

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 1. GENERAL INFORMATION

The principal activity of Stelux Holdings International Limited (“the Company”) is investment holding. The activities of its principal subsidiaries are shown in Note 34 to the financial statements.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton, HM12, Bermuda.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These financial statements have been approved by the Board of Directors on 25 June 2015.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### (a) Basis of preparation

The consolidated financial statements of Stelux Holdings International Limited and its subsidiaries (together, the “Group”) have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and certain financial assets and financial liabilities (including derivative instruments), which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

#### 1 一般資料

寶光實業(國際)有限公司(「本公司」)的主要業務為投資控股，其主要附屬公司的業務載於財務報表附註34。

本公司為於百慕達註冊成立之有限公司，其註冊地址為Canon’s Court, 22 Victoria Street, Hamilton, HM12, Bermuda。

本公司於香港聯合交易所有限公司具有第一上市地位。

除另有註明者外，本綜合財務報表乃以港幣計值。此等財務報表已於2015年6月25日獲董事會批准。

#### 2 主要會計政策概要

編製本綜合財務報表所採用的主要會計政策載列如下。除另有註明者外，否則該等政策已於呈報年間貫徹應用。

##### (a) 編製基準

寶光實業(國際)有限公司及其附屬公司(「本集團」)綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)，按歷史成本常規法編製，本集團綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)，按歷史成本常規法編製，惟可供出售財務資產及若干財務資產及財務負債(包括衍生工具)按公平值計量(視情況而定)。

根據香港財務報告準則規定編製財務報表需進行若干重大會計估計，而規定管理層在採用本集團會計政策時作出判斷。有關範圍涉及較高程度判斷或複雜性，或對賬目而言屬重大範疇之假設及估計，於附註4披露。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (a) Basis of preparation (Continued)

*Adoption of new standards, amendments to standards and interpretation*

The following new standards, amendments to standards and interpretation are mandatory for the first time for the financial year beginning 1 April 2014 and are adopted by the Group:

HKAS 32 (Amendment)	Offsetting financial assets and financial liabilities
HKAS 36 (Amendment)	Recoverable amounts disclosures for non-financial assets
HKAS 39 (Amendment)	Novation of derivatives and continuation of hedge accounting
HKFRS 10, HKFRS 12 and HKAS 27 (2011) (Amendment)	Investment entities
HK (IFRIC) 21	Levies

The adoption of the above amendments to standards has no significant impact on the results and financial position of the Group.

*New Hong Kong Companies Ordinance (Cap. 622)*

In addition, the Group early adopted the disclosure requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) during the financial year, as a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

## 2 主要會計政策概要 (續)

### (a) 編製基準 (續)

*採納新準則、準則修訂及詮釋*

以下新準則、準則修訂及詮釋於2014年4月1日開始之財政年度首次生效，本集團已採納：

香港會計準則第32號(修訂本)	抵消金融資產與金融負債
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露
香港會計準則第39號(修訂本)	衍生工具之更替及對沖會計法之延續
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(於2011年修訂)	投資實體
香港(國際財務報告詮釋委員會)詮釋第21號	稅費

採納上述新準則、準則修訂及詮釋對本集團的業績及財務狀況並有重大影響。

*新香港公司法例(第622章)*

此外，新香港公司法例(第622章)第9部「賬目及審計」的要求，本集團在本財政年度提前採用，因此，本綜合財務報表的呈列和披露的部分信息會有所改變。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (a) Basis of preparation (Continued)

*New standards, amendments to standards and interpretation that are not yet effective and have not been early adopted by the Group*

The following new standards, amendments to standards and interpretation to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2015 or later periods, but the Group has not early adopted them:

## 2 主要會計政策概要 (續)

### (a) 編製基準 (續)

*尚未生效而本集團亦無提早採納的新準則、準則修訂及詮釋*

以下為已頒佈且須於2015年4月1日或之後開始之會計期間或其後期間強制應用，惟本集團並無提前採納對現有準則之新準則、準則修訂及詮釋：

		Effective for the Group's annual financial periods beginning on or after 於下列日期或之後開始 之財務年度生效
HKAS 1 (Amendment) 香港會計準則第1號(修訂本)	Disclosure initiative 披露主動性	1 April 2016 2016年4月1日
HKAS 16 and HKAS 38 (Amendment) 香港會計準則第16號及香港會計準則 第38號(修訂本)	Clarification of acceptable methods of depreciation and amortisation 釐清折舊及攤銷可接納之方法	1 April 2016 2016年4月1日
HKAS 16 and HKAS 41 (Amendment) 香港會計準則第16號及香港會計準則 第41號(修訂本)	Agriculture: Bearer plants 農業：生產性植物	1 April 2016 2016年4月1日
HKAS 19 (2011) (Amendment) 香港會計準則第19號(於2011年修訂)	Defined benefit plans: Employee contributions 界定福利計劃：僱員供款	1 April 2015 2015年4月1日
HKAS 27 (Amendment) 香港會計準則第27號(修訂本)	Equity method in separate financial statements 獨立財務報表之權益法	1 April 2016 2016年4月1日
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 April 2018 2018年4月1日
HKFRS 10 and HKFRS 12 and HKAS 28 (Amendment) 香港財務報告準則第10號、香港財務報告準則 第12號及香港會計準則第28號(修訂本)	Investment entities: Applying the consolidation exception 投資實體：應用綜合之入賬例外情況	1 April 2016 2016年4月1日
HKFRS 10 and HKAS 28 (Amendment) 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營企業之間之資產出售或注資	1 April 2016 2016年4月1日
HKFRS 11 (Amendment) 香港財務報告準則第11號(修訂本)	Accounting for acquisitions of interests in joint operations 收購合營業務權益之會計處理	1 April 2016 2016年4月1日
HKFRS 14 香港財務報告準則第14號	Regulatory deferral accounts 監管遞延賬戶	1 April 2016 2016年4月1日
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 與客戶訂立合約之收入	1 April 2017 2017年4月1日
Annual improvements project 年度改進項目	Annual improvements 2010-2012 cycle 2010至2012年週期之年度改進	1 April 2015 2015年4月1日
Annual improvements project 年度改進項目	Annual improvements 2011-2013 cycle 2011至2013年週期之年度改進	1 April 2015 2015年4月1日
Annual improvements project 年度改進項目	Annual improvements 2012-2014 cycle 2012至2014年週期之年度改進	1 April 2016 2016年4月1日

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(a) Basis of preparation** *(Continued)*

*New standards, amendments to standards and interpretation that are not yet effective and have not been early adopted by the Group (Continued)*

The expected impacts from the adoption of the above standards, amendments and interpretation to existing standards are still being assessed in details by management, and is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

**(b) Subsidiaries***(i) Consolidation*

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

**2 主要會計政策概要 (續)****(a) 編製基準 (續)**

*尚未生效而本集團亦無提早採納的新準則、準則修訂及詮釋 (續)*

本集團現正評估採納此等新準則、準則修訂及詮釋之預期影響，惟現階段未就此等新準則、準則修訂及詮釋是否對本集團經營業績及財務狀況構成重大影響。

**(b) 附屬公司***(i) 綜合賬目*

附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。附屬公司之賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日停止綜合計入賬目。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(b) Subsidiaries** *(Continued)**(i) Consolidation (Continued)*

## (1) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

## 2 主要會計政策概要 (續)

**(b) 附屬公司** (續)*(i) 綜合賬目* (續)

## (1) 業務合併

本集團採用收購法為業務合併入賬。收購附屬公司所轉讓代價根據本集團所轉讓的資產、對被收購方前擁有人所產生的負債及本集團所發行股本權益的公平值計算。所轉讓的代價包括因或然代價安排產生的任何資產或負債的公平值。在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債，均於收購當日按其公平值作初步計量。本集團視乎個別收購基準按公平值或按非控股權益佔被收購方可識別淨資產的已確認金額的比例，確認其於被收購方的非控股權益。

本集團視乎個別收購基準確認其於被收購方的非控股權益。於被收購方的屬於現時擁有權權益並賦予其持有人於清盤時按比例分佔實體資產淨值的非控股權益乃初步以公平值或現時的擁有權工具應佔被收購方可識別資產淨值中已確認款額的比例計量。非控股權益的所有其他成分均按公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Subsidiaries (Continued)

(i) Consolidation (Continued)

(1) Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 主要會計政策概要 (續)

(b) 附屬公司 (續)

(i) 綜合賬目 (續)

(1) 業務合併 (續)

收購相關成本於產生時支銷。

倘業務合併分階段達成，收購方以往持有之被收購方股權在列入損益時乃按收購日期之公平值重新計量。

本集團將予轉讓之任何或然代價按收購日期之公平值確認。被視為資產或負債之或然代價日後在公平值上如有任何變動乃根據香港會計準則第39號於損益中確認或列作其他全面收益之變動。分類為權益之或然代價不予重新計量，而在日後支付時於權益中入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

(b) Subsidiaries (Continued)

(i) Consolidation (Continued)

(1) Business combinations (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement (note 2(g)).

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2 主要會計政策概要 (續)

(b) 附屬公司 (續)

(i) 綜合賬目 (續)

(1) 業務合併 (續)

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公允價值高於所收購可辨認資產淨值之公平值時，其差額以商譽列賬就議價購買而言，如轉讓代價、已確認非控股權益及先前持有之權益計量總額低於所收購附屬公司資產淨值之公平值，其差額將直接於收益表中確認(附註2(g))。

集團內交易、集團內公司間交易之結餘及未變現收益予以對銷。未變現虧損亦予以對銷。於有需要時，附屬公司匯報之金額予以調整以確保與本集團之會計政策符合一致。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(b) Subsidiaries** *(Continued)**(i) Consolidation (Continued)*

- (2) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions—that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

- (3) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## 2 主要會計政策概要 (續)

**(b) 附屬公司 (續)***(i) 綜合賬目 (續)*

- (2) 改變於附屬公司之擁有權益而控制權維持不變

與非控股性權益進行不致失去控制權之交易以權益交易形式入賬，即列作與擁有人進行之交易。任何已付代價之公平值與應佔所購入附屬公司淨資產賬面值兩者間之差額列入權益。出售予非控股性權益所產生之盈虧亦列入權益。

- (3) 出售附屬公司

當本集團不再擁有控制權，於實體中之任何保留權益須按失去控制權當日之公平值重新計量，而賬面值的變動均於損益確認。就其後為保留權益以聯營公司、合營公司或財務資產等形式入賬而言，公平值為初始賬面值。此外，以往就該實體於其他全面收益中確認之任何金額，乃按猶如本集團已直接出售相關資產或負債之方式入賬。此舉可能意味以往在其他全面收益中確認之金額重新分類至損益。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(b) Subsidiaries** *(Continued)**(ii) Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

**(c) Associates**

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

## 2 主要會計政策概要 (續)

**(b) 附屬公司 (續)***(ii) 獨立財務報表*

於附屬公司的投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。本公司將附屬公司的業績根據已收及應收股息入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或倘該等投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值,則於收到該等股息時須對該等投資進行減值測試。

**(c) 聯營公司**

聯營公司指本集團對其有重大影響力而無控制權之實體,通常附帶20%至50%表決權之股權。於聯營公司之投資使用權益會計法入賬。根據權益會計法,投資初步按成本確認,並增加或減少賬面值以確認於收購日期後投資者應佔投資對象之溢利或虧損。本集團於聯營公司之投資包括收購時確認之商譽。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(c) Associates *(Continued)*

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of an associate' in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the income statement.

## 2 主要會計政策概要 (續)

## (c) 聯營公司 (續)

倘聯營公司之權益持有被削減但仍保留重大影響力，只有按比例將之前在其他全面收益中確認之數額重新分類至損益(如適用)。

本集團應佔收購後溢利或虧損於收益表確認，而應佔收購後其他全面收益之變動，則於其他全面收益內確認，並對投資賬面值作出相應調整。當本集團應佔聯營公司虧損等於或超過其應佔聯營公司之權益(包括任何其他無抵押應收款項)時，本集團不再確認進一步虧損，除非本集團代聯營公司承擔法律或推定責任或支付款項。

本集團於各報告日期釐定於聯營公司之投資是否存在客觀減值證據。倘存在減值證據，本集團會按聯營公司可收回金額與其賬面值間之差額計算減值金額，並於收益表中「應佔聯營公司溢利」確認有關金額。

本集團及其聯營公司之間之上游及下游交易所產生溢利及虧損，於本集團財務報表確認，惟僅以非關連投資者於該聯營公司之權益為限。除非交易提供證據顯示已轉讓資產有所減值，否則未變現虧損均予以對銷。聯營公司之會計政策已於必要時改變，以確保與本集團所採納的政策保持貫徹一致。

於聯營公司權益中所產生之攤薄收益或虧損於收益表確認。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(d) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Strategy Committee members that makes strategic decisions.

**(e) Foreign currency translation***(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HK\$), which is the Company's functional and presentation currency.

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

**2 主要會計政策概要 (續)****(d) 分部報告**

營運分部之報告方式，與向主要營運決策者提供內部報告之方式之一致。主要營運決策者負責就營運分部分配資源及評估分部之表現，而行政董事被視為作出策略決定的主要營運決策者。

**(e) 外幣換算***(i) 功能及呈報貨幣*

本集團旗下每個實體之財務報表所包括之項目，均以該實體之主要營運地區之貨幣計算，此為功能貨幣。本綜合財務報表乃以港幣呈報，港幣為本公司之功能及呈報貨幣。

*(ii) 交易及結餘*

外幣交易均按交易當日或項目重新估值採用估值日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合收益表確認。

非貨幣財務資產(如分類為可供出售財務資產之股本)之匯兌差額則計入權益之公平值儲備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(e) Foreign currency translation *(Continued)**(iii) Group companies*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

## 2 主要會計政策概要 (續)

## (e) 外幣換算 (續)

*(iii) 集團旗下公司*

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- 各收益表之收入及支出，按平均匯率換算，惟此平均值並非交易當日現行匯率具累積效果之合理約數除外。在此情況下，收入及支出將於交易日期換算；及
- 所有匯兌差額將確認為個別權益項目。

收購海外實體所產生商譽及公平值調整視作海外實體之資產及負債處理，並按收市匯率換算。產生的匯兌差額確認為權益。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(e) Foreign currency translation** *(Continued)**(iv) Disposal of foreign operation and partial disposal*

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the group's ownership interest in associate that do not result in the group losing significant influence), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

**(f) Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

**2 主要會計政策概要 (續)****(e) 外幣換算 (續)***(iv) 出售海外業務及部分出售*

於出售一項海外業務時(即出售本集團於海外業務所持全部權益,或涉及失去(包括一項海外業務)附屬公司之控制權之出售),就公司權益持有人應佔該項業務而在權益中累計之匯兌差額均重新分類至損益。

在部分出售不致令本集團失去對海外業務附屬公司控制權之情況,按比例分佔之累計匯兌差額重新歸屬非控股性權益而不在損益中確認。其他部分出售(即集團減少聯營公司的權益不會導致集團失去對此的重大影響力)。比例分佔之累計之匯兌差額均重新分類至損益。

**(f) 物業、機器及設備**

物業、機器及設備按歷史成本減累積折舊及累積減值虧損入賬。歷史成本包括直接歸屬於該收購項目的支出。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (f) Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced parts is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
Buildings	Lesser of the unexpired lease term or 20 to 50 years
Equipment (including leasehold improvements)	3 to 10 years or over the lease term
Furniture and fixtures	3 to 15 years
Motor vehicles	4 to 5 years

No depreciation is provided on freehold land.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(h)).

## 2 主要會計政策概要 (續)

### (f) 物業、機器及設備 (續)

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（視適用情況而定）。所有其他維修及保養費於產生財政期間於收益表扣除。

租賃土地分類為融資租賃，並當土地權益可用作其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下：

租賃土地 (分類為融資租賃)	未屆滿租期或使用年限 (以較短者為準)
樓宇	未屆滿租期或 20 至 50 年 (以較短者為準)
設備 (包括租賃權益改良)	3 至 10 年或租賃期
傢俬及裝修	3 至 15 年
汽車	4 至 5 年

永久業權之土地無須折舊。

資產之剩餘價值及可用年期會於各結算日審閱及調整 (如適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額 (附註 2(h))。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(f) Property, plant and equipment** *(Continued)*

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

**(g) Intangible assets***(i) Goodwill*

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of CGU containing goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

**2 主要會計政策概要 (續)****(f) 物業、機器及設備 (續)**

出售之損益按比較所得款項與賬面值釐定，並計入收益表。

**(g) 無形資產***(i) 商譽*

商譽於收購附屬公司、聯營公司及合營公司時產生，指已轉撥代價超出本集團於被收購方可識別資產淨值、負債及或然負債公平淨值及被收購方非控股權益之公平值之權益。

為進行減值測試，於業務合併中收購之商譽乃分配至預期自合併協同效應受惠之各賺取現金單位（或現金單位組別）。各獲分配商譽之單位或單位組別指就內部管理而言實體監察商譽之最低層面。商譽於經營分部層面監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(g) Intangible assets** *(Continued)**(ii) Trademarks*

Trademarks have an indefinite useful life and the carrying amount brought forward are not amortised but tested annually for impairment. Trademarks are carried at cost less accumulated amortisation up to 31 March 2005 and accumulated impairment losses.

