

# ANNUAL REPORT 2015 年報



**STARLITE**  
HOLDINGS LIMITED

星光集團有限公司

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號: 403



# 拓展未來

## Cultivate The Future



1. 香港亞太美容展 2014
2. 第66屆法蘭克福書展
3. 新加坡包裝研討會 2014
4. 東京Giftex World 2014 商貿展
5. 德國紐倫堡國際玩具博覽會2015
6. 摩納哥國際奢侈品包裝展2014
7. 香港禮品及贈品展2015

1. Cosmoprof Asia Hong Kong 2014
2. The 66th Frankfurt Book Fair
3. Singapore Packaging Seminar 2014
4. Japan Giftex World 2014
5. Spielwarenmesse Nuremberg Toy Fair 2015
6. Monaco Luxepack 2014
7. Hong Kong Gift & Premium Fair 2015



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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Lam Kwong Yu (*Chairman*)  
 Mr. Tai Tzu Shi, Angus (*Senior Vice President*)  
 Mr. Cheung Chi Shing, Charles (*Senior Vice President*)

#### Non-Executive Director

Ms. Yeung Chui

#### Independent Non-Executive Directors

Mr. Chan Yue Kwong, Michael  
 Mr. Kwok Lam-Kwong, Larry, *BBS, JP*  
 Mr. Tam King Ching, Kenny

### AUDIT COMMITTEE

Mr. Tam King Ching, Kenny (*Chairman*)  
 Mr. Chan Yue Kwong, Michael  
 Mr. Kwok Lam-Kwong, Larry, *BBS, JP*

### REMUNERATION COMMITTEE

Mr. Chan Yue Kwong, Michael (*Chairman*)  
 Mr. Kwok Lam-Kwong, Larry, *BBS, JP*  
 Mr. Tam King Ching, Kenny

### NOMINATION COMMITTEE

Mr. Kwok Lam-Kwong, Larry, *BBS, JP* (*Chairman*)  
 Mr. Chan Yue Kwong, Michael  
 Mr. Lam Kwong Yu  
 Mr. Tam King Ching, Kenny  
 Ms. Yeung Chui

### COMPANY SECRETARY

Mr. Cheung Chi Shing, Charles

## 公司資料

### 董事

#### 執行董事

林光如先生(*主席*)  
 戴祖璽先生(*高級副總裁*)  
 張志成先生(*高級副總裁*)

#### 非執行董事

楊翠女士

#### 獨立非執行董事

陳裕光先生  
 郭琳廣, *銅紫荊星章, 太平紳士*  
 譚競正先生

### 審核委員會

譚競正先生(*主席*)  
 陳裕光先生  
 郭琳廣, *銅紫荊星章, 太平紳士*

### 薪酬委員會

陳裕光先生(*主席*)  
 郭琳廣, *銅紫荊星章, 太平紳士*  
 譚競正先生

### 提名委員會

郭琳廣, *銅紫荊星章, 太平紳士* (*主席*)  
 陳裕光先生  
 林光如先生  
 譚競正先生  
 楊翠女士

### 公司秘書

張志成先生

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*  
22nd Floor  
Prince's Building  
Central, Hong Kong

### LEGAL ADVISER

Howse Williams Bowers  
27/F., Alexandra House  
18 Chater Road  
Central, Hong Kong

### REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

3/F., Perfect Industrial Building  
31 Tai Yau Street  
Sanpokong  
Kowloon  
Hong Kong

