement benefit schemes and charged to the consolidated statement of profit or loss amounted to HK\$278,000 (2016: HK\$324,000).

As at 31 March 2017, there were no forfeited contributions available for the Group to offset contributions payable in future years (2016: Nil).

29. 退休福利計劃(續)

本集團於中華人民共和國附屬公司之僱員乃由當地政府運營之國家管理退休福利計劃之成員。此等附屬公司須按薪金之特定比例向該退休福利計劃供款以資助福利。本集團就有關退休福利計劃之僅有責任是繳納特定供款。

截至二零一七年三月三十一日止年度，本集團向退休福利計劃作出供款合共278,000港元(二零一六年：324,000港元)，並已於綜合損益表中扣除。

於二零一七年三月三十一日，本集團並無可抵銷未來年度應付供款之已沒收供款(二零一六年：無)。

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30. FINANCIAL INSTRUMENTS

The Group's major financial instruments include available-for-sale investment, held-for-trading investments, bank balances, trade and other receivables and trade and other payables. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Categories of financial instruments

30. 財務工具

本集團之主要財務工具包括可供銷售投資、持作買賣投資、銀行結餘、應收賬款及其他應收款項以及應付賬款及其他應付款項。有關該等財務工具之詳情於各附註披露。與該等財務工具有關之風險及如何降低該等風險之政策載列如下。管理層管理及監察該等風險以確保即時有效地採取適當措施。

(a) 財務工具類別

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets	財務資產		
Available-for-sale investment	可供銷售投資	2,509	2,509
Loan and receivables	貸款及應收款項		
— Trade and other receivables	— 應收賬款及其他應收款項	238,323	242,744
— Cash and bank balances	— 現金及銀行結餘	142,619	40,301
Held-for-trading investments	持作買賣投資	3,220	12,640
		386,671	298,194
Financial liabilities	財務負債		
Amortised costs	攤銷成本		
— Trade and other payables	— 應付賬款及其他應付款項	39,890	37,410

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30. FINANCIAL INSTRUMENTS (continued)

(b) Market risk

(i) Foreign currency risk

Foreign currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Group's functional currency. The foreign exchange risk of the Group occurred due to the fact that the Group's had business activities denominated in foreign currencies. The Group's business activities are primarily exposed to foreign exchange risk in respect of Renminbi ("RMB") against Hong Kong Dollar. The net assets/liabilities of certain investments of the Group in the PRC are exposed to foreign currency translation risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

30. 財務工具(續)

(b) 市場風險

(i) 外幣風險

外幣風險於未來商業交易以及已確認資產及負債以本集團功能貨幣以外貨幣計值時產生。本集團就其以外幣計值之業務承受外幣風險。本集團業務主要面對與人民幣(「人民幣」)兌港元有關之外幣風險。本集團於中國部分投資之資產／負債淨額須承受外幣換算風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

於報告期末，本集團以外幣計值之重大貨幣資產及貨幣負債賬面值如下：

		Assets		Liabilities	
		資產		負債	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Renminbi	人民幣	37,169	38,933	2,272	2,394

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

30. FINANCIAL INSTRUMENTS (continued)

(b) Market risk (continued)

(i) Foreign currency risk (continued)

Foreign currency risk sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in Renminbi. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the company against the Renminbi. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates an increase in loss for the year where the functional currencies of the Group strengthen 5% against Renminbi. For a 5% weakening of the functional currencies of the Group against the Renminbi, there would be an equal and opposite impact on the loss, and the balances below would be negative.

30. 財務工具(續)

(b) 市場風險(續)

(i) 外幣風險(續)

外幣風險敏感度分析

本集團主要面對人民幣波幅帶來之影響。下表詳列本集團對本公司功能貨幣匯率兌人民幣升值及貶值5%之敏感度。5%為向主要管理人員內部彙報外幣風險時所用敏感度比率，反映管理層對匯率可能出現之合理變動所作評估。敏感度分析包括尚未兌換之外幣計值貨幣項目，並按外幣匯率之5%變動於年結日調整有關換算。以下正數顯示倘本集團之功能貨幣兌人民幣升值5%，則本年度虧損將會增加。倘本集團功能貨幣兌人民幣貶值5%，則對虧損有同等而相反之影響，以下結餘亦會成為負數。

		Effect on loss for the year end and accumulated losses		Effect on equity	
		對年結日虧損及累計虧損之影響		對權益之影響	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Renminbi	人民幣	1,745	1,827	1,745	1,827

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30. FINANCIAL INSTRUMENTS (continued)

(b) Market risk (continued)

(ii) Interest rate risk

The Group's cash flow interest rate risk relates primarily to bank balances. The management considers the Group's exposure of bank balances to cash flow interest rate risk is not significant as they have short maturity period.