**(h) Impairment of non-financial assets**

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**(i) Available-for-sale financial assets**

The Group classifies its financial assets as available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

## 2 主要會計政策概要 (續)

**(g) 無形資產 (續)***(ii) 商標*

商標具有無限使用年期，而結轉自上一個年度之賬面值毋須攤銷，但須每年就減值進行測試。商標按成本值減截至2005年3月31日的累計攤銷及累計減值虧損入賬。

**(h) 非財務資產減值**

並無可用期限的資產(如商譽或尚未可供使用之無形資產)毋須攤銷，但每年均作出減值評估。當有事件出現或狀況變動顯示賬面值可能無法收回時會對資產是否需要減值進行檢討。減值虧損為資產賬面值超越其可收回價值之數額。可收回金額為資產公平值減出售成本後之價值，與其使用價值之間的較高者。為了評估資產減值，本集團按可個別確認其現金流量(現金產生單位)的最低水平劃分資產類別。出現減值之非財務資產(商譽除外)將於每個申報日期進行檢討以確定其減值是否須撥回。

**(i) 可供出售的財務資產**

本集團將財務資產重新分類至可供出售。分類方法乃取決於財務資產的購入目的。管理層將於入賬時為其投資分類。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(i) Available-for-sale financial assets *(Continued)*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Regular way purchases and sales of financial assets are recognised on trade-date—the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value.

Changes in the fair value of non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement.

Dividends on available-for-sale equity instruments are recognised in the consolidated income statement when the Group's right to receive payments is established.

## 2 主要會計政策概要 (續)

## (i) 可供出售的財務資產 (續)

可供出售的財務資產為非衍生財務資產，包括指定歸類至此類別或不能歸類至其他類別的財務資產。除非管理層計劃於結算日起計十二個月內出售有關投資，否則可供出售的財務資產將計入非流動資產內。

一般財務資產的購入及出售，均於交易日（即本集團承諾購入或出售該資產當日）確認入賬。所有並非按照公平值列賬而其變動計入收益表的財務資產按照公平值確認入賬，並計入交易成本。當本集團從該等投資項目收取現金收入的權利已到期或已被轉讓，或本集團已將擁有資產所帶來的風險和回報轉移，則會註銷該等財務資產。可供出售的財務資產其後按公平值列賬。

分類至可供出售的非貨幣性證券的公平值為變動，計入其他全面收益。

當被分類為可供出售的證券被出售或出現減值時，已計入權益的累積公平值調整將轉入綜合收益表。

可供出售股權工具的股息於本集團收取款項的權利確立時計入收益表。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(i) Available-for-sale financial assets *(Continued)*

The Group assesses at the end of each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is an evidence that the assets are impaired. If any such evidence exists the cumulative loss-measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the profit or loss-is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

## (j) Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes the cost of direct labour, materials and appropriate proportion of production overhead expenditure, and is calculated on the weighted average basis. Net realisable value is the anticipated sales proceeds less selling expenses in the ordinary course of business.

## (k) Debtors

Debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of debtors is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## 2 主要會計政策概要 (續)

## (i) 可供出售的財務資產 (續)

本集團將於各報告期末評估財務資產或一組財務資產有否出現減值的客觀證據。若股本證券被劃分為可供出售的財務資產，在判斷該證券有否減值時，須考慮其公平值是否大幅或長期低於其成本。如可供出售的財務資產出現此等跡象，其累積虧損(收購成本與現時公平值的差額，減去該財務資產以前已計入損益賬的任何減值虧損)將從權益中扣除，並計入於獨立綜合收益表。已計入獨立綜合收益表的股權工具減值虧損不會透過獨立綜合收益表撥回。

## (j) 存貨

存貨按成本值及可變現淨值兩者較低者入賬。成本值乃包括直接工資、原料成本及適當攤分的生產開支，並按加權平均基準計算。可變現淨值乃按預期銷售收益減估計銷售費用釐定。

## (k) 應收賬款

應收賬款是於正常業務過程中自銷售商品或提供服務予客戶所應收的款項。倘應收賬款預計將在一年或以內收回(若更長則在業務正常經營週期內)，則為流動資產。否則，在非流動資產中列報。

應收賬款初步按公平值確認，其後使用實際利率法計量攤銷成本並扣除減值撥備。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(k) Debtors** *(Continued)*

A provision for impairment of debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement. When a trade receivable is uncollectible, it is written off against the allowance account for debtors. Subsequent recoveries of amounts previously written off are credited in the consolidated income statement.

**(l) Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

**(m) Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**2 主要會計政策概要 (續)****(k) 應收賬款 (續)**

應收賬款初步按公平值確認，其後使用實際利率法計量攤銷成本，並扣除減值撥備。當有客觀證據顯示本集團未能根據應收款之原訂條款收回所有到期款項，則會作出應收賬款之減值撥備。債務人出現重大財務困難，可能破產或進行財務重組，及拖欠或無法如期償還，均將視為應收賬款減值之跡象。撥備金額為資產賬面值與預期日後現金流量之現值間之差額，按原有的實際息率貼現。資產之賬面值會使用撥備賬扣減，而虧損金額則於收益表確認。當應收貨款不可收回時，其將於應收貨款撥備賬內撇銷。先前撇銷而於其後收回之金額會計入收益表中。

**(l) 現金及現金等價物**

現金及現金等價物包括庫存現金、銀行通知存款及銀行透支。銀行透支在資產負債表列於流動負債的貸款內。

**(m) 股本**

普通股分類為權益。發行新股份或購股權直接應佔成本增幅於權益列示為自所得款項扣除稅項之扣減。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(n) Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**(o) Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

## 2 主要會計政策概要 (續)

**(n) 應付賬款**

應付賬款為就於正常業務過程中自供應商收購貨品或服務的付款責任。倘應付賬款預計將在一年或以內支付(若更長則在業務正常經營週期內)，則為流動負債。否則，在非流動負債中列報。

應付賬款最初以公平值確認，其後則以實際利率法按攤銷成本計量。

**(o) 貸款**

貸款初步以公平值確認(減去所產生之交易成本)。貸款其後以攤銷成本列賬。所得款項(扣除交易成本)與贖回價值間之差額，乃實際利率法於借款年度在綜合收益表確認。

在貸款很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

貸款歸類為流動負債，除非本集團有權無條件將債項延長至結算日後最少12個月後清償則作別論。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(p) Financial liabilities**

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value, plus directly attributable transaction costs.

Compound financial instruments issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component, which is included in shareholders' equity in other reserves. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

The liability component of a convertible instrument is classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

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

## 2 主要會計政策概要 (續)

**(p) 財務負債**

本集團之財務負債於初步確認時釐定其分類。所有財務負債於初步確認時均以公平值計量，另加直接應佔交易成本。

本集團發行的複式金融工具，包含持有人可選擇轉換為股本的可換股票據，而發行的股份數目不會因公平值變動而改變。

複式金融工具的負債部分乃初步按不含權益轉換權的類似負債的公平值確認。權益部分乃初步按複式金融工具整體公平值及負債部分公平值(包括在其他儲備中的股東權益內)的差額確認。任何直接應佔交易成本，乃按其初步賬面值比例分配至負債及權益部分。

於初步確認後，複式金融工具的負債部分乃以實際利息法按攤銷成本計量。複式金融工具的權益部分於初步確認後不重新計量。

可換股工具的負債部分乃分類為流動負債，除非本集團擁有於報告期間後延遲償還負債最少12個月的無條件權利。

倘某項財務負債下之負債責任獲解除或註銷或屆滿時，則會終止確認該財務負債。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### (p) Financial liabilities (Continued)

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 profit or loss.

##### (q) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

##### (r) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### 2 主要會計政策概要 (續)

##### (p) 財務負債 (續)

倘某項現有財務負債由同一借方以重大不同條款之另一項財務負債替代，或現有負債之條款被大幅修訂，則此替換或修訂乃視作終止確認原有負債並確認一項新負債，而有關賬面值間之差額於損益中確認。

##### (q) 抵銷財務工具

財務資產及負債於有法定強制權以抵銷已確認金額及於擬按淨值基準結算或同時將資產變現及償付負債時予以抵銷，而有關淨額於資產負債表內呈報。法定強制權並不得取決於未來事項，且須可於日常業務過程中在公司或交易對手違約、陷入財政困難或破產的情況下強制執行。

##### (r) 本期及遞延所得稅

期內所得稅費用包括本期所得稅及遞延所得稅。除與於綜合收益表內確認或直接於權益確認的項目相關（在該情況下亦分別於綜合收益表內確認或直接於權益確認）外，所得稅於綜合收益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(r) Current and deferred income tax *(Continued)*

## (i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Company, its subsidiaries and its associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## (ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

## 2 主要會計政策概要 (續)

## (r) 本期及遞延所得稅 (續)

## (i) 本期所得稅

本期所得稅支出根據本公司、其附屬公司及其聯營公司營運所在及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

## (ii) 遞延所得稅

內部基礎差異

對於資產及負債的稅基與在綜合財務報表的賬面值之間的暫時性差額，使用負債法確認遞延所得稅。然而，若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記帳。遞延所得稅乃以於結算日已頒佈或實質頒佈的稅率（及稅法）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時應用。

倘若很可能出現未來應課稅溢利，使暫時性差額得以使用，則確認遞延所得稅資產。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(r) Current and deferred income tax *(Continued)*(ii) Deferred income tax *(Continued)*

## Outside basis differences

Deferred income tax liabilities are provided on temporary differences arising on investments in subsidiaries and associate, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and associate only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

## Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2 主要會計政策概要 (續)

## (r) 本期及遞延所得稅 (續)

## (ii) 遞延所得稅 (續)

## 外部基礎差異

遞延所得稅負債按於附屬公司及聯營公司之投資產生之暫時性差額計提撥備，惟本集團可控制撥回暫時性差額的時間，而暫時性差額不甚可能在可見將來撥回之遞延所得稅負債除外。

就附屬公司及聯營公司的投資產生的可扣減暫時性差額確認遞延所得稅資產，但只限於暫時性差額很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差額。

## 抵銷

當有法定可執行權力將本期稅項資產與本期稅項負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅實體或不同應課稅實體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

## (s) Employee benefits

## (i) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group mainly has defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## (ii) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 主要會計政策概要 (續)

## (s) 僱員福利

## (i) 退休計劃責任

集團公司營辦不同的退休金計劃。該等計劃一般是通過向保險公司或由信託管理的退休金作出供款而撥付。本集團主要設有定額供款計劃。

界定供款計劃為本集團須向獨立實體支付固定供款之退休金計劃。倘基金之資產於本期間或過往期間並不足以向全體僱員支付所有與僱員服務有關之福利，則本集團概無任何法律或推定責任支付額外供款。

本集團按強制、合約或自願基準向公眾或私人管理之退休金計劃供款。本集團於支付供款後，再無其他付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以退回現金或可扣減日後付款金額為限。

## (ii) 利潤分享及花紅計劃

本集團根據一項公式(已計及於作出若干調整後本公司權益持有人之應佔溢利)就花紅及利潤分享確認負債及支出。當負有合約上之責任或當以往慣例造成推定性責任時，本集團須確認撥備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*(s) Employee benefits *(Continued)**(iii) Termination benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

*(iv) Employee leave entitlements*

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

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## 2 主要會計政策概要 (續)

## (s) 僱員福利 (續)

*(iii) 終止福利*

終止福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利：(a) 於本集團不能取消提供該等福利時；及(b)實體確認任何屬香港會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過十二個月到期支付的福利應貼現為現值。

*(iv) 僱員應有假期*

僱員在年假及長期服務休假的權利在僱員應享有時確認。本集團為截至結算日止僱員已提供服務而產生的休假及長期服務假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (t) Share-based payment transactions

- (i) *Issue of convertible bonds as share-based payment transactions*

If the identifiable consideration received by the Company appears to be less than the fair value of the convertible bonds issued, the Company measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible bonds issued and that of the identifiable consideration received, and the difference is recognised in the profit or loss immediately unless qualified for capitalisation.

The liability component (i.e. the bondholder's right to demand payment in cash) of the convertible bond will be accounted for as a cash-settled share-based payment transaction while the equity component (i.e. the bondholder's right to demand settlement in the Company's shares) of the convertible bond will be accounted for as an equity-settled share-based payment transaction. The entity first measures the fair value of the liability component, and then measure the fair value of the equity component by taking into account that the bondholder must forfeit the right to receive cash in order to receive the equity instrument. Subsequent to initial recognition, the liability component of the convertible bond is stated at fair value, with changes recorded in the income statement under finance cost. The equity component is not re-measured subsequent to initial recognition.

## 2 主要會計政策概要 (續)

## (t) 以股份為基礎之付款交易

- (i) *發行可換股債券作為以股份為基礎之付款交易*

若本公司收取可辨識的代價看似低於所發行可換股債券的公平值，本公司應以所發行可換股債券的公平值與已收取可辨識代價公平值之間的差額，計量已收取（將會收取）未能辨識的服務，而有關差額應即時在損益內確認，除非其符合資格可撥充資本。

可換股債券之負債成份（即債券持有人要求以現金付款之權利），將作為現金結算以股份為基礎之付款交易入賬，而可換股債券之權益成份（即債券持有人要求以本公司股份償付之權利），將作為以股本結算以股份為基礎之付款交易。實體首先計量負債成份之公平值，其後計量權益成份之公平值，其中已考慮債券持有人必須放棄收取現金之權利，方可收取權益工具。初始確認後，可換股債券之負債成份按公平值列賬，而變動則記入收益表列於財務成本下。權益成份於初始確認後不作重新計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***(u) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amounts has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses. Provision for an onerous contract is recognised when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2 主要會計政策概要 (續)

**(u) 撥備**

當集團因已發生的事件須承擔現有的法律性或推定性的責任，而解除責任時有可能消耗資源，且責任金額能夠可靠地作出估算，則需確認撥備。重組撥備包括租賃終止罰款及解僱僱員款項。未來經營虧損不會被確認為撥備。繁苛合同撥備於履行合同義務的不可避免成本超過根據該合同預計將獲取的經濟利益時確認。

如有多項類似義務，則履行時要求資源流出的可能性應通過總體考慮該類義務來確定。即使就該類義務中某個項目而言，資源流出的可能性很低，仍須確認撥備。

撥備乃按預期需用作清償責任開支以稅前比率計算之現值計量，其反映當時市場對貨幣之時間值及該責任之特定風險之評估。因時間之流逝而增加之撥備確認為利息開支。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

## (v) Recognition of revenue

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

*(i) Sales of goods – retail*

Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by credit card.

*(ii) Sales of goods – wholesale and trading*

Sales of goods are recognised when the Group has delivered products to the customer, the customer has accepted the product and collectability of the related receivables is reasonably assured.

*(iii) Building management fee income*

Building management fee income is recognised when the services are rendered.

*(iv) Rental income*

Rental income is recognised on a straight-line basis over the lease term.

## 2 主要會計政策概要 (續)

## (v) 確認收入

收入包括在本集團日常業務中就售出貨品及服務已收或應收之代價之公平值，所呈示之收入已減去折扣、退貨及增值稅，當收益的數額能夠可靠計量、未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收益確認。除非與銷售有關之所有或然事項均已解決，否則收益的數額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

*(i) 貨品銷售 – 零售*

貨品銷售在集團實體已將貨品售予顧客後確認。零售通常以現金或信用卡付款。

*(ii) 貨品銷售 – 批發及貿易*

貨品銷售在本集團已將貨品交付予顧客，顧客接收產品後，以及有關應收款的收回可合理確保時確認。

*(iii) 物業管理費收入*

物業管理費收入於有關服務提供後確認。

*(iv) 租金收入*

租金收入於租期按直線法確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Recognition of revenue (Continued)

(v) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(vi) Dividend income

Dividend income is recognised when the right to receive payment is established.

(w) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in borrowings. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2 主要會計政策概要 (續)

(v) 確認收入 (續)

(v) 利息收入

利息收入依據實際利息法按時間比例確認。

(vi) 股息收入

股息收入在確定有權獲發有關款項時確認。

(w) 租賃資產

營業租賃是指資產擁有權的絕大部分風險及得益實質地由出租公司承擔的租賃。根據營業租賃支付的款項(扣除從出租公司收取的優惠)乃以直線法於租賃期內在綜合收益表中扣除。

本集團持有若干租賃物業、機器及設備。倘本集團持有租賃物業、機器及設備擁有權的大部分風險及回報，則分類為融資租賃。融資租賃在租賃開始時按租賃物業之公平值及最低租賃付款現值兩者之較低者入賬。

每筆租金均分攤為負債及財務開支。相應租賃責任在扣除財務開支後計入其他長期應付款項內。融資成本的利息部份於租約期內在收益表支銷，致使融資成本與各期間的負債餘額之比為常數定期利率。根據融資租賃取得的物業、機器及設備按資產之可用年期或租期兩者的較低者折舊。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (x) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the year in which the dividends are approved by the Company's shareholders or directors, where appropriate.

### (y) Financial guarantee

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantees at inception, but perform a liability adequacy test at each reporting date by comparing the carrying amount of the net liability regarding the financial guarantee with its present legal or constructive obligation amount. If the carrying amount of the net liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

### (z) Comparative figures

Certain comparative figures in the Note 5 segment information have been reclassified to conform to the current year presentation.

## 3 FINANCIAL RISK MANAGEMENT

### (a) Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk.

## 2 主要會計政策概要 (續)

### (x) 股息分派

向本公司股東分派之股息在本公司股東或董事批准派息年度，於本集團及本公司財務報表內確認為負債。

### (y) 財務擔保

財務擔保合約(一種保險合約)是指合約持有人可因某特定債務人未能根據債務工具條款在到期日作出支付產生損失而可向合約發行人要求作出補償之合約。本集團於訂立財務擔保時不會確認負債，但會於各結算日測試負債的充足程度，方法為比較財務擔保之負債淨額之賬面值與財務擔保之法律或推定責任金額。倘負債淨額少於其現有法律或推定責任金額，則差額將即時全數於綜合收益表確認。

### (z) 比較數字

為符合本年度的披露呈報，附註5分部資料的若干比較數字已重新分類。

## 3 財務風險管理

### (a) 財務風險因素

本集團經營活動面對各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## (a) Financial risk factors (Continued)

## (i) Foreign exchange risk

The Group mainly operates in Hong Kong, China and a number of countries in South East Asia. Retail sales transactions are mostly denominated in the functional currencies of the group entities. The Group's exposure to foreign exchange risk mainly arise from future purchase transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group considers its foreign currency exposure as mainly arising from the exposure of the Singapore dollar, Malaysian ringgit, Thai baht and Renminbi against the Hong Kong dollar. The Group regularly monitors its exposures to foreign currency transactions.