### SHARE REGISTRARS AND TRANSFER OFFICES

#### Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08, Bermuda

### 核數師

羅兵咸永道會計師事務所  
香港執業會計師  
香港中環  
太子大廈22樓

### 法律顧問

何韋鮑律師行  
香港中環遮打道18號  
歷山大廈27樓

### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### 總辦事處及 主要營業地點

香港  
九龍新蒲崗  
大有街三十一號  
善美工業大廈三樓

### 股票過戶登記處

#### 主要股票過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08, Bermuda

**CORPORATE INFORMATION****Hong Kong Branch Share Registrar and Transfer Office**

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

**PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
BNP Paribas  
Bank of China (Hong Kong) Limited

**WEBSITES**

<http://www.hkstarlite.com>  
<http://www.irasia.com/listco/hk/starlite>

**STOCK CODE**

403

**公司資料****香港股票過戶登記分處**

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

**主要銀行**

香港上海滙豐銀行有限公司  
恒生銀行有限公司  
法國巴黎銀行  
中國銀行(香港)有限公司

**網址**

<http://www.hkstarlite.com>  
<http://www.irasia.com/listco/hk/starlite>

**股票代號**

403

**RESULTS**

For the year ended 31st March, 2015, the Group's turnover amounted to approximately HK\$1,592 million, an increase of 9% compared with the previous year. Profit attributable to shareholders decreased by 82% to approximately HK\$2.7 million.

The decline in the Group's net profit was attributable to: (i) increase in the Group's operating costs (in particular, labor costs) in Mainland China which could not be fully passed on to customers; (ii) a lower than expected growth in the Group's turnover due to seasonal factors affecting the toys industry and the more pronounced fluctuation of orders in the second half of the year; (iii) parallel running of manufacturing plants in Singapore and Malaysia, which affected the performance of the southeast Asia operation; and (iv) exchange losses incurred for the year ended 31st March, 2015, arising mainly from the Group's sales transactions denominated in Euro, in contrast to exchange gains recorded in the previous year.

The Group's southern China operation recorded a loss during the year while the eastern China operation registered a decline in net profit. The operating profit of the southeast Asia operation saw a decrease, with lower sales at the Singapore subsidiary and higher sales at the Malaysian plant as compared with the previous year. In terms of segment, printing and packaging achieved higher sales growth. Paper products and luxury packaging categories continued to expand their order books as the Group forayed into the high-end sectors. Greeting cards also saw a modest increase in sales.

The Group is implementing measures to generate more sales with better profit margins by focusing on four major business blocks, namely: (i) proprietary products with confidentiality undertaking; (ii) packaging including luxury packaging and specialty printing; (iii) children's books and greeting cards; and (iv) original design manufacturing (ODM) and original brand manufacturing (OBM) businesses. On the costing side, the Group is stepping up lean manufacturing, automation, and value stream mapping to improve its cost efficiency. A prudent stance on capital expenditure and customer credit policy is also adopted. Details of the measures are described in the "Business Review and Prospects" section. In consideration of these, notwithstanding the setback in the Group's profitability, the management is hopeful that the Group's ongoing effort with a clear direction will contribute to its more sustainable growth and improvement in earnings over the long term.

**業績**

本集團截至二零一五年三月三十一日止年度的營業額約為十五億九千二百萬港元，較上年度增加百分之九。股東應佔溢利約為二百七十萬港元，減少百分之八十二。

集團純利下降乃下列原因所致：(i)中國內地經營成本(特別是勞工成本)飆升，未能全部轉嫁客戶；(ii)由於玩具行業的季節性因素，加上下半年度訂單的波動性加劇，因此集團全年度的銷售增長低於預期；(iii)新加坡廠與馬來西亞廠並行運作，影響東南亞業務的表現；(iv)集團截至二零一五年三月三十一日止年度內錄得匯兌虧損，主要來自歐元列值的銷售交易，而去年度則錄得匯兌收益。

年內，集團華南業務錄得虧損，華東業務純利下降。東南亞業務經營溢利減少，其中來自新加坡附屬公司的營業額低於去年，而馬來西亞廠則錄得銷售增長。業務方面，隨著集團進一步拓展高端行業，紙類製品和華麗包裝業務持續增長，賀卡類銷售溫和上升。

我們現正加大力度拓展利潤較高的業務，專注發展四大板塊，分別為：(i)保密項目；(ii)包裝業務，包括華麗包裝及特殊印刷；(iii)兒童圖書和賀卡類業務；(iv)自創產品(ODM)及自家品牌(OBM)業務。成本控制方面，集團加強精益管理和自動化，注入價值流系統，積極提升營運效益，嚴控資本投資及客戶信貸。有關措施詳情載於「業務概況及前瞻」。因此，儘管集團盈利倒退，但管理層相信集團現時發展方向明確，將為集團建立長期持續性增長基礎及提升盈利。