Interest rate risk sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to cash flow interest rate risk at the end of the reporting period. The analysis is prepared assuming the amount of variable-rate bank balances at the end of the reporting period was the amount outstanding for the whole year.

If interest rates had been 50 basis point higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2017 would decrease/increase by approximately HK\$555,000 (2016: decrease/increase by approximately HK\$22,000). This is mainly attributable to the Group's exposure to cash flow interest rate risk on its variable rate bank balances.

30. 財務工具(續)

(b) 市場風險(續)

(ii) 利率風險

本集團現金流量利率風險主要與銀行結餘有關。管理層認為本集團就銀行結餘承受之現金流量利率風險輕微，原因為有關結餘均於短期內到期。

利率風險敏感度分析

以下敏感度分析乃根據於報告期末面對之現金流量利率風險而編製。該分析假設於報告期末之浮息銀行結餘為全年內未償還金額而編製。

倘利率上升/下降50個基點而所有其他變數維持不變，本集團截至二零一七年三月三十一日止年度之虧損將減少/增加約555,000港元(二零一六年：減少/增加約22,000港元)，主要由於本集團須就浮息銀行結餘承受現金流量利率風險。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

30. FINANCIAL INSTRUMENTS (continued)

(b) Market risk (continued)

(iii) Price risk

The Group is exposed to equity price risk through its investments in equity securities classified as held-for-trading investments. The Group's price risk is mainly concentrated on equity securities listed in Hong Kong. The management monitors the price risk and will take appropriate actions when necessary.

Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period. As at 31 March 2017, if the quoted market price of equity securities listed in Hong Kong classified as held-for-trading investments had been increased/decreased by 5% and all other variables held constant, the Group's post-tax loss for the year would have decreased/increased by HK\$161,000 as a result of change in fair value of held-for-trading investments (2016: HK\$632,000).

(c) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of respective recognised financial assets as stated in the consolidated statement of financial position.

30. 財務工具(續)

(b) 市場風險(續)

(iii) 價格風險

本集團就其分類為持作買賣投資之股本證券投資承受股本價格風險。本集團價格風險主要集中於香港上市股本證券。管理層監察價格風險，並將於有需要時採取適當行動。

股本價格敏感度分析

以下敏感度分析乃根據於報告期末面對之股本價格風險而編製。於二零一七年三月三十一日，倘分類為持作買賣投資之香港上市股本證券所報市價增加／減少5%而所有其他變數維持不變，本集團本年度除稅後虧損將因持作買賣投資公平值變動而減少／增加161,000港元(二零一六年：632,000港元)。

(c) 信貸風險

因交易對手未能履行責任而令本集團蒙受財務損失之最高信貸風險乃來自綜合財務狀況表所載相關已確認財務資產之賬面值。

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30. FINANCIAL INSTRUMENTS (continued)

(c) Credit risk (continued)

The Group's exposure to credit risk on trade and other receivables is influenced mainly by the individual characteristics of each customer rather than industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, the Group had concentration of credit risk as 68% (2016: 62%) and over 98% (2016: over 89%) of the total trade receivables was due from the Group's largest customer and five largest customers respectively which had no history of default. The Group has policies in place for the control and monitoring of such credit risk.

In respect of loans and interest receivables, individual credit evaluations are performed on all borrowers requiring credit over a certain amount. These evaluations focus on the borrowers' past history of making payments when due and current ability to pay, and take into account information specific to the borrowers.

In order to minimise the credit risk, the directors have determination of monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the directors review the recoverability of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced. The Group does not have any significant concentration of credit risk, with exposure spread over a number of borrowers.

The credit risk on liquid funds is limited because all the Group's bank deposits are deposited with major banks in Hong Kong and the PRC with high credit rating.