The details of the currencies in which the Group's bank loans are denominated are set out in Note 25 to the financial statements. The Group's bank loans are principally denominated in the functional currency of the relevant group entity. Management does not anticipate any significant foreign exchange risk associated with the Group's borrowings.

The approximate impact to the Group's profit before tax that might be resulted from the reasonable possible changes in the foreign exchange rates against the Hong Kong dollar to which the Group has significant exposure at 31 March 2015 is summarised below. The analysis includes balances between group companies where the balances are denominated in a currency other than the functional currencies of the lending or the borrowing entities.

## 3 財務風險管理 (續)

## (a) 財務風險因素 (續)

## (i) 外匯風險

本集團主要於香港、中國及若干東南亞國家經營業務。而零售交易大部分乃以集團實體的功能貨幣計值。本集團主要承受來自以集團實體的功能貨幣以外貨幣計值的未來採購交易，已確認資產及負債的外匯風險。本集團認為其外幣風險主要來自新加坡元、馬來西亞令吉、泰銖、人民幣及英鎊兌港幣的風險。本集團定期監控其外幣交易風險並根據管理層的風險評估使用外匯遠期合約對沖部分風險。

本集團的銀行貸款的計值貨幣詳情載於賬目附註25。本集團的銀行貸款主要以本集團相關實體的功能貨幣計值。管理層並不預期有關本集團貸款的任何重大外匯風險。

於2015年3月31日，因本集團主要面臨的港幣外匯匯率的合理可能變動而導致的對本集團的稅前溢利概約影響概要如下。該分析包括集團公司之間的結餘，而該結餘乃以除借貸實體的功能貨幣外的貨幣計值。



3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

		2015		2014	
		Increase in foreign exchange rate 外匯匯率 的增加	Increase in profit before income tax 除稅前溢 利的增加 HK\$'000 港幣仟元	Increase in foreign exchange rate 外匯匯率 的增加	Increase in profit before income tax 除稅前溢 利的增加 HK\$'000 港幣仟元
Singapore dollar	新加坡元	5%	3,297	5%	6,728
Malaysian ringgit	馬來西亞令吉	5%	4,121	5%	4,037
Thai baht	泰銖	5%	293	5%	304
Renminbi	人民幣	5%	3,042	5%	3,277

Decrease in the above foreign exchange rates by 5% (2014: 5%) would affect the profit before income tax by the same amount but in the opposite direction.

(ii) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets other than bank balances, details of which have been disclosed in Note 20. The Group's exposure to changes in interest rates is mainly attributable to its bank loans. Bank loans at variable rates expose the Group to cash flow interest-rate risk. Details of the Group's bank borrowings are disclosed in Note 25(a) to the financial statements. The Group is exposed to fair value interest rate risk arising from the convertible bonds bearing interest at fixed rate.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 外匯風險 (續)

上述外匯匯率減少5% (2014年：5%) 將對除稅前溢利產生相同金額但相反方向的影響。

(ii) 利率風險

由於本集團並無重大計息資產除銀行結餘外，有關詳情已披露於附註20，故本集團之收入及營運現金流量大致上不受市場利率變動影響。本集團面對的利率變動風險主要來自其銀行貸款。按浮動利率授出的銀行貸款使本集團承受現金流量利率風險。有關本集團銀行借貸的詳情披露於財務報表附註25(a)。本集團承受按固定利率計息的可換股債券產生的公平值利率風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Interest rate risk (Continued)

The Group has not used any interest rate swaps to hedge its exposure to cash flow interest rate risk.

At 31 March 2015, if interest rates had been 50 basis points (2014: 50) higher/lower with all other variables held constant, profit for the year would have been HK\$2,915,000 (2014: HK\$2,571,000) lower/higher, mainly as a result of higher/lower interest expense.

(iii) Credit risk

The Group's maximum exposure to credit risk which cause a financial loss to the Group due to failure to perform an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets (mainly include deposits with banks and debtors) as stated in the consolidated balance sheet.

Bank balances are deposited in banks with sound credit ratings to mitigate the risk arising from banks. The Group has no significant concentration of credit risk with any single counterparty or group of counterparties. The Group also has policies in place to assess the credit worthiness of customers to ensure that sales of products are made to wholesale customers with an appropriate credit history. Besides, management of the Group monitors its credit risk on an ongoing basis by reviewing the debtors' aging to minimise its exposure to credit risk.

Sales to retail customers are made in cash or via major credit cards.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 利率風險 (續)

本集團並無使用任何利率掉期對沖現金流量利率風險。

於2015年3月31日，倘貸款利率上升／降低50個(2014年：50個)基點而其他因素保持不變，除所得稅前溢利將降低／上升港幣2,915,000元(2014年：港幣2,571,000元)，主要是由於浮動利率借貸利息開支上升／降低所致。

(iii) 信貸風險

本集團因交易對手方未能履行責任引致財務虧損所承擔之最大信貸風險來自綜合資產負債表所載各已確認財務資產之賬面值，主要包括銀行存款以及應收賬款。

銀行結餘存放於信貸評級良好的銀行以減低銀行產生的風險。本集團並無與任何單一交易對手方或一組交易對手方有關的任何重大信貸集中風險。本集團亦已訂有政策評估客戶之信貸記錄，以確保產品乃向信貸紀錄良好之批發客戶銷售。此外，本集團管理層通過檢討應收賬款的賬齡以持續監察及減低其信貸風險。

對零售顧客之銷售以現金支付或透過主要信用卡進行。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Credit risk (Continued)

Rental deposits are mainly placed with various landlords in countries where the Group operates and are due to refund upon the expiry of the tenancy agreements and handover of the leased premises. During the year, the Group did not experience any defaults by the landlords.

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of banking facilities. Due to the dynamic nature of the underlying businesses, management aims to maintain flexibility in funding by keeping credit lines available.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Within 1 year 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2015	於2015年3月31日				
Bank borrowings	銀行貸款	589,777	13,552	10,901	29,983
Finance lease	融資租賃	60	60	60	119
Convertible bonds (note a)	可換股債券(附註a)	12,986	12,986	380,308	-
Creditors and accruals	應付賬款及應計費用	598,715	-	-	-
At 31 March 2014	於2014年3月31日				
Bank borrowings	銀行貸款	473,299	18,255	16,378	39,278
Finance lease	融資租賃	124	-	-	-
Convertible bonds (note a)	可換股債券(附註a)	12,986	12,986	12,986	380,308
Creditors and accruals	應付賬款及應計費用	595,603	-	-	-

3 財務風險管理(續)

(a) 財務風險因素(續)

(iii) 信貸風險(續)

租金按金主要給予本集團有經營業務的國家的多名業主，並於租賃協議屆滿及交還租賃物業時可予退還。年內，本集團並無遭遇重大業主違約事件。

(iv) 流動資金風險

審慎之流動資金風險管理代表維持足夠之現金及透過獲取足夠之已承諾信貸額度獲得足夠之資金。由於相關業務活躍多變，故管理層旨在維持充裕信貸融資，以保持資金之靈活彈性。

下表顯示本集團及本公司之財務負債，按照相關到期組別，根據由結算日至合約到期日的剩餘時間進行分析。於表內披露的金額為未折現的現金流量。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

Note:

- (a) The analysis on the convertible bonds above assumes the bond holder's option has not been exercised and has not been converted to shares at the time of maturity (Note 26).

Should the bond holder exercises the option at the earliest possible time, the maturity groupings of the convertible bonds from the balance sheet date would be as follows:

		Within 1 year 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2015	於 2015 年 3 月 31 日	12,986	124,293	380,308	-
At 31 March 2014	於 2014 年 3 月 31 日	12,986	12,986	124,293	380,308

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less bank balances and cash. Total capital is calculated as 'shareholders' funds' as shown in the consolidated balance sheet.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 流動資金風險 (續)

附註：

- (a) 上述可換股債券的分析乃假設於到期時債券持有人之期權並無行使且並無轉換成股份(附註26)。

倘債券持有人於最早可行時間行使期權，自資產負債表日期起可換股債券到期日分組將為如下：

(b) 資本風險管理

本集團的資本管理目標是保障本集團能繼續營運以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本之能力。

為了維持或調整資本結構，本集團可能會調整支付股東的股息數額、向股東返還資本、發行新股或出售資產以減低債務。

與業內其他公司作法一致，本集團以借貸比率作為監控資本的基準。借貸比率按淨債務除以資本總額計算。淨債務按貸款總額(包括綜合資產負債表所示之流動及非流動貸款以及可換股債券)減銀行結餘及現金計算。資本總額計算為綜合資產負債表所示的「股東資金」。

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital risk management (Continued)

The gearing ratios at 31 March 2015 and 2014 were as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Total borrowings (Note 25)	貸款總額 (附註 25)	631,793	534,587
Convertible bonds (Note 26)	可換股債券 (附註 26)	380,753	331,456
Less: Bank balances and cash (Note 20)	減：銀行結餘及現金 (附註 20)	(460,143)	(457,683)
Net debt	淨債務	552,403	408,360
Shareholders' funds	股東資金	1,446,480	1,458,338
Gearing ratio	借貸比率	38%	28%

(c) Fair value estimation

The table below analyses the Group's financial instruments carried at fair value by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group's available-for-sale financial assets and liability components of convertible bonds are measured at fair value by discounting the estimated future cash flows. Their fair value measurement is classified as level 3. Changes in level 3 instruments for the year ended 31 March 2015 are set out in Note 17 and Note 26 respectively.

3 財務風險管理 (續)

(b) 資本風險管理 (續)

於2014年及2015年3月31日之借貸比率載列如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Total borrowings (Note 25)	貸款總額 (附註 25)	631,793	534,587
Convertible bonds (Note 26)	可換股債券 (附註 26)	380,753	331,456
Less: Bank balances and cash (Note 20)	減：銀行結餘及現金 (附註 20)	(460,143)	(457,683)
Net debt	淨債務	552,403	408,360
Shareholders' funds	股東資金	1,446,480	1,458,338
Gearing ratio	借貸比率	38%	28%

(c) 公平值評估

本集團按公平值計量財務工具，其規定以下列公平值計量架構披露公平值計量層次：

- 相同資產或負債在活躍市場上的報價 (未經調整) (第一級)。
- 除第一級所包括的報價外，資產或負債的可直接 (即價格) 或間接 (即從價格得出) 觀察所得輸入值 (第二級)。
- 並非根據可觀察市場數據釐定的資產或負債輸入值 (即不可觀察輸入值) (第三級)。

本集團的可供出售財務資產及可換股債券負債部分乃按公平值由折現估計未來現金流量計量。公平值測量按第三級分類。截至2015年3月31日止第三級工具的變動分別載於附註 17 及附註 26。

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation (Continued)

There was no transfer of financial instruments into or out of level 3 during the year.

The carrying amounts of the Group's financial assets including cash and cash equivalents, deposits in approved financial institutions and debtors, and financial liabilities including creditors and short-term borrowings, approximate their fair values due to their short maturities.

(d) Offsetting financial assets and financial liabilities

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements.

3 財務風險管理 (續)

(c) 公平值評估 (續)

年內並無轉入或轉出第三級分類之金融工具。

由於到期日短，本集團之財務資產（包括現金及現金等價物、於認可財務機構之存款、應收賬款）及財務負債（包括應付賬款及短期貸款）之賬面值與公平值相若。

(d) 抵銷財務資產及財務負債

以下財務資產涉及抵銷、強制執行的淨額結算及類似安排。

		Gross amount of recognised financial assets	Gross amount of financial liabilities set off in the balance sheet 於資產負債表 中抵銷之已確認 財務負債總額	Net amount of financial assets presented in the balance sheet 於資產負債表 中列示的 財務資產淨額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
As at 31 March 2015	於2015年3月31日			
Trade receivables	應收賬款	253,898	6	253,892
As at 31 March 2014	於2014年3月31日			
Trade receivables	應收賬款	225,410	30	225,380

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 3 FINANCIAL RISK MANAGEMENT (Continued)

##### (d) Offsetting financial assets and financial liabilities (Continued)

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 March 2015 於2015年3月31日  
Trade payables 應付賬款

As at 31 March 2014 於2014年3月31日  
Trade payables 應付賬款

For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Company and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

#### 3 財務風險管理 (續)

##### (d) 抵銷財務資產及財務負債 (續)

以下財務負債涉及抵銷、強制執行的淨額結算及類似安排。

	Gross amount of recognised financial liabilities	Gross amount of recognised financial assets set off in the balance sheet 於資產負債表中 抵銷之已確認 財務資產總額 HK\$'000 港幣仟元	Net amount of financial liabilities presented in the balance sheet 於資產負債表 中列示的 財務負債淨額 HK\$'000 港幣仟元
As at 31 March 2015 於2015年3月31日	321,789	258	321,531
As at 31 March 2014 於2014年3月31日	314,691	1,131	313,560

就上文受強制執行的淨額結算及類似安排規限的財務資產及負債而言，本公司與對手方之間的各项協議允許相關財務資產及負債於雙方選擇按淨額基準結算時按淨額結算。倘並無進行有關選擇，財務資產及負債將按總額結算，惟統一淨額結算協議或類似協議的各方在另一方違約的情況下將有權選擇按淨額基準結算所有有關款項。

#### 4 關鍵會計估計及判斷

估計及判斷不斷按過往經驗及其他因素評核並以此為基準，包括預期相信於有關情況屬合理的日後事項。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (i) Net realisable value of stocks

Net realisable value of stocks is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations at the balance sheet date.

##### (ii) Impairment of debtors

The Group's management determines the provision for impairment of debtors receivable. This estimate is based on the credit history of its customers and the current market condition. Management reassesses the provision at each balance sheet date.

##### (iii) Impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

#### 4 關鍵會計估計及判斷 (續)

本集團就日後作出估計及假設，因此而作出之估計顧名思義大多有別於相關實際結果。有重大風險或會導致下一個財政年度內資產及負債賬面值作出重大調整之有關估計及假設之論述如下。

##### (i) 存貨的可變現淨值

存貨的可變現淨值乃日常業務中的估計售價減去完成時的估計成本及銷售開支。該等估計乃基於當時市況，以及生產和銷售同類產品的過往經驗，並可能因客戶喜好及競爭對手的行動有所改變而有大幅變動。管理層將於結算日重新評估該等估計。

##### (ii) 應收賬款減值

本集團管理層釐定應收賬款減值之撥備。此項估計乃基於本集團客戶的信貸記錄以及當時市況而作出。管理層於各結算日重新評估撥備。

##### (iii) 物業、機器及設備之減值

本集團會至少每年評估物業、機器及設備是否存在任何減值跡象。可收回金額按照使用價值計算而釐定。使用價值計算包括對持續使用該資產於未來所得之現金流入及流出，以及按適當貼現率折現現金流量。對將產生之現金流量、及選擇適用市場該等計算需要應用判斷及估計。管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致重大額外的減值。



#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (iv) Impairment of intangible assets and goodwill

The Group tests annually whether goodwill and trademarks have suffered any impairment, in accordance with the accounting policy stated in Note 2(h). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 15).

##### (v) Deferred income tax

The Group's management determines the amount of deferred tax asset to be recognised by estimating the amount of future profit available to utilise the tax losses in the relevant tax jurisdiction and entity. The estimate is based on the projected profit in respective jurisdiction and entity and the Group uses its judgement to make assumptions that are mainly based on market conditions existing on balance sheet date. It could change as a result of the uncertainties in the market conditions.

##### (vi) Fair value of convertible bonds

The fair value of convertible bonds are determined using valuation techniques including reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

#### 4 關鍵會計估計及判斷 (續)

##### (iv) 無形資產的減值

根據附註2(h)所述的會計政策，本集團每年測試商譽及商標是否出現減值。現金產生單位之可收回金額按照使用價值計算而釐定。此等計算需要利用估算(附註15)。

##### (v) 遞延所得稅

本集團管理層決定將遞延稅項資產數額，按估計日後可動用有關稅務司法權區及公司稅務虧損的溢利確認。該估計乃根據各司法權區及實體的預測溢利作出，而本集團則以該判斷及主要根據結算日當時市況作出假設。該估計或會因市況不明朗而更改。

##### (vi) 可換股債券公平值

可換股債券之公平值採用估值技術釐定，包括參考其他幾近相同之工具、貼現現金流量分析及購股權定價模式。在可行情況下，該等模式之數據從可觀察市場中取得，倘不可行，則需要使用某種程度之判斷，以確立公平值。

**5 SEGMENT INFORMATION**

The chief operating decision-makers have been identified as the executive directors. The executive directors review the Group's financial information mainly from product and geographical perspectives. From a geographical perspective, management assesses the performance of watch and optical operations in Hong Kong, Macau and Mainland China and rest of Asia.

During the year, management decided to remove "other segment" from segment reporting as the performance of this segment was no longer separately assessed due to its minimal impact to the Group's results. To conform to the current year presentation, the comparatives have been reclassified accordingly.

Revenue represents sales of goods. Sales between operating segments are carried out on terms equivalent to those prevailing in arm's length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax (EBIT). This measurement basis excludes unallocated income and net corporate expenses.