# 星光自家品牌

Starlite's Own Brand



## TeamGreen® 設計團隊

### TeamGreen® Design Team

2015年，TeamGreen® 設計中心於中芬設計園落成，中芬設計園為全國首個由中外合作、政府主導、市場化運作、專業化運營的設計文化基地，國際合作交流平台。選址中芬，希望TeamGreen® 能藉此網羅專業設計及行銷人才，協助開發推廣新產品；亦希望能與園內各設計企業及政府機構加強聯繫，互相學習，尋求更多合作機會。此外，更是為了專注設計，推出更多產品及產品線以佔據及滿足市場需求，並為集團帶來更多效益。

This year TeamGreen® established its Design Center in Sino-Finnish Design Park (Shenzhen), the first design zone initiated by both China and Finland Government with market-oriented operation and professional management. The design park offers opportunities of international collaboration and communications with other top rank designers. TeamGreen® aims at attracting more design and sales talents to join the brand to create and bring more interesting green products to the market. TeamGreen® also hopes to forge stronger relationships and to seek more partnership opportunities with the government and different organization. With the focus putting on design, TeamGreen® targets to introduce more products and series that meet or even create the need of the market so as to take the lead in the market and generate more business and profit for Starlite.



2014, TeamGreen® 網站 ([www.GreenTaNet.com](http://www.GreenTaNet.com)) 成立並开通了網上店鋪銷售，面向全世界各地的消費者。  
In 2014, TeamGreen® launched its online shopping store ([www.GreenTaNet.com](http://www.GreenTaNet.com)) for international customers.



## DIVIDENDS

In order to retain resources for the Group's future development, the Directors do not recommend a final dividend for the year ended 31st March, 2015 (2014: HK1 cent per share). An interim dividend of HK1 cent per share (2014: HK1 cent and a special dividend of HK0.5 cent per share) was paid for the six months ended 30th September, 2014.

## BUSINESS REVIEW AND PROSPECTS

### Hong Kong/Mainland China Operations

#### Overview

With uncertainties clouding the global economy, the year ended 31st March, 2015 turned out to be a volatile one in market sentiment. During the first six months ended 30th September, 2014, the relatively stable conditions in major export markets provided a positive environment for the Group's sales and marketing. As a result, the Group was able to obtain more packaging orders from the toys industry and maintain growth in children's books and luxury packaging. This offset the negative effect brought by the decrease in orders from the technology and telecommunications sectors.

The environment turned negative in the second half of the financial year, amidst rising concerns about the European economies, the weakening growth of China, and the slower expansion pace of the United States. Under the circumstances, customers became more hesitant in placing orders and more rigorous in pricing. This resulted in more pronounced fluctuation of orders received from major customers, which, coupled with the seasonal factors affecting the toys industry, caused a lower than expected growth in the Group's turnover during the second half of the year.

The uncertain economic conditions in Europe also weighed on the Euro, which plunged in the second half of the financial year, losing more than 14% against the United States dollar. Overall, the Euro depreciated more than 20% against the United States dollar during the year under review. Such volatility had a negative impact on the Group's sales transactions denominated in Euro. As a result of these sales transactions, the Group incurred exchange losses for the year ended 31st March, 2015, in contrast to exchange gains recorded in the previous year.