30. 財務工具(續)

(c) 信貸風險(續)

就應收賬款及其他應收款項而言，本集團所面對之信貸風險主要受各客戶之個別特色(而非各客戶營運所在行業)所影響，因此信貸風險大量集中之情況主要於本集團就個別客戶涉及重大數額時產生。於報告期末，本集團承受信貸集中風險，原因為應收並無拖欠還款記錄之本集團最大客戶及五大客戶之款項分別佔應收賬款總額68%(二零一六年：62%)及超過98%(二零一六年：超過89%)。本集團已訂立信貸風險監控政策。

就應收貸款及利息而言，倘借款人要求超過若干金額之信貸，需進行個人信貸評核。該等評核集中於借款人於到期時還款之過往記錄及現時還款能力，並考慮到有關借款人之具體資料。

為盡量減低信貸風險，董事已釐定監督程序，確保採取跟進行動收回逾期債務。此外，董事於報告期末檢討個別應收款項之可收回性，以確保就無法收回金額計提足夠減值虧損。就此，董事認為本集團之信貸風險已大大減少。本集團並無任何重大集中信貸風險，其風險分散於眾多借款人。

流動資金之信貸風險有限，原因為本集團所有銀行存款均存放於香港及中國獲高信貸評級之主要銀行。

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30. FINANCIAL INSTRUMENTS (continued)

(d) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The tables below analysis the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows. The tables include both interest and principal cash flows.

30. 財務工具(續)

(d) 流動資金風險

管理流動資金風險時，本集團監察並將現金及現金等值物維持於管理層認為充足水平，以為本集團營運提供資金及減低現金流量波動之影響。管理層定期審閱其主要資金狀況，確保具備足夠財務資源應付其財務責任。

下表顯示本集團就由各報告期末至合約到期日止之剩餘期間按相關到期組別劃分之財務負債分析。在表內披露之金額為合約未貼現現金流量。下表包括利息及本金現金流量。

2017 二零一七年	On demand or less than 3 months 按要求或 少於三個月 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount at 31 March 2017 於二零一七年 三月三十一日 之賬面總值 HK\$'000 千港元
Trade and other payables 應付賬款及其他應付款項	39,890	39,890	39,890

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30. FINANCIAL INSTRUMENTS (continued)

(d) Liquidity risk (continued)

30. 財務工具(續)

(d) 流動資金風險(續)

	On demand or less than 3 months	Total undiscounted cash flow	Total carrying amount at 31 March 2016
	按要求或 少於三個月	未貼現現金 流量總額	於二零一六年 三月三十一日 之賬面總值
2016	HK\$'000	HK\$'000	HK\$'000
二零一六年	千港元	千港元	千港元
Trade and other payables	應付賬款及其他應付 款項	37,410	37,410
		37,410	37,410

(e) Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to the quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

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

(e) 財務工具之公平值

財務資產及財務負債之公平值按下列基準釐定：

- 具標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考所報市場買入價及賣出價釐定；及
- 其他財務資產及財務負債之公平值，乃按公認定價模式以觀察所得當前市場交易價格，進行貼現現金流量分析釐定。

董事認為，於財務報表確認之財務資產及財務負債之賬面值與其公平值相若。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

30. FINANCIAL INSTRUMENTS (continued)

(e) Fair value of financial instruments (continued)

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

30. 財務工具(續)

(e) 財務工具之公平值(續)

下表提供初步按公平值確認後計量之財務工具分析，按照公平值觀察所得程度分為第一至三級：

第一級公平值計量乃自相同資產或負債於活躍市場所報(未調整)價格得出；

第二級公平值計量乃來自第一級所包括報價以外，可直接(即價格)或間接(即自價格衍生)自資產或負債觀察所得輸入數據得出；及

第三級公平值計量乃源自計入並非根據可觀察市場數據之資產或負債輸入數據(無法觀察之輸入數據)之估值技術得出。

	2017			2016		
	二零一七年			二零一六年		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	第一級	第二級	第三級	第一級	第二級	第三級
Equity securities listed in Hong Kong at fair value						
Held-for-trading investments	3,220	-	-	12,640	-	-

The fair value of held-for-trading investments was based on quoted bid prices in an active market.

持作買賣投資之公平值乃以活躍市場所報買入價為依據。

There were no transfers between Levels 1 and 2 in both years.

於兩個年度，第一級及第二級之間並無轉移。

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31. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to provide an adequate return to shareholders.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes were made in the objectives, policies and process during the years ended 31 March 2017 and 2016.

