



Eagle Nice (International) Holdings Limited 鷹美(國際)控股有限公司*

(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 : 02368)

Annual Report 年報
2015



* For identification purposes only
僅供識別

公司願景

成為運動成衣製造行業的領導者，
為世界頂級客戶創造世界頂級產品



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公司資料

執行董事

鍾育升
陳小影
郭泰佑
陳芳美

獨立非執行董事

陳卓豪
盧啟昌
鄭榮輝

公司秘書

胡敏芝

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及

香港主要營業地點

香港
新界
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打磚坪街70號
麗晶中心
B座九樓
0902-0903室及0905-0906室

法律顧問

張葉司徒陳律師事務所
香港
中環
畢打街1-3號
中建大廈11樓

核數師

安永會計師事務所
執業會計師
香港
中環添美道1號
中信大廈22樓

審核委員會成員

陳卓豪(主席)
盧啟昌
鄭榮輝

薪酬委員會成員

陳卓豪(主席)
鍾育升
盧啟昌

提名委員會成員

鍾育升(主席)
陳卓豪
盧啟昌

主要往來銀行

香港上海滙豐銀行有限公司
香港
九龍
彌敦道673號

台北富邦商業銀行股份有限公司
香港中環
皇后大道中二十八號
中滙大廈十八樓

中國銀行廣東省分行
中華人民共和國
廣東省
汕頭市
龍湖區
大北山路
綜合樓

主要股份登記及過戶處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square, Grand Cayman KY1-1102
Cayman Islands

股份登記及過戶處香港分處

卓佳登捷時有限公司
香港皇后大道東183號
合和中心22樓

網址

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

股份代號

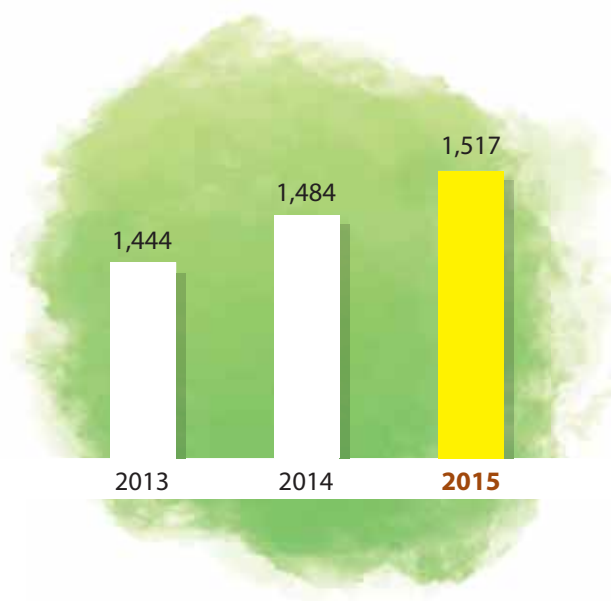
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財務摘要

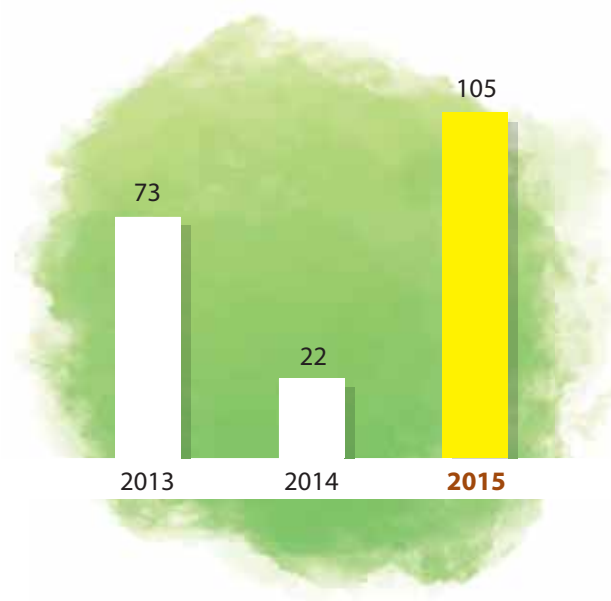
業績	二零一五年 百萬港元	二零一四年 百萬港元
營業收入	1,517	1,484
除折舊、攤銷、利息及稅項前溢利	197	106
本公司擁有人應佔年度溢利	105	22
每股基本盈利	21.1港仙	4.4港仙
每股股息		
—中期	6港仙	4港仙
—末期	6.5港仙	-

財務狀況	二零一五年 百萬港元	二零一四年 百萬港元
資產總值	1,569	1,556
債務淨值(銀行借貸扣除現金及現金等值項目)	-	63
股東資本	1,088	1,012
每股資產淨值	2.18港元	2.03港元

營業收入
百萬港元



擁有人應佔溢利
百萬港元







不分你我，同心協力，
面對挑戰，共創佳績。

主席報告

本人謹代表鷹美(國際)控股有限公司(「本公司」)董事會(「董事會」)，呈報本公司及其附屬公司(統稱「本集團」)截至二零一五年三月三十一日止年度之年度業績。

行業回顧

隨著健康意識日漸提升，體育運動已成為人們生活的重要組成部分，而功能性運動服更是越來越受到人們的喜愛，逐漸成為了主流。國務院去年發佈的《關於加快發展體育產業促進體育消費的若干意見》，首次將體育運動提升至一個新的層次，積極擴大及發展體育產品和體育設施。

而國外運動服市場，隨著全球經濟的進一步好轉，促使消費需求復蘇，有利於運動服製造商。但是受國內生產成本不斷攀升影響，運動服企業的盈利不斷被蠶食。在競爭激烈的環境下，作為行業領導者，企業必須透過技術創新，緊貼市場轉變，提高產品附加值，才能在瞬息萬變的運動服市場屹立不倒。

業績摘要

於回顧年度，集團成績令人鼓舞，有賴得到集團上下員工全力合作、客戶的鼎力支持及管理層適時推出有效措施提升利潤及減省成本。近年生產成本因最低工資不斷調升及人民幣持續升值而大幅增加，為應對嚴峻經營環境，集團積極採取一連串開源節流措施，提升利潤，包括(i)產品重組，主力生產較高利潤之訂單；(ii)改進生產流程，提升效率；及(iii)有效的成本控制，包括重組及精簡集團組織架構、停止租用一幢位於中國汕頭的工廠、處置使用率不高資產、及提升庫務功能以節省財務支出等。集團於本年度營業額為1,517,100,000港元，與去年相比輕微上升33,300,000港元(2.2%)。然而，集團成功提升年內毛利36.6%至266,000,000港元，毛利率由13.1%上升4.4%至17.5%。集團稅前利潤上升250.0%至130,300,000港元(2014年：37,200,000港元)。集團稅前利潤率由2.5%上升6.1%至8.6%。此外，集團盈利大幅上升的另一原因為自2012年開始營運位於中國江西省及印尼的廠房，年內業務與營運已上軌道，開始錄得利潤。



主席報告(續)

業務與市場回顧

善用各地區廠房地理優勢，取長補短

雖然中國勞工成本於過去十年不斷上升，對中國製衣企業造成沉重經營成本壓力，然而中國無論在消費市場及生產配套方面所擁有的優勢，絕不能忽視。市場方面，中國巨大的人口基數、人均可支配收入不斷提高、以及居民健身意識的增強，保證了運動業務擁有廣闊且日益擴大的消費群體。生產配套方面，國家對體育運動產業政策的支持、完整的產業鏈以及豐富的原材料資源等有利因素確保了中國運動服行業保持快速、穩定的發展。

為增強集團競爭力，集團將旗下分佈於中國廣東省、江西省、及印尼的四間廠房分別負起不同的功能，以提升生產效率及降低成本。位於中國廣東省汕頭及惠來的兩間工廠，受惠於技術勞工及完善生產配套供應，主力從事生產功能性高端產品，及研發新產品。位於中國江西省及印尼的兩間廠房，受惠於勞動力供應相對低廉及充裕，主力從事生產量大且款式較為簡單及技術要求較低產品。各地區廠房各盡其職，取長補短，為集團持續發展奠下穩固基石。

緊貼潮流，不斷提升生產技術，研發創新

潮流快速轉變，以致消費市場瞬息萬變，運動服已由耐用消費品轉變為快速消費品。隨著產品生命週期普遍縮短，客戶近年的市場策略為「細分市場、集體設計、小批量、款式多元化」，以能迅速回應市場需求。為配合客戶需要，集團不斷投放資源於研發部門，致力為客戶提供創新設計，及改良生產流程。研發部門不斷引入先進生產設備，如3D雷射切割機、自動模件縫合機、自動模板切割機，以推動生產自動化及縮短生產時間。從去年開始，與生產技術供應商合作，向集團建議最新生產技術、提供創新生產物料及員工培訓，使集團能不斷提升無縫生產技術，研究設計創新產品。研發部門亦於去年開始於生產線引入範本生產技術，利用模具協助非熟練車縫員工縫製衣服，確保產品質素穩定。於今年，研發部門針對印花之生產技術，引入移印技術，逐步取代過往使用熱轉印章及車花機製造印花之技術，移印技術於價錢及速度方面優勝於後者生產技術。

主席報告(續)

產品重組，嚴控成本

中國運動服製造商一方面面對運動服市場競爭激烈，尤其運動服行業低端產品處於過剩狀態，價格戰難以避免。另一方面，生產成本尤其勞動力成本持續上漲，大大蠶食運動服製造商的利潤，導致整體行業的盈利下滑。盈利才是企業能否生存的關鍵，因此集團並不追求銷售額增長，而是注重盈利增長。集團近年積極將產品重組，重點開發生產功能性高端產品，去年積極開發的羽絨及仿羽絨系列訂單，於年內，功能性高端產品訂單有明顯增長，提升集團盈利。此外，業務方面，將資源集中，主力開發重大客戶訂單，務求研發費用能用得其所，為集團貢獻最大的價值。

維持中歐美為主要市場

從外需看，調查機構Euromonitor估計，2013年全球運動服市場規模達1,620億美元，展望2018年，全球運動服市場規模將達2,191億美元，而美國是全球最大的運動服市場。從內需看，巨大的國內市場需求推動運動服消費，促進行業發展。根據國家統計局統計數據顯示，分類為中高收入的人群正不斷擴大。國內二線城市及三線城市對運動服的消費潛力正逐漸被挖掘出來。因此，集團維持中歐美為主要市場，積極推行市場多元化，以平衡不同市場風險。

年內，美國仍是集團最大銷售地區，佔總銷售32.9%；其次是中國，佔總銷售20.4%；歐洲為集團第三大市場，銷售額比去年上升約3成，佔總銷售19.1%。

前景展望

面對未來挑戰，中國及印尼最低工資於2015年再度調升，加上住房公積金(即企業對其在職職工繳存的長期住房儲金)已於年內正式推行，加重集團成本壓力。為保持盈利，未來集團將專注於研發創新，及持續善用集團旗下分佈於中國廣東省、中國江西省、及印尼四間廠房的優勢，為集團創造最大價值，貢獻最多的盈利。

集團將持續投放資源於研發，以位於中國廣東省汕頭市之研發中心為集團研發基地。設計團隊定期與客戶見面，推介新設計及產品，創造附加值。為舒緩國內勞動力不足及成本不斷攀升的問題，研發中心重任之一為優化生產流程、推動生產自動化、及引入先進生產技術。

服裝製造業作為傳統的勞動密集型工業，隨著中國的勞工市場短缺而越來越嚴峻，造成中國企業發展的障礙。相對印尼的勞工市場供應較為充裕及穩定，人工也較為便宜，集團對印尼廠的前景樂觀，已計劃擴大印尼廠的規模及生產線。加上印尼廠經過幾年營運，運作已上軌道，工人的技術已日趨熟練，可完成車工技術要求較高的款式。未來集團將繼續提升印尼廠的產能，我們深信集團憑藉平衡生產基地組合，可為客戶提供更佳服務及選擇。



主席報告(續)

企業社會責任

於2014年4月，中國政府通過已修訂的《環境保護法》，於2015年正式實施，新法例就企業排污及對環保的責任，有了嚴格規定。事實上，集團早已實行綠色生產政策。集團自2011年起已應邀加入客戶耐克舉辦的物料永續指標(MSI)計畫，當中包括禁止使用禁用化學品，推行無毒生產，安裝污水處理設施，執行節約能源計畫。

集團以實際行動，履行企業的社會責任，向社會表達關懷及愛心。年內，集團響應慈愛圖書徵集活動，贈送中英文圖書給國內缺乏父母照顧的農村孩子。此外，集團定期捐款給慈善機構，鼓勵員工參予慈善活動，力求回饋社會。

致謝

本人謹代表本集團，衷心感謝董事會成員及管理層於年內所提供的寶貴奉獻。本人亦藉此感謝各股東、供應商、業務夥伴及客戶對集團的支持，亦對全體員工在過去一年的努力致以誠摯的感謝。

主席
鍾育升

香港，二零一五年六月二十六日



財務及業務回顧

財務表現回顧

隨著全球經濟逐步好轉，運動服市場消費需求復蘇。然而，在競爭激烈的運動服市場，低端產品供應過剩且利潤微薄，只有功能性高端產品才能為產品增加附加值，為運動服製造商提供穩定的利潤。為保持集團盈利增長，集團近年已調整營銷策略，主力開發高價值的產品及爭取利潤較高的訂單，集中投放資源於開發重大客戶訂單。

另一方面，近年生產成本因最低工資不斷調升及人民幣持續升值而大幅增加。加上客戶近年市場策略因運動服已轉變為時尚消費品，訂單要求小批量且款式多元化，亦縮短生產週期，大大增加運動服製造商的開發產品成本及生產成本，造成集團過去數年盈利持續下跌。集團積極採取一連串措施，改善生產效率，節省成本，提升盈利。於生產管理方面，按生產效益、銷售地點和生產技術優勢分配訂單到中國和印尼四個廠區，務求令各廠區發揮最大效能，為集團貢獻最多的利潤。引入先進生產設備及生產技術，推動生產自動化及改善生產流程，提升效率。於控制成本方面，措施包括重組及精簡集團組織架構、停止租用一幢位於中國汕頭的工廠、處置使用率不高資產、及向供應商爭取更優惠條件等。此外，自2012年開始營運位於中國江西省及印尼的廠房，年內業務與營運已上軌道，開始錄得盈利，促使集團盈利增長。

一連串開源節流措施下，集團於年內的財務表現十分亮麗，盈利大大提升。集團營業收入溫和增長2.2%至1,517,100,000港元(二零一四年：1,483,800,000港元)。集團成功提升年內毛利36.6%至266,000,000港元(二零一四年：194,700,000港元)，毛利率由13.1%上升4.4%至17.5%。集團稅前利潤上升250.0%至130,300,000港元(二零一四年：37,200,000港元)。集團稅前利潤率由2.5%大幅上升6.1%至8.6%。

年內，集團銷售及分銷費用減少3,800,000港元(或17.8%)，主要由於優化生產管理，有效分配訂單給集團旗下位於不同地區的四個廠房生產，以致運輸成本減少。行政費用減少14,600,000港元(或10.8%)，主要由於重組及精簡集團組織架構減少人力資源支出，及管理層積極推出連串節流措施以節省行政支出。年內，融資成本下跌1,500,000港元(或30.1%)，主要由於集團近年積極減少銀行借貸，以致年內整體銀行貸款結欠比去年同期下跌。稅項方面，雖然稅前盈利增加93,100,000港元(或250.0%)，但集團的整體稅項支出只增加9,800,000港元(或63.6%)。稅項未有按盈利上升比例而增加，由於位於中國江西省及印尼廠房之業績於年內轉虧為盈，所有盈利與過往年度產生的虧損抵銷，因此有關盈利不需作任何稅務撥備。年內實際稅率為19.3%(二零一四年：41.3%)，與去年相比大幅下跌。

8,900,000港元其他收入中包括1,800,000港元來自可供出售投資的投資收入，及2,800,000港元來自宜豐縣人民政府給予外商到當地投資發展之扶助獎勵。此外，集團於年內購入外幣遠期合約，於年結日，因衍生金融工具公平值變動而產生2,600,000港元淨虧損，當中包含6,500,000港元已實現收益，及9,100,000港元未實現虧損。

截至二零一五年三月三十一日止年度，本公司擁有人應佔溢利為105,200,000港元，較去年的21,900,000港元大幅上升380.9%。與去年比較，淨利率由1.5%大幅上升5.4%至6.9%。本年度每股基本盈利為21.1港仙，去年為4.4港仙。董事會擬宣派末期股息每股6.5港仙，去年董事會不建議派發末期股息。中期股息每股6港仙已於年內派付，全年的派息比率為59%(二零一四年：91%)。

財務及業務回顧(續)

流動資金及財務資源

於回顧年度，本集團繼續維持穩健流動資金狀況。本集團一般以內部產生之資源及銀行提供的備用信貸額支付其營運所需。於二零一五年三月三十一日，本集團有現金及現金等值項目255,400,000港元，主要為港幣、人民幣(「人民幣」)、美元及印尼盾(二零一四年三月三十一日：276,600,000港元)。

於二零一五年三月三十一日，本集團的銀行貸款額度合共727,900,000港元(二零一四年三月三十一日：718,000,000港元)，其中339,500,000港元(二零一四年三月三十一日：368,000,000港元)以本公司及本公司一間附屬公司作公司擔保，及本集團不質押其中一幢集團樓宇之承諾作保證。本集團於二零一五年三月三十一日，已動用銀行貸款額共237,600,000港元(二零一四年三月三十一日：339,600,000港元)。於二零一五年三月三十一日，按照相關銀行貸款協議所載的償還時間表，本集團的所有銀行借貸須於一年內償還。

管理層相信，現有財務資源足以應付現時營運、現時及日後擴展計劃所需，且本集團能夠於需要時以利好條款取得額外融資。季節因素對本集團的借貸需要並無重大影響。

本集團的資本負債比率經界定為債務淨額(相等於銀行借貸扣除現金及現金等價物)除以股東權益。本集團於二零一五年三月三十一日之負債比率並不適用(二零一四年三月三十一日：6.2%)。

外匯風險管理

本集團須面對來自經營單位主要以美元及人民幣進行買賣之交易貨幣風險。本集團之外匯風險來自美元及人民幣帶來之風險。儘管本集團嘗試維持以相同貨幣進行的銷售及採購之間的平衡，但由於買賣產生之外匯風險僅可部分互相抵銷，故此於年內採用金融工具以管理本集團的潛在外匯風險。

本集團將繼續監察其外匯風險，並採用合適之工具管理和盡可能減低其外匯風險。

重大收購及出售事項

截至二零一五年三月三十一日止年度，並無重大收購或出售附屬公司及聯營公司(二零一四年：無)。

或然負債及資本承擔

於二零一五年三月三十一日，本集團概無任何重大或然負債(二零一四年三月三十一日：無)。本集團截至本報告期止之資本承擔如下：

	於二零一五年 三月三十一日 千港元	於二零一四年 三月三十一日 千港元
已訂約但未撥備：		
建設投資於中國江西省(「江西項目」)之廠房及購買機器及設備	155	122
裝修投資於印尼(「印尼項目」)之廠房	1,488	2,120
購買資產、機器及設備項目	2,916	101
裝修廠房	116	58
	4,675	2,401
已授權但未訂約：		
投資於江西項目	1,550	38,610
投資於印尼項目	4,462	7,811
	6,012	46,421

於二零一五年三月三十一日，本集團之銀行備用信貸以本公司及其一間附屬公司簽立的公司擔保作支持，惟上限為339,500,000港元(二零一四年：368,000,000港元)，其中已用合共171,700,000港元(二零一四年：122,400,000港元)以及本集團承諾不質押本集團其中一幢賬面值71,000,000港元(二零一四年：73,600,000港元)之樓宇。

財務及業務回顧(續)

僱員及薪酬政策

於二零一五年三月三十一日，本集團連同董事在內共聘有約8,000名僱員(二零一四年三月三十一日：約9,400名)。於回顧年度，僱員福利支出總額(包括董事薪金)為389,500,000港元(截至二零一四年三月三十一日止年度：440,300,000港元)。

僱員(包括董事)薪金乃按僱員工作表現、專業經驗及現行行業慣例釐定。本集團亦為香港僱員作出法定強制性公積金計劃及定額供款退休福利計劃供款，及為其中國及印尼僱員作出退休金計劃供款。

董事及高級管理層履歷

執行董事

鍾育升，54歲，自二零零二年十月起出任董事會主席及本公司執行董事，彼於二零一三年六月獲委任為本公司行政總裁。彼為本集團創辦人及本集團其他成員公司之董事。鍾先生領導董事會及負責企業發展。鍾先生為中國汕頭市榮譽市民，並擔任多項公職，包括汕頭海外聯誼會榮譽會長、汕頭海外交流協會榮譽會長及汕頭市龍湖區社會治安福利會榮譽會長。鍾先生在成衣業生產及管理方面積逾二十年經驗。

陳小影，51歲，自二零零七年十月加入本集團出任本公司執行董事。彼自二零零七年十月至二零一三年六月出任本公司行政總裁一職。彼於二零一三年八月獲委任為董事會副主席。彼亦為本集團其他成員公司之董事。陳先生於一九八一年加入一所在台灣從事製造及買賣運動服的公司，擔任廠長一職直至於一九九七年創立源瀚有限公司，一所從事運動服裝生產及買賣之公司。陳先生在製衣業生產及管理方面積逾二十年經驗。彼負責集團策略規劃、管理、業務開發及生產管理。彼為本集團高級管理層成員之一陳麗影女士的胞弟。

郭泰佑，65歲，自二零零四年四月加入本集團出任本公司執行董事。郭先生擁有逾三十年在台灣從事鞋業管理經驗，彼持有台灣中興大學學士學位。郭先生擔任於香港聯合交易所有限公司(「聯交所」)主板上市公司裕元工業(集團)有限公司(股份代號：00551)(「裕元」)旗下若干公司的董事。直至二零一三年，郭先生為台灣證券交易所上市公司寶成工業股份有限公司(「寶成」)的董事。彼現任裕元執行董事及成衣事業部總經理，負責成衣製造業之開發及整合業務。