On the operation side, labor costs in Mainland China continued to rise during the year under review. As an illustration, wages rose at all of the Group's four plants in China. They soared by

## 股息

為保留資源以供集團發展之用，董事會建議不派發截至二零一五年三月三十一日止年度的末期股息（二零一四年：每股港幣1仙）。截至二零一四年九月三十日止六個月已派發中期股息每股港幣1仙（二零一四年：每股港幣1仙，另派特別股息每股港幣0.5仙）。

## 業務概況及前瞻

### 香港／中國內地業務

#### 概覽

截至二零一五年三月三十一日止年度內，不確定性因素充斥市場，環球經濟漸趨波動。首六個月即截至二零一四年九月三十日止半年度，主要出口市場仍然靠穩，帶來相對利好的營銷環境。集團從玩具業客戶取得更多包裝訂單，兒童圖書和華麗包裝銷量亦保持增長，抵消了資訊科技客戶減少落單帶來的負面影響。

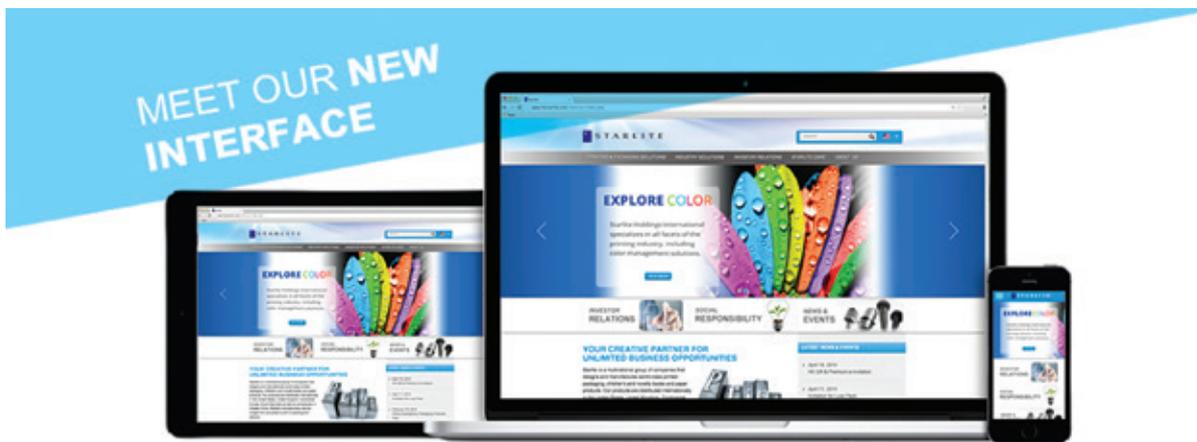
踏入財政年度下半年，歐洲的局勢惡化，中國經濟增長出現下滑，美國經濟步伐飄忽不定，令市場人士加倍憂慮。在此情況下，客戶在落單方面變得謹慎，在議價方面轉趨強硬。由於主要客戶的訂單波動情況加劇，加上玩具業的季節性因素影響，集團下半年度的銷售增長低於預期。

歐洲經濟不穩對歐元構成沉重壓力。在財政年度下半年內，歐元兌美元匯價急挫超過百分之十四，全年度計跌幅逾百分之二十。如此巨大的波動性，對本集團以歐元列值的銷售交易帶來不利影響。因此，集團截至二零一五年三月三十一日止年度內錄得匯兌虧損。相比之下，集團在去年度有匯兌收益。

營運方面，回顧年度內，集團內地四廠之勞工成本均告飆升。深圳廠和韶關廠的工資分別於二零一四年三月和五月以雙位數調升，其中深圳廠的工資於

# 電子商務

## E-Business



星光活用互聯網技術，令作業過程更精簡流暢，提升生產效率。我們透過網上系統與合作夥伴、經銷商及消費者互動交流，連接後台操作系統及統籌各個工序，確保服務更方便快捷，以切合顧客的需要。

Starlite has simplified the working process and has improved productivity by making the best use of internet and IT technology. Our online system allows us to interact and communicate with our partners, dealers and consumers in the most efficient way. It also connects the backend system and coordinate multiple procedures, providing faster and more convenient service to meet the needs of our customers.