The Group monitors capital on the basis of gearing ratio, which is calculated as total liabilities over total assets. The Group's strategy is to maintain the gearing ratio at a satisfactory level. The gearing ratio as at 31 March 2017 was 10% (2016: 12%).

31. 資本管理

本集團管理資本之目標為保障本集團繼續按持續基準經營之能力，以為股東帶來回報及為其他利益相關者帶來利益以及為股東帶來足夠回報。

本集團根據經濟狀況及相關資產之風險特徵管理及調整資本架構。為維持或調整資本架構，本集團可能調整支付予股東之股息金額、向股東退回資本、發行新股份或出售資產以減少債務。截至二零一七年及二零一六年三月三十一日止年度，並無對相關目標、政策及程序作出變動。

本集團按資產負債比率（按總負債除總資產計算）基準監察資本。本集團之策略為維持資產負債比率於滿意之水平。於二零一七年三月三十一日之資產負債比率為10%（二零一六年：12%）。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

32. RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere in these consolidated financial statements, the Group had transactions with the following related parties during the year:

(a) Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

(b) Compensation of key management personnel

The remuneration of Directors and other members of key management during the year was as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits	短期福利	4,086	4,133
Post-employment benefits	離職後福利	30	28
		4,116	4,161

The remuneration of Directors and other members of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

32. 有關聯人士交易

除本綜合財務報表其他部分所披露者外，本集團於本年度曾與以下有關聯人士進行交易：

(a) 本公司與其附屬公司(其為本公司之有關聯人士)間之結餘及交易已於綜合賬目時對銷，故不會於本附註披露。

(b) 主要管理人員之酬金

於本年度內，董事及其他主要管理人員之酬金如下：

董事及其他主要管理人員之酬金乃由薪酬委員會考慮個別人員之表現及市場趨勢後釐定。

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32. RELATED PARTY TRANSACTIONS

(continued)

(c) On 18 March 2016, Gold Arch Group Limited (“Gold Arch”), a direct wholly owned subsidiary of the Company, entered into a two-year term Technology Development Agreement (“TDA”) with a connected person, Hope Bio-Tech (Suzhou) Company Limited (“Hope Bio-Tech”), a company controlled by the executive director of the Company, Mr. David Lin Kao Kun and his spouse, for improving and commercialising the two Patents held by Gold Arch. The total consideration of the TDA for the first year of service is HK\$9,500,000 while the consideration of the second year is subject to negotiation between both parties. During the year ended 31 March 2017, the Group has paid or payable of HK\$6,500,000 (2016: HK\$3,000,000) to Hope Bio-Tech and the total sum of HK\$9,500,000 has been recognised as research and development cost. Details of the transaction are set out in the Company’s announcement dated 18 March 2016.

The related party transaction in respect of (a) above does not constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules.

The related party transactions in respect of (b) above constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 20 of the GEM Listing Rules.

The related party transactions in respect of (c) above constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules. The disclosures required by Chapter 20 of the GEM Listing Rules are provided in the Directors’ Report.

32. 有關聯人士交易 (續)

(c) 於二零一六年三月十八日，本公司之直接全資附屬公司高門集團有限公司（「高門」）與關連人士厚樸生物科技（蘇州）有限公司（「厚樸生物科技」，由本公司執行董事林高坤先生及其配偶控制之公司）訂立為期兩年之項目技術委託開發合同（「技術開發合同」），以將兩項由高門持有之專利進行提升及商品化。技術開發合同首年服務之總代價為9,500,000港元，而第二年之代價須待訂約雙方磋商釐定。於截至二零一七年三月三十一日止年度內，本集團已向厚樸生物科技支付或應付6,500,000港元（二零一六年：3,000,000港元），而此總額9,500,000港元經已確認為研發成本。有關交易詳情載於本公司日期為二零一六年三月十八日之公佈。

涉及上文第(a)項之有關聯人士交易不構成創業板上市規則第20章所界定之關連交易。

涉及上文第(b)項之有關聯人士交易構成創業板上市規則第20章所界定之關連交易。然而，該等交易獲豁免遵守創業板上市規則第20章之披露規定。

涉及上文第(c)項之有關聯人士交易構成創業板上市規則第20章所界定之關連交易。創業板上市規則第20章所規定之披露事項載於董事會報告。

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(a) Particulars of the principal subsidiaries of the Company as at 31 March 2017 are as follows:

33. 主要附屬公司詳情

(a) 於二零一七年三月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Registered capital 註冊股本	Proportion of nominal value of issued capital held by the Company		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Royal Kit Trading Limited 御盈貿易有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$10,000 普通股 10,000 港元	-	100%	Investment holding 投資控股
深圳市康大生科貿易有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	HK\$150,000,000 150,000,000 港元	-	100%	Trading business 貿易業務
Life Sciences and Technologies Group Limited 生命科學技術集團有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股 1 港元	100%	-	Investment holding 投資控股
LST Operating Limited	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股 1 港元	-	100%	Distribution of biomedical and life sciences products 分銷生物醫學及生命科學產品
Gold Arch Group Limited 高門集團有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$1 普通股 1 美元	100%	-	Investment holding 投資控股
159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$100 普通股 100 美元	51%	-	Investment holding 投資控股
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹細胞庫有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股 1 港元	-	51%	Storage and processing of stem cells 幹細胞儲存及加工

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綜合財務報表附註

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33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

(a) (continued)

33. 主要附屬公司詳情 (續)

(a) (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Registered capital 註冊股本	Proportion of nominal value of issued capital held by the Company		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
159 Anti-Aging Center (H.K.) Limited 香港159抗衰老中心有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	51%	Stem cell anti-aging application related services 幹細胞抗衰老應用及相關服務
Asia Honest Finance Limited 誠宇財務有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	100%	-	Money lending business 放債業務
Life Length Anti-Aging Center (H.K.) Limited (Formerly known as Life Length International Health Club Limited) 香港生命長度抗衰老中心有限公司(前稱生命長度國際健康俱樂部有限公司)	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	100%	Investment holding 投資控股
生命長度科技(深圳)有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	HK\$50,000,000 50,000,000港元	-	100%	Investment holding 投資控股
深圳盛力會生物科技有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB3,000,000 人民幣3,000,000元	-	100%	Anti-aging and beauty service 抗衰老及美容服務
深圳市生命長度健康管理有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB500,000 人民幣500,000元	-	100%	Anti-aging and beauty service 抗衰老及美容服務

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

各附屬公司概無任何於本年度完結時或本年度內任何時間存在之債務證券。

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33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

(b) The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

33. 主要附屬公司詳情(續)

(b) 下表載列擁有重大非控股權益之本集團非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Principal place of business 主要營業地點	Proportion of ownership interest held by non-controlling interests 非控股權益所持擁有權益比例		Loss allocated to non-controlling interests 分配至非控股權益虧損		Accumulated non-controlling interests 累計非控股權益	
			2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
					HK\$'000 千港元		HK\$'000 千港元	
159 Regenerative Medicine Group (H.K.) Limited 159再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	(562)	(1,454)	(14,698)	(14,136)
159 Anti-Aging Center (H.K.) Limited 香港159抗衰老中心有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(590)	(773)	(15,573)	(14,983)
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港159自體造血幹細胞庫有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(1,054)	(2,014)	(9,031)	(7,977)
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別非主要附屬公司							(6,198)	(5,149)
							(45,500)	(42,245)

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

2017

33. 主要附屬公司詳情(續)

擁有重大非控股權益之本集團各附屬公司之財務資料概列如下。以下財務資料概要為集團內對銷前之款項。

二零一七年

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Current assets	流動資產	1,169	196	10
Non-current assets	非流動資產	-	434	628
Current liabilities	流動負債	(34,591)	(83,874)	(19,070)
Non-current liabilities	非流動負債	-	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	(17,046)	(42,454)	(9,400)
Non-controlling interests	非控股權益	(16,376)	(40,790)	(9,032)
Non-controlling interests (after intra-group eliminations)	非控股權益 (集團內對銷後)	(14,698)	(15,573)	-
Revenue	收益	-	6,693	-
Expenses	開支	(3,855)	(6,896)	(2,152)
Loss for the year	本年度虧損	(3,855)	(203)	(2,152)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,966)	(104)	(1,098)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(1,889)	(99)	(1,054)
Loss for the year	本年度虧損	(3,855)	(203)	(2,152)

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 2017 (continued)

33. 主要附屬公司詳情(續)

二零一七年(續)