陳芳美，52歲，自二零零九年五月加入本集團出任本公司執行董事。彼負責監管本集團的財務事宜。彼曾在二零零四年至二零一三年期間擔任寶成的發言人及副總經理。彼於一九八六年畢業於台灣東吳大學，持有國際貿易學士學位。陳女士於二零零一年至二零零四年期間出任台灣花旗證券股份有限公司副總裁及承銷部主管。彼於台灣投資及證券業擁有逾二十年經驗。陳女士於二零零九年七月至二零一五年六月擔任聯交所主板上市公司新豐集團有限公司(股份代號：01223)的執行董事。

獨立非執行董事

陳卓豪，48歲，於二零零三年取得曼徹斯特大學工商管理碩士學位。彼為香港會計師公會資深會員。陳先生在會計及財務方面積逾二十年經驗。彼自二零零二年十一月起出任本公司獨立非執行董事。

盧啟昌，63歲，目前為台灣證券交易所上市公司光群雷射科技股份有限公司的獨立董事。彼於一九七四年於國立台灣大學取得機械工程學士學位，並分別於一九八三年及一九八八年於台灣通過會計師及證券投資分析師的專業資格考試。於一九七六年至一九八四年間，盧先生出任台灣塑膠工業股份有限公司的機械工程師，該公司於台灣成立，主要從事生塑膠原材料及產品。彼於一九八四年加入勤業眾信聯合會計師事務所出任核數師，並於一九八六年成為合夥人。盧先生於二零一一年離開勤業眾信聯合會計師事務所。彼於二零一三年二月獲委任為本公司獨立非執行董事。

董事及高級管理層履歷(續)

鄭榮輝，73歲，為World Friendship Company Limited主席兼行政總裁。鄭先生經營其公司逾三十年，累積豐富國際商貿經驗。彼自二零零四年九月起出任本公司獨立非執行董事。

高級管理層

蔡乃仲，59歲，自二零一三年七月加入本集團出任本公司副行政總裁。蔡先生在鞋履及服裝製造業擁有超過30年製造及管理經驗。蔡先生曾任裕元集團旗下若干公司的總裁及副總裁。彼亦曾管理裕元設於美國、墨西哥、中國及越南的工廠，在全球製造業的經驗相當豐富。

曾秀芬，48歲，自一九九六年三月加入本集團及於二零零二年十月獲委任為本公司執行董事。彼於二零零九年五月辭任本公司執行董事，現為本集團總經理，負責本集團之銷售、市場推廣事務及行政管理工作。彼在成衣產品銷售方面積逾二十年經驗。在加入本集團前，曾女士任職香港一家成衣製造公司，負責採購工作。

陳麗影，60歲，自二零零七年十月加入本集團擔任本公司執行董事一職，並於二零零九年五月辭任本公司執行董事。陳女士現為本集團總經理，負責本集團之銷售、市場推廣事務及生產管理。彼亦為本集團其他成員公司之董事。彼於台灣銘傳大學畢業，畢業後加入一所台灣會計師事務所擔任審計員，從事審計工作約五年。於一九八一年至一九九六年期間，彼任職於一所台灣製造及買賣運動服的公司，從事銷售及業務推廣工作，及後於二零零一年，加入陳小影先生創立的源瀚有限公司。陳女士在製衣業生產及管理方面積逾二十五年經驗。彼為本公司執行董事陳小影先生的胞姐。

胡敏芝，43歲，自二零零五年五月起加入本集團擔任財務總監及於二零零五年九月獲委任為本公司公司秘書，負責本集團會計、財務及監察遵守規例有關之職能。彼曾於香港國際會計師行德勤·關黃陳方會計師行任職五年。在加入本集團前，彼曾於一間在聯交所主板上市之製造業公司擔任助理財務總監一職。彼在會計及財務管理方面擁有超過十五年經驗。胡女士持有香港科技大學會計學學士學位。彼為香港會計師公會之執業會員。

鍾智傑，26歲，自二零一五年四月加入本集團出任主席特別助理。彼負責協助主席處理集團事務。直至二零一五年三月，彼曾擔任一間葡萄酒經銷公司的行政總裁。彼於二零一一年畢業於諾丁漢特倫特大學，持有會計及財務學士學位。彼分別於二零一二年及二零一三年於倫敦大學皇家哈洛威學院及霍特國際商學院分別取得市場學碩士學位及國際貿易碩士學位。彼為董事會主席及本公司執行董事鍾育升先生的兒子。

董事會報告

本公司董事(「董事」)謹此提呈董事會報告、本公司及本集團截至二零一五年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。有關本公司各附屬公司之主要業務詳情載於財務報表附註18。本集團主要業務性質於年內並無任何重大變動。

業績及股息

本集團截至二零一五年三月三十一日止年度之溢利以及本集團於該日之財務狀況載於財務報表第60至136頁。

本公司於二零一四年十二月十八日派付中期股息每股普通股6港仙。董事建議向在二零一五年八月二十七日為本公司註冊股東之人士派發末期股息每股普通股6.5港仙。詳情載於財務報表附註12。

財務資料概要

以下載列本集團過往五個財政年度之業績及資產及負債概要，摘錄自己刊發經審核財務報表。

業績

	截至三月三十一日止年度				
	二零一五年 千港元	二零一四年 千港元	二零一三年 千港元	二零一二年 千港元	二零一一年 千港元
營業收入	1,517,109	1,483,774	1,443,994	1,445,968	1,164,762
除稅前溢利	130,311	37,232	94,606	153,335	159,452
所得稅開支	(25,128)	(15,362)	(21,568)	(32,148)	(27,633)
年內溢利	105,183	21,870	73,038	121,187	131,819

資產與負債

	於三月三十一日				
	二零一五年 千港元	二零一四年 千港元	二零一三年 千港元	二零一二年 千港元	二零一一年 千港元
非流動資產	812,854	856,587	894,245	884,159	658,342
流動資產	756,567	698,965	745,403	793,033	472,802
流動負債	(462,019)	(526,636)	(607,638)	(632,731)	(185,764)
流動資產淨值	294,548	172,329	137,765	160,302	287,038
非流動負債	(19,871)	(16,999)	(16,528)	(21,592)	(21,907)
	1,087,531	1,011,917	1,015,482	1,022,869	923,473

上文概要並非經審核財務報表的一部分。

董事會報告(續)

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報表附註14。

股本

本公司法定或已發行股本於年內概無出現變動。

優先購買權

本公司之組織章程細則或開曼群島法例並無載有優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情，分別載於財務報表附註31及綜合權益變動表。

可供分派儲備

於二零一五年三月三十一日，本公司按開曼群島公司法條文計算之可供分派儲備為739,319,000港元。739,319,000港元之款項包括本公司於二零一五年三月三十一日的股份溢價賬及資本儲備合共515,674,000港元，可供分派，條件為本公司於緊隨建議分派股息當日後能夠償還在日常業務中到期償還之債務。

主要客戶及供應商

回顧年內，向本集團五大客戶作出之銷售額約佔本集團本年度總銷售額98.9%，當中向最大客戶作出之銷售額則約佔57.6%。

本集團於本年度向五大供應商作出之採購額約佔本集團總採購額45.6%，當中向最大供應商作出之採購額則約佔12.2%。

各董事、彼等任何聯繫人或據董事所深知擁有本公司已發行股本5%以上之任何股東，概無在本集團五大客戶或供應商擁有任何實益權益。

董事

年內，在任董事為：

執行董事：

鍾育升先生 (主席及行政總裁)
陳小影先生 (副主席)
郭泰佑先生
陳芳美女士

獨立非執行董事：

陳卓豪先生
盧啟昌先生
鄭榮輝先生

董事會報告(續)

董事(續)

根據本公司之組織章程細則第87(1)條，郭泰佑先生、陳芳美女士及盧啟昌先生將輪席告退，彼等合資格且願意於應屆股東週年大會膺選連任。

本公司已接獲陳卓豪先生、盧啟昌先生及鄭榮輝先生之年度獨立身分確認書，於本報告日期，仍視彼等為獨立人士。

董事及高級管理層履歷

董事及本集團高級管理層之履歷詳情載於年報第43至44頁。

董事之服務合約

概無擬在本公司應屆股東週年大會膺選連任之董事與本公司或其任何附屬公司訂立聘用公司不可於一年內毋須賠償(法定賠償除外)而終止之服務合約。

全體獨立非執行董事皆有固定任期，並須根據本公司之組織章程細則於股東週年大會上輪席告退並予以重選。

董事酬金

董事會釐定董事酬金之權限須取得股東於本公司股東週年大會上批准，酬金參考董事之職務、職責、表現以及本集團業績後釐定。

董事於合約之權益

於本年度內，概無董事於本公司或其任何附屬公司所訂立且對本集團業務而言屬重大之任何合約中，直接或間接擁有重大權益。

董事會報告(續)

董事及行政總裁於股份、相關股份及債券之權益及空倉

於二零一五年三月三十一日，董事及行政總裁於本公司之股本、相關股份及債券(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)中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司的權益及空倉(包括任何該等董事或行政總裁根據證券及期貨條例該等條文被當作或被視為擁有的權益及空倉)；或記錄於根據證券及期貨條例第352條須存置的登記冊的權益及空倉；或根據上市發行人董事進行證券交易的標準守則(「標準守則」)已知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及空倉如下：

本公司

董事姓名	身分	所持股份數目		佔本公司 已發行股本 百分比
		長倉	空倉	
鍾育升先生	受控法團權益	72,650,000 (附註)	-	14.54
	實益擁有人	3,652,000	-	0.73
陳小影先生	實益擁有人	26,100,800	-	5.22
郭泰佑先生	實益擁有人	1,450,000	-	0.29

附註：此等股份由Time Easy Investment Holdings Limited(「Time Easy」)持有，而Time Easy全部已發行股本由鍾育升先生持有。

除上文所披露者外，於二零一五年三月三十一日，董事及行政總裁概無登記持有本公司之股份、相關股份或債券的權益或空倉，而須根據證券及期貨條例第352條記錄，或根據標準守則須通知本公司及聯交所。

董事購買股份或債券之權利

於年內任何時間，任何董事或彼等各自之配偶或未成年子女，概無獲授或行使可藉購入本公司股份或債券而獲益之權利；本公司或其任何附屬公司亦無訂立任何安排，致使董事可於任何其他法人團體獲得該等權利。

董事會報告(續)

主要股東於股份及相關股份之權益及空倉

於二零一五年三月三十一日，除本公司董事及行政總裁外，下列人士於本公司之股份及相關股份中，擁有已根據證券及期貨條例第XV部第2及3分部規定向本公司披露以及於本公司遵照證券及期貨條例第336條規定存置之登記冊記錄之權益及空倉如下：

名稱	身分	所持普通股數目		佔本公司 已發行股本 百分比
		長倉	空倉	
Time Easy	實益擁有人	72,650,000 (附註1)	–	14.54
寶成工業股份有限公司 (「寶成」)	受控法團權益	192,000,000 (附註2)	–	38.42
Wealthplus Holdings Limited (「Wealthplus」)	受控法團權益	192,000,000 (附註2)	–	38.42
裕元工業(集團)有限公司 (「裕元」)	受控法團權益	192,000,000 (附註2)	–	38.42
Pou Hing Industrial Co. Ltd. (「Pou Hing」)	受控法團權益	192,000,000 (附註2)	–	38.42
Great Pacific Investments Limited (「Great Pacific」)	實益擁有人	192,000,000 (附註2)	–	38.42
Delta Lloyd Asset Management NV	實益擁有人	39,986,000	–	8.00

附註：

- Time Easy全部已發行股本由鍾育升先生持有。
- 該192,000,000股由Great Pacific持有，Pou Hing持有Great Pacific全部權益。裕元持有Pou Hing全部已發行股本，Wealthplus及Win Fortune Investment Ltd. (「Win Fortune」)各自持有裕元46.89%及3.09%權益，寶成則持有Wealthplus及Win Fortune全部權益。因此，Pou Hing、裕元、Wealthplus、Win Fortune及寶成均被視為擁有由Great Pacific所持有192,000,000股的權益。

除上文披露者外，於二零一五年三月三十一日，除上文「董事及行政總裁於股份、相關股份及債券之權益及空倉」一節所載本公司董事及行政總裁之權益外，概無任何人士於本公司之股份或相關股份中，登記擁有任何須根據證券及期貨條例第336條記錄之權益或空倉。

董事會報告(續)

足夠公眾持股量

根據本公司可公開查閱之資料及據董事所知悉，於本報告日期，本公司全部已發行股本中最少25%由公眾人士持有。

董事於競爭業務之權益

董事於競爭業務中擁有須根據聯交所證券上市規則(「上市規則」)第8.10條披露之權益如下：

董事姓名	公司名稱	競爭業務性質	權益性質	委任日期
郭泰佑先生(「郭先生」)	裕元(附註1)	成衣製造	總經理	二零一二年十二月
陳芳美女士(「陳女士」)	Din Tsun Holding Co., Ltd. (「Din Tsun」)(附註2)	成衣製造	董事	二零一一年四月
郭先生			董事	二零一三年四月
陳女士 郭先生	Faith Year Investments Limited (「Faith Year」)(附註2)	成衣製造	董事 董事	二零一零年八月 二零一三年四月
陳女士 郭先生	Pro Kingtex Industrial Co., (HK) Ltd. (「Pro Kingtex」)(附註2)	成衣製造	董事 董事	二零一零年八月 二零一三年四月

附註1：裕元為聯交所上市公司及本公司主要股東。裕元集團的主營業務為製造及銷售鞋履產品，零售及分銷運動服產品。按裕元刊發的年報所示，其截至二零一四年十二月三十一日止年度鞋履製造業務的總收入超過60億美元。由於本集團主要經營運動服及成衣製造及貿易業務，故此裕元集團與本集團的業務可能相互競爭。

由於裕元集團及本集團由不同且獨立的管理團隊經營，董事認為本公司可獨立且與裕元集團公平地進行業務。經考慮郭先生參與裕元集團及本集團的工作性質及程度，董事相信，有關業務不太可能對本集團業務構成重大競爭。

附註2：Din Tsun於二零零五年一月四日在英屬處女群島註冊成立，由裕元集團以及兩名個人股東各持有一半權益。Din Tsun及裕元集團分別持有Faith Year已發行股本70%及30%，而Faith Year則全資擁有Pro Kingtex。Din Tsun及其附屬公司為裕元集團的被投資方。Din Tsun及其營運附屬公司(包括Pro Kingtex)的主營業務為運動服、休閒及戶外服裝的製造。根據Din Tsun提供的資料，Din Tsun及其附屬公司截至二零一四年十二月三十一日止年度錄得收入超過二億二千萬美元。陳女士及郭先生分別獲提名加入Din Tsun、Faith Year及Pro Kingtex董事會，出任裕元集團的投資者權益代表。

陳女士不涉及Din Tsun及其附屬公司(包括Pro Kingtex)之營運，但郭先生參與Din Tsun及其附屬公司之製衣業務。為避免利益衝突，郭先生確認將謹慎處理其職責。倘產生利益衝突，郭先生將不會參與決策過程，並將就董事會會議相關之決議案放棄投票。根據此基準及由於Din Tsun附屬公司(包括Pro Kingtex)本身擁有郭先生以外之管理人員，及陳女士並不涉及其營運，因此董事相信本公司可獨立且與Din Tsun及其附屬公司(包括Pro Kingtex)公平地進行業務。

除上文披露者及本集團業務外，董事或彼等各自之聯繫人概無於任何目前或可能與本集團業務直接或間接競爭之業務中擁有權益。

董事會報告(續)

企業管治

董事認為，除若干偏離外，本公司於年報涵蓋之會計期間一直遵守上市規則附錄14所載企業管治守則(「守則」)之守則條文。有關本公司企業管治常規之進一步資料及偏離守則之詳情，請參閱年報內之企業管治報告。

核數師

安永會計師事務所任滿告退，本公司將於應屆股東週年大會提呈有關續聘其為本公司核數師之決議案。

代表董事會

主席
鍾育升

香港
二零一五年六月二十六日

企業管治報告

本集團致力維持高水平之企業管治，強調高透明度、問責性及獨立性之原則。於截至二零一五年三月三十一日止年度，除本企業管治報告所述之偏離外，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14的企業管治守則(「企業管治守則」)所載的守則條文。有關偏離之具體原因將於本企業管治報告闡釋。

1. 董事

a. 組成及會議

於本年度，本公司董事會(「董事會」)之組成及各本公司董事(「董事」)出席董事會會議之記錄載列如下：

董事姓名	出席／舉行 會議次數	二零一四年 股東週年大會
執行董事		
鍾育升先生(主席及行政總裁)	5/5	1/1
陳小影先生(副主席)	4/4	1/1
郭泰佑先生	4/4	1/1
陳芳美女士	4/4	1/1
獨立非執行董事		
陳卓豪先生	4/5	0/1
盧啟昌先生	4/5	1/1
鄭榮輝先生	4/5	0/1

本年報「董事及高級管理層履歷」一節披露所有董事的履歷。據本公司盡悉，董事會成員之間並無財務、業務、家屬或其他重大或相關關係。

b. 獨立非執行董事

按照上市規則第3.10條之規定，最少一名本公司獨立非執行董事(「獨立非執行董事」)須具備適當專業資格或會計或財務管理相關專業知識。按照上市規則第3.13條之規定，本集團已接獲各獨立非執行董事發出的年度確認，本集團認為，全體獨立非執行董事均為上市規則所定義之獨立人士。

每名獨立非執行董事之任期為三年，正式委任函件載列其主要委任條款及條件。

企業管治守則之守則條文第A.6.7條規定(其中包括)，獨立非執行董事及其他非執行董事應出席股東大會。本公司獨立非執行董事陳卓豪先生及鄭榮輝先生因其他事務而未能出席本公司於二零一四年八月二十一日舉行的股東週年大會。

企業管治報告(續)

1. 董事(續)**c. 董事會之責任及授權**

董事會透過指示及監督本集團事務，共同負責領導及監控本集團，以促進本集團之成就。董事會負責釐定整體策略和企業發展方針，確保業務營運獲妥善監察。董事會保留關於本集團所有政策事宜及重要交易之決策權。

董事會將日常營運事宜委派總經理及負責本集團不同營運範疇之部門主管處理。

d. 主席及行政總裁

企業管治守則之守則條文第A.2.1條列明主席及行政總裁的角色應予區分且不應由同一人士擔任。鍾育升先生自二零零二年起出任董事會主席，並自二零一三年六月三十日獲委任為本公司的行政總裁。儘管有上述偏離的情況，董事會認為現行架構並不會有損董事會與本集團管理層之間的權力及權限平衡，因為董事會在本公司業務策略及營運的決策過程中共同承擔責任。本集團業務上的主要分部由不同董事管理。

e. 委任、重選及罷免

董事會全體負責委任董事。根據本公司之組織章程細則，所有董事均須最少每三年一次輪席退任，獲董事會委任之任何董事如屬填補臨時空缺，僅任職至下屆本公司股東大會，如屬增添現有董事會成員，則任職至下屆本公司股東週年大會，且屆時可膺選連任。董事會主席主要負責於出現臨時空缺時物色適合人選填補該空缺或於有需要時增添成員。主席將向董事會建議合資格人選以作考慮。董事會將根據人選之合適度及資歷批准委任。

f. 董事進行證券交易

本公司已採納上市規則附錄10之上市公司董事進行證券交易的標準守則(「標準守則」)，作為有關董事進行證券交易之操守準則。經向所有董事作出具體查詢後，各董事已確認彼等於整個年度均已遵守標準守則。

g. 董事及高級職員的保險

本公司已就其董事及高級職員可能面對的法律行動作出適當的保險安排。

h. 持續專業發展

董事必須不時了解其集體職責。每名新委任董事將獲發新入職資料，其中涵蓋本集團的業務以及上市公司董事的法定和規管性責任。此外，本集團亦會籌辦簡報會及其他培訓，以發展和更新董事的知識和技能。本集團會持續向董事提供有關上市規則及其他適用監管規定的最新發展詳情，以提高他們對良好企業管治常規的認識並確保遵行。董事及高級管理人員會獲發通函或指引，以確保他們知悉企業管治常規。

企業管治報告(續)

1. 董事(續)

h. 持續專業發展(續)

於本年度，董事曾參與以下培訓：

	培訓種類
執行董事	
鍾育升先生	A,C
陳小影先生	A,C
郭泰佑先生	A,C
陳芳美女士	A,B,C
獨立非執行董事	
陳卓豪先生	A,B,C
盧啟昌先生	A,C
鄭榮輝先生	A,C

A: 接受本公司提供之培訓

B: 出席研討會／會議／工作坊／論壇

C: 閱讀有關其專業和董事職責的報章／期刊及最新資訊

i. 資料提供及取用

就董事會常規會議而言，會議之議程及相關董事會文件於會議擬定舉行日期前至少14天全部送交各董事。其他董事會會議，則於會議擬定舉行日期前至少三天發出通知。

管理人員有責任向董事會及各個委員會及時地提供充份資料，以使各成員能作出知情決定。各董事均可個別和獨立地接觸本集團管理層，以取得更多資料，並於有需要時作出進一步查詢。

j. 公司秘書

公司秘書為本公司全職僱員，了解本公司的日常業務。回顧年內，公司秘書已妥為符合上市規則第3.29條的有關專業培訓規定。

k. 董事會成員多元化政策

根據企業管治守則，董事會已於二零一三年十二月採納董事會成員多元化政策。本公司明白並深信董事會成員多元化的裨益，並認為在董事會層面增加多元化，乃保持競爭優勢的重要元素。一個真正多元化的董事會將包括並善用董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面的差別。本公司在制定董事會成員的最佳組合時將考慮上述的差別，並應盡可能適當地加以平衡。所有董事會成員的任命均以用人唯才為原則，並在充分顧及董事會成員多元化的裨益的前提下，按客觀條件考慮人選。

提名委員會每年會討論如何從多方面達致多元化，包括但不限於性別、年齡、種族、技能、文化及教育背景、專業經驗及知識。提名委員會亦將定期檢討本政策，包括評估本政策是否行之有效，並提出修正所識別不足之處的任何建議改動，供董事會批准。