Unallocated income represents dividend income from investment. Net corporate expenses mainly represent staff costs and provision for senior management bonus. Unallocated assets represent equipment and debtors at corporate level, investment in an associate, available-for-sale financial assets, deferred tax assets and bank balances and cash. Unallocated liabilities represent creditors and accruals at corporate level, borrowings, convertible bonds, deferred tax liabilities and income tax payable.

**5 分部資料**

本集團之首席經營決策者為行政董事。行政董事主要從產品及地區角度審閱本集團之財務資料。管理層從地區角度評核香港、澳門及中國大陸和亞洲其餘地區之鐘錶及眼鏡業績。

年內，管理層決定取消「其他分部」，因有關分部對本集團業績的影響甚微，故不再獨立計算其表現。為符合今年的呈報方式，相應的比較數字經已重列。

收入為貨品銷售。營運分部間之銷售按相等於現行按公平原則進行的交易之條款進行。行政董事按除利息及稅項前經調整盈利(EBIT)評核營運分部之業績，計算該盈利時不包括未分配收入及集團淨開支。

未分配收入為投資的股息收入。集團淨開支主要為員工成本及高級管理層花紅撥備。未分配資產為集團層面的設備及應收賬款、於聯營公司投資、可供出售財務資產、遞延稅項資產以及銀行結餘及現金。未分配負債為集團層面的應付賬款及應計費用、借貸、可換股債券、遞延稅項負債及應付所得稅。

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料(續)

For the year ended 31 March 2015  
截至2015年3月31日止年度

		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Group Total
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區		
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenues	收入						
Gross segment	分部總額	1,698,368	514,088	1,054,789	276,716	964,153	4,508,114
Inter-segment	分部間	-	-	-	-	(567,265)	(567,265)
		<u>1,698,368</u>	<u>514,088</u>	<u>1,054,789</u>	<u>276,716</u>	<u>396,888</u>	<u>3,940,849</u>
Segment results	分部業績	<u>189,173</u>	<u>269</u>	<u>51,866</u>	<u>(6,715)</u>	<u>85,103</u>	<u>319,696</u>
Unallocated income	未分配收入						2,052
Net corporate expenses	集團行政淨支出						(103,797)
Operating profit	營業溢利						217,951
Finance costs	財務成本						(72,141)
Share of loss of an associate	應佔聯營公司虧損						(5,302)
Profit before income tax	除所得稅前溢利						140,508
Income tax expense	所得稅支出						(48,449)
Profit for the year	年度溢利						<u>92,059</u>

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

For the year ended 31 March 2015

截至2015年3月31日止年度

		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Unallocated	Group Total
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區			
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Capital expenditures	資本性開支	(30,200)	(14,628)	(34,613)	(5,532)	(1,289)	(9,580)	(95,842)
Investment in an associate	於聯營公司投資	-	-	-	-	-	(17,448)	(17,448)
Depreciation	折舊	(29,106)	(21,701)	(35,475)	(12,992)	(1,914)	(12,440)	(113,628)
Amortisation of prepayment of lease premium	攤銷預付租賃地價	-	(3,639)	-	(3,212)	-	-	(6,851)
(Provision)/write back of provision for stocks	存貨(撥備)/撥回	(4,270)	2,808	(1,364)	(3,420)	(13,294)	-	(19,540)
Impairment of property, plant and equipment	物業、機器及設備減值	(2,210)	(1,126)	(1,197)	(1,033)	-	-	(5,566)
Provision for onerous contracts	有法律義務合約的撥備	(48)	-	(130)	-	-	-	(178)

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料(續)

For the year ended 31 March 2014  
截至2014年3月31日止年度

		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Group Total
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區		
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenues	收入						
Gross segment	分部總額	1,664,493	515,720	967,513	300,514	874,072	4,322,312
Inter-segment	分部間	-	-	-	-	(430,740)	(430,740)
		<u>1,664,493</u>	<u>515,720</u>	<u>967,513</u>	<u>300,514</u>	<u>443,332</u>	<u>3,891,572</u>
Segment results	分部業績	<u>232,797</u>	<u>(17,396)</u>	<u>25,778</u>	<u>5,149</u>	<u>94,042</u>	<u>340,370</u>
Unallocated income	未分配收入						3,175
Net corporate expenses	集團行政淨支出						(81,215)
Operating profit	營業溢利						262,330
Finance costs	財務成本						(37,139)
Share of profit of an associate	應佔聯營公司溢利						1,267
Profit before income tax	除所得稅前溢利						226,458
Income tax expense	所得稅支出						(54,285)
Profit for the year	年度溢利						<u>172,173</u>

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

		For the year ended 31 March 2014 截至2014年3月31日止年度						
		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Unallocated	Group Total
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸	Rest of Asia 亞洲其餘地區	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸	Rest of Asia 亞洲其餘地區	批發業務	未分配	集團總計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Capital expenditures	資本性開支	(26,172)	(15,410)	(44,472)	(11,345)	(3,127)	(20,947)	(121,473)
Investment in an associate	於聯營公司投資	-	-	-	-	-	(51,493)	(51,493)
Depreciation	折舊	(30,744)	(27,869)	(32,940)	(17,726)	(1,797)	(9,316)	(120,392)
Amortisation of prepayment of lease premium	攤銷預付租賃地價	-	(3,817)	-	(3,307)	-	-	(7,124)
Write back of provision/(provision) for stocks	存貨撥回/(撥備)	234	(2,823)	(1,263)	(1,297)	4,854	-	(295)
Impairment of property, plant and equipment	物業、機器及設備減值	(1,620)	(1,062)	(564)	(214)	-	-	(3,460)
Write back of provision for onerous contracts	有法律義務合約的撥回	1,930	-	2,703	-	-	-	4,633
		As at 31 March 2015 於2015年3月31日						
		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Unallocated	Group Total
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸	Rest of Asia 亞洲其餘地區	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸	Rest of Asia 亞洲其餘地區	批發業務	未分配	集團總計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Segment assets	分部資產	984,203	281,030	364,807	143,711	460,885		2,234,636
Unallocated assets	未分配資產							856,776
Total assets	總資產							<u>3,091,412</u>
Segment liabilities	分部負債	272,781	47,184	157,045	25,777	67,842		570,629
Unallocated liabilities	未分配負債							1,066,953
Total liabilities	總負債							<u>1,637,582</u>

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

As at 31 March 2014  
於2014年3月31日

		Watch retail 鐘錶零售		Optical retail 眼鏡零售		Wholesale trading	Group Total
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元		
Segment assets	分部資產	827,255	333,769	360,866	172,357	421,230	2,115,477
Unallocated assets	未分配資產						850,273
Total assets	總資產						<u>2,965,750</u>
Segment liabilities	分部負債	252,075	53,280	151,737	33,131	86,924	577,147
Unallocated liabilities	未分配負債						922,782
Total liabilities	總負債						<u>1,499,929</u>

An analysis of the Group's revenue by geographical area is as follows:

按地區分析集團收入如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong	香港	2,273,122	2,231,728
Macau	澳門	270,335	284,913
Mainland China	中國大陸	397,102	334,445
Rest of Asia	亞洲其餘地區	999,914	1,039,422
Europe	歐洲	376	1,064
		<u>3,940,849</u>	<u>3,891,572</u>

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#### 5 SEGMENT INFORMATION (Continued)

An analysis of the Group's segments results by geographical area is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong	香港	326,480	341,093
Macau	澳門	78,759	87,069
Mainland China	中國大陸	(98,107)	(102,725)
Rest of Asia	亞洲其餘地區	15,511	17,327
Europe	歐洲	(2,947)	(2,394)
		<b>319,696</b>	<b>340,370</b>

An analysis of the Group's non-current assets (other than financial instruments and deferred tax assets) by geographical area is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong	香港	272,587	272,673
Macau	澳門	168,863	165,667
Mainland China	中國大陸	59,530	61,386
Rest of Asia	亞洲其餘地區	192,306	220,613
Europe	歐洲	96,164	91,097
		<b>789,450</b>	<b>811,436</b>

#### 6 OTHER LOSSES, NET

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Loss on disposal of property, plant and equipment, net	出售物業、機器及設備的虧損，淨額	(688)	(794)
Exchange loss, net	滙兌虧損，淨額	(15,869)	(3,606)
		<b>(16,557)</b>	<b>(4,400)</b>

#### 5 分部資料 (續)

按地區分析本集團的分部業績如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong	326,480	341,093
Macau	78,759	87,069
Mainland China	(98,107)	(102,725)
Rest of Asia	15,511	17,327
Europe	(2,947)	(2,394)
	<b>319,696</b>	<b>340,370</b>

按地區分析集團非流動資產(金融工具及遞延稅項資產除外)如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong	272,587	272,673
Macau	168,863	165,667
Mainland China	59,530	61,386
Rest of Asia	192,306	220,613
Europe	96,164	91,097
	<b>789,450</b>	<b>811,436</b>

#### 6 其他虧損，淨額

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Loss on disposal of property, plant and equipment, net	(688)	(794)
Exchange loss, net	(15,869)	(3,606)
	<b>(16,557)</b>	<b>(4,400)</b>



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7 OTHER INCOME

7 其他收入

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Building management fee income	樓宇管理費收入	2,340	2,340
Dividend income from investments	投資股息收入	2,052	3,175
Interest income	利息收入	1,342	1,123
Sundries	雜項	19,584	19,079
		<b>25,318</b>	<b>25,717</b>

8 EXPENSES BY NATURE

8 按性質列示的費用

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Cost of stocks sold and raw materials consumed	出售存貨成本及原材料消耗	1,524,407	1,512,885
Amortisation of prepayment of lease premium	攤銷預付租賃地價	6,851	7,124
Depreciation of property, plant and equipment	物業、機器及設備的折舊		
– Owned	– 自置	113,623	120,045
– Leased	– 租賃	5	347
Impairment of property, plant and equipment	物業、機器及設備減值	5,566	3,460
Provision/(write back of provision) for onerous contracts	有法律義務合約的撥備/(撥回)	178	(4,633)
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	5,539	5,536
– Non-audit services	– 非核數服務	3,300	1,867
Operating leases on buildings	樓宇營業租賃	698,840	686,057
Provision for stocks	存貨準備	19,540	295
Impairment of debtors	應收款項減值	116	44
Write back of bad debts provision	撥回壞賬準備	(40)	(197)
Donations	捐款	5,316	10,256
Employee benefit expenses (Note 9)	僱員福利支出(附註9)	717,586	693,155
Others	其他	630,832	614,318
Total cost of sales, selling expenses, general and administrative expenses and other operating expenses	銷售成本、銷售支出、一般及行政支出及其他營運支出總額	<b>3,731,659</b>	<b>3,650,559</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 9 EMPLOYEE BENEFIT EXPENSES

		2015	2014
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Salaries and allowances	薪金及津貼	646,450	633,231
Pension contributions less forfeiture utilised (Note a)	退休金供款 (扣除已被動用的沒收供款) (附註 a)	33,155	31,804
Termination benefits	終止福利	1,669	1,191
Unutilised annual leave	未被動用的年假	4	(595)
Social security costs	社會保障支出	31,990	24,427
Other allowances	其他津貼	4,318	3,097
		<b>717,586</b>	<b>693,155</b>

#### (a) Pensions-defined contribution plans

The Group operated a retirement scheme under Occupation Retirement Scheme Ordinance (“ORSO scheme”) up to 30 November 2000 for employees in Hong Kong. With effect from 1 December 2000, a mandatory provident fund (“MPF”) scheme is set up which is available to eligible employees of the Group, including executive directors. Contributions to the MPF scheme by the Group and employees are calculated at rates specified in 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.

For subsidiaries outside Hong Kong, contributions to the local pension schemes are made by the Group and employee, which are calculated at rates specified in the rules of the local pension schemes. The assets of the pension schemes are held separately from those of the Group in independently administered funds.

Forfeited contributions totalling HK\$1,178,000 for the year ended 31 March 2015 (2014: HK\$1,830,000) arising from employees leaving the ORSO scheme, were utilised to offset contributions during the year.

#### 9 僱員福利支出

#### (a) 退休金－定額供款計劃

直至2000年11月30日為止，本集團根據職業退休計劃條例為香港區僱員提供退休計劃。自2000年12月1日起，本集團設立強制性公積金計劃（「強積金計劃」），本集團的合資格僱員（包括行政董事）均有權參與。本集團及僱員向強積金計劃作出的供款乃依據強積金計劃規則所規定的水平計算。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金負責管理。

就香港以外的附屬公司而言，本集團及僱員對當地退休金計劃作出的供款，乃按當地退休金計劃規則所規定的水平計算。退休金計劃之資產與本集團之資產分開持有，並由獨立管理基金負責管理。

截至2015年3月31日止年度內，僱員離職時被沒收之職業退休計劃供款總額港幣1,178,000元（2014年：港幣1,830,000元），已被動用以抵銷年內供款。

9 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2014: three) directors whose emoluments are reflected in the analysis shown in Note 33.

The emoluments payable to the remaining two (2014: two) individuals during the year are as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Basic salaries, allowance and benefits in kind	基本薪金，津貼及實物利益	2,615	2,497
Performance bonus	表現花紅	2,827	3,844
Contributions to pension plans	退休金計劃的供款	153	149
		<b>5,595</b>	<b>6,490</b>

The emoluments fell within the following bands:

		Number of individuals 人數	
		2015	2014
Emolument bands (in HK dollar)	薪酬組別		
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	–
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	1	2
		<b>2</b>	<b>2</b>

9 僱員福利支出(續)

(b) 五位最高薪酬人士

本年度本集團五名最高薪酬人士包括三名(2014年：三名)董事，其薪酬詳情已於附註33分析中反映。

於年內應付予其餘二名(2014年：二名)人士之酬金如下：

介於下列酬金組別人士如下：

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**9 EMPLOYEE BENEFIT EXPENSES (Continued)**

**(c) Senior management emoluments**

The emoluments fell within the following bands:

		Number of individuals 人數	
		2015	2014
Emolument bands (in HK dollar)	薪酬組別		
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	–
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	–	1
		<b>1</b>	<b>1</b>

**10 FINANCE COSTS**

Interest on bank loans and overdrafts	銀行貸款及透支利息
Borrowing cost on convertible bonds	可換股債券借貸費用
Interest on other financial liabilities	其他財務負債利息
Interest on finance leases	融資租賃利息

2015	2014
HK\$'000	HK\$'000
港幣千元	港幣千元

9,212	8,807
62,830	28,180
82	121
17	31
<b>72,141</b>	<b>37,139</b>

**11 INCOME TAX EXPENSE**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the year ended 31 March 2015 (2014: 16.5%) less relief for available tax losses. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the territories in which the Group operates.

**9 僱員福利支出 (續)**

**(c) 高級管理人員酬金**

介於下列酬金組別人士如下：

**10 財務成本**

**11 所得稅支出**

截至2015年3月31日止年度香港利得稅乃根據已沖銷可動用稅項損失的估計應課稅溢利按稅率16.5%(2014年：16.5%)計算。海外利得稅乃根據年內估計應課稅溢利按本集團經營地區的適用稅率計算。

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**11 INCOME TAX EXPENSE** (Continued)

The amount of income tax charged to the consolidated income statement represents:

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		<b>港幣仟元</b>	港幣仟元
Current income tax	本期所得稅		
– Hong Kong profits tax	– 香港利得稅	<b>34,668</b>	39,601
– Overseas profits tax	– 海外利得稅	<b>20,796</b>	21,198
– Under/(over) provisions in respect of prior years	– 過往年度撥備過少/(過多)	<b>48</b>	(1,058)
		<b>55,512</b>	59,741
Deferred income tax (Note 27)	遞延所得稅 (附註27)	<b>(7,063)</b>	(5,456)
Income tax expense	所得稅支出	<b>48,449</b>	54,285

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the applicable tax rate, being the weighted average of tax rates prevailing in the territories in which the Group operates, is as follows:

**11 所得稅支出 (續)**

已計入綜合收益表的所得稅包括：

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
	<b>港幣仟元</b>	港幣仟元
Current income tax		
– Hong Kong profits tax	<b>34,668</b>	39,601
– Overseas profits tax	<b>20,796</b>	21,198
– Under/(over) provisions in respect of prior years	<b>48</b>	(1,058)
	<b>55,512</b>	59,741
Deferred income tax (Note 27)	<b>(7,063)</b>	(5,456)
Income tax expense	<b>48,449</b>	54,285

本集團按其除所得稅前溢利而計算的稅項，與按其於各營運地區的適用稅率(加權平均率)而計算的理論稅項有差別，詳情如下：

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11 INCOME TAX EXPENSE (Continued)

11 所得稅支出 (續)

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Profit before income tax	除所得稅前溢利	140,508	226,458
Add/less: share of loss/(profit) of an associate	加/減：應佔聯營公司虧損/(溢利)	5,302	(1,267)
		<b>145,810</b>	<b>225,191</b>
Theoretical tax at weighted average rate of 7.56% (2014: 11.55%)	按加權平均率7.56% (2014年：11.55%) 而計算的理論稅項	11,028	26,017
Income not subject to tax	無需課稅的收入	(13,203)	(9,560)
Expenses not deductible for tax purpose	不可扣稅的開支	22,368	16,216
Recognition of temporary differences not previously recognised	確認往年未被確認的暫時性差額	(4,179)	598
Utilisation of previously unrecognised tax losses	使用往年未確認的稅項虧損	(5,466)	(6,913)
Tax losses not recognised	未確認的稅項虧損	36,431	30,621
Effect of change in tax rates	稅率變動的影響	227	-
Under/(over) provisions in respect of prior years	過往年度撥備過少/(過多)	48	(1,058)
Others	其他	1,195	(1,636)
Income tax expense	所得稅支出	<b>48,449</b>	<b>54,285</b>

The weighted average applicable tax rate was 7.56% (2014: 11.55%). The decrease is caused by a change in the distribution of profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為7.56% (2014年：11.55%)。減少乃由於本集團於各個國家的附屬公司的溢利分配變動所致。

12 EARNINGS PER SHARE

**Basic**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2015	2014
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (以仟股計)	<u>1,046,474</u>	<u>1,046,474</u>
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (港幣仟元)	<u>91,756</u>	<u>171,712</u>
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<u>8.77</u>	<u>16.41</u>

**Diluted**

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Group's dilutive potential ordinary shares in existence represent convertible bonds. The convertible bonds are assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the expense relating to the convertible bonds less the tax effect.