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-	-
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	-	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-	-
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(1,966)	(104)	(1,098)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(1,889)	(99)	(1,054)
Total comprehensive expense for the year	本年度全面開支總額	(3,855)	(203)	(2,152)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(5,327)	-	(120)
Net cash outflow from investing activities	來自投資活動之現金流出淨額	-	(19)	-
Net cash inflow from financing activities	來自融資活動之現金流入淨額	5,337	258	120
Net cash inflow	現金流入淨額	10	239	-

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

2016

33. 主要附屬公司詳情 (續)

二零一六年

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團 (香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Current assets	流動資產	2,825	8,826	590
Non-current assets	非流動資產	–	2,139	2,373
Current liabilities	流動負債	(31,675)	(87,440)	(19,244)
Non-current liabilities	非流動負債	–	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	(14,714)	(39,002)	(8,304)
Non-controlling interests	非控股權益	(14,136)	(37,473)	(7,977)
Non-controlling interests (after intra-group eliminations)	非控股權益 (集團內對銷後)	–	(14,983)	–
Revenue	收益	–	5,287	–
Expenses	開支	(2,967)	(52,763)	(4,110)
Loss for the year	本年度虧損	(2,967)	(47,476)	(4,110)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,513)	(24,213)	(2,096)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(1,454)	(23,263)	(2,014)
Loss for the year	本年度虧損	(2,967)	(47,476)	(4,110)

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

2016 (continued)

33. 主要附屬公司詳情(續)

二零一六年(續)

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-	-
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	-	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-	-
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(1,513)	(24,213)	(2,096)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(1,454)	(23,263)	(2,014)
Total comprehensive expense for the year	本年度全面開支總額	(2,967)	(47,476)	(4,110)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(5,072)	(1,080)	(2,101)
Net cash outflow from investing activities	來自投資活動之現金流出淨額	-	(5)	-
Net cash inflow (outflow) from financing activities	來自融資活動之現金流入(流出)淨額	5,409	(25)	2,101
Net cash inflow (outflow)	現金流入(流出)淨額	337	(1,110)	-

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

34. EVENTS AFTER REPORTING PERIOD

For the year ended 31 MARCH 2017

On 31 May 2017, Metropolitan Global Trading Limited (“Purchaser”), a direct wholly-owned subsidiary of the Company, entered into the agreement with, among other parties, Mr. Lam Wai Keung (“Vendor”), Honorbase International Limited (“Target Company”) and Asia Honest Finance Limited (“Lender”), a direct wholly owned subsidiary of the Company, pursuant to which the Vendor had agreed to sell and the Purchaser had agreed to purchase the entire issued share capital of the Target Company at the consideration of HK\$43,900,000. The transaction was completed on 7 June 2017. Details of the acquisition of entire issued share capital of Target Company were set out in the Company’s announcements dated 31 May 2017 and 7 June 2017.

34. 報告期後事項

截至二零一七年三月三十一日止年度於二零一七年五月三十一日，本公司之直接全資附屬公司大同環球貿易有限公司(「買方」)與(其中包括)林偉強先生(「賣方」)、愉基國際有限公司(「目標公司」)及本公司之直接全資附屬公司誠宇財務有限公司(「放貸人」)訂立該協議，據此，賣方同意出售而買方同意購買目標公司全部已發行股本，代價為43,900,000港元。交易已於二零一七年六月七日完成，有關收購目標公司全部已發行股本之詳情載於本公司日期為二零一七年五月三十一日及二零一七年六月七日之公佈。

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綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY 35. 有關本公司財務狀況表之資料

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	–	5
Interests in subsidiaries	於附屬公司之權益	249,308	270,220
Total non-current assets	非流動資產總值	249,308	270,225
Current assets	流動資產		
Trade and other receivables	應收賬款及其他應收款項	13	144
Held-for-trading investments	持作買賣投資	3,220	12,640
Tax in advance	預付稅項	642	959
Cash and bank balances	現金及銀行結餘	113,818	38,209
Total current assets	流動資產總值	117,693	51,952
Current liabilities	流動負債		
Amount due to subsidiaries	應付附屬公司款項	705	720
Trade and other payables	應付賬款及其他應付款項	1,062	811
Total current liabilities	流動負債總額	1,767	1,531
Net current assets	流動資產淨值	115,926	50,421
Net assets	資產淨值	365,234	320,646
Capital and reserves	股本及儲備		
Share capital	股本	227,536	189,613
Reserves	儲備	137,698	131,033
Total equity	權益總額	365,234	320,646

Approved and authorised for issue by the board of directors on 23 June 2017.