企業管治報告(續)

2. 董事委員會**a. 薪酬委員會**

薪酬委員會由一名執行董事鍾育升先生及兩名獨立非執行董事陳卓豪先生和盧啟昌先生組成。陳卓豪先生為薪酬委員會的主席。

薪酬委員會負責根據本公司經營業績、個別表現及現行市場薪酬，考慮及批准所有董事及本集團高級管理層之薪酬方案及政策。本公司為薪酬委員會採納了一個模式，薪酬委員會據此就個別董事及高級管理人員的薪酬向董事會作出推薦建議。委員會之職權範圍乃遵循企業管治守則之守則條文。

委員會每年至少舉行一次會議。於回顧年度，委員會舉行一次會議，以檢討所有董事及本集團高級管理層之薪津福利。薪酬委員會各個別成員出席會議的記錄載列如下：

委員會成員	出席／舉行會議的次數
陳卓豪先生(主席)	1/1
鍾育升先生	1/1
盧啟昌先生	1/1

b. 審核委員會

審核委員會由全部三名獨立非執行董事組成。審核委員會由陳卓豪先生擔任主席。陳先生擁有認可專業會計資格，並於審計及財務方面擁有豐富經驗。委員會之職權範圍乃遵循企業管治守則之守則條文。

審核委員會的主要職責包括：

- i) 監察與本公司外聘核數師的關係；
- ii) 審閱本集團的財務資料；及
- iii) 檢討及監察本集團之財務匯報系統及內部監控程序是否充足有效

為符合企業管治守則內有關履行企業管治職責的規定，董事會已向審核委員會授權制定、檢討及監察本集團企業管治之政策及常規，並向董事會提出推薦建議；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；檢討及監察適用於董事及僱員的操守守則及道德行為和董事及高級管理人員的培訓及持續專業發展；以及檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

審核委員會每年至少舉行兩次會議，而委員會主席在需要時可召開額外會議。截至二零一五年三月三十一日止年度期間，審核委員會曾舉行三次會議，以審閱本集團所採納之會計原則及慣例，確保符合相關規則及規例，並討論各項內部監控措施及財務申報事宜。當中包括審閱本集團二零一四年末期業績及二零一五年中期業績，亦與外聘核數師討論會計和內部監控事宜，以及審核過程中的重要發現。

企業管治報告(續)

2. 董事委員會(續)

b. 審核委員會(續)

審核委員會各個別成員出席會議的記錄載列如下：

委員會成員	出席／舉行會議的次數
陳卓豪先生(主席)	3/3
盧啟昌先生	3/3
鄭榮輝先生	3/3

c. 提名委員會

提名委員會由一名執行董事鍾育升先生以及兩名獨立非執行董事陳卓豪先生及盧啟昌先生組成。鍾育升先生為提名委員會主席。委員會之職權範圍乃遵循企業管治守則之守則條文。

提名委員會的主要職責包括：

- (i) 檢討董事會的架構、規模和組成，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士；
- (iii) 評核獨立非執行董事的獨立性。

該委員會每年至少舉行一次會議，委員會主席在有需要時可召開額外會議。截至二零一五年三月三十一日止年度，提名委員會曾召開一次會議檢討董事會的架構、規模、多元化和組成。提名委員會個別成員出席會議的次數如下

委員會成員	出席／召開會議的次數
鍾育升先生(主席)	1/1
陳卓豪先生	1/1
盧啟昌先生	1/1

3. 問責與審核

a. 財務報告

董事確認彼等有責任編製真實及公平地反映本集團財政狀況之財務報表。董事會並不知悉有任何重大不明朗事件或情況導致嚴重影響本集團持續經營之能力，因此董事會沿用持續經營基準編製賬目。

本公司之核數師安永會計師事務所之報告責任載列於年報第59頁之獨立核數師報告中。

企業管治報告(續)

3. 問責與審核(續)**b. 企業管治、內部監管、集團風險管理**

董事會全權負責本集團的內部監管制度、企業管治，以及評估與管理風險。董事會通過制訂政策和內部指引，包括審閱業務營運管理層提交的詳盡營運與財務報告、預算和業務計劃；按預算及預測定期審閱實際業績；及制定合適審批及控制開支程序，從而制訂程序以識別與管理可能對本集團業務營運有不利影響的風險。審核委員會代表董事會檢討本集團內的企業管治架構與實務，並監察遵從有關規定及條例的情況，同時審議內部監控制度的成效，確保制度充分。

c. 核數師酬金

截至二零一五年三月三十一日止年度，本集團應付核數師安永會計師事務所之費用如下：

提供之服務	應付費用 千港元
審核服務	2,260
非審核服務	126
	2,386

4. 股東權利**a. 股東召開本公司特別股東大會的程序(「特別股東大會」)**

根據本公司組織章程細則第58條，持有不少於本公司已繳足股本十分之一的股東可提出書面請求予董事會或公司秘書要求召開特別股東大會。該書面請求須列明會議的目的，並由有關股東簽署及遞交至本公司於香港的主要營業地點。

b. 股東向董事會傳達查詢之程序

股東如擬向董事會傳達任何查詢及關注事項，可送交本公司於香港的主要營業地點，並註明收件人為投資者關係董事，或發送電郵至ir@eaglenice.com.hk。

c. 於股東大會提呈建議

本公司的組織章程細則或開曼群島公司法，概無條文涉及股東在股東大會提出建議的程序(除提名候選董事的建議)。股東可遵循上文所載就書面請求內列明之任何事務召開特別股東大會的程序，或本公司網站所載有關股東建議提名他人參選董事的程序。

企業管治報告(續)

5. 與股東的溝通

本公司已於二零一二年三月採納一套股東通訊政策。本公司及其股東間的主要溝通渠道乃透過刊發公告、通函、中期及年度報告(亦可於本公司網站及聯交所網站閱覽)。

本公司的股東週年大會為股東及董事會之間提供直接溝通的有效平台，並就股東大會上各重大獨立事項提呈個別決議案。

就投票表決及其他相關事項，本公司已遵守上市規則及本公司之組織章程大綱及細則的規定。

代表董事會

主席
鍾育升

香港，二零一五年六月二十六日

獨立核數師報告



致鷹美(國際)控股有限公司股東
(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第60至136頁鷹美(國際)控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「本集團」)的綜合財務報表，此綜合財務報表包括於二零一五年三月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見。本報告僅為全體股東編製，而別無其他目的。我們概不就本報告的內容向任何其他人士負上或承擔任何責任。

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

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非為對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一五年三月三十一日的財務狀況及截至該日止年度的財務表現及現金流量，並已遵照香港《公司條例》披露規定妥為編製。

安永會計師事務所

執業會計師

香港

中環

添美道1號

中信大廈22樓

二零一五年六月二十六日

Consolidated Income Statement

綜合收益表

(Year ended 31 March 2015)
(截至二零一五年三月三十一日止年度)

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
REVENUE	營業收入	5	1,517,109	1,483,774
Cost of sales	銷售成本		(1,251,158)	(1,289,041)
Gross profit	毛利		265,951	194,733
Other income and gain	其他收入及收益	5	8,925	4,452
Selling and distribution expenses	銷售及分銷開支		(17,698)	(21,526)
Administrative expenses	行政開支		(120,794)	(135,425)
Fair value changes on derivative financial instruments, net	衍生金融工具公平值變動淨值		(2,578)	–
Finance costs	融資成本	6	(3,495)	(5,002)
PROFIT BEFORE TAX	除稅前溢利	7	130,311	37,232
Income tax expense	所得稅開支	10	(25,128)	(15,362)
PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔年度溢利	11	105,183	21,870
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔每股盈利	13	HK cents 港仙	HK cents 港仙
Basic	基本		21.1	4.4
Diluted	攤薄		21.1	4.4

Details of dividends are disclosed in note 12 to the financial statements.

股息詳情載於附註12。

Consolidated Statement of Comprehensive Income

綜合全面收益表

(Year ended 31 March 2015)
(截至二零一五年三月三十一日止年度)

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
PROFIT FOR THE YEAR	年度溢利	105,183	21,870
OTHER COMPREHENSIVE INCOME/(EXPENSE)	其他全面收益/(支出)		
Other comprehensive income/(expense) not to be reclassified to profit or loss in subsequent periods:	於其後期間不可重新分類至損益的其他全面收益/(支出)：		
Actuarial gain/(loss) on defined benefit plan	定額福利計劃之精算溢利/(虧損)	(277)	1,130
Other comprehensive income may be reclassified to profit or loss in subsequent periods:	於其後期間可重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	折算海外業務之匯兌差額	688	13,409
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度其他全面收益 (已扣除稅項)	411	14,539
TOTAL COMPREHENSIVE INCOME FOR THE YEAR AND ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔年度 全面收益總額	105,594	36,409

Consolidated Statement of Financial Position

綜合財務狀況表

(31 March 2015)

(二零一五年三月三十一日)

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	714,335	755,797
Prepaid land lease payments	預付土地租賃款項	15	72,407	74,678
Goodwill	商譽	17	26,112	26,112
Total non-current assets	非流動資產總值		812,854	856,587
CURRENT ASSETS	流動資產			
Inventories	存貨	19	265,899	260,275
Accounts and bills receivables	應收賬款及票據	20	124,192	134,263
Prepayments, deposits and other receivables	預付款項、按金及其他應收款	16	47,327	27,862
Available-for-sale investments	可供出售投資	21	63,750	–
Cash and cash equivalents	現金及現金等值項目	22	255,399	276,565
Total current assets	流動資產總值		756,567	698,965
CURRENT LIABILITIES	流動負債			
Accounts payable	應付賬款	23	105,090	96,112
Accrued liabilities and other payables	應計負債及其他應付款項	25	86,612	81,366
Derivative financial instruments	衍生金融工具	26	9,110	–
Interest-bearing bank borrowings	計息銀行貸款	27	237,621	339,620
Tax payable	應付稅項		23,586	9,538
Total current liabilities	流動負債總值		462,019	526,636
NET CURRENT ASSETS	流動資產淨值		294,548	172,329
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值扣除流動負債		1,107,402	1,028,916
NON-CURRENT LIABILITIES	非流動負債			
Pension scheme obligation	退休金計劃承擔	28	4,446	2,425
Deferred tax liabilities	遞延稅項負債	29	15,425	14,574
Total non-current liabilities	非流動負債總值		19,871	16,999
Net assets	資產淨值		1,087,531	1,011,917
EQUITY	資本			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	30	4,997	4,997
Reserves	儲備	31	1,082,534	1,006,920
Total equity	資本總值		1,087,531	1,011,917

CHUNG YUK SING
鍾育升
Director
董事

CHEN HSIAO YING
陳小影
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

(Year ended 31 March 2015)
(截至二零一五年三月三十一日止年度)

	Note	Issued capital	Share premium account	Capital reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total
	附註	已發行股本	溢價賬	資本儲備	法定盈餘儲備	波動儲備	留存溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note 31) (附註31)	(Note 31) (附註31)			
At 1 April 2013	於二零一三年四月一日	4,997	472,586	(229)	33,748	97,988	406,392	1,015,482
Profit for the year	年度溢利	-	-	-	-	-	21,870	21,870
Other comprehensive income for the year:	年度其他全面收益：							
Actuarial gain on defined benefit plan	定額福利計劃精算溢利	-	-	-	-	-	1,130	1,130
Exchange differences on translation of foreign operations	折算海外業務之匯兌差額	-	-	-	-	13,409	-	13,409
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	13,409	23,000	36,409
Transfer to reserve	轉撥至儲備	-	-	-	3,980	-	(3,980)	-
Final 2013 dividend declared	已宣派二零一三年末期股息	12	-	-	-	-	(19,987)	(19,987)
Interim 2014 dividend	二零一四年中期股息	12	-	-	-	-	(19,987)	(19,987)
At 31 March 2014	於二零一四年三月三十一日	4,997	472,586*	(229)*	37,728*	111,397*	385,438*	1,011,917
At 1 April 2014	於二零一四年四月一日	4,997	472,586	(229)	37,728	111,397	385,438	1,011,917
Profit for the year	年度溢利	-	-	-	-	-	105,183	105,183
Other comprehensive income/(expense) for the year:	年度其他全面收益/ (支出)：							
Actuarial loss on defined benefit plan	定額福利計劃精算虧損	-	-	-	-	-	(277)	(277)
Exchange differences on translation of foreign operations	折算海外業務之匯兌差額	-	-	-	-	688	-	688
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	688	104,906	105,594
Transfer to reserve	轉撥至儲備	-	-	-	8,158	-	(8,158)	-
Interim 2015 dividend	二零一五年中期股息	12	-	-	-	-	(29,980)	(29,980)
At 31 March 2015	於二零一五年三月三十一日	4,997	472,586*	(229)*	45,886*	112,085*	452,206*	1,087,531

* These reserve accounts comprise the consolidated reserves of HK\$1,082,534,000 (31 March 2014: HK\$1,006,920,000) in the consolidated statement of financial position.

* 該等儲備賬項包括載於綜合財務狀況表內綜合儲備1,082,534,000港元(二零一四年三月三十一日：1,006,920,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

(Year ended 31 March 2015)
(截至二零一五年三月三十一日止年度)

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務產生之現金流量		
Profit before tax	除稅前溢利	130,311	37,232
Adjustments for:	按以下項目調整：		
Finance costs	融資成本	3,495	5,002
Bank interest income	銀行利息收入	(1,821)	(1,417)
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目	26	2,458
Fair value losses on derivative financial instruments	衍生金融工具公平值虧損	9,110	-
Fair value gains on derivative financial instruments	衍生金融工具公平值收益	(6,532)	-
Depreciation	折舊	60,539	61,856
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	2,337	2,368
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	(268)	-
		197,197	107,499
Increase in inventories	存貨增加	(5,624)	(30,545)
Decrease in accounts and bills receivables	應收賬款及票據減少	10,071	49,741
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款增加	(19,463)	(5,519)
Increase/(decrease) in accounts payable	應付賬款增加/(減少)	8,978	(12,708)
Increase/(decrease) in accrued liabilities and other payables	應計負債及其他應付款項增加/(減少)	5,246	(15,103)
Increase in pension scheme liabilities	退休金計劃負債增加	2,271	1,363
Cash generated from operations	營運產生之現金	198,676	94,728
Interest paid	已付利息	(3,495)	(5,002)
Dividends paid	已付股息	(29,980)	(39,974)
Hong Kong profits tax paid	已付香港利得稅	(1,928)	(12,303)
Overseas tax paid	已付海外稅項	(8,311)	(7,711)
Net cash flows from operating activities	來自經營業務之現金流量淨值	154,962	29,738
CASH FLOWS USED IN INVESTING ACTIVITIES	用於投資活動之現金流量		
Proceeds from disposal of items of property, plant and equipment, net	出售物業、廠房及設備項目所得款項淨值	433	454
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(18,931)	(20,509)
Proceeds from derivative financial instruments	來自衍生金融工具所得款項	6,532	-
Acquisition of available-for-sale investments	收購可供出售投資	(63,750)	-
Interest received	已收利息	1,821	1,417
Net cash flows used in investing activities	於投資活動之現金流量淨值	(73,895)	(18,638)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

(Year ended 31 March 2015)
(截至二零一五年三月三十一日止年度)

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
CASH FLOWS USED IN FINANCING ACTIVITY	用於融資活動之現金流量		
Repayment of bank loans	償還銀行貸款	(101,775)	(48,026)
Net cash flows used in financing activity	用於融資活動之現金流量淨值	(101,775)	(48,026)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目減少淨值	(20,708)	(36,926)
Cash and cash equivalents at beginning of year	年初之現金及現金 等值項目	276,565	309,352
Effect of foreign exchange rate changes, net	匯率變動之影響淨值	(458)	4,139
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	255,399	276,565
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目之結餘分析		
Cash and bank balances	現金及銀行結存	196,619	275,316
Non-pledged time deposits with original maturity of less than three months when acquired	購入原定到期日少於 三個月之非質押 定期存款	58,780	1,249
Cash and cash equivalents	現金及現金等值項目	255,399	276,565

Statement of Financial Position

財務狀況表

(31 March 2015)
(二零一五年三月三十一日)

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Investments in subsidiaries	於附屬公司之投資	18	43,368	43,368
CURRENT ASSETS	流動資產			
Due from subsidiaries	應收附屬公司	18	1,219,747	1,048,216
Loan to a subsidiary	貸款予附屬公司	18	218,400	218,400
Prepayments	預付款項	16	130	105
Cash and cash equivalents	現金及現金等值項目	22	9,270	623
Total current assets	流動資產總值		1,447,547	1,267,344
CURRENT LIABILITIES	流動負債			
Due to subsidiaries	應付附屬公司	18	640,768	453,188
Accrued liabilities	應計負債	25	2	7
Derivative financial instruments	衍生金融工具	26	7,523	-
Interest-bearing bank borrowings	計息銀行貸款	27	96,875	217,224
Tax payable	應付稅項		1,431	1,322
Total current liabilities	流動負債總值		746,599	671,741
NET CURRENT ASSETS	流動資產淨值		700,948	595,603
Net assets	資產淨值		744,316	638,971
EQUITY	資本			
Issued capital	已發行股本	30	4,997	4,997
Reserves	儲備	31	739,319	633,974
Total equity	資本總值		744,316	638,971

CHUNG YUK SING

鍾育升

Director

董事

CHEN HSIAO YING

陳小影

Director

董事

Notes to Financial Statements

財務報表附註

(31 March 2015)
(二零一五年三月三十一日)

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The principal place of business of the Company is located at Units 0902-0903 and 0905-0906, 9/F, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong.

The Group's principal activities are the manufacture and trading of sportswear and garments.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance, which because the Company has not early adopted the revised disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are those of the predecessor Hong Kong Companies Ordinance (Cap. 32). The financial statements have been prepared under the historical cost convention, except for derivative financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2015. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

1. 公司資料

本公司為於開曼群島註冊成立之有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。本公司之主要營業地點位於香港新界葵涌打磚坪街70號麗晶中心B座九樓0902-0903室及0905-0906室。

本集團之主要業務為生產及買賣運動服及成衣。

2.1 編製基準

此等財務報表乃根據由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」)(其中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。由於本公司未有提早採納經修訂之香港聯合交易所有限公司證券上市規則(「上市規則」)之披露規定,故有關規定屬前香港公司條例(第32章)編製。除衍生金融工具按公平值計量外,此等財務報表根據歷史成本常規編製。除另有註明外,財務報表均以港元(「港元」)呈列,而所有價值均四捨五入至最接近之千位。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一五年三月三十一日止年度之財務報表。附屬公司編製相同報告期間的財務報表,所用的會計政策與本公司所用的相符。附屬公司之業績以自本集團取得控制權之日起綜合計算,並在有關控制權終止前繼續綜合計算。

本公司擁有人及非控股股東權益應佔損益及其他全面收益各組成部分,即使由此引致非控股股東權益結餘為負數亦然。本集團成員公司之間交易所產生的集團內部資產及負債、權益、收入、支出及現金流量均在綜合賬目時全數對銷。

倘事實及情況顯示下文附屬公司會計政策所述的三項控制因素之一項或多項出現變動,本集團會重新評估其是否控制被投資公司。附屬公司的所有權權益變動(沒有失去控制權),按權益交易入賬。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	<i>Investment Entities</i>
Amendments to HKAS 32	<i>Offsetting Financial Assets and Financial Liabilities</i>
Amendments to HKAS 39	<i>Novation of Derivatives and Continuation of Hedge Accounting</i>
HK(IFRIC)-Int 21	<i>Levies</i>
Amendment to HKFRS 2 included in <i>Annual Improvements 2010-2012 Cycle</i>	<i>Definition of Vesting Condition¹</i>
Amendment to HKFRS 3 included in <i>Annual Improvements 2010-2012 Cycle</i>	<i>Accounting for Contingent Consideration in a Business Combination¹</i>
Amendment to HKFRS 13 included in <i>Annual Improvements 2010-2012 Cycle</i>	<i>Short-term Receivables and Payables</i>
Amendment to HKFRS 1 included in <i>Annual Improvements 2011-2013 Cycle</i>	<i>Meaning of Effective HKFRSs</i>

¹ Effective from 1 July 2014

The adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

2.1 編製基準(續)

綜合基準(續)

倘本集團失去對附屬公司之控制權，則剔除確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；及確認(i)已收代價之公平值；(ii)任何保留投資之公平值；及(iii)損益中任何因此產生之盈餘或虧損。先前於其他全面收益內確認之本集團應佔部份重新分類為損益或留存溢利(如適用)，倘本集團已直接出售相關資產或負債則須以同一基準確認。

2.2 會計政策及披露變動

本集團就本年度財務報表首次採納以下經修訂準則及新訂詮釋。

香港財務報告準則第10號、 香港財務報告準則第12號及 香港會計準則第27號(2011) 修訂	<i>投資實體</i>
香港會計準則第32號修訂	<i>抵銷金融資產 及金融負債</i>
香港會計準則第39號修訂	<i>衍生工具之 更替及對沖 會計之延續 徵費</i>
香港(國際財務報告詮釋 委員會)–詮釋第21號	<i>歸屬條件的 定義¹</i>
香港財務報告準則第2號修訂 納入二零一零年至 二零一二年週期的年度改進	<i>歸屬條件的 定義¹</i>
香港財務報告準則第3號修訂 納入二零一零年至 二零一二年週期的年度改進	<i>業務合併中或 然代價的會 計處理¹</i>
香港財務報告準則第13號修訂 納入二零一零年至二零一二 年週期的年度改進	<i>短期應收及 應付款項</i>
香港財務報告準則第1號修訂 納入二零一一年至 二零一三年週期的年度改進	<i>有效香港財務 報告準則之 涵義</i>

¹ 自二零一四年七月一日起生效

採納新訂及經修訂香港財務報告準則對該等財務報表並無重大財務影響。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.3 NEW AND REVISED HKFRSs AND NEW DISCLOSURE REQUIREMENTS UNDER THE HONG KONG COMPANIES ORDINANCE NOT YET ADOPTED