12 每股盈利

**基本**

每股基本盈利以年內本公司權益持有人應佔溢利除以已發行普通股加權平均數而計算。

**攤薄**

每股攤薄盈利在假設全部具潛在攤薄影響的普通股均獲轉換的情況下，按調整發行在外普通股的加權平均數計算。本集團現有之潛在攤薄普通股為可換股債券。假設可換股債券已轉換為普通股及已調整純利以抵銷有關可換股債券費用減稅務影響。

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12 EARNINGS PER SHARE (Continued)

Diluted (Continued)

Diluted earnings per share for the year ended 31 March 2015 equals basic earnings per share as the conversion of convertible bonds would be anti-dilutive.

12 每股盈利 (續)

攤薄 (續)

截至2015年3月31日，每股攤薄盈利等於每股基本盈利，因為兌換可換股債券造成反攤薄所致。

		2015	2014
Number of ordinary shares in issue throughout the year (thousands)	全年已發行普通股數目 (以仟股計)	<b>1,046,474</b>	1,046,474
Effect of conversion of convertible bonds (thousands)	兌換可換股債券之影響 (以仟股計)	-	190,268
Weighted average number of ordinary shares adjusted for effect of dilution (thousands)	就攤薄影響而調整之普通股加權平均數 (以仟股計)	<b>1,046,474</b>	1,236,742
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (港幣仟元)	<b>91,756</b>	171,712
Borrowing cost on convertible bonds (HK\$'000)	可換股債券借貸費用 (港幣仟元)	-	28,180
Tax relief thereon (HK\$'000)	其稅項抵免 (港幣仟元)	-	(2,233)
Adjusted profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔經調整溢利 (港幣仟元)	<b>91,756</b>	197,659
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	<b>8.77</b>	15.98



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13 PROPERTY, PLANT AND EQUIPMENT

13 物業、機器及設備

		Land and buildings 土地及樓宇 HK\$'000 港幣仟元	Equipment and others 設備 及其他 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
<b>Year ended 31 March 2014</b>	<b>截至 2014 年 3 月 31 日止年度</b>			
Opening net book amount	年初賬面淨額	333,596	177,820	511,416
Additions	添置	–	118,193	118,193
Disposals/write off	出售／撇賬	–	(2,517)	(2,517)
Depreciation	折舊	(9,246)	(111,146)	(120,392)
Impairment (note d)	減值(附註 d)	–	(3,460)	(3,460)
Exchange differences	匯兌差額	(5,113)	(4,654)	(9,767)
Closing net book amount	年終賬面淨額	319,237	174,236	493,473
<b>At 31 March 2014</b>	<b>於 2014 年 3 月 31 日</b>			
Cost	成本	456,859	739,603	1,196,462
Accumulated depreciation and impairment	累計折舊及減值	(137,622)	(565,367)	(702,989)
Net book amount	賬面淨額	319,237	174,236	493,473

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13 PROPERTY, PLANT AND EQUIPMENT (Continued)

13 物業、機器及設備 (續)

		Land and buildings	Equipment and others 設備 及其他	Total
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
<b>Year ended 31 March 2015</b>	<b>截至 2015 年 3 月 31 日止年度</b>			
Opening net book amount	年初賬面淨額	319,237	174,236	493,473
Additions	添置	–	95,842	95,842
Disposals/write off	出售／撇賬	–	(1,717)	(1,717)
Depreciation	折舊	(8,291)	(105,337)	(113,628)
Impairment (note d)	減值 (附註 d)	–	(5,566)	(5,566)
Exchange differences	匯兌差額	(3,789)	(4,152)	(7,941)
Closing net book amount	年終賬面淨額	<b>307,157</b>	<b>153,306</b>	<b>460,463</b>
<b>At 31 March 2015</b>	<b>於 2015 年 3 月 31 日</b>			
Cost	成本	452,799	737,846	1,190,645
Accumulated depreciation and impairment	累計折舊及減值	(145,642)	(584,540)	(730,182)
Net book amount	賬面淨額	<b>307,157</b>	<b>153,306</b>	<b>460,463</b>

Notes:

附註：

- (a) Certain property, plant and equipment of the Group have been pledged for bank borrowings. The carrying value of these property, plant and equipment as at 31 March 2015 were approximately HK\$293,842,000 (2014: HK\$306,944,000).
- (a) 本集團若干物業、機器及設備已就銀行貸款作抵押。於 2015 年 3 月 31 日，該等物業、機器及設備的賬面值約為港幣 293,842,000 元 (2014 年：港幣 306,944,000 元)。
- (b) At 31 March 2015, the net book value of motor vehicles held under finance leases amounted to HK\$265,000 (2014: HK\$813,000).
- (b) 於 2015 年 3 月 31 日，在融資租賃下所持汽車之賬面淨額為港幣 265,000 元 (2014 年：港幣 813,000 元)。
- (c) Depreciation expense of HK\$96,583,000 (2014: HK\$107,849,000) has been charged in selling expenses and of HK\$17,045,000 (2014: HK\$12,543,000) has been charged in general and administrative expenses.
- (c) 折舊費用港幣 96,583,000 元 (2014 年：港幣 107,849,000 元) 已計入銷售支出及港幣 17,045,000 元 (2014 年：港幣 12,543,000 元) 已計入一般及行政支出。
- (d) The Group regards its individual retail stores as separately identifiable CGUs. It assessed the recoverable amounts of the CGUs with reference to their value-in-use since their carrying values are not expected to be fully recoverable by the value-in-use. An impairment provision of HK\$5,566,000 (2014: HK\$3,460,000) was made as their carrying values are not expected to be fully recoverable. Impairment loss was included in other operating expenses in the consolidated income statement.
- (d) 本集團視其個別零售店舖為獨立可識別現金產生單位。而評估可收回之現金產生單位是經參考若干物業及設備的使用價值，因預期無法悉數收回其賬面值，故就其作出減值撥備港幣 5,566,000 元 (2014 年：港幣 3,460,000 元)。減值虧損計入綜合收益表的其他營運支出。

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14 PREPAYMENT OF LEASE PREMIUM

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	於4月1日	47,256	60,079
Amortisation (note b)	攤銷(附註b)	(6,851)	(7,124)
Exchange differences	匯兌差額	(163)	(5,699)
At 31 March	於3月31日	<u>40,242</u>	<u>47,256</u>

Notes:

- (a) No prepayment of lease premium for premises of the Group has been pledged for bank borrowings as at 31 March 2015 (2014: HK\$5,624,000).
- (b) Amortisation of prepayment of lease premium for premises was included in selling expenses in the consolidated income statement.

附註：

- (a) 於2015年3月31日，並無預付租賃地價抵押給銀行，以獲取銀行信貸(2014年：港幣5,624,000元)。
- (b) 物業預付租賃地價的攤銷於綜合收益表內計入銷售支出中。

15 INTANGIBLE ASSETS

		Goodwill 商譽 HK\$'000 港幣仟元	Trademarks 商標 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
<b>Year ended 31 March 2014</b>	<b>截至2014年3月31日止年度</b>			
Opening net book amount	年初賬面淨值	10,182	50,315	60,497
Additions	添置	-	1,553	1,553
Exchange differences	匯兌差額	84	1,063	1,147
Closing net book amount	年終賬面淨額	<u>10,266</u>	<u>52,931</u>	<u>63,197</u>
<b>At 31 March 2014</b>	<b>於2014年3月31日</b>			
Cost	成本	10,266	82,564	92,830
Accumulated amortisation	累計攤銷	-	(29,633)	(29,633)
Net book amount	賬面淨額	<u>10,266</u>	<u>52,931</u>	<u>63,197</u>
<b>Year ended 31 March 2015</b>	<b>截至2015年3月31日止年度</b>			
Opening net book amount	年初賬面淨值	10,266	52,931	63,197
Exchange differences	匯兌差額	(1,260)	(1,273)	(2,533)
Closing net book amount	年終賬面淨額	<u>9,006</u>	<u>51,658</u>	<u>60,664</u>
<b>At 31 March 2015</b>	<b>於2015年3月31日</b>			
Cost	成本	9,006	81,291	90,297
Accumulated amortisation	累計攤銷	-	(29,633)	(29,633)
Net book amount	賬面淨額	<u>9,006</u>	<u>51,658</u>	<u>60,664</u>

15 INTANGIBLE ASSETS (Continued)

**Impairment test for goodwill**

Goodwill is allocated to the Group's CGUs identified according to business segment. The goodwill is attributable to the watch wholesale trading operations.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budgets based on past performance and its expectations for the market development. Cash flows beyond the five year period are extrapolated using the estimated growth rate stated below.

The key assumptions used for value-in-use calculations are as follows:

1. Growth rate used to extrapolate cash flows beyond the budget period of 0% (2014: 0%) which does not exceed historical growth rate.
2. Pre-tax discount rate applied to cash flows projections of 8% (2014: 8%). The discount rate used is pre-tax and reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

During the year ended 31 March 2015, there was no impairment on the CGUs containing goodwill with indefinite useful lives (2014: nil).

15 無形資產 (續)

**商譽減值測試**

商譽根據業務分部分配至本集團可識別的現金產生單位。商譽來自鐘錶批發貿易業務。

現金產生單位的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。管理層依據過往表現及其對市場發展的預期制定財政預算。超越該五年期的現金流量採用以下所述的估計增長率作出推算。

計算使用價值的主要假設如下：

1. 用以推算超過預算期的現金流量所使用的增長率為0% (2014年：0%)，並不超出過往的增長率。
2. 用於現金流量預測的稅前貼現率為8% (2014年：8%)。該貼現率為稅前，並反映與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商譽之賬面值大幅超過可收回金額。

截至2015年3月31日止年度內，現金產生單位所含具無限壽命的商譽並無減值(2014年：無)。

15 INTANGIBLE ASSETS (Continued)

Impairment test for trademarks

The valuation of the trademarks is determined by estimating the value of royalties which the Group is exempted from by virtue of the fact that it owns the trademarks. A net sales royalty rate is multiplied by the net sales expected to be generated by the trademarks and then capitalised at a discount rate at which the trademarks operates.

No impairment provision on trademarks was made during the year ended 31 March 2015 (2014: nil).

16 INVESTMENT IN AN ASSOCIATE

15 無形資產 (續)

商標減值測試

商標估值以估計本集團因擁有該等商標而獲豁免支付之特許權費用價值而釐定。淨銷售特許權費比率乘以預期由商標產生之淨銷售，再按商標所適用之貼現率資本化。

截至2015年3月31日止年度，並無就商標作出減值撥備(2014年：無)。

16 於聯營公司投資

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	於4月1日	54,989	–
Acquisition of additional interest in an associate	收購聯營公司額外權益	17,448	51,493
Share of (loss)/profit	應佔(虧損)/溢利	(5,302)	1,267
Exchange differences	匯兌差額	(5,806)	2,229
At 31 March	於3月31日	<u>61,329</u>	<u>54,989</u>

Details of the associate as at 31 March 2015 are as follows:

該聯營公司於2015年3月31日的詳情如下：

Name of entity 實體名稱	Place of business/country of incorporation 營運地點/註冊成立國家	% of ownership interest 所持權益百分比	Principal activities 主要業務
CATENA SA	Switzerland 瑞士	40%	Manufacture of watch movements 手錶機芯製造

On 13 May 2014, the Group acquired an additional 10% equity interest in CATENA SA for a consideration of CHF2,000,000. After this transaction, the Group held a 40% equity interest in CATENA SA.

於2014年5月13日，本集團收購CATENA SA另外10%的權益，代價為2,000,000瑞士法郎。在此項交易後，本集團持有CATENA SA 40%權益。

16 INVESTMENT IN AN ASSOCIATE (Continued)

Summarised financial information in respect of the Group's associate is set out below:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Assets	資產	69,966	58,801
Liabilities	負債	<b>(10,957)</b>	(14,840)
Income	收入	36,421	37,847
(Loss)/profit after tax	除稅後(虧損)/溢利	<b>(9,158)</b>	4,222

The associate has a December year-end and the above unaudited financial information has been adjusted to conform to the Group's financial year-end.

Included in the balance is a goodwill arising from the initial investment and from the additional investment in CATENA SA. The recoverable amount of the investment in CATENA SA is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets performed by management covering a nine-year period. The key assumptions applied to the cash flow projections include i) pre-tax discount rate of 12%, which reflects specific risks related to CATENA SA, and ii) growth rate of 2% used to extrapolate cash flows beyond the budget period. Based on the impairment assessment, the recoverable amount of the investment in CATENA SA exceeded its carrying value as at 31 March 2015, and thus, no impairment provision is required as at 31 March 2015. Increasing the pre-tax discount rate by 1% would not cause the carrying amount of CATENA SA to exceed its recoverable amount.

16 於聯營公司投資(續)

本集團聯營公司的財務資料概要載列如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Assets	資產	69,966	58,801
Liabilities	負債	<b>(10,957)</b>	(14,840)
Income	收入	36,421	37,847
(Loss)/profit after tax	除稅後(虧損)/溢利	<b>(9,158)</b>	4,222

聯營公司的年結日為12月31日，上述未經審核財務資料已調整至符合本集團之年結日。

CATENA SA的初始及追加投資包含商譽。投資於CATENA SA之可收回金額按照使用價值計算而釐定。計算方式利用稅前現金流量預測，依據管理層批核的九年期財政預算。適用於現金流量預測的主要假設包括：i)稅前貼現率為12%（反映與CATENA SA相關之特定風險）；及ii)用以推算超過預算期的現金流量所使用的增長率為2%。根據減值評估，投資於CATENA SA之可收回金額超出其於2015年3月31日之賬面值，因此於2015年3月31日並毋須作減值撥備。增加稅前貼現率1%將不會導致CATENA SA之賬面值超出其可收回金額。

17 AVAILABLE-FOR-SALE FINANCIAL ASSETS

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	於4月1日	15,331	15,617
Revaluation deficit transfer to equity (Note 22)	轉往權益的重估虧損 (附註22)	(2,679)	(286)
At 31 March	於3月31日	<b>12,652</b>	<b>15,331</b>

Available-for-sale financial assets as at 31 March 2015 represent unlisted equity investment in an entity incorporated in Liechtenstein and are denominated in Swiss Francs.

The valuation of available-for-sale financial assets was determined using discounted cash flow projections and are within level 3 of fair value hierarchy. The more significant unobservable input is the rate of return on the investment. The lower the rate of return, the higher the fair value of the available-for-sale financial assets.

17 可供出售的財務資產

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	15,331	15,617
Revaluation deficit transfer to equity (Note 22)	(2,679)	(286)
At 31 March	<b>12,652</b>	<b>15,331</b>

於2015年3月31日，可供出售的財務資產乃指以瑞士法郎計值的於一間在列支敦士登註冊成立的公司的非上市股本投資。

可供出售的財務資產估值通過使用貼現現金流量預測釐定，並屬於第三級公平值等級範圍內。較重大不可觀察輸入值即為投資的回報率。回報率越低，可供出售財務資產的公平值越高。

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18 STOCKS

18 存貨

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Raw materials	原材料	111,432	86,454
Work-in-progress	在製品	13,087	3,926
Finished goods	製成品	1,203,213	1,103,651
		<b>1,327,732</b>	<b>1,194,031</b>

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,524,407,000 (2014: HK\$1,512,885,000).

已確認為開支並計入銷售成本內的存貨成本為港幣1,524,407,000元(2014年：港幣1,512,885,000元)。

19 DEBTORS, DEPOSITS AND PREPAYMENTS

19 應收賬款、按金及預付款項

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Trade debtors, gross	應收貿易賬款，總額	253,892	225,380
Less: provision for impairment of trade debtors (note b)	減：應收貿易賬款減值撥備(附註b)	(472)	(445)
Trade debtors, net (note a)	應收貿易賬款，淨額(附註a)	253,420	224,935
Deposits, prepayments and other debtors (notes c and d)	按金、預付款項及其他應收款項(附註c及d)	344,075	351,080
		<b>597,495</b>	<b>576,015</b>
Less: non-current portion deposits and prepayments	減：非流動部分按金及預付款項	(166,752)	(152,521)
Current portion	流動部分	<b>430,743</b>	<b>423,494</b>
Trade debtors analysed by invoice date:	按發票日分析的應收貿易賬款：		
Below 60 days	60日以下	82,561	73,930
Over 60 days	60日以上	171,331	151,450
		<b>253,892</b>	<b>225,380</b>



19 DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

Notes:

- (a) The Group engages designated import and export agents for the importation of products from the subsidiaries in Hong Kong to the subsidiaries in the Mainland China. The balances due from and due to the import and export agents are settled on a back-to-back basis, and hence, there are no fixed terms of settlement for such balances. The Group's trade debtors and trade creditors include balances due from and due to the import and export agents of HK\$144,128,000 (2014: HK\$115,541,000).

Other than the balances due from the import and export agents, the Group allows an average credit period of 60 days from the invoice date to its trade debtors.

Balances that are neither past due nor impaired relate to a number of independent customers whom there was no relevant history of default.