星光電子商務團隊制定網上銷售策略，從自家電子商務網站www.GreenTaNet.com 到各類社交平台推廣，為消費者提供安全、便利和簡明的互動購物體驗。TeamGreen®/GreenTaNet® 成績驕人，為全球業界立下生產低碳產品的楷模，帶領創意環保的潮流。

Our e-business team are specialized in online marketing & sales strategy, from the establishment of our own online shopping store www.GreenTaNet.com to the promotion through different social media platforms. The team devotes to guarantee customers a safe, simple and enjoyable interactive shopping experience. TeamGreen® and GreenTaNet® has been taking the lead in providing low-carbon products in the industry and driving the new trend of innovative environmental-friendly design.



更新版面的星光網站  
New interface of Starlite website



TeamGreen®網站購物平台及社交網站  
TeamGreen® online shopping store and social media platforms

double digits in our Shenzhen and Shaoguan plants in March and May 2014, respectively; those at the Shenzhen plant further increased by double-digit in March 2015. Wages in our Guangzhou plant increased by single digit in May 2014, while the Suzhou plant saw a double-digit increase in November 2014. Furthermore, although the price of raw materials and fuel remained stable, other operating costs such as social security contributions increased significantly. Due to the reluctance of customers towards upward price revisions and intense competition in the printing and packaging industry, the Group had to absorb the increase in operating costs which affected the Group's gross profit margins.

As part of the Group's long-term strategy to reduce costs, the Singapore subsidiary has been relocating its production base from Singapore to Malaysia. Such relocation was not completed until recent months. During the year, the continual parallel running of two plants in Singapore and Malaysia led to some overlapping of costs and resources, which together with the unsteady demand in major markets resulted in a small decrease in sales and a decline in operating profit.

In spite of the challenging environment, the Group made solid progress in the implementation of its "four blocks" business development strategy. During the year under review, the Group launched a series of innovative eco-friendly design products under the brand name Team Green, spearheaded by paper and plywood puzzles and paper speakers. An international network was developed for the distribution of the products, spanning from Japan, Hong Kong and southern China, to Australia, Russia, France, Britain and the United States. GreenTaNet, the e-business platform for the sales and marketing of Team Green products, was officially launched in November 2014. The products also became available at online stores such as Amazon.com.

Moreover, marketing of the Group's luxury packaging service was strengthened as the Group further expanded its business in the high growth sectors including food and cosmetics. The effort was tailored as a long-term means to help increase the Group's adaptiveness to seasonal or cyclical factors and to facilitate the Group's expansion of domestic sales in China. The Group also explored business opportunities in emerging markets such as the Middle East and South America.

Internally, the Group sought to improve its cost efficiency by reinforcing systems including lean manufacturing, automation, and value stream mapping. In this regard, custom-made

二零一五年三月再以雙位數上升；廣州廠的工資於二零一四年五月以單位數調升，而蘇州廠的工資則於二零一四年十一月以雙位數調升。此外，雖然原材料和燃料價格保持穩定，其他經營成本如社保費等均顯著上升。鑑於客戶對調升單價持迴避態度，加上印刷及包裝行業競爭激烈，故此有關成本的升幅未能全部轉嫁客戶，令集團的毛利率受到影響。

為配合集團減省成本的長期策略，新加坡附屬公司將生產基地從新加坡遷往馬來西亞，有關搬遷計劃已於近月完成。回顧年度內，新馬兩廠並行運作引致部分成本重疊，加上市場競爭激烈，主要客戶需求不穩，導致東南亞業務的營業額和經營溢利下降。

儘管營商環境挑戰重重，集團在落實「四大板塊」業務的發展策略上，仍取得實質成果。回顧年度內，集團成立Team Green自家品牌，推出一系列創新設計的環保產品，如紙拼圖、木拼圖、紙製擴音器等；同時，致力建立全球分銷網絡，現已覆蓋日本、香港、華南、澳洲、俄羅斯、法國、英國和美國等地。集團亦於二零一四年十一月正式推出GreenTaNet電子商務平台，為Team Green產品開啟網上銷售，並透過其他網店如Amazon.com進行銷售。

此外，集團繼續加大力度拓展食品和化妝品等高增長行業，加強開拓華麗包裝業務。該策略有助集團更有效應對季節性或週期性營銷環境，進一步拓展中國內銷市場。同時，集團亦致力開拓中東和南美等新興市場。