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

HKFRS 9 Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Financial Instruments⁴ Sale or Contribution of Assets between an Investor and its Associate or Joint Venture²</i>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception²</i>
Amendments to HKFRS 11 HKFRS 14 HKFRS 15	<i>Accounting for Acquisitions of Interests in Joint Operations² Regulatory Deferral Accounts⁵ Revenue from Contracts with Customers³</i>
Amendments to HKAS 1	<i>Disclosure Initiative²</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation²</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants²</i>
Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions¹</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements²</i>
<i>Annual Improvements 2010-2012 Cycle</i>	<i>Amendments to a number of HKFRSs¹</i>
<i>Annual Improvements 2011-2013 Cycle</i>	<i>Amendments to a number of HKFRSs¹</i>
<i>Annual Improvements 2012-2014 Cycle</i>	<i>Amendments to a number of HKFRSs²</i>

1	Effective for annual periods beginning on or after 1 July 2014
2	Effective for annual periods beginning on or after 1 January 2016
3	Effective for annual periods beginning on or after 1 January 2017
4	Effective for annual periods beginning on or after 1 January 2018
5	Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group

2.3 尚未採納的新訂及經修訂香港財務報告準則及新訂香港公司條例披露規定

本集團並未於此等財務報表中應用下列已頒佈但未生效之新訂及經修訂之香港財務報告準則。

香港財務報告準則第9號 香港財務報告準則第10號 及香港會計準則第28號 (2011年)修訂	<i>金融工具⁴ 投資者與其聯營 公司或合營公 司之間的資產 銷售或注資²</i>
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(2011年)修訂	<i>投資實體： 應用綜合入賬 之例外²</i>
香港財務報告準則 第11號修訂	<i>收購合營業務權 益之會計處理²</i>
香港財務報告準則第14號 香港財務報告準則第15號	<i>管制遞延賬戶⁵ 來自客戶合約的 收入³</i>
香港會計準則第1號修訂	<i>披露倡議²</i>
香港會計準則第16號及香港 會計準則第38號修訂	<i>釐清折舊及攤銷 之可接受方法²</i>
香港會計準則第16號及香港 會計準則第41號修訂	<i>農業：生物性 植物²</i>
香港會計準則第19號修訂	<i>定額福利計劃： 僱員供款¹</i>
香港會計準則第27號(2011年) 修訂	<i>獨立財務報表的 權益法²</i>
二零一零年至二零一二年週 期的年度改進	<i>多項香港財務報 告準則的修訂¹</i>
二零一一年至二零一三年週 期的年度改進	<i>多項香港財務報 告準則的修訂¹</i>
二零一二年至二零一四年週 期的年度改進	<i>多項香港財務報 告準則的修訂²</i>

1	於二零一四年七月一日或之後開始之年度期間生效
2	於二零一六年一月一日或之後開始之年度期間生效
3	於二零一七年一月一日或之後開始之年度期間生效
4	於二零一八年一月一日或之後開始之年度期間生效
5	適用於二零一六年一月一日或之後開始就其年度財務報表首次採納香港財務報告準則的實體，因此不適用於本集團。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.3 NEW AND REVISED HKFRSs AND NEW DISCLOSURE REQUIREMENTS UNDER THE HONG KONG COMPANIES ORDINANCE NOT YET ADOPTED (Continued)

In addition, the Hong Kong Companies Ordinance (Cap. 622) will affect the presentation and disclosure of certain information in the consolidated financial statements for the year ending 31 March 2016. The Group is in the process of making an assessment of the impact of these changes.

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

The *Annual Improvements to HKFRSs 2010-2012 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Except for those described in note 2.2, the Group expects to adopt the amendments from 1 April 2015. None of the amendments are expected to have a significant financial impact on the Group. Details of the amendments most applicable to the Group are as follows:

HKFRS 8 Operating Segments: Clarifies that an entity must disclose the judgements made by management in applying the aggregation criteria in HKFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar. The amendments also clarify that a reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

2.3 尚未採納的新訂及經修訂香港財務報告準則及新訂香港公司條例披露規定(續)

此外，香港公司條例(香港法例第622章)將影響截至二零一六年三月三十一日止年度綜合財務報表若干資料的呈報與披露。本集團正在對此等變動的影響進行評估。

有關預計將適用於本集團的香港財務報告準則的更多資料列載如下：

於二零一四年一月頒佈的二零一零年至二零一二年週期的年度改進載列若干香港財務報告準則之修訂。除附註2.2所述者外，本集團預期由二零一五年四月一日開始採納修訂。預期該等修訂並無對本集團產生重大財務影響。最適用於本集團之修訂詳情如下：

香港財務報告準則第8號經營分類：釐清實體在應用香港財務報告準則第8號內的合計準則時必須披露管理層所作出的判斷，包括已合併的經營分類簡介以及用以評估分類是否類似的經濟特徵。該等修訂亦釐清分類資產與總資產的對賬僅須在對賬呈報予主要經營決策者時予以披露。

本集團現正評估初次應用此等新訂及經修訂香港財務報告準則之影響，但尚未能表明該等新訂及經修訂香港財務準則會否對本集團經營業績及財務狀況造成重大影響。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are stated at cost less any impairment losses.

Business combinations and goodwill

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

2.4 主要會計政策概要

附屬公司

附屬公司指受本公司直接或間接控制的實體(包括結構性實體)。倘本集團透過參與被投資方業務而享有或有權取得被投資方的可變回報，且有能力行使在被投資方的權力影響有關回報，則本集團擁有該實體的控制權(即現時賦予本集團指導被投資方相關活動的能力)。

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權擁有人的合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司業績按已收及應收股息計入本公司收益表。本公司於附屬公司之投資，如非根據香港財務報告準則第5號持作出售非流動資產及已終止營運分類，按成本值減任何減值虧損列賬。

業務合併及商譽

業務合併乃以購買法入賬。轉讓代價乃以收購日期之公平值計量，該公平值為本集團轉讓之資產、本集團對收購對象前擁有人承擔之負債及本集團為換取收購對象控制權所發行股本權益於收購日期之公平值之總和。於各業務合併中，本集團選擇是否以公平值或收購對象可識別資產淨值之應佔比例，計量於收購對象之非控股權益，即於收購對象中賦予持有人在清盤時按比例分佔資產淨值之現有所有權權益。非控股權益之所有其他部分乃按公平值計量。收購成本於產生時列為開支。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

當本集團收購一項業務時，會根據合約條款、於收購日之經濟環境及相關狀況，評估將承接之金融資產及負債，以作出適當分類及標示，包括分離收購對象所訂主合約中的嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股本權益於收購日之公平值會重新計算，得出的任何損益於損益內確認入賬。

由收購方轉讓之任何或然代價按收購日期之公平值確認。或然代價(分類為屬金融工具且歸入香港會計準則第39號之範疇的一項資產或負債)乃按公平值計量，公平值變動於損益確認或確認為其他全面收益的變動。倘或然代價不屬香港會計準則第39號之範疇，則其將根據適用之香港財務報告準則計量。分類為權益的或然代價不會重新計量，其後結算於權益內入賬。

商譽初步按成本計量，即已轉讓代價、已確認為非控股權益之金額及本集團過往持有收購對象股本權益之公平值總額，超出所收購可識別資產淨值及所承擔負債之差額。如該代價及其他項目之總和低於所收購資產淨值之公平值，則差額經重新評估後於損益賬確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年進行減值測試，或當有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢測。本集團於三月三十一日為商譽進行年度減值測試。為進行減值測試，於業務合併中購入之商譽自收購當日被分配至預期可從合併產生之協同效益中獲益之本集團各現金產生單位或現金產生單位組別，而不論本集團其他資產或負債是否已分配至該等單位或單位組別。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

Fair value measurement

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

減值乃透過評估與商譽有關之現金產生單位(或現金產生單位組別)之可收回金額釐定。當現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時,將確認減值虧損。已就商譽確認之減值虧損不得於未來期間撥回。

倘商譽被分配至現金產生單位(或現金產生單位組別)而隸屬該單位之部分業務已被出售,則在釐定出售有關業務所得盈虧時,與所出售業務相關之商譽會計入該業務之賬面值。在該等情況下出售之商譽,乃根據所出售業務及所保留現金產生單位部分之相對價值進行計量。

公平值計量

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

非金融資產的公平值計量須計及市場參與者能使用該資產達致最佳用途及最高增值,或將該資產出售予使用該資產達致最佳用途及最高增值的其他市場參與者,所產生的經濟效益。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

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

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

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

Impairment of non-financial assets

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

2.4 主要會計政策概要(續)

公平值計量(續)

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

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低級別輸入數據按以下公平值等級分類：

- 第一級 – 於活躍市場中相同資產或負債取得之報價(未經調整)；
- 第二級 – 以對公平值計量屬重大的最低級別輸入數據可直接或間接觀察的估值方法；
- 第三級 – 以對公平值計量屬重大的最低級別輸入數據不可觀察的估值方法。

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

非金融資產減值

倘出現減值跡象或有需要就資產進行年度減值測試(存貨、金融資產及商譽除外)，則會估計該資產的可收回金額。資產的可收回金額乃資產或現金產生單位的使用價值及其公平值減出售成本之較高者，並釐定為個別資產，除非該項資產所產生現金流入不能大致獨立於其他資產或資產組別的現金流入，於此情況下，可收回金額則按資產所屬現金產生單位釐定。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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

Related parties

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

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

or

2.4 主要會計政策概要(續)

非金融資產減值(續)

減值虧損只會於資產賬面值超出其可收回金額時確認。於評估使用價值時，會使用可反映目前市場對貨幣時間價值及特定資產風險的評估之稅前貼現率，將估計其日後現金流量貼現至現值。減值虧損於產生期間在收益表扣除，除非該資產按重估價值列賬，於此情況下，減值虧損將按該項重估資產之有關會計政策列賬。

於各報告期末評估有否跡象顯示以往確認減值虧損不再存在或可能已減少。倘出現上述跡象，則會估計可收回金額。當用以釐定資產可收回金額的估計有變動時，先前確認的資產減值虧損(商譽除外)方可回撥，惟回撥後的金額不可超過過往年度並無就該項資產確認減值虧損而釐定的賬面值(扣除任何折舊/攤銷後)。回撥的減值虧損於產生期間計入收益表，除非該資產按重估價值列賬，於此情況下，減值虧損回撥將按該項重估資產之有關會計政策列賬。

關連人士

在下列情況下，有關人士將視為與本集團有關連：

- (a) 有關人士或該人士之直系親屬，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理層成員；

或

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要(續)

關連人士(續)

- (b) 有關人士為符合任何下述條件的實體：
- (i) 與本集團同屬一個集團成員公司的實體；
 - (ii) 一間實體為另一實體(或另一實體之母公司、附屬公司、同系附屬公司)之聯營公司或合營企業的一間實體；
 - (iii) 與本集團同為相同第三方的合營企業的實體；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關的實體的僱員利益而設立之離職後福利計劃的受益人；
 - (vi) 該實體由(a)項所述人士控制或與他人共同控制；及
 - (vii) (a)(i)項所述人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理人員。

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本值減累積折舊及任何減值虧損列賬。物業、廠房及設備成本包括其購入價及任何使其達到運作狀況及地點作擬定用途之直接相關成本。

物業、廠房及設備運作後所產生開支，例如維修及保養費用，一般於有關費用產生期間自收益表扣除。在符合確認條件的情況下，大規模檢驗的費用於資產的賬面值資本化為置換。倘物業、廠房及設備的主要部份須分段置換，本集團將該等部份確認為獨立資產，並設定特定的可使用年期且相應折舊。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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

Leasehold land under finance leases	Over the lease terms
Buildings	Over the lease terms
Leasehold improvements	Over the shorter of the lease terms or 20%
Plant and machinery	10% to 20%
Furniture, fixtures, equipment and motor vehicles	20%

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

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

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

折舊按各項物業、廠房及設備之估計可使用年期以直線法撇銷其成本或估值，以估計其剩餘價值。就此目的所採用之主要年率如下：

融資租賃項下的租賃土地	按租賃期
樓宇	按租賃期
租賃物業裝修	按租賃期或20% (以較短者為準)
機器及設備	10%至20%
傢具、裝置、設備及汽車	20%

倘部份物業、廠房及設備之可使用年期不同，該項目之成本於有關部分按合理基準分配，而各部分將分別折舊。剩餘價值、可使用年期及折舊方法將最少於各財政年度末審閱及作出調整(如適用)。

物業、廠房及設備項目包括初步獲確認的任何重要部份，於出售或預期使用或出售該項目不會產生未來經濟利益時剔除確認。於剔除確認資產年度在收益表確認之出售或報廢資產之損益，按有關資產出售所得款項淨額與賬面值兩者間之差額於年內收益表確認。

在建工程指處於建造狀態下的樓宇，並以成本值扣減減值虧損列賬且不作折舊。成本值包括建造期間建造的直接成本以及相關借入資金經撥充資本的借貸成本。在建工程於完工並達到預計可使用狀態時，轉入物業、廠房及設備之相應類別。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

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

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

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

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

2.4 主要會計政策概要(續)

租賃

凡將資產絕大部分回報及風險擁有權(法定業權除外)轉歸本集團之租賃,均列為融資租賃。於融資租賃生效時,租賃資產成本按最低租金付款現值撥充資本化,並連同有關承擔(不包括利息部分)入賬,以反映有關購買及融資。經撥充資本融資租賃持有之資產(包括融資租賃之預付土地租賃款項)計入物業、廠房及設備,按該項資產之租期與估計可使用年期之較短者折舊。此等租賃之融資成本自收益表扣除,以在租期內達致穩定的定期支銷率。

資產絕大部分回報及風險擁有權仍歸出租人所有之租賃列為經營租賃。倘本集團為出租人,本集團根據經營租賃出租的資產計入非流動資產,而根據經營租賃應收之租金乃按租期以直線法計入收益表。倘本集團為承租人,根據經營租賃應付之租金(扣除已收出租人的任何優惠)按租期以直線法自收益表扣除。

經營租賃之預付土地租賃款項初始按成本列賬,其後則按租期以直線法確認。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為按公平值計入損益金融資產、貸款及應收款項、可供出售金融投資或衍生工具分類為指定作有效對沖中的對沖工具(如適用)。金融資產初始確認時,以公平值加上收購金融資產應佔之交易成本計量,惟金融資產按公平值計入損益除外。

正常情況下買入及出售之金融資產於交易日(即本集團承諾購買或出售資產之日)確認。正常情況下買入或出售指於規例或市場慣例一般設定之期間內交付之買入或出售的金融資產。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

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

Loans and receivables

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

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the income statement in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

後續計量

金融資產後續計量視乎下列分類而定：

貸款及應收款項

貸款及應收款項為不在活躍市場報價的固定或可確定付款非衍生金融資產。初始計量後，該等資產採用實際利率法按攤銷成本減任何減值撥備計量。攤銷成本計及任何收購貼現或溢價，且包括作為實際利率不可或缺部分的費用或成本。實際利率攤銷額計入收益表內的其他收入。減值產生的虧損在收益表內確認為貸款的融資成本。

可供出售的金融資產

可供出售的金融資產指那些上市和非上市權益投資及債務證券的非衍生金融資產。分類為可供出售的權益投資為既無分類作為交易而持有，亦無指定為以公平值計量且變動計入損益者。債務證券類別為有意持有一段不確定時間以及可因應流動資金需要及因應市場狀況變動而出售。

初始確認後，可供出售的金融資產其後按公平值計量，未變現損益在可供出售投資重估儲備確認為其他全面收益，直到該投資終止確認，屆時累計損益會在收益表確認為其他收入，或直到該投資被認定發生減值，屆時累計損益會從可供出售投資重估儲備重新分類至收益表的其他損益。持有可供出售的金融資產時所賺取的利息及股息分別呈報為利息收入及股息收入，並根據下文「收入確認」政策在收益表內確認為其他收入。

如果非上市的權益性證券的公平值，由於(a)合理的公平值估計數範圍的變動對於該投資影響重大或(b)符合該範圍的多種估計數不能合理評估並用於估計公平值，而導致公平值不能可靠計量，則此類投資按成本減去減值虧損列賬。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to income statement over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

Derecognition of financial assets

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供出售的金融資產(續)

本集團會評估其可供出售的金融資產，以評估於近期出售的能力和意向是否仍然合適。在較罕有的情況下，當市場不活躍導致本集團無法買賣該等金融資產，如果管理層有能力及有意在可見將來持有有關資產或持有其至到期日，本集團可能選擇將該等金融資產重新分類。

有關從可供出售類別重新分類的金融資產，其於重新分類日期的公平值賬面金額成為其新的攤銷成本，之前在權益中確認的任何資產損益會在投資剩餘年期以實際利率法攤銷至收益表。新的攤銷成本與到期金額兩者之間的任何差額亦會在資產剩餘年期以實際利率法攤銷。如果資產其後確定已經減值，則記錄在權益的金額會重新分類至收益表。

剔除確認金融資產

金融資產(或(如適用)一項金融資產的一部分或一組相若金融資產的一部分)在下列情況將被剔除確認(即從本集團的綜合財務狀況表中剔除):

- 收取該項資產所得現金流量的權利經已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已根據一項「轉付」安排，承擔在沒有重大延誤的情況下，向第三方全數支付已收現金流量的義務;且(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並未轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產的控制權。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

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

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

Impairment of financial assets

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

2.4 主要會計政策概要(續)

剔除確認金融資產(續)

當本集團已轉讓其收取該項資產所得現金流量的權利或訂立轉付安排，會評估是否保留該資產所有權的風險和回報以及保留的程度。當本集團並未轉讓或保留該項資產的絕大部分風險及回報，且並未轉讓該項資產的控制權，該項轉讓資產將按本集團持續參與程度而持續確認。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按可反映本集團所保留權利及責任的基準計量。

以對已轉讓資產作出擔保的形式進行的持續參與，按資產原賬面及本集團可能須償還代價上限的較低者計量。

金融資產減值

本集團於各報告期末評估是否有客觀跡象表明一項金融資產或一組金融資產出現減值。資產在初始確認後，倘出現一項或多項事件及該事項對這項金融資產或這組金融資產的估計未來現金流量造成可靠地估計之影響，則被視為存在減值。減值跡象包括債務人或一組債務人遇到重大財務困難、違約或拖欠利息或本金、可能宣佈破產或進行其他財務重組，及有可觀測數據顯示估計未來現金流量出現可計量減少，例如欠款數目變動或出現與違約相關的經濟狀況。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost

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

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

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

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

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本入賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先對具個別重要性之金融資產進行個別評估，評估個別資產是否存在減值，或對非具個別重要性之金融資產進行共同評估。倘本集團認為經個別評估之金融資產（無論具有重要性與否）並無存在客觀減值證據，則會將該資產歸入一組具有相若信貸風險特性之金融資產內，作共同評估減值。個別評估減值及為其確認或繼續確認減值虧損之資產，不包括在共同評估減值之內。

任何已識別之減值虧損將會按該項資產的賬面值與估計未來現金流量現值（不包括未產生的未來信貸虧損）的差額計量。估計未來現金流量現值會按金融資產的原實際利率（即初始確認時的計算實際利率）折現。

資產的賬面值透過使用撥備賬戶扣減，而有關虧損金額則在收益表中確認。利息收入在減少的賬面值中按以計算有關減值損失時所採用以貼現未來現金流量的利率持續累計。當預期不可於日後收回並所有抵押品已經變現或已轉入本集團時，貸款及應收款項連同相關撥備予以撇銷。

於隨後期間，若在減值確認後發生一個事項令估計虧損金額增加或減少，則先前確認減值虧損可透過調整撥備賬戶予以增加或減少。若撇銷隨後收回，收回金額計入收益表。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售的金融資產

有關可供出售的金融資產，本集團於每一報告期末對是否有客觀證據表明投資或投資組發生減值做出評估。

如果可供出售的資產發生減值，則將按其成本(減去已償還的本金和攤銷額)與當前公平值之間的差額減去任何以前在收益表中確認的減值虧損所得的金額，從其他全面收益轉出，並在收益表內確認。

在分類為可供出售的權益投資的情況下，客觀證據包括投資公平值大幅或長期跌至低於成本。「大幅」會因應投資原成本評估，而「長期」會考慮公平值低於其原成本的時間。如果存在減值證據，累積虧損(按收購成本與當時公平值兩者之間的差額，減投資先前在收益表內確認的減值虧損計量)會從其他全面收益轉出，並在收益表內確認。分類為可供出售的權益工具發生的減值虧損不得在收益表轉回。其公平值如果在減值後增加，會直接在其他全面收益中確認。

決定何謂「大幅」或「長期」，需運用判斷。為作此判斷，本集團評估多項因素，包括投資項目公平值低於成本的期限或幅度。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, other payables, interest-bearing bank borrowings and derivative financial instruments.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

2.4 主要會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始確認時分類為以公平值計入損益的金融負債、貸款及借款，或衍生工具指定為有效對沖中的對沖工具(如適用)。

全部金融負債初始確認時按公平值計量，而如屬貸款及借款，則扣除直接應佔交易成本。

本集團的金融負債包括應付賬款、其他應付款項、計息銀行貸款及衍生金融工具。

後續計量

金融負債的後續計量視乎其如下分類而定：

按公平值計入損益的金融負債

透過損益按公平值列賬之金融負債包括持作買賣之金融負債和初始確認指定為以公平值計入損益之金融負債。

若購買該金融負債的目的是為了於近期購回，則分類為持作交易用途。此分類包括本集團所擁有的衍生金融工具，但並不是香港會計準則第39號所定義的對沖工具。獨立嵌入衍生工具也分類為持作交易用途，除非他們被設計成為有效的對沖工具。持作交易用途的利得或損失確認在收益表中。在收益表確認的公平值變動淨損益不包括任何金融負債的相關利息。

只有符合香港會計準則第39號的規定時，方可在初始確認時指定為透過損益按公平值列賬之金融負債。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Loans and borrowings

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

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as foreign currency forward contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

2.4 主要會計政策概要(續)

金融負債(續)