Included in the Group's trade debtors were debtors with a carrying amount of HK\$25,678,000 (2014: HK\$42,916,000) which were past due but not impaired. The ageing analysis of these trade debtors based on due dates is as follows:

Overdue:	逾期:
Within 1 year	1年內
1-2 years	1-2年
2-3 years	2-3年
Over 3 years	超過3年

Receivables that were past due but not impaired relate to a number of independent customers for whom there is no recent history of default. Based on past experience, management believes that no impairment allowance 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 receivable. The Group does not hold any collateral over these balances.

As at 31 March 2015, debtors of HK\$472,000 (2014: HK\$445,000) aged over 3 years were fully impaired.

19 應收賬款、按金及預付款項 (續)

附註:

- (a) 本集團透過指定的進出口代理，將香港附屬公司的產品運往內地的附屬公司。應收及應付進出口代理的結餘乃按同等的對應金額結算，因此，該等結餘之結算並無固定年期。本集團應收賬款及應付賬款包括應收及應付進出口代理的結餘為港幣144,128,000元(2014年：港幣115,541,000元)。

除應收及應付進出口代理的結餘外，本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

本集團的應收貿易賬款包括賬面值為港幣25,678,000元(2014年：港幣42,916,000元)的應收款項，有關款項已逾期但尚未減值。該等應收貿易賬款按到期日之賬齡分析如下：

2015	2014
HK\$'000	HK\$'000
港幣仟元	港幣仟元
25,456	42,577
182	287
9	42
31	10
<b>25,678</b>	<b>42,916</b>

逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

於2015年3月31日，賬齡超過三年的應收賬款港幣472,000元(2014年：港幣445,000元)已全部減值。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 19 DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

Notes (Continued):

- (b) Movements on the provision for impairment of trade debtors are as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	於4月1日	445	630
Provision for impairment	減值撥備	116	44
Receivables written off during the year as uncollectible	於年內撇銷為不可收回的應收款項	-	(10)
Provision written back	減值撥備撥回	(40)	(197)
Exchange differences	匯兌差額	(49)	(22)
At 31 March	於3月31日	<b>472</b>	<b>445</b>

The creation and release of provision for impaired receivables have been included in 'other operating expenses' in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

- (c) The balance included amounts due from related companies of HK\$5,150,000 (2014: HK\$3,974,000).

The balances due from related companies are unsecured, interest free and repayable on demand.

- (d) As at 31 March 2015, the balance included prepayment for services arising from the issue of convertible bonds of HK\$14,906,000 (2014: HK\$20,510,000) (Note 26).

- (e) An analysis of debtors, deposits and prepayments by currency is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	港幣	369,872	358,855
Renminbi	人民幣	91,188	80,418
Singapore dollars	新加坡元	37,826	42,396
Malaysian ringgit	馬來西亞令吉	54,625	57,620
Thai bahts	泰銖	23,051	24,246
Swiss Francs	瑞士法郎	683	833
Others	其他	20,250	11,647
		<b>597,495</b>	<b>576,015</b>

#### 19 應收賬款、按金及預付款項 (續)

附註 (續) :

- (b) 應收貿易賬款的減值撥備的變動如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
At 1 April	445	630
Provision for impairment	116	44
Receivables written off during the year as uncollectible	-	(10)
Provision written back	(40)	(197)
Exchange differences	(49)	(22)
At 31 March	<b>472</b>	<b>445</b>

新增及撥回之應收款項的減值撥備已計入綜合收益表的「其他營運支出」內。計入撥備賬的金額一般於預期不可再收回額外現金時撇銷。

- (c) 此筆款項包括應收關連公司的款項港幣5,150,000元(2014年：港幣3,974,000元)。

應收有關連公司的結餘均為無抵押、免息及應要求償還。

- (d) 於2015年3月31日，此筆款項包括發行換股債券產生的服務預付款項港幣14,906,000元(2014年：港幣20,510,000元)(附註26)

- (e) 應收賬款、按金及預付款項按貨幣分析如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	369,872	358,855
Renminbi	91,188	80,418
Singapore dollars	37,826	42,396
Malaysian ringgit	54,625	57,620
Thai bahts	23,051	24,246
Swiss Francs	683	833
Others	20,250	11,647
	<b>597,495</b>	<b>576,015</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 20 BANK BALANCES AND CASH

An analysis of bank balances and cash by currency is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	港幣	109,870	128,600
Renminbi	人民幣	107,193	69,703
Singapore dollars	新加坡元	41,772	62,888
Malaysian ringgit	馬來西亞令吉	92,424	84,177
Thai bahts	泰銖	83,622	64,637
Swiss Francs	瑞士法郎	4,719	854
Others	其他	20,543	46,824
		<b>460,143</b>	<b>457,683</b>

The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC is subject to the rules and regulations of exchange controls promulgated by the PRC government.

#### 21 SHARE CAPITAL

Authorised: At 31 March 2014 and 2015	法定股本： 於2014年及2015年 3月31日	1,600,000,000	160,000
Issued and fully paid: At 31 March 2014 and 2015	已發行及繳足股本： 於2014年及2015年 3月31日	1,046,474,025	104,647

On 9 March 2005, the share option scheme for the employees, officers and directors of the Company and its subsidiaries (the "Share Option Scheme") was approved and adopted by the shareholders pursuant to which the Board was authorised to grant options to the employees, officers and directors of the Company or its subsidiaries to subscribe for shares of the Company for a fixed period.

No share option was granted during the year. No share option was outstanding as at 31 March 2014. The Share Option Scheme expired before 31 March 2015.

#### 20 銀行結餘及現金

銀行結餘及現金按貨幣分析如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	109,870	128,600
Renminbi	107,193	69,703
Singapore dollars	41,772	62,888
Malaysian ringgit	92,424	84,177
Thai bahts	83,622	64,637
Swiss Francs	4,719	854
Others	20,543	46,824
	<b>460,143</b>	<b>457,683</b>

將人民幣兌換為外幣及將人民幣匯出中國須受中國政府頒佈的外匯管控制規則及條例規限。

#### 21 股本

	Number of shares of HK\$0.1 each 每股面值港幣 0.1元的股份數目	HK\$'000 港幣仟元
Authorised: At 31 March 2014 and 2015	1,600,000,000	160,000
Issued and fully paid: At 31 March 2014 and 2015	1,046,474,025	104,647

於2005年3月9日，股東就本公司及其附屬公司之僱員、高級職員及董事批准及採納一項購股權計劃（「購股權計劃」），據此，董事會獲授權向本公司或其附屬公司之僱員、高級職員及董事授出可於指定期間認購本公司股份之購股權。

年內並無授出任何購股權。而於2014年3月31日，並無任何尚未行使之購股權，購股權計劃於2015年3月31日前屆滿。

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22 RESERVES

22 儲備

		Share premium	Revaluation reserve	Exchange reserve	Convertible bonds reserve	Retained earnings	Total
		股份溢價 HK\$'000 港幣仟元	重估儲備 HK\$'000 港幣仟元	匯兌儲備 HK\$'000 港幣仟元	可換股 債券儲備 HK\$'000 港幣仟元	保留盈利 HK\$'000 港幣仟元	總額 HK\$'000 港幣仟元
At 1 April 2013	於2013年4月1日	1,977	13,366	48,928	77,090	1,150,984	1,292,345
Exchange differences	匯兌差額	-	-	(33,688)	-	-	(33,688)
Revaluation of available-for-sale financial assets (Note 17)	可供出售的財務資產 重估(附註17)	-	(286)	-	-	-	(286)
Profit for the year	年內溢利	-	-	-	-	171,712	171,712
Dividends paid (Note 23)	已付股息(附註23)	-	-	-	-	(76,392)	(76,392)
At 31 March 2014	於2014年3月31日	1,977	13,080	15,240	77,090	1,246,304	1,353,691
At 1 April 2014	於2014年4月1日	1,977	13,080	15,240	77,090	1,246,304	1,353,691
Exchange differences	匯兌差額	-	-	(41,286)	-	-	(41,286)
Revaluation of available-for-sale financial assets (Note 17)	可供出售的財務資產 重估(附註17)	-	(2,679)	-	-	-	(2,679)
Profit for the year	年內溢利	-	-	-	-	91,756	91,756
Dividends paid (Note 23)	已付股息(附註23)	-	-	-	-	(59,649)	(59,649)
At 31 March 2015	於2015年3月31日	1,977	10,401	(26,046)	77,090	1,278,411	1,341,833

23 DIVIDENDS

23 股息

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Interim, paid, of HK\$0.02 (2014: HK\$0.036) per ordinary share	已派發每股普通股HK\$0.02 (2014: HK\$0.036)的中期股息	20,929	37,673
Final, proposed, of HK\$0.01 (2014: HK\$0.037) per ordinary share	建議派發每股普通股HK\$0.01 (2014: HK\$0.037)的末期股息	10,465	38,719
		<b>31,394</b>	<b>76,392</b>

The dividends paid in 2014 and 2015 were HK\$76,392,000 (HK\$0.073 per share) and HK\$59,649,000 (HK\$0.057 per share) respectively. A dividend in respect of the year ended 31 March 2015 of HK\$0.01 per share, amounting to a total dividend of HK\$ 10,465,000, is to be proposed at the annual general meeting on 17 August 2015. These financial statements do not reflect this dividend payable.

於2014年及2015年派發的股息分別為港幣76,392,000元(每股港幣0.073元)及港幣59,649,000元(每股港幣0.057元)。就截至2015年3月31日止年度每股港幣0.01元的股息，合共股息總額港幣10,465,000元，將於2015年8月17日舉行的股東週年大會上提呈。本財務報表並無反映此應付股息。

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財務報表附註

24 CREDITORS AND ACCRUALS

24 應付賬款及應計費用

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Trade creditors analysed by invoice date:	按發票日分析的 應付貿易賬款：		
Below 60 days	60日以下	298,550	264,563
Over 60 days	60日以上	22,981	48,997
		<b>321,531</b>	313,560
Other creditors and accruals (note a)	其他應付賬款及 應計費用(附註 a)	<b>279,957</b>	282,279
		<b>601,488</b>	595,839

Notes:

- (a) Included in other creditors and accruals are amounts due to related companies of HK\$1,413,000 (2014: HK\$1,648,000), which are unsecured, interest free and repayable on demand.
- (b) An analysis of creditors and accruals by currency is as follows:

附註：

- (a) 計入其他應付賬款及應計費用的款項包括應付關連公司的款項港幣1,413,000元(2014年：港幣1,648,000元)，款項為無抵押、免息及應要求償還。
- (b) 應付賬款及應計費用按貨幣分析如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	港幣	415,595	355,766
Renminbi	人民幣	55,402	72,149
Singapore dollars	新加坡元	21,745	27,082
Malaysian ringgit	馬來西亞令吉	25,883	30,733
Thai bahts	泰銖	26,821	34,219
Swiss Francs	瑞士法郎	13,443	13,493
United States dollars	美元	30,722	44,961
Others	其他	11,877	17,436
		<b>601,488</b>	595,839

25 BORROWINGS

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Bank borrowings (note a)	銀行貸款 (附註 a)	631,528	534,463
Obligations under finance leases (note b)	融資租賃承擔 (附註 b)	265	124
		<b>631,793</b>	534,587
Amount repayable within one year included in current liabilities	須於一年內償還的流動負債款項	<b>(579,725)</b>	(464,123)
		<b>52,068</b>	70,464

(a) Bank borrowings

The Group's bank borrowings are repayable as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	1年之內	579,671	463,999
Between 1 and 2 years	1至2年	12,722	17,029
Between 2 and 5 years	2至5年	20,762	40,865
Over 5 years	5年以上	18,373	12,570
		<b>631,528</b>	534,463

Included in bank borrowings as at 31 March 2015 are secured borrowings amounted to HK\$546,186,000 (2014: HK\$374,239,000), which are secured by land and buildings and prepayment of lease premium of the Group (Notes 13 and 14).

25 貸款

(a) 銀行貸款

本集團銀行貸款的須償還情況如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	1年之內	579,671	463,999
Between 1 and 2 years	1至2年	12,722	17,029
Between 2 and 5 years	2至5年	20,762	40,865
Over 5 years	5年以上	18,373	12,570
		<b>631,528</b>	534,463

於2015年3月31日之銀行貸款內有抵押之貸款港幣546,186,000元(2014年：港幣374,239,000元)，以本集團的土地、樓宇及預付租賃地價抵押(附註13及14)。

25 BORROWINGS (Continued)

(a) Bank borrowings (Continued)

An analysis of the carrying amount of the Group's bank borrowings by currency is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	港幣	610,154	508,128
Malaysia ringgit	馬來西亞令吉	21,374	25,737
Thai bahts	泰銖	-	598
		<b>631,528</b>	<b>534,463</b>

The weighted average effective interest rate per annum for bank borrowings was 1.60% (2014: 1.74%).

As at 31 March 2015, the carrying amounts of bank borrowings approximate their fair values.

As at 31 March 2015, the Company had given guarantees to various banks to secure general banking facilities granted to certain subsidiaries amounting to HK\$1,561,087,000 (2014: HK\$1,391,770,000). As at 31 March 2015, the utilised amount of such facilities covered by the Company's guarantees was HK\$631,526,000 (2014: HK\$534,463,000).

25 貸款(續)

(a) 銀行貸款(續)

本集團銀行貸款賬面值按貨幣分析如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Hong Kong dollars	港幣	610,154	508,128
Malaysia ringgit	馬來西亞令吉	21,374	25,737
Thai bahts	泰銖	-	598
		<b>631,528</b>	<b>534,463</b>

銀行貸款的加權平均實際年利率為1.60厘(2014年：1.74厘)。

於2015年3月31日，銀行貸款的賬面值與公平值相若。

於2015年3月31日，本公司就授予若干附屬公司的一般銀行融資向不同銀行作出擔保共港幣1,561,087,000元(2014年：港幣1,391,770,000元)。於2015年3月31日，該等由本公司擔保的融資已動用之金額為港幣631,526,000元(2014年：港幣534,463,000元)。

25 BORROWINGS (Continued)

(b) Obligations under finance leases

The obligations under finance leases are payable as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	1年之內	60	132
Between 1 and 2 years	1至2年	60	–
Between 2 and 5 years	2至5年	179	–
		<b>299</b>	132
Future finance charges on finance leases	融資租賃的未來財務支出	(34)	(8)
Present value of finance lease liabilities	融資租賃負債的現值	<b>265</b>	124

The present value of finance lease liabilities is analysed as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	1年之內	53	124
Between 1 and 2 years	1至2年	53	–
Between 2 and 5 years	2至5年	159	–
		<b>265</b>	124

The carrying amount of obligations under finance leases is denominated in Singapore dollars.

25 貸款 (續)

(b) 融資租賃承擔

融資租賃承擔的須償還情況如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	60	132
Between 1 and 2 years	60	–
Between 2 and 5 years	179	–
	<b>299</b>	132
Future finance charges on finance leases	(34)	(8)
Present value of finance lease liabilities	<b>265</b>	124

融資租賃負債的現值分析如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Within 1 year	53	124
Between 1 and 2 years	53	–
Between 2 and 5 years	159	–
	<b>265</b>	124

融資租賃承擔的賬面淨值以新加坡元計價。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 26 CONVERTIBLE BONDS

On 29 November 2012, the Company issued unlisted and unsecured convertible bonds with a principal amount of HK\$371,022,600 to Sapphire Illuminatus Holdings Limited (“Sapphire”), an independent third party.

The terms of the convertible bonds are summarised below:

- the bonds bear interest at 3.5% per annum if the bonds are held by Sapphire or its affiliates, or 2.75% per annum if otherwise, on the principal amounts of the convertible bonds outstanding from time to time, payable semi-annually in arrears;
- the bonds are convertible at the option of the bondholders into fully paid ordinary shares 18 months after the issue of bonds up to fifth anniversary of the issue date of the bonds at a conversion price of HK\$1.95 per share, subject to certain adjustments pursuant to the terms of the agreement entered with the bondholders;
- 190,268,000 conversion shares will be issued upon full conversion of the bonds based on the initial conversion price of HK\$1.95 per share;
- Sapphire has the option to require the Company to early redeem 30% of the outstanding principal (the “Option”) if i) the consolidated net income of the Company (without taking into account any expenses arising from accounting treatment of the bonds) is less than HK\$400 million in more than one out of the three financial years ended/ending 31 March 2015 to 2017; or ii) the aggregate consolidated net income of the Company (without taking into account any expenses arising from accounting treatment of the bonds) is less than HK\$1 billion for three financial years ended/ending 31 March 2015 to 2017. The remainder of the bonds shall remain to be convertible, and such the bonds which have not been previously converted, redeemed, or purchased and cancelled and remain outstanding on the maturity shall be redeemed. The Company shall also pay an amount in cash to Sapphire equal to 3/7th of the outstanding principal amount of such remaining bonds held by Sapphire upon maturity; and

#### 26 可換股債券

於2012年11月29日，本公司向一名獨立第三方Sapphire Illuminatus Holdings Limited (「Sapphire」)發行本金總額港幣371,022,600元的非上市及無抵押可換股債券。

可換股債券的條款概述如下：

- 根據不時尚未行使的可換股債券本金金額，倘債券由Sapphire或其聯屬人士持有，按年利率3.5%計息，或倘由其他人士持有，則按年利率2.75%計息，每半年支付一次；
- 債券可按債券持有人的選擇於債券發行18個月後截至債券發行日期的第五週年按兌換價每股港幣1.95元兌換為已繳足股款的普通股，惟兌換價或須根據與債券持有人訂立協議的條款進行若干調整；
- 190,268,000股兌換股份將於債券根據初步兌換價每股港幣1.95元悉數兌換後發行；
- Sapphire於以下情況可要求本公司提早贖回30%未償還本金(「期權」)，倘i)本公司的綜合淨收入(未計及債券會計處理產生的任何開支)於截至2015年至2017年3月31日止三個財政年度中一個或多個財政年度低於港幣400,000,000元；或ii)截至2015年至2017年3月31日止三個財政年度本公司的綜合淨收入總額(未計及債券會計處理產生的任何開支)低於港幣1,000,000,000元。餘下債券應為可兌換，而未曾贖回、兌換或購買及註銷且於到期時尚未償還的債券可予以贖回。本公司亦應向Sapphire支付相當於其於到期時持有的尚未償還的餘下債券本金額七份之三的現金；及

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 26 CONVERTIBLE BONDS (Continued)

- Sapphire would be compensated by the difference between the accrued interest and cash dividend (calculated on as-converted basis) (the “Additional Interest”), if the former is less than the latter.