經董事會於二零一七年六月二十三日批准及授權刊發。

LU Zhiqiang
盧志強
Executive Director
執行董事

CHUI Kwong Kau
崔光球
Executive Director
執行董事

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For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(a) Movements of the Company's reserves

35. 有關本公司財務狀況表之資料 (續)

(a) 本公司儲備之變動

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2015	於二零一五年四月一日	524,799	1,575	(392,257)	134,117
Loss for the year	本年度虧損	-	-	(76,168)	(76,168)
Total comprehensive expense for the year	本年度全面開支總額	-	-	(76,168)	(76,168)
Issue of ordinary shares under share placing	根據股份配售發行普通股	68,361	-	-	68,361
Recognition of equity-settled share-based payment	確認以權益方式結算及以股份為基礎之付款	-	4,723	-	4,723
Share options lapsed	購股權失效	-	(6,298)	6,298	-
At 31 March 2016	於二零一六年三月三十一日	593,160	-	(462,127)	131,033
At 31 March 2016 and at 1 April 2016	於二零一六年三月三十一日及於二零一六年四月一日	593,160	-	(462,127)	131,033
Loss for the year	本年度虧損	-	-	(75,520)	(75,520)
Total comprehensive expense for the year	本年度全面開支總額	-	-	(75,520)	(75,520)
Issue of ordinary shares under share placing	根據股份配售發行普通股	82,185	-	-	82,185
At 31 March 2017	於二零一七年三月三十一日	675,345	-	(537,647)	137,698

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Special reserve

The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 2002.

(iii) Share options reserve

The share options reserve represents the fair value of the number of unexercised share options granted by the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 5(s)(i).

(iv) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 5(f).

(c) Distributability of reserves

In the opinion of the directors of the Company, the Company's reserves available for distribution to shareholders as at 31 March 2017 amount to approximately HK\$137,698,000 (2016: HK\$131,033,000).

35. 有關本公司財務狀況表之資料 (續)

(b) 儲備性質及用途

(i) 股份溢價

根據開曼群島公司法(經修訂)，本公司可以股份溢價向股東分派或支付股息，惟須遵守本公司組織章程大綱或細則之條文，且只可在本公司於緊隨分派或支付股息後，仍有能力償還於日常業務過程中到期之債務，方可作出分派或支付股息。