貸款與借貸

計息貸款與借貸於初步計量後，後續計量採用實際利率法按攤銷成本，除非貼現影響不大，則按成本列賬。負債剔除確認後，以及按實際利率法攤銷時，在收益表確認損益。

計算攤銷成本時，應考慮購買時的任何折價或溢價，且包括作為實際利率不可或缺部分的費用或成本。實際利率法攤銷額在收益表內列為融資成本。

剔除確認金融負債

倘負債項下之責任已履行或取消或屆滿，將會剔除確認金融負債。

倘現有金融負債由同一貸款人以含有重大不同條款的一項金融負債取代，或現有負債條款經大幅修訂，則有關轉換或修訂視作剔除確認原有負債及確認新的負債，而有關賬面值間之差額則於收益表確認。

金融工具的抵銷

當目前有強制執行的法律權力要求抵銷已確認金額並有意以淨額結算或同時變現資產及償還負債時，金融資產和金融負債可抵銷並按淨值列報於財務狀況表內。

衍生金融工具及對沖會計處理

初步確認及後續計量

本集團使用遠期貨幣合約等衍生金融工具對沖外匯風險。有關衍生金融工具初步按訂立衍生合約之日的公平值確認，隨後按公平值重新計量。當公平值為正值時，衍生工具將被列為資產，當公平值為負值時，則被列為負債。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative financial instruments and hedge accounting (Continued)

Initial recognition and subsequent measurement (Continued)

Any gains or losses arising from changes in fair value of derivatives are taken directly to the income statement, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要(續)

衍生金融工具及對沖會計處理(續)

初步確認及後續計量(續)

因衍生工具的公平值變動而產生的任何收益或虧損直接計入收益表，惟現金流量對沖有效部分除外，該部分於其他全面收入確認，並於其後在對沖項目影響損益的情況下重新分類至損益。

流動與非流動分類對比

並非指定為有效對沖工具的衍生工具乃根據對事實及情況的評估(即相關合約現金流量)分類為流動或非流動，或單獨列為流動與非流動部分。

- 當本集團預期持有衍生工具作為經濟對沖(而並無應用對沖會計處理方法)至超過報告期末後12個月期間，則該衍生工具乃與相關項目之分類一致分類為非流動(或單獨列為流動及非流動部分)。
- 與主合約並非密切聯繫的嵌入式衍生工具乃與主合約的現金流量一致分類。
- 指定為及現時為有效對沖工具的衍生工具乃與相關對沖項目的分類一致分類。衍生工具僅於可作出可靠分配時單獨列為流動部分及非流動部分。

存貨

存貨乃按成本值及可變現淨值之較低者列賬。成本按先進先出基準釐定，在製品及製成品則包含直接材料、直接勞工及適當比例之間接成本。可變現淨值按估計售價減完工及出售時所產生任何估計成本計算。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

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

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

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Income tax

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

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

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

2.4 主要會計政策概要(續)

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括現存現金及活期存款以及可隨時轉換為已知數額現金的短期高度流通性投資，有關投資承受價值變動風險不大，及一般於購入後三個月內到期，另扣除須按要求償還及構成本集團現金管理其中部分之銀行透支。

就財務狀況表而言，現金及現金等值項目包括現存及銀行現金，當中包括無使用限制用途之定期存款。

撥備

因過往發生事項而產生現時承擔責任(法定或推定)及有機會造成未來資源的流出以履行責任，則於能夠可靠估計該承擔數額時確認撥備。

若貼現之影響重大，則撥備所確認的數額是為預期履行該責任所需未來開支於報告期末之現值。隨時間推移而產生之貼現現值增加計入收益表的融資成本內。

所得稅

所得稅包括即期及遞延稅項。與於損益外確認項目有關的所得稅於其他全面收益或直接於權益確認。

本期的即期稅項資產和負債是根據於報告期末前已實施或實質實施的稅率(及稅法)並考慮到本集團業務所在國家的現行詮釋及慣例後計算出預計向稅務機關支付或從其處退回的金額。

遞延稅項須按負債法，就資產及負債之計稅基準與財務申報賬面值於報告期末之所有暫時性差額作出撥備。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項負債就所有應課稅暫時性差額確認，除下列情況外：

- 產生自首次確認的一項非商業合併交易中的商譽或資產或負債，以及於進行交易時並無影響會計溢利或應課稅溢利或虧損的遞延稅項負債；及
- 於附屬公司之投資相關之應課稅暫時性差額，倘可控制暫時差額之回撥時間，並有可能在可預見未來不會回撥暫時差額。

遞延稅項資產根據所有可予扣減暫時性差額、未動用稅項抵免及任何未動用稅項虧損結轉確認。倘可能獲得應課稅溢利用作抵扣可予扣減暫時性差額、未動用稅項抵免及未動用稅項虧損結轉，則確認遞延稅項資產，除以下情況：

- 惟產生自首次確認的一項非商業合併交易中的資產或負債，以及於進行交易時並無影響會計溢利或應課稅溢利或虧損之可扣減暫時差額相關之遞延稅項資產；及
- 於附屬公司之投資相關之可扣減暫時性差額，遞延稅項資產僅會於暫時性差額可能在可預見未來回撥及有應課稅溢利以抵銷暫時差額情況下予確認。

遞延稅項資產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抵銷所有或部分遞延稅項資產情況下調減。未確認之遞延稅項資產於各報告期末重估，並於有足夠應課稅溢利收回所有或部分遞延稅項資產情況下確認。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

Government grants

Government grants, including a subsidy for the expenditure incurred in the construction cost of an infrastructure project, are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

Revenue recognition

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

- (i) from the sale of goods and samples, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold; and
- (ii) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債乃根據於報告期末實施或實質實施之稅率(及稅法)，按預期於變現資產或清償負債期間適用之稅率計算。

倘存在容許將即期稅項資產抵銷即期稅項負債的合法可執行權利，且遞延稅項與同一應課稅實體及同一稅務機關有關，則遞延稅項資產可與遞延稅項負債抵銷。

政府補助

政府補助(包括基建項目建築成本產生的開支補貼)在合理確保可收取及符合政府補助所附條件的情況下，按其公平值予以確認。當補助涉及開支項目，則以有系統方式分多段期間確認為收入，以抵銷擬作補償的預期成本。當補助涉及資產，有關公平值則從資產的賬面值扣減，並利用已扣減折舊開支方式在收益表內扣除。

收入確認

收入乃於本集團有可能獲得經濟利益及該收入能可靠計算時，按以下基準確認：

- (i) 貨物及樣辦之銷售：當擁有權的絕大部分風險及回報已轉讓予買方，本集團不再參與一般與擁有權有關之管理，亦不再對已售出貨物有實際控制權；及
- (ii) 利息收入按應計基準，採用實際利率法，將於金融工具預計年期，或適用的較短年期，所收取估計未來現金貼現至該金融資產賬面淨值的利率計算。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Defined contribution plan

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

In addition, the Group operates a defined contribution retirement benefit scheme (the "Retirement Scheme") for those employees who are eligible to participate in the Retirement Scheme. Contributions to the Retirement Scheme are charged to the income statement as incurred. The Retirement Scheme operates in a similar way to the MPF Scheme, except that when an employee leaves the Retirement Scheme before his/her interest in the Group's employer contributions vests fully, the ongoing contributions payable by the Group are reduced by the relevant amount of the forfeited employer contributions.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme for their employees who are registered as permanent residents in Mainland China. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Defined benefit plan

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

Remeasurements arising from a defined benefit pension plan, comprising actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net interest), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained profits through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.4 主要會計政策概要(續)

僱員福利

定額福利計劃

本集團根據強制性公積金計劃條例，為合資格參加定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員推行強積金計劃。本集團須按僱員基本薪金的一定百分比作出供款，並在按照強積金計劃之規定應付供款時自收益表扣除。強積金計劃資產與本集團資產分開持有，並由獨立管理基金保管。本集團的僱主供款在向強積金計劃作出供款時全數撥歸僱員所有。

此外，本集團亦為合資格參加定額供款退休福利計劃(「退休計劃」)之僱員推行退休計劃。向退休計劃作出之供款在產生時自收益表扣除。退休計劃之運作方式與強積金計劃類似，惟當僱員在本集團僱主供款全數撥歸其所有前退出退休計劃，所沒收僱主供款可用作扣減本集團持續應付之供款。

本集團在中國大陸所經營附屬公司之僱員須參加由當地市政府推行的中央退休金計劃。有關附屬公司須就中央退休金計劃向登記為中國大陸永久居民之僱員作出相當於支薪成本若干百分比之供款。有關供款在根據中央退休金計劃之規定應付供款時自收益表扣除。

定額福利計劃

根據該定額福利計劃提供福利之成本，乃運用預測單位信貸精算估值法釐定。

因定額福利退休金計劃而產生之重新計量，包括精算收益及虧損、資產上限之影響(不包括利息淨額)以及計劃資產之回報(不包括利息淨額)，即時於綜合財務狀況表中確認，並透過其產生期間之其他全面收益於保留溢利內相應記入借方或記入貸方。重新計量於隨後期間不會重新分類至損益。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Defined benefit plan (Continued)

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under "cost of sales" and "administrative expenses" in the income statement by function:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and
- net interest expense or income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

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

2.4 主要會計政策概要(續)

僱員福利(續)

定額福利計劃(續)

過往服務成本按下列較早者於損益內確認：

- 計劃修訂或縮減之日；及
- 本集團確認重組相關成本之日

利息淨額乃採用貼現率將定額福利負債或資產淨值進行貼現計算。本集團按功能劃分在收益表項下「銷售成本」及「行政開支」中確認定額福利責任淨值之下列變動：

- 服務成本(包括當期服務成本、過往服務成本、縮減及不定期結算之收益及虧損)
- 利息開支或收入淨額

借貸成本

與收購、建造或生產合資格資產(即須一段較長時間方能達至其擬定用途或出售之資產)直接相關之借貸成本均予以資本化，作為該等資產之部份成本，直至該等資產大致上達至其擬定用途或出售時為止。特定借貸在用作合資格資產之開支前暫時用作投資所賺取之投資收入，從資本化借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體因資金借貸產生的利息及其他成本。

外幣

此財務報表以港元呈報，港元乃本公司之功能及呈報貨幣。本集團各實體釐定其本身功能貨幣，而各實體於財務報表計入之項目乃按該功能貨幣計算。本集團旗下實體記錄的外幣交易初步按交易日期各自之功能貨幣匯率記錄。以外幣列值的貨幣資產及負債按報告期末的功能貨幣匯率重新換算。因貨幣項目結算或換算產生的差額均於收益表確認。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

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

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

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

2.4 主要會計政策概要(續)

外幣(續)

按外幣過往成本計算的非貨幣項目乃按初步交易日期匯率換算。以外幣按公平值計算的非貨幣項目則按公平值釐定之日期匯率換算作計算。重新換算非貨幣項目產生的盈虧與項目公平值變動產生的損益按相同方式確認，即公平值損益於其他全面收益或收益表確認的項目之匯兌差額亦分別於其他全面收益或收益表確認。

若干海外附屬公司並非以港元為功能貨幣。於報告期末，該等實體之資產及負債按報告期末的匯率換算為本公司呈報貨幣，其收益表則按年內加權平均匯率換算為港元。最終匯兌差額於其他全面收益內確認並計入匯兌波動儲備。出售海外業務時，與該特定海外業務有關其他全面收益之組成項目在收益表內確認入賬。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之適用匯率換算為港元。年內海外附屬公司之經常現金流量按年內加權平均匯率換算為港元。

3. 重要會計判斷及估計

編製本集團的財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債的報告金額、其相應的披露資料及或然負債披露的判斷、估計及假設。由於有關假設和估計的不確定因素，可導致須就未來受影響的資產或負債賬面值作出重大調整。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Judgement

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Impairment of assets

In determining whether an asset is impaired or whether the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value, or such an event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows, which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could have a material effect on the net present value used in the impairment test.

Estimation uncertainty

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

Useful lives and residual values of items of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from previous estimation. Useful lives and residual values are reviewed at each financial year end date based on changes in circumstances.

3. 重要會計判斷及估計(續)

判斷

於應用本集團會計政策時，除該等涉及估計外，管理層曾作出下列對財務報表已確認金額影響最重要判斷：

資產減值

釐定資產是否減值或過往導致減值事項是否不再存在時，本集團須就資產減值作出判斷，尤其需要評估：(1)有否發生可影響資產價值之事項，或影響資產價值之事項是否仍然存在；(2)資產之賬面值能否以根據持續使用資產估計之未來現金流量現值淨額支持；及(3)預測未來現金流量時所採用適合的重要假設，包括該等現金流量預測是否以適用比率貼現。倘改變管理層用以確定減值程度之假設(包括現金流量預測中採用之貼現率或增長率假設)，或會對減值測試中使用的淨現值產生重大影響。

估計之不確定性

下文論述於報告期末極可能導致本集團之資產與負債賬面值在下一財政年度需要作出重大調整之未來相關重要假設及導致估計不確定性之其他重要因素。

物業、廠房及設備之可使用年期及剩餘價值

釐定物業、廠房及設備之可使用年期及剩餘價值時，本集團須考慮多項因素，例如因生產變動或改進或市場對有關資產提供之產品或服務需求有所改變而產生之技術性或商業性過時、資產預期用途、預期自然損耗、資產維修及保養，使用資產所受到之法律或其他類似限制。估計資產之可使用年期時，本集團根據經驗考慮類似用途之類似資產。倘若物業、廠房及設備項目之估計可使用年期及／或剩餘價值與先前估計不同，則增加折舊。可使用年期及剩餘價值於每個財政年度結算日按情況變化檢討。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2015 was HK\$26,112,000 (2014: HK\$26,112,000). Further details are given in note 17.

Impairment allowance for doubtful debts

The Group makes impairment allowance for doubtful debts based on an assessment of the recoverability of accounts and bills receivables. Allowances are applied to accounts and bills receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the receivables and doubtful debt expenses/write-back in the period in which such estimate has been changed.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group determines that there are five reportable operating segments, based on the location of customers (the destination of sales), including the United States of America (the "USA"), Mainland China, Europe, Japan and others. These segments are managed separately as each segment is subject to risks and returns that are different from each other.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income and other unallocated income, fair value changes on derivative financial instruments, and unallocated expenses are excluded from such measurement.

Segment assets exclude unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated liabilities as these liabilities are managed on a group basis.

3. 重要會計判斷及估計(續)

估計之不確定性(續)

商譽減值

本集團最少每年釐定商譽是否有所減值。釐定時須估計商譽所獲分配之現金產生單位之使用價值。估計使用價值時，本集團須估計現金產生單位所產生之預期日後現金流量，亦須選擇合適之貼現率，以計算該等現金流量之現值。商譽於二零一五年三月三十一日之賬面值為26,112,000港元(二零一四年：26,112,000港元)。進一步資料載於附註17。

呆賬減值撥備

本集團根據對應收賬款及票據之可收回性評估就呆賬作出減值撥備。倘有事件或情況有變顯示結餘可能無法收回時，會對應收賬款及票據作出撥備。識別呆賬需要運用判斷及估計。倘實際結果或未來預期與原本估計有所出入，有關差異將對估計變動期內之應收款項及呆賬支銷／撥回之賬面值構成影響。

4. 經營分類資料

就管理而言，本集團以客戶所在地(銷售目的地)為基礎，確定五個可報告經營分部，包括美國、中國大陸、歐洲、日本及其他地區。該等分部因風險和回報有別於其他分部而獨立分開管理。

管理層獨立監察其經營分部，以便作出有關資源分配及表現評估的決策。分部表現乃根據可報告分部溢利評估，而可報告分部溢利則以經調整除稅前溢利計量。經調整除稅前溢利的計量方式與本集團除稅前溢利計量方式一致，惟有關計量並不計入利息收入、其他未編配收入及收益、衍生金融工具公平值變動及未編配支出。

分類資產不包括未分配資產，原因是該等資產是集體管理。

分類負債不包括未分配負債，原因是該等負債是集體管理。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

4. OPERATING SEGMENT INFORMATION (Continued)

Group – 2015

4. 經營分類資料(續)

本集團 – 二零一五年

		Mainland					Consolidated 綜合
		USA 美國 HK\$'000 千港元	China 中國大陸 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Japan 日本 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	
Segment revenue:	分類營業收入：						
Sales to external customers	銷售予外界客戶	499,748	309,934	289,725	103,728	313,974	1,517,109
Segment results	分類業績	70,147	44,037	44,220	16,553	49,541	224,498
Interest and other unallocated income and gain	利息及其他未編配收入 及收益						8,925
Fair value changes on derivative financial instruments	衍生金融工具公平值 變動淨值						(2,578)
Unallocated expenses	未編配支出						(100,534)
Profit before tax	除稅前溢利						130,311
Income tax expense	所得稅開支						(25,128)
Profit for the year attributable to owners of the Company	本公司擁有人應佔 年度溢利						105,183
Segment assets	分類資產	407,990	282,700	204,838	62,926	227,268	1,185,722
Unallocated assets	未編配資產						383,699
							1,569,421
Segment liabilities	分類負債	61,442	44,773	43,956	16,588	47,169	213,928
Unallocated liabilities	未編配負債						267,962
							481,890
Other segment information:	其他分類資料：						
Depreciation and amortisation	折舊及攤銷	16,001	8,934	7,782	2,633	8,516	43,866
Unallocated amounts	未編配金額						19,010
							62,876
Capital expenditure *	資本開支*	7,725	3,538	2,715	792	3,040	17,810
Unallocated amounts	未編配金額						1,121
							18,931

* Capital expenditure represents additions to property, plant and equipment.

* 資本開支代表物業、廠房及設備的添置。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

4. OPERATING SEGMENT INFORMATION (Continued) Group – 2014

4. 經營分類資料(續) 本集團 – 二零一四年

		USA 美國 HK\$'000 千港元	Mainland China 中國大陸 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Japan 日本 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue:	分類營業收入：						
Sales to external customers	銷售予外界客戶	464,754	339,199	218,513	151,238	310,070	1,483,774
Segment results	分類業績	43,402	29,774	15,914	7,920	21,786	118,796
Interest and other unallocated income and gain	利息及其他未編配收入及收益						4,452
Unallocated expenses	未編配支出						(86,016)
Profit before tax	除稅前溢利						37,232
Income tax expense	所得稅開支						(15,362)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度溢利						21,870
Segment assets	分類資產	394,323	282,594	190,103	101,361	243,010	1,211,391
Unallocated assets	未編配資產						344,161
							1,555,552
Segment liabilities	分類負債	53,936	43,981	32,570	11,903	35,172	177,562
Unallocated liabilities	未編配負債						366,073
							543,635
Other segment information:	其他分類資料：						
Depreciation and amortisation	折舊及攤銷	16,180	8,919	5,996	3,814	8,863	43,772
Unallocated amounts	未編配金額						20,452
							64,224
Capital expenditure *	資本開支*	8,502	3,894	2,227	1,172	3,550	19,345
Unallocated amounts	未編配金額						1,164
							20,509

* Capital expenditure represents additions to property, plant and equipment.

* 資本開支代表物業、廠房及設備的添置。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

4. OPERATING SEGMENT INFORMATION (Continued)

Geographical information – non-current assets

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Hong Kong	香港	17,238	18,201
Mainland China	中國大陸	655,851	695,051
Indonesia	印尼	139,765	143,335
		812,854	856,587

The non-current asset information above is based on the locations of the assets.

Information about major customers

Revenue of HK\$874,385,000 (2014: HK\$677,915,000) and HK\$441,759,000 (2014: HK\$403,117,000) were derived from sales to the largest customer and the second largest customer of the Group, respectively. The above amounts include sales to group of entities which are known to be under common control with these customers.

5. REVENUE AND OTHER INCOME AND GAIN

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts. All significant intra-group transactions have been eliminated on consolidation.

4. 經營分類資料(續)

地區資料－非流動資產

上列非流動資產資料是按資產所在地區劃分呈列。

有關主要客戶的資料

本集團來自第一及第二大客戶的銷售所得營業收入分別為874,385,000港元(二零一四年: 677,915,000港元)及441,759,000港元(二零一四年: 403,117,000港元)。上述金額包括向一群已知受上述客戶共同控制的實體的銷售。

5. 營業收入及其他收入及收益

營業收入即本集團之營業額，乃指扣除退貨及貿易折扣後已售貨品之發票淨值。本集團公司間所有重大交易已於綜合賬目時對銷。

Notes to Financial Statements (Continued) 財務報表附註(續)

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5. REVENUE AND OTHER INCOME AND GAIN (Continued)

An analysis of the Group's revenue and other income and gain is as follows:

本集團營業收入及其他收入及收益之分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	營業收入		
Sale of goods	貨品銷售	1,517,109	1,483,774
Other income	其他收入		
Bank interest income	銀行利息收入	1,821	1,417
Income derived from available-for-sale investments	可供出售投資的收入	1,834	-
Government grants*	政府補助金*	2,820	-
Others	其他	2,182	3,035
		8,657	4,452
Gain	收益		
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	268	-
		8,925	4,452

* There are no unfulfilled conditions or contingencies relating to these grants.