內部方面，集團加強精益管理和自動化，發揮價值流優勢，致力提升成本效益。為此，集團設計及製造各類中小型自動化設備，取得國家專利四十五項，

# 專業認可

## Professional Recognition



星光韶關科藝喜獲“廣東省先進集體”榮譽稱號  
Starlite Shaoguan Fortune has awarded the honour of "Advanced Enterprise of Guangdong Province"



星光再次榮膺Hallmark「最佳精益工廠」評估大獎  
Starlite has awarded "Hallmark - The Lean Best Practice Award" again



星光蘇州榮獲AEO 海關高級認證  
Starlite Suzhou has gained AEO Certification

星光連獲多個新加坡包裝星獎:

Starlite has awarded several Singapore Packaging Star Award again:



燕窩8支裝新年禮盒  
Bird's Nest 8s CNY Pack



精華液30毫升包裝  
Ongoing Lifting Serum 30ml Box



Tiger Radler 簡介套裝  
Tiger Radler Introduction Kit



端午粽包裝盒  
Rice Dumpling Box

machinery and automated equipment was developed with 45 patents obtained from the State Intellectual Property Office, which attracted the attention of international machinery corporations and opened the likelihood of collaboration. The management has also developed benchmarks and yardsticks for the plants to measure against cost efficiency and to guard against wastage and inefficiency. Financial and cash flow management was tightened to ensure resources be allocated to where the value is. As such, in lieu of investing in new printing presses in the next two years, the Group sought to prioritize its production resources in a shrewd manner based on the overall value of orders.

While these marketing and cost-saving measures take more time to yield a positive effect, the management believes they will benefit the Group in the long term. In particular, with the relocation of the production base from Singapore to Malaysia having been completed in recent months, the southeast Asia operation will be able to offer more competitive manufacturing and fulfilment services to customers. In the meantime, the management will closely monitor market conditions and prudently manage the Group's cash flow and customers' credit.

#### *Southern China Operation*

The Group's southern China operation recorded a growth in turnover and profit in the first six months, but was adversely affected by the seasonal factors affecting the toys industry and the more pronounced fluctuation of orders during the second half of the financial year. Sales with the technology and telecommunications sectors were lower than anticipated. On the cost side, wages rose at the southern China operation's three plants in Shenzhen, Guangzhou and Shaoguan, alongside which social security contributions also increased significantly. As a result of the setback in the second half, the southern China operation suffered a loss for the full year.

Printing and packaging remained the largest contributor to the sales of the southern China operation, accounting for more than half of the total sales. Paper products maintained a growth in sales, but their profitability was depressed due to customers' rigidity in pricing and strong competition in the printing industry.

Moving forward, the southern China operation will continue to develop other sectors besides the toys industry to expand its clientele. These sectors include the food, cosmetics and information technology sectors to which the Group is expanding

憑著卓越設計，精良設備，吸引國際知名機器製造商興趣，並帶來合作機會。管理層亦為各廠制定營運效益指標，防止浪費和低效運作，同時加強財務和現金流管理，確保資源用得其所。此外，集團未來兩年將暫停購置新印刷機，根據訂單的整體價值，靈活運用生產要素。

雖然這些市場營銷和減省成本措施發揮需時，但管理層相信它們可為集團帶來長遠效益。其中，東南亞業務將生產基地從新加坡遷到馬來西亞的計劃，已於近月完成，使新加坡附屬公司可為客戶提供更具有競爭力的生產及銷售配套服務。管理層將繼續密切監察市場情況，審慎管理集團的現金流及客戶信貸。

#### *華南業務*

在財政年度上半年，集團華南業務的營業額和溢利均錄得增長。踏入下半年，由於玩具行業的季節性因素，加上訂單的波動性加劇，均帶來負面影響，而資訊科技客戶的訂單低於預期。另一方面，深圳、廣州和韶關三地的工資全面上漲，社保費顯著上升。因此，華南業務下半年度業績受挫，全年度計錄得虧損。