The convertible bonds consist of a liability component, comprising the 5-year 3.5% straight debt, other redemption features and additional interest liabilities, and an equity component, representing the convertible option of HK\$1.95 per share. At the issuance of the bonds, the liability component and the equity component were recognised at fair value, determined based on the valuations performed by an independent professional valuer using the binomial model with the major following assumptions:

- Risk-free interest rate of 0.261%;
- Volatility of 25.07%;
- Borrowing rate of 8.29%;
- Dividend yield of 6.0%

The liability component and equity component of the convertible bonds recognised at initial recognition as at 29 November 2012 are as follows:

		HK\$'000 港幣仟元
Fair value of convertible bonds issued	已發行可換股債券的公平值	396,772
Less: Liability component	減：負債部分	(319,682)
Equity component	權益部分	<u>77,090</u>

The convertible bonds were issued with fair value higher than the principal amount and were accounted for as share-based payment transactions. The excess of the fair value of the convertible bonds over the consideration received of HK\$28,018,000 were recorded as a prepayment for services and are amortised on a straight line basis over the term of contract (Note 19). Amortisation expense of HK\$5,604,000 has been recognised in the consolidated income statement for the year ended 31 March 2015 (2014: HK\$5,604,000 and included in other operating expenses).

#### 26 可換股債券 (續)

- 倘應計利息少於現金股息(按已兌換的基準計算)，Sapphire將獲補償應計利息與現金股息之間的差額(「額外利率」)。

可換股債券包括負債部分(為按5年3.5%計息的普通債券及其他贖回機制以及額外利率負債)及權益部分(每股港幣1.95元兌換權)。於發行債券時，負債部分及權益部分按公平值確認，根據獨立專業估值師的估值採用下列主要假設的二項式模式：

- 無風險利率0.261%；
- 波幅25.07%；
- 貸款利率8.29%；
- 股息率6.0%

可換股債券的負債部分及權益部分於2012年11月29日初步確認時確認如下：

		HK\$'000 港幣仟元
Fair value of convertible bonds issued	已發行可換股債券的公平值	396,772
Less: Liability component	減：負債部分	(319,682)
Equity component	權益部分	<u>77,090</u>

可換股債券乃按高於本金金額的公平值發行，並按以股份為基礎的付款交易入賬。可換股債券的公平值超出所收取的代價港幣28,018,000元乃記錄為服務的預付款項，並按直線基準於合約期間內攤銷(附註19)。攤銷開支港幣5,604,000元已於截至2015年3月31日止年度的綜合收益表中的其他營運支出內確認(2014年：港幣5,604,000元)。

26 CONVERTIBLE BONDS (Continued)

The liability component of the bonds is stated at fair value. The equity component is presented in equity as “convertible bonds reserve”.

The movement of the liability component of the convertible bonds for the year is set out below:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Liability component at 1 April	於4月1日的負債部分	331,456	316,419
Changes in fair value included in finance costs	計入融資成本的公平值變動	62,830	27,976
Interest paid	已付利息	(13,533)	(12,939)
Liability component at 31 March	於3月31日的負債部分	<u>380,753</u>	<u>331,456</u>

The liability component of the convertible bonds is valued by independent qualified valuers, AVISTA Valuation Advisory Limited, who hold a recognised relevant professional qualification and have recent experience in valuation of convertible bonds.

The valuation of the liability component of the convertible bonds was determined using the binomial option pricing model. In valuing the Option, the external valuer has assigned a probability for each scenario under the Option and calculated the probability weighted fair value of the liability component of the convertible bonds. In valuing the Additional Interest portion, the amount is based on the present value of the differences between the estimated dividend received on an as-if converted basis and the annual coupon interest of the convertible bonds over the remaining outstanding period.

26 可換股債券 (續)

債券的負債部分按公平值呈列。權益部分於股權內呈列為「可換股債券儲備」。

年內，可換股債券負債部分的變動載列如下：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Liability component at 1 April	於4月1日的負債部分	331,456	316,419
Changes in fair value included in finance costs	計入融資成本的公平值變動	62,830	27,976
Interest paid	已付利息	(13,533)	(12,939)
Liability component at 31 March	於3月31日的負債部分	<u>380,753</u>	<u>331,456</u>

可換股債券負債部分經獨立合資格估值師艾華迪評估諮詢有限公司估值，其持有獲認可的相關專業資格及具備近期就可換股債券進行估值的相關經驗。

可換股債券負債部分的估值乃採用據二項式期權定價模式釐定。於期權估值時，外部估值師就期權各情境分配概率，並計算可股負債部分的概率加權公平值。於額外利息部分的估值時，該金額乃根據估計已收股息（按假設已兌換基準）及可換股債券於餘下未行使期的年度票面利率的差額的現值而定。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 26 CONVERTIBLE BONDS (Continued)

The more significant input used in the valuation of the liability component of the convertible bonds are as follows:

		2015	2014
Risk-free interest rate	無風險利率	<b>0.56%</b>	0.748%
Volatility	波幅	<b>41.23%</b>	24.13%
Borrowing rate	貸款利率	<b>8.18%</b>	8.25%
Dividend yield	股息率	<b>3.5%</b>	6.0%
Probability of the Option being exercised	行使期權的可能性	<b>70%</b>	10%

There were no changes to the valuation techniques during the year.

If the probability of the Option being exercised increased by 10%, with other parameters remain unchanged, the fair value of the liability component of the convertible bonds would increase by approximately HK\$7,000,000 (2014: HK\$9,000,000).

During the year ended 31 March 2015, none of the bonds were redeemed, converted or purchased and cancelled (2014: nil).

#### 27 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Deferred tax assets	遞延稅項資產	<b>70,692</b>	63,775
Deferred tax liabilities	遞延稅項負債	<b>(2,299)</b>	(2,126)
		<b>68,393</b>	61,649

#### 26 可換股債券 (續)

對可換股債券負債部分進行估值所用的最重大的輸入值如下：

	2015	2014
Risk-free interest rate	<b>0.56%</b>	0.748%
Volatility	<b>41.23%</b>	24.13%
Borrowing rate	<b>8.18%</b>	8.25%
Dividend yield	<b>3.5%</b>	6.0%
Probability of the Option being exercised	<b>70%</b>	10%

本年度估值技術並無改動。

倘行使期權的可能性增長10%，其他變數維持不變，則可換股債券負債部分的公平值將增加約港幣7,000,000元（2014年：港幣9,000,000元）。

於截至2015年3月31日止年度，概無贖回、兌換或購買及註銷債券（2014年：無）。

#### 27 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

	2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Deferred tax assets	<b>70,692</b>	63,775
Deferred tax liabilities	<b>(2,299)</b>	(2,126)
	<b>68,393</b>	61,649

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

27 DEFERRED INCOME TAX (Continued)

The gross movement on the deferred tax accounts is as follows:

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
As at 1 April	於4月1日	61,649	58,079
Credited to income statement	計入收益表	7,063	5,456
Exchange differences	匯兌差額	(319)	(1,886)
As at 31 March	於3月31日	<b>68,393</b>	61,649

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets

		Accelerated accounting/ (tax) depreciation allowances 加速會計/ (稅項)折舊 準備 HK\$'000 港幣仟元	Provision for unrealised profit in stock 存貨中 未變現溢利 的準備 HK\$'000 港幣仟元	Tax losses 稅項虧損 HK\$'000 港幣仟元	Other provisions 其他撥備 HK\$'000 港幣仟元	Other temporary differences 其他 暫時性差額 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
At 1 April 2013	於2013年4月1日	9,075	23,399	8,519	15,422	6,263	62,678
Credited to income statement	計入收益表	1,941	2,251	1,858	1,320	446	7,816
Exchange differences	匯兌差額	(1,089)	(392)	-	(351)	(175)	(2,007)
At 31 March 2014	於2014年3月31日	9,927	25,258	10,377	16,391	6,534	68,487
At 1 April 2014 (Charged)/credited to income statement	於2014年4月1日 (扣除自)/計入收益表	9,927	25,258	10,377	16,391	6,534	68,487
Exchange differences	匯兌差額	(433)	(287)	579	4,256	4,569	8,684
At 31 March 2015	於2015年3月31日	(3)	(237)	-	(113)	(158)	(511)
		<b>9,491</b>	<b>24,734</b>	<b>10,956</b>	<b>20,534</b>	<b>10,945</b>	<b>76,660</b>

27 遞延所得稅 (續)

遞延稅項賬目的總變動如下：

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下：

遞延稅項資產

27 DEFERRED INCOME TAX (Continued)

Deferred tax liabilities

		Accelerated tax/(accounting) depreciation allowances 加速稅項/ (會計)折舊準備 HK\$'000 港幣仟元	Other temporary differences 其他 暫時性差額 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 1 April 2013	於2013年4月1日	4,333	266	4,599
Charged to income statement	扣除自收益表	2,351	9	2,360
Exchange differences	匯兌差額	(111)	(10)	(121)
At 31 March 2014	於2014年3月31日	6,573	265	6,838
At 1 April 2014	於2014年4月1日	6,573	265	6,838
Charged to income statement	扣除自收益表	890	731	1,621
Exchange differences	匯兌差額	(138)	(54)	(192)
At 31 March 2015	於2015年3月31日	7,325	942	8,267

Out of the total unrecognised tax losses of HK\$668,980,000 (2014: HK\$671,702,000) carried forward, an amount of HK\$154,483,000 (2014: HK\$172,486,000) can be carried forward indefinitely. The remaining HK\$514,497,000 (2014: HK\$499,216,000) will expire in the following years:

27 遞延所得稅(續)

遞延稅項負債

		Accelerated tax/(accounting) depreciation allowances 加速稅項/ (會計)折舊準備 HK\$'000 港幣仟元	Other temporary differences 其他 暫時性差額 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 1 April 2013	於2013年4月1日	4,333	266	4,599
Charged to income statement	扣除自收益表	2,351	9	2,360
Exchange differences	匯兌差額	(111)	(10)	(121)
At 31 March 2014	於2014年3月31日	6,573	265	6,838
At 1 April 2014	於2014年4月1日	6,573	265	6,838
Charged to income statement	扣除自收益表	890	731	1,621
Exchange differences	匯兌差額	(138)	(54)	(192)
At 31 March 2015	於2015年3月31日	7,325	942	8,267

所結轉以抵銷未來應課稅之未確認稅項虧損總額為港幣668,980,000元(2014年：港幣671,702,000元)，其中港幣154,483,000元(2014年：港幣172,486,000元)可無限期結轉，其餘港幣514,497,000元(2014年：港幣499,216,000元)將在下列期限屆滿：

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
In the first year	第1年	66,826	56,679
In the second year	第2年	76,279	70,851
In the third year	第3年	66,892	87,240
In the fourth year	第4年	95,672	61,444
In the fifth to tenth years inclusive	第5年至第10年(包括首尾兩年)	208,828	223,002
		514,497	499,216

NOTES TO THE FINANCIAL STATEMENTS

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28 CONSOLIDATED CASH FLOW STATEMENT

28 綜合現金流量表

Reconciliation of profit before income tax to cash generated from operations

除所得稅前溢利與營運活動所得現金兩者的對賬

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Profit before income tax	除所得稅前溢利	140,508	226,458
Depreciation	折舊	113,628	120,392
Amortisation of prepayment of lease premium	攤銷預付租賃地價	6,851	7,124
Loss on disposal of property, plant and equipment	出售物業、機器及設備的虧損	688	794
Provision of stocks	存貨準備	19,540	295
Impairment of debtors	應收款項減值	116	44
Write back of bad debts provision	撥回壞賬準備	(40)	(197)
Impairment of property, plant and equipment	物業、機器及設備減值	5,566	3,460
Expenses on convertible bonds	發行可換股債券費用	5,604	5,604
Interest income	利息收入	(1,342)	(1,123)
Interest expense	利息支出	72,141	37,139
Dividend income	股息收入	(2,052)	(3,175)
Share of loss/(profit) of an associate	應佔聯營公司(虧損)/溢利	5,302	(1,267)
Operating profit before working capital changes	除營運資金轉變前的經營溢利	366,510	395,548
Increase in stocks	存貨增加	(179,512)	(47,909)
Increase in debtors, deposits and prepayments	應收賬款、按金及預付款項增加	(38,276)	(89,621)
Increase in creditors and accruals	應付賬款及應計費用增加	12,649	70,340
Cash generated from operations	營運活動所得現金	161,371	328,358

29 COMMITMENTS

(a) Capital commitments of the Group for property, plant and equipment

Contracted but not provided for 已簽約但未作出撥備

(b) Commitments under operating leases (where the Group is the lessee)

The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Buildings	樓宇
Not later than one year	1年內
Later than one year but not later than five years	1年後但5年內
Later than five years	5年以上

The leases have varying terms, escalation clauses and renewal rights. The operating lease rentals of certain outlets are based on the higher of a minimum guaranteed rental or a sales level based rental. The minimum guaranteed rental has been used to arrive at the above commitments.

29 承擔

(a) 本集團就物業、機器及設備的資本承擔

2015	2014
HK\$'000	HK\$'000
港幣仟元	港幣仟元

<b>8,950</b>	21,066
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(b) 營業租賃下的承擔(本集團作為承租人)

本集團在不可撤銷營業租賃下的未來最低租金付款總額如下：

2015	2014
HK\$'000	HK\$'000
港幣仟元	港幣仟元

<b>633,709</b>	633,404
<b>600,653</b>	567,485
<b>10,790</b>	11,919
<b>1,245,152</b>	1,212,808

該等租賃有不同租期、調整租金條款及續租權利。若干店舖的營運租賃租金乃按最低保證租金或銷售額租金(以較高者為準)計算。上述承擔乃按最低保證租金計算。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 30 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Yee Hing Company Limited, directly and indirectly through its subsidiary including Active Lights Company Limited, held 1,195,100 shares of the Company as at 31 March 2015. 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong and Mr. Sakorn Kanjanapas are the beneficiaries of the Trust and were therefore deemed to be interested in 1,195,100 shares of the Company through the Trust's interest in Yee Hing Company Limited.

Save as disclosed in Notes 19 and 24, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business:

##### (i) Sales of goods and services to related companies

Building management fee income from a related company	向一家有關連公司 收取物業管理收入
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A wholly-owned subsidiary of the Group entered into agreement with Mengiwa Property Investment Limited ("MPIL"), a wholly-owned subsidiary of Yee Hing, for the provision of the following services for the period from 1 April 2013 to 31 March 2016:

- contract administration with respect to contracts entered into between MPIL and third parties from time to time;
- property agency liaison and tenancy management;
- management of the property manager of Stelux House; and
- other miscellaneous administrative services.

The fee for the provision of the above services was agreed at HK\$195,000 per calendar month during the duration of the agreement.

#### 30 有關連人士交易

有關連人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有關連人士。

於2015年3月31日，義興有限公司直接或間接通過其附屬公司Active Lights Company Limited持有本公司1,195,100股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生及黃創江先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司1,195,100股股份權益。

除附註19及24所披露者外，下列為本集團與有關連人士之間所進行的重大交易概要，該等交易乃於本集團日常業務中進行：

##### (i) 向有關連公司銷售貨品及服務

2015	2014
HK\$'000	HK\$'000
港幣千元	港幣千元

2,340	2,340
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本集團全資附屬公司與義興全資附屬公司明華物業投資有限公司(「明華」)就於2013年4月1日至2016年3月31日期間提供以下服務訂立協議：

- 明華與第三方不時訂立的合約下之合約行政；
- 物業代理洽商及租賃管理；
- 管理寶光商業中心物業管理公司；及
- 其他行政服務。

於服務協議年內，提供上述服務的有關費用為每個曆月港幣195,000元。

30 RELATED PARTY TRANSACTIONS (Continued)

30 有關連人士交易 (續)

(ii) Purchases of goods and services from related companies

(ii) 向有關連公司購買貨品及服務

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Purchase of goods from a related company (note a)	向有關連公司購買貨品 (附註 a)	1,032	2,556
Purchase of goods from an associate (note b)	向聯營公司購買貨品 (附註 b)	45,662	21,794
Rental expense to related companies (note c)	向有關連公司支付租金支出 (附註 c)	15,400	13,356
		<b>62,094</b>	<b>37,706</b>

Notes:

附註：

- (a) During the year, certain subsidiaries of the Group purchased optical products from International Optical Manufacturing Company Limited and its subsidiary ("IOM Group"), indirectly owned subsidiaries of Yee Hing, in accordance with the terms of written agreements for the Group's retail and trading operations.
- (b) Purchases of watch movements from an associate are conducted in the normal course of the Group's business. The terms of transactions are determined and agreed between the Group and the counterparty and all balances due are repayable according to trade terms.
- (c) During the year, certain subsidiaries of the Group have entered into tenancy agreements with the following related parties for office premises, warehouses, showroom and car-parking spaces:

- (a) 於年內，本集團若干附屬公司向義興之間接附屬公司國際眼鏡製造廠有限公司及其附屬公司（「IOM集團」）就本集團零售及買賣業務訂立之書面協議之條款購買光學產品。
- (b) 向聯營公司購買鐘錶為本集團日常業務。交易之條款由本集團與交易對手方釐定及協定，而所有餘款按交易條款支付。
- (c) 年內，本集團若干附屬公司與下列有關連人士訂立租賃協議，以租用辦公物業、倉庫、陳列室及停車位：

		Rental expense for the year 年度租金支出	
		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Mengiwa Property Investment Limited	明華物業投資有限公司	13,430	11,485
Other related parties	其他有關連人士	1,970	1,871
		<b>15,400</b>	<b>13,356</b>

**30 RELATED PARTY TRANSACTIONS (Continued)**

(iii) Year-end balances arising from service income, purchases of goods and rental expenses are disclosed in Note 19(c) and Note 24(a).