* 該等補助並無尚未達成的條件或相關或然事項。

6. FINANCE COSTS

6. 融資成本

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須五年內悉數償還之銀行貸款利息	3,495	5,002

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
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7. PROFIT BEFORE TAX

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

7. 除稅前溢利

本集團除稅前溢利扣除/(計入)下列各項：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	1,251,158	1,289,041
Auditors' remuneration	核數師酬金	2,446	2,506
Depreciation (Note 14)*	折舊(附註14)*	60,539	61,856
Amortisation of prepaid land lease payments (Note 15)*	預付土地租賃款攤銷(附註15)*	2,337	2,368
Employee benefit expenses (excluding directors' remuneration – Note 8):	僱員福利支出(不包括董事酬金 – 附註8):		
Wages and salaries	工資及薪金	331,457	380,760
Pension contributions, including a pension cost for defined benefit plan of HK\$2,271,000 (2014: HK\$1,363,000) (Note 28)	退休金計劃供款, 包括於定額福利計劃的退休金成本2,271,000港元(二零一四年: 1,363,000港元)(附註28)	50,793	54,815
Less: Forfeited contributions	減: 已沒收供款	(1,442)	(872)
Net pension contributions	退休金計劃供款淨額	49,351	53,943
Total employee benefit expenses*	總僱員福利支出*	380,808	434,703
Minimum lease payments under operating leases in respect of land and buildings*	土地及樓宇經營租賃之最低租金付款*	–	3,418
Foreign exchange differences, net	匯兌差額淨額	1,921	4,270
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目	26	2,458
Income derived from available-for-sale investments	可供出售投資的收入	(1,834)	–
Fair value losses/(gains), net, Derivative financial instruments – transactions not qualified as hedges:	公平值淨虧損/(收益): 衍生金融工具不符合對沖條件的交易		
– matured during the year	– 於年內到期	(6,532)	–
– not yet matured	– 仍未到期	9,110	–

* Included in the respective balances are the following amounts which are also included in the cost of inventories sold disclosed above:

* 各項結餘中包括以下計入上文所披露已售存貨成本之金額：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Depreciation	折舊	41,996	41,877
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	1,870	1,896
Employee benefit expenses	僱員福利支出	328,745	372,076
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃之最低租金付款	–	3,418

Notes to Financial Statements (Continued) 財務報表附註(續)

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules and section 161 of the predecessor Hong Kong Companies Ordinance (Cap. 32), is as follows:

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Fees	袍金	360	360
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,470	4,708
Discretionary bonuses	酌情花紅	2,300	-
Pension scheme contributions	退休金計劃供款	550	518
		8,320	5,226
		8,680	5,586

8. 董事及行政總裁酬金

本年度董事及行政總裁酬金根據上市規則及前香港公司條例(第32章)第161條披露如下：

(a) Independent non-executive directors

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

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Mr. Chan Cheuk Ho	陳卓豪先生	120	120
Mr. Lu Chi Chant	盧啟昌先生	120	120
Mr. Cheng Yung Hui, Tony	鄭榮輝先生	120	120
		360	360

There were no other emoluments payable to the independent non-executive directors during the year (2014: Nil).

(a) 獨立非執行董事

年內付予獨立非執行董事之袍金如下：

年內並無其他應付獨立非執行董事之酬金(二零一四年：無)。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors

8. 董事及行政總裁酬金(續)

(b) 執行董事

		Salaries, allowances and benefits in kind				Discretionary bonuses	Pension scheme contributions	Total remuneration
		Fees	薪金、津貼及實物福利					
		袍金	薪金、津貼及實物福利	酌情花紅	退休金計劃供款	酬金總額		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
2015	二零一五年							
Executive directors:	執行董事：							
Mr. Chung Yuk Sing	鍾育升先生	-	1,664	1,150	230	3,044		
Mr. Chen Hsiao Ying	陳小影先生	-	1,560	1,150	216	2,926		
Mr. Kuo Tai Yu	郭泰佑先生	-	-	-	-	-		
Ms. Chen Fang Mei, Christina	陳芳美女士	-	2,246	-	104	2,350		
		-	5,470	2,300	550	8,320		
2014	二零一四年							
Executive directors:	執行董事：							
Mr. Chung Yuk Sing	鍾育升先生	-	1,664	-	230	1,894		
Mr. Chen Hsiao Ying	陳小影先生	-	1,589	-	216	1,805		
Mr. Kuo Tai Yu	郭泰佑先生	-	-	-	-	-		
Ms. Chen Fang Mei, Christina	陳芳美女士	-	1,455	-	72	1,527		
		-	4,708	-	518	5,226		

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

The directors' remuneration shown above does not include the estimated monetary value of the Group's owned premises provided rent-free to an executive director, Mr. Chung Yuk Sing ("Mr. Chung"), during the year. The estimated rental value of such accommodation was HK\$120,000 (2014: HK\$129,000) for the year ended 31 March 2015.

本年度內並無任何董事放棄或同意放棄任何酬金之安排。

上述所示董事酬金並未包括於年內向執行董事鍾育升先生(「鍾先生」)提供免租之本集團自置物業之估計幣值。截至二零一五年三月三十一日止年度，該住宿之估計租值為120,000港元(二零一四年：129,000港元)。

Notes to Financial Statements (Continued) 財務報表附註(續)

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2014: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2014: two) non-director, highest paid employees for the year ended 31 March 2015 are set out below:

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,517	3,645
Discretionary bonuses	酌情花紅	–	300
Pension scheme contributions	退休金計劃供款	338	338
		4,855	4,283

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

		Number of employees 僱員數目	
		2015 二零一五年	2014 二零一四年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	–	–
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	–	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	–
		2	2

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

Pursuant to the Corporate Income Tax Law of the PRC being effective on 1 January 2008, the corporate income tax rate for all enterprises in Mainland China is 25%.

9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名(二零一四年：三名)董事，有關彼等薪酬的詳情已在上文附註8披露。於截至二零一五年三月三十一日止年度內，餘下兩名(二零一四年：兩名)最高酬金的非董事僱員的酬金詳情如下：

酬金介乎以下範圍的最高薪酬非董事僱員的數目如下：

10. 所得稅

年內，香港利得稅按在香港產生的估計應課稅溢利以16.5%(二零一四年：16.5%)稅率作撥備。其他地方應課稅溢利的稅項，則根據本集團業務所在國家的現行稅率計算。

根據於二零零八年一月一日生效的中國企業所得稅法，中國大陸所有企業的企業所得稅率為25%。

Notes to Financial Statements (Continued)

財務報表附註(續)

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10. INCOME TAX (Continued)

Moreover, under the relevant tax laws and regulations in Mainland China, a company may set off losses incurred by it in a financial year against profits made by it in the succeeding financial year or years, subject to a maximum of five financial years.

10. 所得稅(續)

根據有關的中國大陸稅務法及規則，該公司可將其於一個財政年度產生之虧損，抵銷其於其後一個或多個財政年度之溢利，但最多不得超過五個財政年度。

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current tax charge for the year:	本年度稅項支出：		
Hong Kong	香港	11,889	9,520
Elsewhere	其他地方	11,200	6,506
Overprovision of current tax in respect of prior years	過往年度稅項超額撥備	(302)	(1,177)
Deferred (Note 29)	遞延(附註29)	2,341	513
Total tax charge for the year	本年度稅項支出總額	25,128	15,362

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the tax jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

適用於以本公司及其大部分附屬公司位處的稅務司法權區法定稅率計算之除稅前溢利之稅項支出與按實際稅率計算之稅項開支之調節如下：

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Profit before tax	除稅前溢利	130,311	37,232
Tax at the applicable rates to profit in the tax jurisdictions concerned	按有關稅務司法權區對溢利適用之稅率計算之稅項	26,715	6,654
Adjustments in respect of current tax of previous years	就過往年度即期稅項作出調整	(302)	(1,177)
Income not subject to tax	毋須課稅之收入	(1,022)	(1,820)
Expenses not deductible for tax	不可扣稅之費用	2,286	2,589
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	扣繳本集團之中國附屬公司可分派溢利5%預扣稅之影響	2,341	513
Tax loss utilised from previous periods	動用以前期間的稅務虧損	(4,890)	-
Tax losses not recognised	未確認稅務虧損	-	8,603
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	25,128	15,362

Notes to Financial Statements (Continued) 財務報表附註(續)

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11. PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 March 2015 includes a loss of HK\$3,270,000 (2014: HK\$3,210,000), excluding dividend income from a subsidiary of HK\$135,800,000 (2014: Nil) and interest income from a subsidiary of HK\$2,795,000 (2014: HK\$4,382,000), which has been dealt with in the financial statements of the Company (Note 31).

12. DIVIDENDS

Dividends paid during the year:
Final in respect of the financial year ended 31 March 2014 – Nil (2014: final dividend of HK4 cents per ordinary share, in respect of the financial year ended 31 March 2013)
Interim – HK6 cents (2014: HK4 cents) per ordinary share

年內已付股息
截至二零一四年三月三十一日止財政年度末期股息—零 (二零一四年：截至二零一三年三月三十一日止財政年度末期股息每股普通股4港仙)
中期股息—每股普通股6港仙 (二零一四年：4港仙)

Proposed final dividend HK6.5 cents (2014: Nil) per ordinary share

擬派末期股息—每股普通股6.5港仙(二零一四年：零)

The proposed final dividend for the year is based on the number of shares in issue as at the reporting date, and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the dividend payable.

13. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the year attributable to owners of the Company for the year of HK\$105,183,000 (2014: HK\$21,870,000) and 499,680,000 (2014: 499,680,000) ordinary shares in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2015 and 2014 as the Group had no potentially dilutive ordinary shares in issue during those years.

11. 本公司擁有人應佔年度溢利

截至二零一五年三月三十一日止年度本公司擁有人應佔綜合溢利包括虧損3,270,000港元(二零一四年：3,210,000港元)，但不包括一家附屬公司支付股息收入135,800,000港元(二零一四年：無)及一家附屬公司支付利息收入2,795,000港元(二零一四年：4,382,000港元)，已於本公司財務報表內反映(附註31)。

12. 股息

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Dividends paid during the year:		
Final in respect of the financial year ended 31 March 2014 – Nil (2014: final dividend of HK4 cents per ordinary share, in respect of the financial year ended 31 March 2013)	–	19,987
Interim – HK6 cents (2014: HK4 cents) per ordinary share	29,980	19,987
	29,980	39,974
Proposed final dividend HK6.5 cents (2014: Nil) per ordinary share	32,479	–

本年度之擬派末期股息乃按於本報告日已發行之股份數目計算，並須待本公司股東於應屆股東週年大會批准後方可作實。該等財務報表並無反映應付股息。

13. 本公司擁有人應佔每股盈利

每股基本盈利乃根據年內本公司擁有人應佔溢利105,183,000港元(二零一四年：21,870,000港元)，以及年內已發行499,680,000股(二零一四年：499,680,000股)普通股計算。

於截至二零一五年及二零一四年三月三十一日止年度，均無潛在攤薄影響之普通股，因此概無呈列調整每股攤薄盈利。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

14. PROPERTY, PLANT AND EQUIPMENT Group 31 March 2015

14. 物業、廠房及設備 本集團 二零一五年三月三十一日

		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Furniture, fixtures, equipment and motor vehicles 傢具、裝置、 設備及汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：					
At beginning of year	年初	721,690	115,610	221,409	73,532	1,132,241
Additions	添置	4,169	5,118	8,008	1,636	18,931
Disposals	出售	-	-	(961)	(1,711)	(2,672)
Write-off	撇銷	-	-	-	(171)	(171)
Exchange realignment	匯兌調整	363	84	112	(604)	(45)
At 31 March 2015	於二零一五年三月三十一日	726,222	120,812	228,568	72,682	1,148,284
Accumulated depreciation:	累積折舊：					
At beginning of year	年初	84,027	89,263	145,252	57,902	376,444
Provided during the year	年內撥備	24,197	10,584	18,959	6,799	60,539
Disposals	出售	-	-	(937)	(1,570)	(2,507)
Write-off	撇銷	-	-	-	(145)	(145)
Exchange realignment	匯兌調整	44	71	84	(581)	(382)
At 31 March 2015	於二零一五年三月三十一日	108,268	99,918	163,358	62,405	433,949
Net book value:	賬面淨值：					
At 31 March 2015	於二零一五年三月三十一日	617,954	20,894	65,210	10,277	714,335

Group 31 March 2014

本集團 二零一四年三月三十一日

Cost:	成本：					
At beginning of year	年初	714,880	110,838	214,120	73,259	1,113,097
Additions	添置	332	12,851	6,162	1,164	20,509
Disposals	出售	-	-	-	(1,420)	(1,420)
Write-off	撇銷	-	(9,268)	-	(26)	(9,294)
Exchange realignment	匯兌調整	6,478	1,189	1,127	555	9,349
At 31 March 2014	於二零一四年三月三十一日	721,690	115,610	221,409	73,532	1,132,241
Accumulated depreciation:	累積折舊：					
At beginning of year	年初	59,457	83,245	127,404	50,987	321,093
Provided during the year	年內撥備	24,276	12,049	17,958	7,573	61,856
Disposals	出售	-	-	-	(966)	(966)
Write-off	撇銷	-	(6,836)	-	-	(6,836)
Exchange realignment	匯兌調整	294	805	(110)	308	1,297
At 31 March 2014	於二零一四年三月三十一日	84,027	89,263	145,252	57,902	376,444
Net book value:	賬面淨值：					
At 31 March 2014	於二零一四年三月三十一日	637,663	26,347	76,157	15,630	755,797

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

An analysis of the carrying amount of the land and buildings of the Group at the end of the reporting period is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Land and buildings held on medium term leases in Hong Kong	於香港以中期租約持有之土地及樓宇	15,596	16,069
Land and buildings held on medium term leases outside Hong Kong	於香港以外地區以中期租約持有之土地及樓宇	601,329	620,529
Buildings held on long term leases outside Hong Kong	於香港以外地區以長期租約持有之樓宇	1,029	1,065
Total carrying amount	總賬面值	617,954	637,663

At 31 March 2015, the Group has undertaken not to charge one of the Group's buildings with a net carrying amount of HK\$71,041,000 (2014: HK\$73,560,000).

14. 物業、廠房及設備(續)

於報告期末，本集團之土地及樓宇之賬面值分析如下：

於二零一五年三月三十一日，本集團承諾不質押本集團其中一幢賬面淨值71,041,000港元(二零一四年：73,560,000港元)樓宇。

15. PREPAID LAND LEASE PAYMENTS

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Carrying amount at beginning of year	年初賬面值	77,013	78,438
Amortisation recognised during the year (Note 7)	於年內確認攤銷(附註7)	(2,337)	(2,368)
Exchange realignment	匯兌調整	68	943
Carrying amount at 31 March	於三月三十一日之賬面值	74,744	77,013
Current portion included in prepayments, deposits and other receivables (Note 16)	計入預付款項、按金及其他應收款項之即期部分(附註16)	(2,337)	(2,335)
Non-current portion	非即期部分	72,407	74,678

15. 預付土地租賃款項

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

15. PREPAID LAND LEASE PAYMENTS (Continued)

An analysis of the carrying amounts of prepaid land lease payments of the Group at the end of the reporting period is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Long term leases outside Hong Kong	香港境外之長期租約	3,108	3,216
Medium term leases outside Hong Kong	香港境外之中期租約	71,636	73,797
		74,744	77,013

One of the Group's prepaid land lease payments with a net book value of HK\$1,568,000 (2014: HK\$1,597,000), together with the leasehold buildings thereon, has been provided as rent-free accommodation to Mr. Chung, an executive director of the Company during the year.

15. 預付土地租賃款項(續)

於報告期末，本集團預付土地租賃款項之賬面值分析如下：

本集團其中一項賬面淨值1,568,000港元(二零一四年：1,597,000港元)之預付土地租賃款項，連同其上的租賃樓宇於年內提供作為鍾先生(本公司一名執行董事)之免租住宿。

16. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

16. 預付款項、按金及其他應收款

	Note 附註	Group 本集團		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Prepaid land lease payments	預付土地租賃款項	15	2,337	2,335	-
Prepayments	預付款項		27,164	11,595	130
Deposits and other receivables	按金及其他應收款項		17,826	13,932	-
			47,327	27,862	130

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

上述結餘包括的金融資產並無逾期或減值。包括在以上應收款項結餘內的金融資產，近期並無欠款記錄。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

17. GOODWILL

17. 商譽

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cost and carrying amount:	成本值及賬面值：		
At beginning and end of year	於年初及年終	26,112	26,112

The Group's goodwill was wholly allocated to a cash-generating unit engaged in the manufacture and trading of sportswear and garments (the "Unit"). The recoverable amount of the Unit has been determined from the value in use, which is calculated with reference to cash flow projections based on a five-year period financial budget approved by senior management. The financial budgets are prepared reflecting actual and prior year performance and development expectations. The key assumptions for the cash flow projections are the budgeted gross margin which is the average gross profit margin achieved in the year immediately before budgeted years and the discount rate of 14%, which is before tax and reflects specific risks relating to the Unit. The cash flow projections are prepared based on the assumption that the cash-generating unit will have revenue based on the actual sales order amount and revenue forecasted by the head of the sales department for the first year, and then maintain a 5% growth rate thereafter. The directors believe that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the Unit to exceed the aggregate recoverable amount. Since the recoverable amount of the Unit is higher than its carrying amount, the directors consider there was no impairment of the goodwill at the end of the reporting period.

本集團之商譽全部撥歸從事運動服及成衣生產及買賣之現金產生單位(「該單位」)。該單位之可收回金額乃根據使用價值釐定，而使用價值則根據由高級管理人員審批之五年期財政預算所預測之現金流量計算。財政預算之編算乃反映實際、過往年度表現及預期發展。現金流量預測之主要假設為所預算之毛利率(即緊接預算年度前該年度所達致之平均毛利率)及貼現率14%(乃除稅前及反映與該單位有關之特定風險)。現金流量預測根據現金產生單位將帶來收益的假設編製，該假設乃根據實際銷售訂單金額及銷售部主管於首年所作的收益預測，其後維持5%收益增長率。董事相信，任何該等假設可能合理地出現之變動，將不會導致該單位之總賬面值超出總可收回金額。由於該單位之可收回金額高於其賬面值，董事認為於報告期末商譽並無出現減值。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

18. INVESTMENTS IN SUBSIDIARIES

18. 於附屬公司之投資

		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	43,368	43,368

The balances with subsidiaries are unsecured, interest-free and repayable on demand.

與附屬公司之應收／應付款項為無抵押、免息及須應要求償還。

The loan to a subsidiary included in the Company's current assets is unsecured, interest-bearing at the rates of 1.5% and 2.2% (2014: 1.9%) per annum and repayable on demand or within one year.

給予附屬公司之貸款包括於本公司之流動資產內，為無抵押、分別以年利率1.5%及2.2%(二零一四年：1.9%)計息及須按要或於一年內償還。

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

下表列出本公司附屬公司，按董事意見認為，該等公司對本集團年內業績有重大影響或構成本集團資產淨值之主要部分。按董事意見認為，詳列其他附屬公司資料將會使篇幅過於冗長。

Particulars of the principal subsidiaries are as follows:

主要附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ registration and business 註冊成立／登記 及營業地點	Issued share/ paid-up registered capital 已發行股份／ 繳足註冊資本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
Eagle Nice (EAG) Limited 鷹美(鷹美集團)有限公司	Hong Kong 香港	Ordinary HK\$2; Non-voting deferred HK\$10,000 (Note (a)) (2014: Ordinary HK\$2; Non-voting deferred HK\$10,000) 普通股2港元； 無投票權遞延股 10,000港元(附註(a)) (二零一四年： 普通股2港元； 無投票權遞延股 10,000港元)	100	100	Investment holding 投資控股
裕美(汕頭)製衣有限公司 ("YM (Shantou)") (Notes (b) and (c)) ([裕美(汕頭)]) (附註(b)及(c))	PRC/Mainland China 中國／中國大陸	US\$23,500,000 (2014: US\$23,500,000) 23,500,000美元 (二零一四年： 23,500,000美元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)

(二零一五年三月三十一日)

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued share/ paid-up registered capital 已發行股份/ 繳足註冊資本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
裕鷹(汕頭)製衣有限公司 ("YY (Shantou)") (Notes (b) and (c)) (「裕鷹(汕頭)」)(附註(b)及(c))	PRC/Mainland China 中國/中國大陸	HK\$15,000,000 (2014: HK\$15,000,000) 15,000,000港元 (二零一四年: 15,000,000港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
Eagle Nice Development Limited 鷹美發展有限公司	Hong Kong 香港	HK\$1 (2014: HK\$1) 1港元 (二零一四年: 1港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
Yue Mei (HK) Garment Limited 裕美(香港)製衣有限公司	Hong Kong 香港	HK\$1 (2014: HK\$1) 1港元 (二零一四年: 1港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
Maitex (EAG) Limited 源瀚(鷹美集團)有限公司	Hong Kong 香港	HK\$1,000 (2014: HK\$1,000) 1,000港元 (二零一四年: 1,000港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
惠來縣源瀚製衣有限公司 ("Maitex PRC") (Notes (b) and (c)) (「惠來源瀚」)(附註(b)及(c))	PRC/Mainland China 中國/中國大陸	HK\$40,000,000 (2014: HK\$40,000,000) 40,000,000港元 (二零一四年: 40,000,000港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
King Eagle (EAG) Limited 金鷹(鷹美集團)有限公司	Hong Kong 香港	HK\$1 (2014: HK\$1) 1港元 (二零一四年: 1港元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
金鷹(汕頭)製衣有限公司 ("KE (Shantou)") (Notes (b) and (c)) (「金鷹(汕頭)」)(附註(b)及(c))	PRC/Mainland China 中國/中國大陸	US\$2,680,000 (2014: US\$2,680,000) 2,680,000美元 (二零一四年: 2,680,000美元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
惠來縣宏鷹製衣有限公司 ("Hung Eagle Garment") (Notes (b) and (c)) (「惠來宏鷹」)(附註(b)及(c))	PRC/Mainland China 中國/中國大陸	US\$4,000,000 (2014: US\$4,000,000) 4,000,000美元 (二零一四年: 4,000,000美元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued share/ paid-up registered capital 已發行股份/ 繳足註冊資本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			2015 二零一五年	2014 二零一四年	
Eagle Nice (Indonesia) Holdings Limited 鷹美(印尼)控股有限公司	Hong Kong 香港	HK\$1 (2014: HK\$1) 1港元 (二零一四年: 1港元)	100	100	Investment holding 投資控股
P.T. Eagle Nice Indonesia ("EN Indonesia") ("鷹美印尼")	Indonesia 印尼	US\$30,000,000 (2014: US\$27,000,000) 30,000,000美元 (二零一四年: 27,000,000美元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣
Eagle Nice (Jiangxi) Garment Limited 鷹美(江西)製衣有限公司	Hong Kong 香港	HK\$10,000 (2014: HK\$10,000) 10,000港元 (二零一四年: 10,000港元)	100	100	Investment holding 投資控股
鷹美(宜豐)製衣有限公司 ("EN (Yifeng)") (Notes (b) and (c)) ("鷹美(宜豐)") (附註(b)及(c))	PRC/Mainland China 中國/中國大陸	US\$25,000,000 (2014: US\$25,000,000) 25,000,000美元 (二零一四年: 25,000,000美元)	100	100	Manufacture and trading of sportswear and garments 生產及買賣運動服及成衣

Notes:

- (a) The non-voting deferred shares carry no rights to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus assets in a return of capital in a winding-up (other than the nominal amount paid up or credited as paid-up on such shares, after the sum of HK\$100,000,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares of the company in such winding-up).
- (b) YM (Shantou), YY (Shantou), Maitex PRC, KE (Shantou), Hung Eagle Garment and EN (Yifeng) are registered as wholly-foreign-owned enterprises under PRC law.
- (c) The statutory financial statements of these entities are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

All of the above subsidiaries are indirectly held by the Company.