印刷和包裝業務紙類製品仍為華南業務的主力，續佔超過五成銷售。紙類製品銷量保持增長，但由於客戶在議價方面態度強硬，加上業內競爭激烈，因此該項業務的利潤下降。

展望未來，華南業務將繼續拓展玩具業以外的行業，包括食品、化妝品和資訊科技業等。集團致力向這些客戶加強華麗包裝服務，為此，集團於二零一四年四月、五月及十月下旬，分別參與上海、紐約及

its luxury packaging business. As part of the measure, the Group participated in the LUXE PACK SHANGHAI, LUXE PACK NEW YORK and LUXE MONACO exhibitions in April, May and October 2014. Moreover, as part of the measures to promote its Team Green products, the Group participated in the Gift & Premium Fair organized by the Hong Kong Trade Development Council in April 2014 and the Giftex World 2014 in Tokyo in July 2014. Internally, the southern China operation will continue with cost-saving systems such as lean manufacturing, value stream mapping, central purchasing, and automation to increase its cost efficiency. More orders that are labour intensive or craft demanding in nature will be allocated to Shaoguan to take advantage of the relatively lower costs there.

#### *Eastern China Operation*

The eastern China operation recorded a decline in profit on a marginal increase in sales, as orders from existing and potential customers fell short of expectations while labour costs continued to rise.

More orders were secured for labels printing during the year under review. However, growth in domestic business was insignificant as a result of increased market competition and softened consumer sentiment in China.

In the coming year, the Group expects the fluctuation of orders to remain a major challenge as the United States is likely to increase interest rates while conditions in Europe are still uncertain. The eastern China operation will increase its effort to expand its customer base, targeting at multinational customers with more regular orders as well as new markets and growth sectors such as information technology, food and cosmetics. Effort will also be made to obtain orders from customers of proprietary products with confidentiality undertaking.

#### **Southeast Asia Operation**

For the year ended 31st March, 2015, the southeast Asia operation recorded an increase in operating profit with a small decrease in turnover compared with the previous year. Sales at Starlite Printers (Far East) Pte Ltd, our Singapore subsidiary, fell slightly while the factory in Johor, Malaysia saw higher sales. Overall, the parallel running of the Singapore and Malaysia plants, together with intensified market competition and unsteady demand in major markets, affected the performance of the southeast Asia operation.

摩納哥國際奢侈品包裝展。此外，為拓展Team Green產品銷售，集團參與由香港貿易發展局於二零一四年四月主辦的香港禮品及贈品展，並於二零一四年七月參加東京Giftex World 2014。內部方面，華南業務將繼續加強精益管理和自動化，注入價值流系統，實施中央採購，全面提升成本效益。此外，集團將會把更多勞工密集訂單分配到韶關廠，以當地相對較低的成本來加強競爭優勢。

#### **華東業務**

由於新舊客戶的訂單低於預期，故華東業務的營業額僅錄得輕微上升，加上勞工成本上漲，整體盈利因而下降。

回顧年度內，標籤印刷訂單上升。鑑於市場競爭加劇，同時內地消費市道放緩，因此中國內銷業務增長輕微。

展望未來，美國行將加息，歐洲情況未明，故訂單波動仍是華東業務面對的一大挑戰。集團將加大力度拓展具增長潛力的行業及跨國客戶，為它們提供高品質的印刷服務和創新的包裝解決方案，並致力在資訊、食品和化妝品等行業增加大型企業訂單，同時拓展保密項目訂單。

#### **東南亞業務**

截至二零一五年三月三十一日止年度，東南亞業務的營業額略降，經營溢利上升。新加坡附屬公司Starlite Printers (Far East) Pte Ltd營業額微跌，馬來西亞柔佛新廠錄得銷量增長。整體而言，新馬兩地業務並行運作，加上市場競爭激烈，主要客戶需求不穩，對東南亞業務的表現帶來影響。

With the relocation of production base having been completed in recent months, the Malaysia plant is now handling all production of the southeast Asia operation while the Singapore office acts as a hub centre focusing on sales and marketing, innovation, services and logistics. The management believes that this strategic move will enable the southeast Asia operation to increase its cost efficiency and offer more competitive manufacturing and fulfilment services to customers. Moreover, the southeast Asia operation can capitalize on the stronger production capacity in Malaysia to expand its products for long-term growth. Efforts are being made by the southeast Asia operation to increase penetration in markets such as Australia and New Zealand and to explore the possibility of producing labour-intensive paper products.