**(iv) Key management compensation**

		2015 HK\$'000 港幣仟元	2014 HK\$'000 港幣仟元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	24,695	20,550
Other long-term benefits	其他長期福利	215	236
		<b>24,910</b>	<b>20,786</b>

**31 POST BALANCE SHEET DATE EVENTS**

On 16 April 2015, the Group acquired an additional 48% equity interest in CATENA SA for a consideration of EUR 1,660,000 and CATENA SA became the Group's subsidiary.

Up to the date of approval of these consolidated financial statements, there is insufficient financial information available for the Group to identify and determine the fair values of CATENA SA's identifiable assets acquired, and liabilities and contingent liabilities assumed for the purpose of allocation of purchase considerations and calculation of goodwill.

**30 有關連人士交易 (續)**

(iii) 服務收入、購買貨品及租金支出產生的年終結餘於附註19(c)及附註24(a)內披露。

**(iv) 主要管理層報酬**

**31 結算日後事項**

於2015年4月16日，本集團收購CATENA SA另外48%的權益，代價為1,660,000歐元。在此項交易後，CATENA SA成為本集團的附屬公司。

於批准該等綜合財務報表當日，本集團未有足夠的財務資料以識別及釐定已收購的CATENA SA的公平值，以及就分配購買代價及計算商譽而言承擔的負債及或然負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32 BALANCE SHEET AND MOVEMENT OF RESERVE OF THE COMPANY

32 公司資產負債及儲備變動表

Balance sheet of the Company

公司資產負債表

		As at 31 March	
		於3月31日	
		2015	2014
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
<b>ASSETS</b>	<b>資產</b>		
Non-current assets	非流動資產		
Investment in a subsidiary	附屬公司投資	—	—
Debtors, deposits and prepayments	應收賬款、按金及預付款項	14,907	20,511
		<b>14,907</b>	<b>20,511</b>
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	618,375	578,630
Debtors, deposits and prepayments	應收賬款、按金及預付款項	188	142
Bank balances and cash	銀行結餘及現金	40	27
		<b>618,603</b>	<b>578,799</b>
Total assets	資產總額	<b>633,510</b>	<b>599,310</b>
<b>EQUITY</b>	<b>股權</b>		
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備		
Share capital	股本	104,647	104,647
Reserves	儲備	140,376	155,473
		(a)	
Total equity	權益總額	<b>245,023</b>	<b>260,120</b>

32 BALANCE SHEET AND MOVEMENT OF RESERVE OF THE  
COMPANY (Continued)

32 公司資產負債及儲備變動表 (續)

Balance sheet of the Company (Continued)

公司資產負債表 (續)

		As at 31 March	
		於3月31日	
		2015	2014
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
<b>LIABILITIES</b>	<b>負債</b>		
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	<b>380,753</b>	331,456
		<b>380,753</b>	331,456
Current liabilities	流動負債		
Creditors and accruals	應付賬款及應計費用	<b>2,234</b>	2,234
Amount due to a subsidiary	應付附屬公司款項	<b>5,500</b>	5,500
		<b>7,734</b>	7,734
Total liabilities	負債總額	<b>388,487</b>	339,190
Total equity and liabilities	權益及負債總額	<b>633,510</b>	599,310

**Joseph C.C. Wong**  
黃創增  
Chairman and  
Chief Executive Officer  
主席及行政總裁

**Wallace Kwan Chi Kin**  
關志堅  
Executive Director and  
Chief Financial Officer  
行政董事及  
首席財務總裁

The balance sheet of the Company was approved by the Board of Directors on 25 June 2015 and was signed on its behalf.

董事會在2015年6月25日批准並簽署了本公司資產負債表。

32 BALANCE SHEET AND MOVEMENT OF RESERVE OF THE COMPANY (Continued)

32 公司資產負債及儲備變動表 (續)

Note:

附註：

(a) Movement of reserve of the Company

(a) 公司儲備變動

		Share premium 股本 溢價 HK\$'000 港幣仟元	Convertible bonds reserve 可換股 債券儲備 HK\$'000 港幣仟元	Retained earnings 保留 盈利 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟
At 1 April 2013	於 2013 年 4 月 1 日	1,977	77,090	173,511	252,578
Loss for the year	年內虧損	-	-	(20,713)	(20,713)
Dividends paid	已付股息	-	-	(76,392)	(76,392)
At 31 March 2014	於 2014 年 3 月 31 日	<u>1,977</u>	<u>77,090</u>	<u>76,406</u>	<u>155,473</u>
At 1 April 2014	於 2014 年 4 月 1 日	<b>1,977</b>	<b>77,090</b>	<b>76,406</b>	<b>155,473</b>
Profit for the year	年內溢利	-	-	<b>44,552</b>	<b>44,552</b>
Dividends paid	已付股息	-	-	<b>(59,649)</b>	<b>(59,649)</b>
At 31 March 2015	於 2015 年 3 月 31 日	<u><b>1,977</b></u>	<u><b>77,090</b></u>	<u><b>61,309</b></u>	<u><b>140,376</b></u>

33 BENEFITS AND INTERESTS OF DIRECTORS

(A) Directors' emoluments

The remuneration of each director is set out below:

For the year ended 31 March 2015:

33 董事福利及權益

(A) 董事酬金

本公司各董事酬金如下：

截至2015年3月31日：

Name	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking; 本公司或其附屬公司已付董事或董事應收薪酬：					Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking; 本公司或其附屬公司已支付或應收本公司就董事的其他管理服務的酬金		Total 總額
	Fees	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus <sup>i</sup>	Remunerations paid or receivable in respect of office as director	已支付或應收董事酬金	其他管理服務的酬金	
姓名	袍金 HK\$' 000 港幣千元	基金薪金、津貼及實物利益 HK\$' 000 港幣千元	退休金 供款計劃 HK\$' 000 港幣千元	酌情花紅 <sup>i</sup> HK\$' 000 港幣千元	董事應收酬金 HK\$' 000 港幣千元	服務酬金 HK\$' 000 港幣千元	總額 HK\$' 000 港幣千元	
Joseph C. C. Wong (ii) 黃創增 (ii)	100	2,944	104	6,502	-	-	9,650	
Lau Tak Bui, Vincent 劉德杯	80	2,533	93	5,775	-	-	8,481	
Kwan Chi Kin, Wallace 關志堅	80	1,528	18	1,412	-	-	3,038	
Sakorn Kanjanapas 黃創江	80	-	-	-	-	-	80	
Ma Xuezheng, Mary 馬雪征	-	-	-	-	-	-	-	
Wong Yu Tsang, Alex 黃宇錚	-	-	-	-	-	-	-	
Kwong Yi Hang, Agnes 龔易行	135	-	-	-	-	-	135	
Wu Chun Sang, Nelson 胡春生	135	-	-	-	-	-	135	
Wu Chi Man, Lawrence 胡志文	135	-	-	-	-	-	135	
	745	7,005	215	13,689	-	-	21,654	

33 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(A) Directors' emoluments (Continued)

For the year ended 31 March 2014 (Restated):

Certain of the comparative information of directors' emoluments for the year ended 31 March 2014 previously disclosed in accordance with the predecessor Companies Ordinance have been restated in order to comply with the new scope and requirements by the Hong Kong Companies Ordinance (Cap. 622).

33 董事福利及權益 (續)

(A) 董事酬金 (續)

截至2014年3月31日(重列)：

按照前身公司條例披露的截至2014年3月31日的部分董事酬金比較資料已重列以符合新香港公司條例第622章的要求。

Name	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking: 本公司或其附屬公司已付董事或董事應收薪酬：				Emoluments paid or receivable in respect of other services in connection with the management of the Company or its subsidiary undertaking: 本公司或其附屬公司就董事的其他管理服務的酬金		Total
	Fees	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus <sup>i</sup>	Remunerations paid or receivable in respect of office as director	Emoluments paid or receivable in respect of other services in connection with the management of the Company or its subsidiary undertaking: 本公司或其附屬公司就董事的其他管理服務的酬金	
姓名	袍金 HK\$'000 港幣仟元	基金薪金、津貼及實物利益 HK\$'000 港幣仟元	退休金 供款計劃 HK\$'000 港幣仟元	酌情花紅 <sup>i</sup> HK\$'000 港幣仟元	已支付或就該接受為董事應收酬金 HK\$'000 港幣仟元	公司就董事的其他管理服務的酬金 HK\$'000 港幣仟元	總額 HK\$'000 港幣仟元
Joseph C. C. Wong (ii)	黃創增 (ii)	100	2,808	105	12,412	-	15,425
Lau Tak Bui, Vincent	劉德杯	80	2,378	91	6,334	-	8,883
Kwan Chi Kin, Wallace	關志堅	60	1,440	15	1,089	-	2,604
Chu Kai Wah, Anthony	朱繼華	20	678	25	4,136	-	4,859
Sakorn Kanjanapas	黃創江	80	-	-	-	-	80
Ma Xuezheng, Mary	馬雪征	-	-	-	-	-	-
Wong Yu Tsang, Alex	黃宇錚	-	-	-	-	-	-
Kwong Yi Hang, Agnes	鄭易行	135	-	-	-	-	135
Wu Chun Sang, Nelson	胡春生	135	-	-	-	-	135
Wu Chi Man, Lawrence	胡志文	135	-	-	-	-	135
		745	7,304	236	23,971	-	32,256



33 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(A) Directors' emoluments (Continued)

- i Discretionary bonus represents the amount paid during the year.
- ii Mr. Joseph C. C. Wong is also the chief executive officer of the Group.

During the year, none of the directors waived their emoluments, except Ms. Ma Xuezheng, Mary and Mr. Wong Yu Tsang, Alex waived emoluments of HK\$80,000 each.

(B) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 30, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

33 董事福利及權益 (續)

(A) 董事酬金 (續)

- i 酌情花紅指年內已付的金額。
- ii 黃創增先生亦是本集團行政總裁。

年內，概無任何董事放棄酬金，除馬雪征女士和黃宇錚先生各放棄袍金港幣80,000元外。

(B) 董事在交易，協議或合同的重大利益

除附註30所披露外，持續至今年年底或年內任何期間，本公司董事在有關重大的交易，協議和合同中，不論是直接或間接，均沒有涉及重大利益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 PRINCIPAL SUBSIDIARIES

34 主要附屬公司

The following is a list of the principal subsidiaries at 31 March 2015:

截至2015年3月31日，主要附屬公司如下：

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2015	2014
<b>Investment 投資</b>						
Stelux Holdings International Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1 美元	100 <sup>a</sup>	100
Stelux Holdings Limited 寶光實業(集團)有限公司	Hong Kong 香港	Investment holding 投資控股	1,000	HK\$1 港幣1元	100	100
Stelux Investments and Properties (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1 美元	100	100
Stelux Watch Holdings Limited (in members' voluntary liquidation) (股東自願清盤中)	Singapore 新加坡	Investment holding 投資控股	35,617,861	S\$1 新加坡幣 1元	100	100
Thong Sia (BVI) Company Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1 美元	100	100
<b>Property 物業</b>						
City Chain Properties Limited 時間廊物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Fulani Investment Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Optical 88 Properties Limited 眼鏡88物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Oswald Property Management Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$100 港幣100元	100	100
Prime Master Limited (under liquidation) 候領有限公司(清盤中)	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Stelux Properties Agency Limited 寶光地產代理有限公司	Hong Kong 香港	Property agency and management 物業代理及管理	2	HK\$1 港幣1元	100	100
Stelux Properties Limited 寶光地產有限公司	Hong Kong 香港	Property management 物業管理	500	HK\$100 港幣100元	100	100

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財務報表附註

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2015	2014
<b>Retailing and trading</b>						
<b>零售及貿易</b>						
City Chain Company Limited 時間廊鐘錶有限公司	Hong Kong 香港	Watch retailing 鐘錶零售	250,000	HK\$100 港幣100元	100	100
City Chain (M) Sdn Bhd	Malaysia 馬來西亞	Watch retailing 鐘錶零售	3,333,333	RM1 1令吉	100	100
City Chain (Macau) Company Limited 時間廊鐘錶(澳門)有限公司	Macau 澳門	Watch retailing 鐘錶零售	2	MOP5,000 澳門葡幣 5,000元	100	100
City Chain Stores (S) Pte Limited	Singapore 新加坡	Watch retailing 鐘錶零售	1,800,000	S\$1 新加坡幣 1元	100	100
City Chain (Thailand) Company Limited	Thailand 泰國	Watch retailing 鐘錶零售	200,000 210,000 <sup>b</sup>	Baht100 100泰銖 Baht100 100泰銖	100	100
Optical 88 Limited 眼鏡88有限公司	Hong Kong 香港	Optical products 光學產品	30,700,000	HK\$1 港幣1元	100	100
Optical 88 (Macau) Limited 眼鏡88(澳門)有限公司	Macau 澳門	Optical products 光學產品	2	MOP5,000 澳門葡幣 5,000元	100	100
Optical 88(S) Pte Limited	Singapore 新加坡	Optical products 光學產品	500,000	S\$1 新加坡幣1元	100	100
Optical 88 (Thailand) Company Limited	Thailand 泰國	Optical products 光學產品	245,000 255,000 <sup>b</sup>	Baht10 10泰銖 Baht10 10泰銖	100	100
Optical 88 Eyecare (M) Sdn Bhd	Malaysia 馬來西亞	Optical products 光學產品	1,428,572	RM1 1令吉	100	100

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34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2015	2014
<b>Retailing and trading (Continued)</b> 零售及貿易 (續)						
Pronto Watch S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	100	SFr1,000 1,000 瑞士法郎	100	100
Solvil et Titus S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	300	SFr1,000 1,000 瑞士法郎	100	100
Stelux International Licensing Limited	Bahamas 巴哈馬	Trademark holding and licensing 商標持有及特許經營	2	US\$1 1 美元	100	100
Stelux Watch Limited 寶光鐘錶有限公司	Hong Kong 香港	Watch supply chain management 鐘錶供應鏈管理	1,000,000	HK\$1 港幣 1 元	100	100
Thong Sia Watch Company Limited 通城鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	80,000	HK\$10 港幣 10 元	100	100
Thong Tai Watch Company Limited 通泰鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	2,000	HK\$1,000 港幣 1,000 元	100	100
Thong Sia Company (Singapore) Pte Limited	Singapore 新加坡	Watch distribution 鐘錶分銷	2,000,000	S\$1 新加坡幣 1 元	100	100
Thong Sia Sdn Bhd	Malaysia 馬來西亞	Watch distribution 鐘錶分銷	1,000,000	RM1 1 令吉	97.6	97.6
Thong Tai (Taiwan) Company Limited 通泰 (台灣) 有限公司	Hong Kong/Taiwan 香港/台灣	Watch distribution 鐘錶分銷	1,000	HK\$10 港幣 10 元	100	100
Thong Sia (Thailand) Limited	Thailand 泰國	Watch retailing and distribution 鐘錶零售及分銷	20,000	Baht100 100 泰銖	100	100
Thong Sia Optics (Hong Kong) Company Limited 通城光學 (香港) 有限公司	Hong Kong 香港	Optical distribution 眼鏡分銷	5,000	HK\$1,000 港幣 1,000 元	100	100
Universal Geneve S.A.	Switzerland 瑞士	Watch supply chain management and distribution 鐘錶供應鏈管理及分銷	5,000	SFr1,000 1,000 瑞士法郎	100	100

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財務報表附註

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司 (續)

	Place of incorporation operation 註冊成立/經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比	
				2015	2014
<b>Retailing and trading (Continued)</b>					
<b>零售及貿易 (續)</b>					
Baoshi (Guangdong) Company Limited 寶視(廣東)視光眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易 及相關服務	HK\$181,890,000 港幣181,890,000元	100	100
Baoshi (Shanghai) Company Limited 寶視(上海)眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易 及相關服務	RMB19,403,057 人民幣19,403,057元	100	100
Stelux-Thong Sia (Beijing) Trading Limited 寶光通城(北京)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	US\$18,700,000 18,700,000美元	100	100
Stelux-Thong Sia (Guangdong) Trading Limited 寶光通城(廣東)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	HK\$181,400,000 港幣181,400,000元	100	100
Stelux-Thong Sia (Shanghai) Trading Limited 寶光通城(上海)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	US\$16,000,000 16,000,000美元	100	100

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財務報表附註

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司 (續)

	Place of incorporation operation 註冊成立/經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比	
				2015	2014
<b>Retailing and trading (Continued)</b>					
<b>零售及貿易 (續)</b>					
Baoshi (Beijing) Company Limited 寶光寶視(北京)眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易 及相關服務	HK\$32,000,000 港幣32,000,000元	<b>100</b>	100
Baoqing (Chongqing) Trading Limited 寶慶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	HK\$20,300,000 港幣20,300,000元	<b>100</b>	100
Shibao (Chongqing) Trading Limited 視寶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易 及相關服務	HK\$18,000,000 港幣18,000,000元	<b>100</b>	100

a Directly held subsidiary

b Non-redeemable preference shares

a 直接擁有的附屬公司

b 不可贖回優先股