附註:

- (a) 無投票權遞延股並無權利獲派股息、出席股東大會或在會上投票，以及在清盤退還資本時獲得任何剩餘資產(清盤時每股普通股總數100,000,000,000,000港元分派予公司普通股持有人後，有關股份之繳足或入賬列作繳足的面值除外)。
- (b) 裕美(汕頭)、裕鷹(汕頭)、惠來源瀚、金鷹(汕頭)、惠來宏鷹及鷹美(宜豐)為根據中國法律註冊之外商獨資企業。
- (c) 該等實體的法定財務報表未經香港安永會計師事務所或安永國際網絡其他成員公司審核。

上述所有附屬公司由本公司間接持有。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

19. INVENTORIES

19. 存貨

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Raw materials	原材料	112,572	100,954
Work in progress	在製品	70,932	126,978
Finished goods	製成品	82,395	32,343
		265,899	260,275

20. ACCOUNTS AND BILLS RECEIVABLES

The Group's accounts and bills receivables mainly relate to a few recognised and creditworthy customers. The credit period is generally for a period of 30 to 45 days (2014: 30 to 45 days). The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. Overdue balances are regularly reviewed by the management of the Group. The accounts and bills receivables are non-interest-bearing. At the end of the reporting period, 76% (2014: 60%) and 18% (2014: 16%) of the total accounts and bills receivables were due from the Group's largest customer and the second largest customer, respectively.

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

20. 應收賬款及票據

本集團之應收賬款及票據主要與若干認可及信譽良好的客戶相關。信貸期一般為30天至45天(二零一四年: 30天至45天)。本集團致力對未償還應收賬款餘額保持嚴密監控, 將信貸風險控制至最低水平。逾期未付之結餘由本集團管理層定期審閱。應收賬款及票據為免息賬款。於報告期末, 本集團最大客戶及第二大客戶分別佔本集團應收賬款及票據總額76%(二零一四年: 60%)及18%(二零一四年: 16%)。

截至本報告期止之應收賬款及票據根據發票日期的賬齡分析如下:

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within 30 days	30天內	79,421	81,222
31 to 60 days	31至60天	37,273	34,793
61 to 90 days	61至90天	2,592	10,193
Over 90 days	90天以上	4,906	8,055
		124,192	134,263

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

20. ACCOUNTS AND BILLS RECEIVABLES (Continued)

Receivables that are neither past due nor impaired relate to customers for whom there was no recent history of default.

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

20. 應收賬款及票據(續)

未逾期亦未減值的應收賬款，與近期並無欠款記錄的客戶相關。

已逾期但未減值的應收賬款與本集團擁有良好的業績記錄的若干客戶相關。根據以往的經驗，本公司董事認為毋須作出減值撥備，因該等結餘並無顯示信貸質素有顯著變動及結餘仍被視為可全數收回。

21. AVAILABLE-FOR-SALE INVESTMENTS

21. 可供出售投資

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Unlisted investment funds, at cost	非上市投資基金，按成本列賬	63,750	-

It represents short-term wealth management products offered by commercial banks in the PRC. As at 31 March 2015, unlisted investment funds with a carrying amount of HK\$63,750,000 were stated at cost less impairment because these funds do not have quoted market price in an active market and whose fair value cannot be measured reliably.

可供出售投資為中國境內銀行提供的短期理財產品。於二零一五年三月三十一日，賬面值63,750,000港元的非上市投資基金按成本扣除減值列賬，因為非上市投資基金並無活躍市場的市場報價，無法可靠地計量其公平值。

22. CASH AND CASH EQUIVALENTS

22. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cash and bank balances	現金及銀行結存	196,619	275,316	1,140	623
Non-pledged time deposits with original maturity of less than three months	原定到期日少於三個月之非質押定期存款	58,780	1,249	8,130	-
Cash and cash equivalents	現金及現金等值項目	255,399	276,565	9,270	623

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

22. CASH AND CASH EQUIVALENTS (Continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$198,844,000 (2014: HK\$161,707,000). RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

23. ACCOUNTS PAYABLE

An aged analysis of the accounts payable as at the end of the reporting period, based on the invoice date, is as follows:

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within 90 days	90天內	97,785	89,207
91 to 180 days	91至180天	623	1,469
181 to 365 days	181至365天	307	578
Over 365 days	365天以上	6,375	4,858
		105,090	96,112

The accounts payable are non-interest-bearing and are normally settled on 45-day terms.

24. BANKING FACILITIES

As at 31 March 2015, the Group's banking facilities were supported by the corporate guarantees executed by the Company and a subsidiary of the Company to the extent of HK\$339,521,000 (2014: HK\$368,000,000), of which an aggregate amount of HK\$171,746,000 was utilised (2014: HK\$122,396,000), and an undertaking of the Group not to charge one of the Group's buildings (note 14).

22. 現金及現金等值項目(續)

於報告期末，本集團以人民幣(「人民幣」)計值的現金及銀行結存為198,844,000港元(二零一四年：161,707,000港元)。人民幣不得自由兌換為其他貨幣。然而根據中國大陸的外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲批准透過獲授權辦理外匯業務之銀行將人民幣兌換為其他貨幣。

存於銀行的現金按每日銀行存款利率之浮動息率賺取利息。本集團按即時現金需要作出一日至三個月之短期定期存款，並分別按短期定期存款利率賺取利息。銀行結餘乃存放於具信譽且近期沒欠款記錄之銀行。

23. 應付賬款

於報告期末之應付賬款根據發票日期的賬齡分析如下：

應付賬款為免息賬款，信貸期一般為45天。

24. 銀行備用信貸

於二零一五年三月三十一日，本集團之銀行備用信貸以本公司及其一間附屬公司簽立的公司擔保作支持，惟上限為339,521,000港元(二零一四年：368,000,000港元)，其中已用合共171,746,000港元(二零一四年：122,396,000港元)及以本集團承諾不質押本集團其中一幢樓宇(附註14)。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

25. ACCRUED LIABILITIES AND OTHER PAYABLES 25. 應計負債及其他應付款項

		Group 本集團		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Deferred income	遞延收入	-	518	-	-
Other payables	其他應付款項	41,985	35,155	-	-
Accruals	應計費用	44,627	45,693	2	7
		86,612	81,366	2	7

Other payables of the Group at 31 March 2015 included a subsidy of HK\$3,552,000 (2014: HK\$3,974,000) received from the People's Government of Yifeng County, Jiangxi Province, the PRC for the construction cost of basic infrastructure to be incurred by the Group for the development of the Jiangxi Project. During the year, an amount of HK\$422,000 (2014: HK\$639,000) was utilised and has been offset against the construction cost.

本集團於二零一五年三月三十一日的其他應付款項包括從中國江西省宜豐縣人民政府所收取3,552,000港元(二零一四年: 3,974,000港元)的補助,作為本集團開發江西項目的基本建設建造成本。年內,已動用422,000港元(二零一四年: 639,000港元)並以建築成本抵銷。

26. DERIVATIVE FINANCIAL INSTRUMENTS 26. 衍生金融工具

		Group 本集團		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Foreign currency forward contracts	外幣遠期合約	9,110	-	7,523	-

The Group has entered into various foreign currency forward contracts to manage its foreign currency risk. These foreign currency forward contracts are designated upon initial recognition as fair value through profit or loss. Changes in the fair value of non-hedging currency derivatives, net, amounting to a loss of HK\$2,578,000 (2014: Nil), were charged to income statement during the year. The above transactions including derivative financial instruments were conducted with creditworthy financial institutions without recent history of default.

本集團訂立了多項外幣遠期合約,以管理外幣風險。這些外幣遠期合約初步確認於收益表以公平值計量。年內計入收益表的非對沖外幣衍生工具公平值變動淨額為虧損2,578,000港元(二零一四年:無)。上述交易包括衍生金融工具,均與信譽良好,近期並無任何違約記錄的金融機構進行交易。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

26. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

The aggregate monthly notional amount of the outstanding contracts as at 31 March 2015 is US\$5 million (31 March 2014: Nil). The major terms of the contracts are as follows:

- (i) The Group shall sell US\$1 million or US\$0.5 million for RMB at the contracted rates ranging from US\$1 for RMB6.30 to 6.38 or receive the gain where the spot rate on the fixing date is below the contracted rate.
- (ii) Where the spot rate on the fixing date is above the upper contract rates ranging from US\$1 for RMB6.35 to 6.43, the Group shall sell double the amount of US\$ for RMB at the contracted rate or pay for the loss.
- (iii) Where the spot rate on the fixing date falls within the upper contract rates and contracted rates, no settlement will be required.
- (iv) The contracts are settled on a monthly interval from September 2014 to November 2016.
- (v) The contracts will be terminated when either the cumulative positive gain reaches a specific amount at any fixing date set out in the relevant agreements or the spot rate on the fixing date is equal to or below the lower contract rates ranging from US\$1 for RMB6.12 to 6.186 in the period specified in the relevant agreements.

26. 衍生金融工具(續)

於二零一五年三月三十一日，未完成合約每月名義總金額為5,000,000美元(二零一四年三月三十一日：無)，合約主要條款如下：

- (i) 倘特定日期之即期匯率低於合約匯率，本集團須以合約匯率1美元兌介乎人民幣6.30元至人民幣6.38元出售1,000,000美元或500,000美元以換取人民幣，或收取收益。
- (ii) 倘特定日期之即期匯率高於較高的合約匯率1美元兌介乎人民幣6.35元至人民幣6.43元，本集團須按合約匯率出售雙倍的美元金額換取人民幣，或支付虧損。
- (iii) 倘特定日期之即期匯率處於較高的合約匯率與合約匯率之間，則毋須進行任何交收。
- (iv) 於二零一四年九月至二零一六年十一月期間，合約須每月進行交收。
- (v) 合約將於以下情況終止：按照有關協議，任何特定日期之累計正面收益達到特定金額或特定日期之即期匯率相等於或低於有關協議特定期間較低的合約匯率1美元兌介乎人民幣6.12元至人民幣6.186元。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

27. INTEREST-BEARING BANK BORROWINGS

Group

27. 計息銀行貸款

本集團

		Effective interest rate (%)	實際利率 (%)	Maturity (Note)	到期日 (附註)	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current	即期						
Bank loans	銀行貸款	1.14% to 1.28% (2014: 1.01% to 1.6%)	1.14%至1.28% (二零一四年： 1.01%至1.6%)	On demand	應要求	237,621	339,620

Company

本公司

		Effective interest rate (%)	實際利率 (%)	Maturity (Note)	到期日 (附註)	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current	即期						
Bank loans	銀行貸款	1.16% to 1.27% (2014: 1.01% to 1.6%)	1.16%至1.27% (二零一四年： 1.01%至1.6%)	On demand	應要求	96,875	217,224

Notes:

As at 31 March 2015, HK\$144,621,000 (2014: HK\$122,396,000) of the bank borrowings of HK\$237,621,000 (2014: HK\$339,620,000) were supported by corporate guarantees executed by the Company and a subsidiary of the Company and an undertaking of the Group not to charge one of the Group's buildings (note 14).

As at 31 March 2015, HK\$146,475,000 (2014: HK\$217,224,000) of the bank borrowings of HK\$237,621,000 (2014: HK\$339,620,000) were denominated in US\$.

Since the Group's and the Company's bank loans at 31 March 2015 contained repayment on-demand clauses, they were included within current interest-bearing bank borrowings and analysed into bank loans repayable on demand.

附註：

於二零一五年三月三十一日，237,621,000港元(二零一四年：339,620,000港元)之銀行借貸，其中144,621,000港元(二零一四年：122,396,000港元)以本公司及本公司一間附屬公司簽立的公司擔保及本集團不質押本集團其中一幢樓宇之承諾作支持(附註14)。

於二零一五年三月三十一日，237,621,000港元(二零一四年：339,620,000港元)之銀行借貸，其中146,475,000港元(二零一四年：217,224,000港元)以美元計值。

於二零一五年三月三十一日，由於本集團及本公司的銀行貸款包含應要求償還之條款，因此計入即期計息銀行貸款，並分析為應要求償還之銀行貸款。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

27. INTEREST-BEARING BANK BORROWINGS 27. 計息銀行貸款(續)

(Continued)

Based on the maturity terms of the bank loans, the amounts repayable in respect of the Group's and the Company's bank loans are analysed as follows:

根據銀行貸款之還款期，本集團及本公司銀行貸款應付金額分析如下：

		Group 本集團		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Analysed into:	分析為：				
Within one year	一年內	237,621	145,040	96,875	38,790
In the second year	第二年	–	194,580	–	178,434
		237,621	339,620	96,875	217,224

28. PENSION SCHEME OBLIGATION

The Group provides benefits for its employees of its subsidiary in Indonesia who achieve the requirement age of 55 years based on the provisions of the Indonesian Labour Law.

The plan is exposed to interest rate risk and the risk of changes in the life expectancy.

The most recent actuarial valuations of the plan assets and the present value of the defined benefit obligations were carried out at 31 March 2015 by Biro Pusat Aktuaria, an independent actuary with a licence from Indonesia Ministry of Finance, using the projected unit credit method. These obligations are not funded by the Group.

The principal actuarial assumptions used as at the end of the reporting period are as follows:

28. 退休金計劃承擔

本集團遵照印尼勞工法規定，為達到55歲規定年齡的印尼附屬公司僱員，提供福利。

該計劃面臨利率風險及預計壽命變動風險。

計劃資產及定額福利責任現值之最新精算估值由印尼財政部認可獨立精算顧問Biro Pusat Aktuaria採用預測單位信貸精算估值法於二零一五年三月三十一日釐定。該等責任並非由本集團供款。

於報告期末所採用之主要精算假設如下：

		2015 二零一五年	2014 二零一四年
Discount rate (%)	貼現率(%)	7.7	8.5
Expected rate of salary increases (%)	預計薪金增長率(%)	7.0	7.0

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

28. PENSION SCHEME OBLIGATION (Continued)

A quantitative sensitivity analysis for significant assumptions as at the end of reporting period is shown below:

2015

		Increase/ (decrease) in net defined benefit obligation		Increase/ (decrease) in net defined benefit obligation	
		Increase in rate 比率上升 %	增加/(減少) HK\$'000 千港元	Decrease in rate 比率下降 %	增加/(減少) HK\$'000 千港元
Discount rate	貼現率	1	(855)	1	1,100
Future salary increase	未來薪金增加	1	1,093	1	(864)

2014

		Increase/ (decrease) in net defined benefit obligation		Increase/ (decrease) in net defined benefit obligation	
		Increase in rate 比率上升 %	增加/(減少) HK\$'000 千港元	Decrease in rate 比率下降 %	增加/(減少) HK\$'000 千港元
Discount rate	貼現率	1	(475)	1	616
Future salary increase	未來薪金增加	1	302	1	(237)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The total expenses recognised in the consolidated income statement in respect of the plan are as follows:

28. 退休金計劃承擔(續)

於報告期末，重大假設之定量敏感度分析列示如下：

二零一五年

二零一四年

上述敏感度分析乃根據主要推斷假設於報告期結算日發生之合理變動對定額福利責任之影響之方法而確定。

就該計劃於綜合收益表確認之開支總額如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current service cost	現有服務成本	2,071	1,235
Past service cost	過去服務成本	8	-
Interest cost	利息成本	192	128
Net benefit expenses	福利開支淨額	2,271	1,363
Recognised in cost of sales	於銷售成本確認	1,916	1,161
Recognised in administrative expenses	於行政開支確認	355	202
		2,271	1,363

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

28. PENSION SCHEME OBLIGATION (Continued)

The movements in the present value of the defined benefit obligations are as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At 1 April	於四月一日	2,425	2,578
Current service cost	現有服務成本	2,071	1,235
Past service cost	過去服務成本	8	-
Interest cost	利息成本	192	128
Actuarial losses/(gains)	精算虧損/(收益)	277	(1,130)
Exchange differences	匯兌差額	(527)	(386)
At 31 March	於三月三十一日	4,446	2,425

28. 退休金計劃承擔(續)

定額福利責任現值之變動如下：

The movements in the defined benefit obligations and the fair value of plan assets are as follows:

定額福利責任及計劃資產之公平值變動如下：

2015

二零一五年

	Pension cost charged to profit or loss 於損益扣除之退休金成本			Remeasurement (gains)/losses in other comprehensive income 其他全面收益之重新計量(收益)/虧損				Exchange differences on a foreign plan	31 March 2015 於 二零一五年 三月三十一日 HK\$'000 千港元
	Service cost 服務成本	Net interest 利息淨額	Sub-total included in profit or loss 計入損益之 小計	Actuarial changes arising from changes in financial assumptions 財務假設 變動產生之 精算變動	Actuarial changes arising from changes in experience adjustments 經驗調整 產生的 精算變動	Sub-total included in other comprehensive income 計入其他 全面收益之 小計			
Defined benefit obligations	2,425	2,079	192	2,271	432	(155)	277	(527)	4,446

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

28. PENSION SCHEME OBLIGATION (Continued)

2014

28. 退休金計劃承擔(續)

二零一四年

	Pension cost charged to profit or loss 於損益扣除之退休金成本			Remeasurement (gains)/losses in other comprehensive income 其他全面收益之重新計量(收益)/虧損				31 March 2014 於 二零一四年 三月三十一日 HK\$'000 千港元
	Service cost 服務成本	Net interest 利息淨額	Sub-total included in profit or loss 計入損益之 小計	Actuarial changes arising from changes in financial assumptions 財務假設 變動產生之 精算變動	Actuarial changes arising from changes in experience 經驗調整 產生的 精算變動	Sub-total included in other comprehensive income 計入其他 全面收益之 小計	Exchange differences on a foreign plan 境外計劃的 匯兌差額	
Defined benefit obligations 定額福利責任	2,578	1,235	1,363	(1,001)	(129)	(1,130)	(386)	2,425

The major categories of the fair value of the total plan assets are as follows:

計劃資產總值之公平值之主要類別如下：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Equity instruments 股本工具	N/A 不適用	N/A 不適用
Debt instruments 債務工具	N/A 不適用	N/A 不適用
Property 物業	N/A 不適用	N/A 不適用

Expected contributions to be made in the future years out of the defined benefit obligations are as follows:

未來數年之定額福利責任預期供款情況如下：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within the next 12 months 未來12個月內	-	-
Between 2 and 5 years 2至5年	-	-
Between 5 and 10 years 5至10年	499	373
Over 10 years 10年以上	538,493	510,094
Total expected payments 預期付款總額	538,992	510,467

The average duration of the defined benefit obligation at the end of the reporting period is 26.76 years (2014: 27.01 years).

定額福利責任於報告期末的平均持續時間為26.76年(二零一四年：27.01年)。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

29. DEFERRED TAX LIABILITIES Group

29. 遞延稅項負債 本集團

		Accelerated tax depreciation	Asset revaluation	Withholding taxes on undistributed profits on PRC subsidiaries 中國附屬公司 未分派溢利 之預扣稅	Total
		加速 稅項折舊 HK\$'000 千港元	資產重估 HK\$'000 千港元	中國附屬公司 未分派溢利 之預扣稅 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2013	於二零一三年四月一日	510	9,706	3,734	13,950
Deferred tax charged/(credited) to the consolidated income statement during the year (Note 10)	年內在綜合收益表 扣除/(計入)的 遞延稅項(附註10)	(330)	–	843	513
Exchange realignment	匯兌調整	–	111	–	111
At 31 March 2014	於二零一四年 三月三十一日	180	9,817	4,577	14,574
At 1 April 2014	於二零一四年四月一日	180	9,817	4,577	14,574
Deferred tax charged to the consolidated income statement during the year (Note 10)	年內在綜合收益表 扣除的遞延稅項 (附註10)	–	–	2,341	2,341
Withholding tax on repatriation on earnings from a subsidiary in the PRC	中國附屬公司匯出 利潤的預扣稅	–	–	(1,500)	(1,500)
Exchange realignment	匯兌調整	–	10	–	10
At 31 March 2015	於二零一五年 三月三十一日	180	9,827	5,418	15,425

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

29. DEFERRED TAX LIABILITIES (Continued)

Group (Continued)

Pursuant to the PRC Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings accrued after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates is 5% (2014: 5%). In estimating the withholding taxes on dividends expected to be distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008, the directors have made assessment based on the factors which included the dividend policy and the level of capital and working capital required for the Group's operations in the foreseeable future.

At 31 March 2015, there were no significant unrecognised deferred tax liabilities (2014: Nil) for withholding taxes that would be payable on the unremitted earnings of the Company's subsidiaries expected to be distributed, after considering the above mentioned factors, in the foreseeable future.