(ii) 特別儲備

本集團之特別儲備指本公司股份於二零零二年上市前透過集團重組所收購附屬公司股份面值與本公司就收購所發行股份面值兩者間之差額。

(iii) 購股權儲備

購股權儲備指本公司所授出尚未行使購股權數目之公平值，根據附註5(s)(i)就以權益方式結算及以股份為基礎之付款而採納之會計政策確認。

(iv) 匯兌儲備

匯兌儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備乃根據附註5(f)所載會計政策處理。

(c) 可供分派儲備

本公司董事認為，於二零一七年三月三十一日，本公司可供分派予股東之儲備約為137,698,000港元(二零一六年：131,033,000港元)。

Five-Year Financial Summary

五年財務摘要

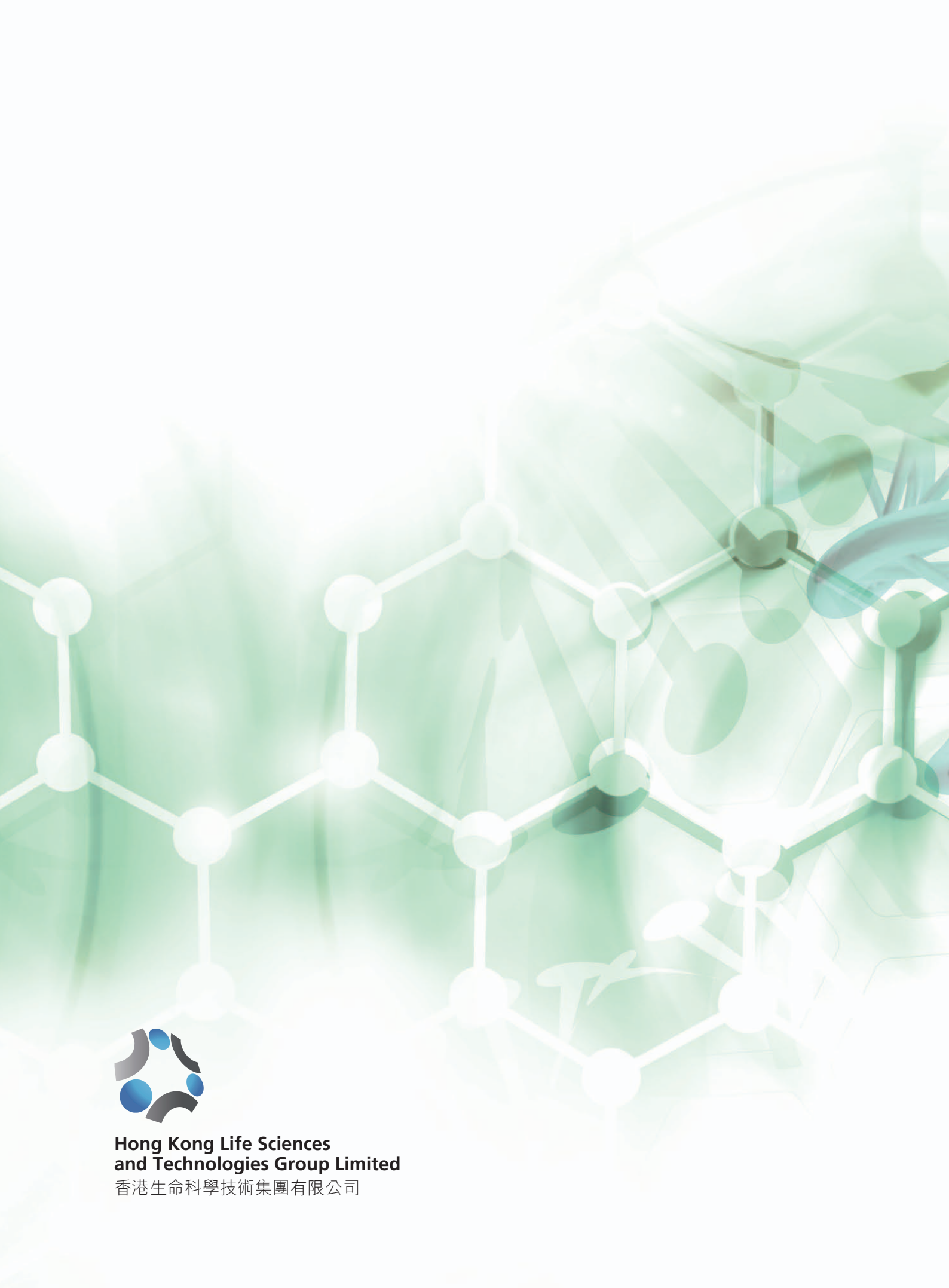
For the year ended 31 March 2017 截至二零一七年三月三十一日止年度

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements of the Group, were set out below:

本集團過去五個財政年度之綜合業績、資產及負債(摘錄自本集團經審核財務報表)概列如下:

		Year ended 31 March 截至三月三十一日止年度				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	39,153	679,891	320,079	123,372	153,572
Loss before tax	除稅前虧損	(41,801)	(132,825)	(77,175)	(41,111)	(67,963)
Income tax	所得稅	(11)	(12)	(1,709)	(656)	-
Loss for the year from continuing operations	來自持續經營業務之本年度虧損	(41,812)	(132,837)	(78,884)	(41,767)	(67,963)
Loss for the year from discontinued operations	來自已終止業務之本年度虧損	(1,314)	(52,121)	(9,677)	(5,669)	-
Loss for the year	本年度虧損	(43,126)	(184,958)	(88,561)	(47,436)	(67,963)
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(35,614)	(152,201)	(81,134)	(42,167)	(64,708)
Non-controlling interests	非控股權益	(7,512)	(32,757)	(7,427)	(5,269)	(3,255)

		As at 31 March 於三月三十一日				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	691,219	441,760	316,665	361,642	410,655
Total liabilities	負債總額	(227,221)	(94,904)	(52,348)	(43,047)	(42,365)
Net assets	資產淨值	463,998	346,856	264,317	318,595	368,290
Non-controlling interests	非控股權益	35,279	(29,549)	(36,976)	(42,245)	(45,500)



**Hong Kong Life Sciences
and Technologies Group Limited**
香港生命科學技術集團有限公司