As at 31 March 2015, no tax loss was arising from Hong Kong as the Group has utilised tax losses of HK\$55,000 during the year. As at 31 March 2014, the Group had tax losses arising in Hong Kong of HK\$55,000 that were available indefinitely for offsetting against future taxable profits of the company in which the tax losses arose. The Group has estimated tax losses arising in Mainland China and Indonesia of HK\$107,623,000 (2014: HK\$119,890,000) and HK\$33,959,000 (2014: HK\$41,076,000), respectively, that will expire in five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of those losses as the directors consider that it is uncertain whether sufficient taxable profits will be available against which the tax losses can be utilised. There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

29. 遞延稅項負債(續)

本集團(續)

根據中國稅法，於中國大陸成立之外商投資企業向外商投資者宣派之股息將被徵收10%預扣稅。該規定於二零零八年一月一日生效，並適用於二零零七年十二月三十一日後產生之盈利。倘中國大陸與外商投資者之司法權區訂立稅務條約，則可降低其適用預扣稅稅率。本集團之適用稅率為5% (二零一四年：5%)。在估計該等中國大陸成立附屬公司就二零零八年一月一日後產生的盈利預期派發股息所繳納的預扣稅時，董事已評估包括股息政策及本集團營運在可見未來所需資本及營運資金水平等因素。

於二零一五年三月三十一日，經考慮上述因素後，在可見未來，並無關於本公司附屬公司預期將分派的未匯款盈利應付預扣稅的重大未確認遞延稅項負債(二零一四年：無)。

於二零一五年三月三十一日，並無於香港產生之稅項虧損，本集團已於年內利用稅項虧損55,000港元。於二零一四年三月三十一日，本集團於香港產生之稅項虧損55,000港元可無限期用作抵銷產生稅項虧損的公司日後應課稅溢。本集團預計於中國大陸及印尼產生之稅項虧損分別為107,623,000港元(二零一四年：119,890,000港元)及33,959,000港元(二零一四年：41,076,000港元)將於五年內到期，用作抵銷日後應課稅溢利。董事認為不確定有足夠的應課稅溢利抵銷可利用的稅項虧損，所以並無確認遞延稅項資產。本公司向其股東派發股息概無附帶所得稅後果。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

30. ISSUED CAPITAL

30. 已發行股本

		Company 本公司	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Authorised: 10,000,000,000 ordinary shares of HK\$0.01 each	法定股本： 10,000,000,000股 每股面值0.01港元之普通股	100,000	100,000
Issued and fully paid: 499,680,000 ordinary shares of HK\$0.01 each	已發行及繳足： 499,680,000股 每股面值0.01港元之普通股	4,997	4,997

31. RESERVES Group

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

The capital reserve of the Group represents the difference between the aggregate of the nominal value of the share capital of the subsidiaries acquired by the Company pursuant to a group reorganisation (the "Reorganisation") in August 2003, and the nominal value of the share capital of the Company issued in exchange therefor and the existing 1,000,000 shares of HK\$0.01 each credited as fully paid, at par.

In accordance with the relevant PRC regulations, subsidiaries registered in the PRC are required to transfer a certain percentage of their profits after tax, as determined under the PRC accounting regulations, to the statutory surplus reserve, until the balance of the reserve reaches 50% of their respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory surplus reserve may be used to offset against accumulated losses.

31. 儲備 本集團

本集團於本年度及過往年度之儲備金額及其變動詳情於財務報表中之綜合權益變動表呈列。

本集團資本儲備指本公司根據二零零三年八月之集團重組(「重組」)所收購附屬公司的股本面值總額，與就此發行之本公司股本面值及現有1,000,000股每股面值0.01港元按面值入賬列作繳足股份間之差額。

根據有關中國規例，在中國註冊的附屬公司須將除稅後溢利若干百分比(按中國會計規例釐定)轉撥至法定盈餘儲備，直至該儲備的結餘達到其各自註冊資本50%。在有關中國規例所載若干限制規限下，法定盈餘儲備可用作抵銷累積虧損。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

31. RESERVES (Continued) Company

31. 儲備(續) 本公司

		Notes 附註	Share premium account 溢價賬 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Retained profits 留存溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2013	於二零一三年 四月一日		472,586	43,088	157,102	672,776
Profit and total comprehensive income for the year	年內溢利及 全面收益總額	11	-	-	1,172*	1,172
Final 2013 dividend	二零一三年 末期股息	12	-	-	(19,987)	(19,987)
Interim 2014 dividend	二零一四年 中期股息	12	-	-	(19,987)	(19,987)
At 31 March 2014 and 1 April 2014	於二零一四年 三月三十一日及 二零一四年 四月一日		472,586	43,088	118,300	633,974
Profit and total comprehensive income for the year	年內溢利及 全面收益總額	11	-	-	135,325*	135,325
Interim 2015 dividend	二零一五年 中期股息	12	-	-	(29,980)	(29,980)
At 31 March 2015	於二零一五年 三月三十一日		472,586	43,088	223,645	739,319

* The balance included interest income from a subsidiary of HK\$2,795,000 (2014: HK\$4,382,000) and dividend income from a subsidiary of HK\$135,800,000 (2014: Nil).

* 結餘包括附屬公司利息收入2,795,000港元(二零一四年: 4,382,000港元)及來自一間附屬公司的股息收入135,800,000港元(二零一四年: 無)。

The capital reserve of the Company represents the excess of the then consolidated net assets of the subsidiaries acquired by the Company pursuant to the Reorganisation over the nominal value of the share capital of the Company issued in exchange thereof. Under the Companies Law of the Cayman Islands, the capital reserve may be distributed to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

本公司資本儲備指本公司根據重組所收購附屬公司當時的綜合資產淨值，超出為此發行之本公司股本面值之差額。根據開曼群島公司法，資本儲備可分派予本公司股東，惟於緊隨建議派付股息日期後，本公司必須能償還其日常業務中到期債項。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

32. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities not provided for at the end of the reporting period (2014: Nil).

As at 31 March 2015, the Company and a subsidiary of the Company have given corporate guarantees to banks to the extent of HK\$339,521,000 (2014: HK\$368,000,000) for banking facilities granted to certain subsidiaries of the Company, which were utilised to the extent of HK\$171,746,000 (2014: HK\$122,396,000) at the end of the reporting period (Note 24).

33. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Construction of factories and purchases of machinery and equipment for the investment project in Jiangxi (the "Jiangxi Project")	建設江西投資項目(江西項目)之廠房及購買機器及設備	155	122
Renovation of factories for the investment project in Indonesia (the "Indonesia Project")	裝修印尼投資項目(印尼項目)之廠房	1,488	2,120
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	2,916	101
Renovation of factories	裝修廠房	116	58
		4,675	2,401

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Authorised, but not contracted for:	已授權但未訂約：		
Investment in the Jiangxi Project	投資於江西項目	1,550	38,610
Investment in the Indonesia Project	投資於印尼項目	4,462	7,811
		6,012	46,421

The Company did not have any other significant commitments at the end of the reporting period (2014: Nil).

34. RELATED PARTY TRANSACTIONS

The directors are the key management personnel of the Group. Details of their remuneration are disclosed in note 8 to the financial statements.

32. 或然負債

於報告期末，本集團並無任何尚未撥備之重大或然負債(二零一四年：無)。

於二零一五年三月三十一日，本公司及本公司一間附屬公司就其若干附屬公司獲授之銀行備用信貸額向銀行作出最多339,521,000港元(二零一四年：368,000,000港元)公司擔保，於報告期末，已動用171,746,000港元(二零一四年：122,396,000港元)之公司擔保(附註24)。

33. 承擔

本集團於報告期末之資本承擔如下：

於報告期末，本公司並無任何其他重大承擔(二零一四年：無)。

34. 關連人士交易

董事為本集團之主要管理人員。彼等薪酬之詳情於財務報表附註8披露。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2015

Financial assets

		Group 本集團		Total 總計 HK\$'000 千港元
		Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Available-for- sale financial assets 可供出售投資 HK\$'000 千港元	
Accounts and bills receivables	應收賬款及票據	124,192	-	124,192
Financial assets included in prepayments, deposits and other receivables (note 16)	列入預付款項、按金及 其他應收款的 金融資產(附註16)	17,826	-	17,826
Available-for-sale investments	可供出售投資	-	63,750	63,750
Cash and cash equivalents	現金及現金等值項目	255,399	-	255,399
		397,417	63,750	461,167

35. 金融工具分類

各類金融工具於報告期末的賬面值如下：

二零一五年

金融資產

Financial liabilities

金融負債

		Group 本集團		Total 總計 HK\$'000 千港元
		Financial liabilities at fair value through profit or loss – held for trading 按公平值在 損益列賬的 金融負債 – 持作買賣 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本 列賬的 金融負債 HK\$'000 千港元	
Accounts payable	應付賬款	-	105,090	105,090
Financial liabilities included in accrued liabilities and other payables	列入應計負債及其他應付 款項的金融負債	-	37,964	37,964
Derivative financial instruments	衍生金融工具	9,110	-	9,110
Interest-bearing bank borrowings	計息銀行貸款	-	237,621	237,621
		9,110	380,675	389,785

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

35. FINANCIAL INSTRUMENTS BY CATEGORY 35. 金融工具分類(續)

(Continued)

2014

Financial assets

二零一四年

金融資產

		Group 本集團 Loans and receivables 貸款及應收款項 HK\$'000 千港元
Accounts and bills receivables	應收賬款及票據	134,263
Financial assets included in prepayments, deposits and other receivables (note 16)	列入預付款項、按金及其他應收款的 金融資產(附註16)	13,932
Cash and cash equivalents	現金及現金等值項目	276,565
		424,760

Financial liabilities

金融負債

		Group 本集團 Financial liabilities at amortised cost 按攤銷成本列賬 HK\$'000 千港元
Accounts payable	應付賬款	96,112
Financial liabilities included in accrued liabilities and other payables	列入應計負債及其他應付款項的 金融負債	25,192
Interest-bearing bank borrowings	計息銀行貸款	339,620
		460,924

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

35. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

2015

Financial liabilities

		Company 本公司		Total 總計 HK\$'000 千港元
		Financial liabilities at fair value through profit or loss – held for trading 按公平值在損益列賬的金融負債 – 持作買賣 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 HK\$'000 千港元	
Due to subsidiaries	應付附屬公司	–	640,768	640,768
Financial liabilities included in accrued liabilities (note 25)	列入應計負債的金融負債(附註25)	–	2	2
Derivative financial instruments	衍生金融工具	7,523	–	7,523
Interest-bearing bank borrowings	計息銀行貸款	–	96,875	96,875
		7,523	737,645	745,168

35. 金融工具分類(續)

二零一五年

金融負債

2014

Financial liabilities

		Company 本公司
		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 HK\$'000 千港元
Due to subsidiaries	應付附屬公司	453,188
Financial liabilities included in accrued liabilities (note 25)	列入應計負債的金融負債(附註25)	7
Interest-bearing bank borrowings	計息銀行貸款	217,224
		670,419

二零一四年

金融負債

As at 31 March 2015 and 2014, the Company's financial assets, including amounts due from subsidiaries, a loan to a subsidiary and cash and cash equivalents, are accounted for as loans and receivables.

於二零一五年及二零一四年三月三十一日，本公司金融資產包括應收附屬公司、貸款與一間附屬公司及現金及現金等值項目，均列為貸款及應收款項。

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

36. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

Liabilities measured at fair value: 2015

		Group 本集團 Fair value measurement using significant observable inputs (Level 2) 採用重大 可觀察輸入項目的 公平值計量 (第2級) HK\$'000 千港元
Derivative financial instruments	衍生金融工具	9,110

		Company 本公司 Fair value measurement using significant observable inputs (Level 2) 採用重大 可觀察輸入項目的 公平值計量 (第2級) HK\$'000 千港元
Derivative financial instruments	衍生金融工具	7,523

As at 31 March 2015, the Group and the Company had no financial instruments measured at fair value under Level 1 or Level 3 for both financial assets and financial liabilities.

During the years ended 31 March 2015 and 31 March 2014, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

36. 金融工具的公平值等級

本集團金融工具的公平值(賬面值與公平值合理相若除外)如下:

按公平值列賬的負債計量: 二零一五年

於二零一五年三月三十一日, 本集團及本公司並無任何金融資產及金融負債以第1級或第3級金融工具公平值計量。

截至二零一五年三月三十一日及二零一四年三月三十一日止年度, 金融資產及金融負債的公平值計量均無任何第1級與第2級之間轉移, 亦無任何轉入或轉出於第3級。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts and bills receivables, other receivables, available-for-sale investments, cash and cash equivalents, accounts payable, other payables, derivative financial instruments, and interest-bearing bank borrowings which arise directly from its operations.

The Group also enters into derivative transactions, including foreign currency forward contracts. The purpose of such contracts is to manage the currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, liquidity risk and credit risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

The Group regularly reviews and monitors the floating interest rate borrowings in order to manage its interest rate risk. The interest-bearing bank borrowings, and cash and cash equivalents are stated at amortised cost and not revalued on a periodic basis. Floating rate interest income and expenses are credited/charged to the income statement as earned/incurred.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's net profit (through the impact on floating rate borrowings).

37. 財務風險管理之目標及政策

本集團的主要金融工具包括計息銀行貸款及現金及現金等值項目。該等金融工具之主要目的為籌集本集團營運所需資金。本集團擁有應收賬款及票據、其他應收款項、可供出售投資、現金及現金等值項目、應付賬款、其他應付款項、衍生金融工具及計息銀行貸款等各種其他金融資產及負債，乃於其營運時直接產生。

本集團也會訂立衍生工具交易，包括遠期外幣合約。訂立該等合約的目的是管理本集團業務產生的外匯風險及其融資來源。

本集團金融工具之主要風險乃來自利率風險、外匯風險、流動資金風險及信貸風險。董事會審閱並協定管理各項有關風險之政策，概述如下：

利率風險

本集團所承受之市場利率變動風險主要與本集團按浮動利率計息的銀行借貸有關。

本集團定期審查及監察浮息借貸以管理其利率風險。計息銀行貸款、現金及現金等值項目按攤銷成本入賬，而不會定期重估。浮息收入及支出於收益表按已賺取/已產生予以進賬/扣除。

下表顯示倘所有其他變量保持不變，本集團純利(因浮息借貸影響)對利率之合理可能變動的敏感性。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

37. 財務風險管理之目標及政策(續)

Interest rate risk (Continued)

利率風險(續)

Group

本集團

		Increase in interest rate (basis points) 利率增加(基點)	Decrease in net profit 純利減少 HK\$'000 千港元
2015	二零一五年	100	2,376
2014	二零一四年	100	3,396

Company

本公司

		Increase in interest rate (basis points) 利率增加(基點)	Decrease in net profit 純利減少 HK\$'000 千港元
2015	二零一五年	100	969
2014	二零一四年	100	2,172

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise as a substantial portion of sales or purchases transactions are conducted by the Group's subsidiaries operating units in United States Dollars ("US\$") and RMB. As the foreign currency risks arising from the sales and purchases can be set off with each other given that the Hong Kong dollars are pegged to US\$, the Group believes its exposure to exchange rate risk in relation to transactions denominated in US\$ is minimal. It is the policy of the Group to continue maintaining the balance of its sales and purchases in the same currency. Considering the appreciation of RMB, the Group has entered into foreign currency forward contracts to manage the foreign currency risk arising from the Group's operations. As the functional currency of the PRC subsidiaries is RMB and the Group's financial statements are reported in Hong Kong dollars, there will be a translation credit/(debit) to the exchange fluctuation reserve as a result of RMB appreciation/(depreciation). The majority of the Group's operating assets are located in Mainland China and denominated in RMB.

外匯風險

本集團承受交易貨幣風險。有關風險主要由集團附屬公司以美元(「美元」)及人民幣進行買賣產生。由於港元與美元掛鉤，買賣產生之外匯風險可以互相抵銷，本集團相信其面對以美元計值之外匯風險輕微。本集團將繼續維持以相同貨幣進行買賣之平衡政策。考慮到人民幣升值，本集團訂立了外幣遠期合約，以管理本集團營運的外匯風險。由於中國附屬公司以人民幣為功能貨幣及本集團之財務報表乃以港元呈報，故人民幣升值/(貶值)將會產生計入/(扣除自)匯率波動儲備的匯兌盈虧。本集團大部分營運資產均位於中國大陸，並以人民幣計值。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's net profit (due to changes in the fair value of monetary assets and liabilities).

(i) Sensitivities analysis on monetary items denominated in RMB:

		Increase/ (decrease) in exchange rate 匯率上升/ (下降)	Increase/ (decrease) in net profit 純利增加/ (減少) HK\$'000 千港元
2015	二零一五年		
If HK\$ strengthens against RMB	倘港元兌人民幣升值	3%	(690)
If HK\$ weakens against RMB	倘港元兌人民幣貶值	(3%)	690
2014	二零一四年		
If HK\$ strengthens against RMB	倘港元兌人民幣升值	5%	(1,729)
If HK\$ weakens against RMB	倘港元兌人民幣貶值	(5%)	1,729

(ii) Sensitivities analysis on foreign currency forward contracts:

		Increase/ (decrease) in exchange rate 匯率上升/ (下跌)	Increase/ (decrease) in net profit 純利增加/ (減少)
2015	二零一五年		
If US\$ strengthens against RMB	倘美元兌人民幣升值	3%	(33,257)
If US\$ weaken against RMB	倘美元兌人民幣貶值	(3%)	9,123

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., accounts and bills receivables) and the projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and other banking facilities. The directors have reviewed the Group's working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk.

37. 財務風險管理之目標及政策(續)

外匯風險(續)

下表列示人民幣匯率於報告期末可能出現之合理變動(所有其他變量維持不變)而對本集團純利之敏感度(由於貨幣資產及負債公平值變動)。

(i) 以人民幣計值的貨幣項目的敏感度分析

(ii) 外幣遠期合約的敏感度分析

流動資金風險

本集團使用經常性流動資金規劃工具監察資金短缺之風險。該項工具會考慮金融工具及金融資產(如應收賬款及票據)之到期情況,以及營運帶來之現金流量預測。

本集團透過使用計息銀行貸款及其他銀行備用信貸,維持資金持續供應及靈活性之間的平衡。董事已檢討本集團的營運資金及資本支出需求,並認為本集團並無重大的流動資金風險。

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)

(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The loan agreements contain repayment on-demand clauses giving the banks the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the bank borrowings are classified as "on demand". Notwithstanding the above clause, the directors do not believe that the loans will be called in its entirety within 12 months, and they consider that the loans will be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering: the financial position of the Group and the Company at the date of approval of the financial statements; the Group's and the Company's compliance with the loan covenants; the lack of events of default, and the fact that the Group and the Company have made all previously scheduled repayments on time.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Group

		2015 二零一五年		
		On demand or within one year 應要求 或一年內 HK\$'000 千港元	In the second year 第二年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accounts payable	應付賬款	105,090	–	105,090
Financial liabilities included in accrued liabilities and other payables	列入應計負債及其他應付款項的金融負債	37,964	–	37,964
Derivative financial instruments	衍生金融工具	9,110	–	9,110
Interest-bearing bank borrowings	計息銀行貸款	238,894	–	238,894
		391,058	–	391,058

		2014 二零一四年		
		On demand or within one year 應要求 或一年內 HK\$'000 千港元	In the second year 第二年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accounts payable	應付賬款	96,112	–	96,112
Financial liabilities included in accrued liabilities and other payables	列入應計負債及其他應付款項的金融負債	25,192	–	25,192
Interest-bearing bank borrowings	計息銀行貸款	149,118	199,422	348,540
		270,422	199,422	469,844

37. 財務風險管理之目標及政策(續)

流動資金風險(續)

貸款協議包含令銀行有權無條件可隨時要求償還貸款之條款，據此，銀行借貸歸類為「按要求償還」。儘管有以上條款，董事並不認為該等貸款將於12個月內被要求全數償還，而董事認為該等貸款將會按貸款協議所列之還款期限償還。此評估乃基於：本集團及本公司於財務報告批准日期之財務狀況、本集團及本公司遵守貸款契約、並無發生違約事件以及本集團及本公司以往均準時按期還款。

於報告期末，本集團在根據合約未貼現付款計算之金融負債到期情況如下：

本集團

Notes to Financial Statements (Continued)

財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Company

		2015 二零一五年		
		On demand or within one year 應要求 或一年內 HK\$'000 千港元	In the second year 第二年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due to subsidiaries	應付附屬公司	640,768	-	640,768
Financial liabilities included in accrued liabilities (note 25)	列入應計負債的 金融負債(附註25)	2	-	2
Derivative financial instruments	衍生金融工具	7,523	-	7,523
Interest-bearing bank borrowings	計息銀行貸款	97,086	-	97,086
		745,379	-	745,379

		2014 二零一四年		
		On demand or within one year 應要求 或一年內 HK\$'000 千港元	In the second year 第二年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due to subsidiaries	應付附屬公司	453,188	-	453,188
Financial liabilities included in accrued liabilities (note 25)	列入應計負債的 金融負債(附註25)	7	-	7
Interest-bearing bank borrowings	計息銀行貸款	41,480	183,215	224,695
		494,675	183,215	677,890

37. 財務風險管理之目標及政策(續)

流動資金風險(續)

本公司

Notes to Financial Statements (Continued) 財務報表附註(續)

(31 March 2015)
(二零一五年三月三十一日)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

Since the Group trades only with recognised and creditworthy third parties, there is generally no requirement for collateral.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2015 and 2014.

The Group monitors capital using a current ratio, which is total current assets divided by total current liabilities. The Group's policy is to keep the current ratio above 1.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors of the Company on 26 June 2015.

37. 財務風險管理之目標及政策(續)

信貸風險

本集團僅與認可及信譽良好的第三方進行交易。本集團會對以除賬方式交易的所有客戶進行信貸審查。此外，應收款項結餘亦會作持續監察。

由於本集團僅與認可及信譽良好的第三方進行交易，因此一般情況下無需要取得抵押品。

本集團其他金融資產(包括現金及現金等值項目及其他應收款項)之信貸風險乃源自對方未能付款，所承受之最大風險相當於該等工具之賬面值。

資本管理

本集團管理資本之主要目標為保障本集團繼續以持續基準經營之能力，以及將資本比率維持於健康水平，以為其業務提供支持及提高股東價值。

本集團因應經濟狀況變動及有關資產之風險特徵管理其資本架構及作出調整。為維持或調整資本架構，本集團可能須調整支給予股東之股息、向股東發還資本或發行新股。於截至二零一五年及二零一四年三月三十一日止年度內，有關管理資本之目標、政策或程序並無變動。

本集團以流動比率(以總流動資產除以總流動負債計算)監察其資本。本集團之政策為將流動比率維持於1以上之水平。

38. 財務報表之批准

財務報表已於二零一五年六月二十六日獲本公司董事會批准並授權刊行。



Eagle Nice (International) Holdings Limited

鷹美(國際)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
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