The Singapore subsidiary won a total of nine Star Awards for its innovative design and packaging in 2014. They comprise three WorldStar Packaging Awards, two AsiaStar Awards, and four Singapore Packaging Star Awards. The WorldStar competition is organized by the World Packaging Organization, the AsiaStar Award by the Asian Packaging Federation, and the Singapore Packaging Star Award by the Packaging Council of Singapore and the Singapore Manufacturing Federation.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group's sources of funding include cash generated from the Group's operations and banking facilities provided to the Group by banks mainly in Hong Kong and Mainland China. As at 31st March, 2015, the Group's cash and bank balances and short-term bank deposits amounted to approximately HK\$216 million.

During the year under review, the interest expense of the Group amounted to approximately HK\$10 million compared to approximately HK\$10 million recorded last year. Currently, the Group has Renminbi-denominated loan facilities amounting to approximately RMB15 million that are available for the Group's Shenzhen, Guangzhou, Shaoguan and Suzhou plants for working capital purposes.

隨著近月完成搬遷計劃，所有生產現已集中於馬來西亞廠，新加坡附屬公司則專注於銷售、市場營銷、創新服務和物流，發揮樞紐中心作用。管理層相信，這項策略舉措有利東南亞業務為客戶提供成本效益更佳的生產及銷售服務，並可藉著馬來西亞廠較大的生產力，開拓產品，加大長遠增長。東南亞業務正致力加強澳洲和新西蘭業務，並研究生產勞工密集紙類產品的可行性。

二零一四年度內，新加坡附屬公司獲得九項星獎表彰其創意設計包裝，包括：三項「世界包裝星獎」、兩項「亞洲星獎」及四項「新加坡星獎」。「世界包裝星獎」由世界包裝組織舉辦，「亞洲星獎」由亞洲包裝聯合會舉辦，而「新加坡星獎」則由新加坡包裝協會和新加坡工業總會舉辦。

### 流動資金及財務資源

集團的主要資金來源，包括業務經營帶來的現金收入及中港兩地銀行界提供的信貸融資。截至二零一五年三月三十一日，集團的現金和銀行結餘及短期銀行存款共約二億一千六百萬港元。

回顧年度內，集團的利息支出約為一千萬港元，去年約為一千萬港元。現時，集團約有一千五百萬人民幣銀行貸款額度，乃為集團位於深圳、廣州、韶關及蘇州的生產基地提供營運資金。

As at 31st March, 2015, the Group had a working capital surplus of approximately HK\$159 million compared to a working capital surplus of approximately HK\$157 million as at 31st March, 2014. The Group's net gearing ratio as at 31st March, 2015 was 7% (31st March, 2014: 8%), based on short-term and long-term bank borrowings, finance lease obligation and bill payables, net of bank balance and cash of approximately HK\$39 million (31st March, 2014: HK\$44 million), and shareholders' funds of approximately HK\$537 million (31st March, 2014: HK\$559 million).

### CHARGE ON ASSETS

As at 31st March, 2015, certain assets of the Group with an aggregate book carrying value of approximately HK\$41 million (31st March, 2014: HK\$42 million) were pledged to secure the banking facilities of the Group.

### EXCHANGE RATE EXPOSURE

All the Group's assets, liabilities and transactions are denominated in Hong Kong dollars, US dollars, Chinese Renminbi, Singapore dollars or Euro. The exchange rate of US dollars/Hong Kong dollars is relatively stable due to the current peg system in Hong Kong. The Renminbi-denominated sales revenue helps to set off the Group's commitments of Renminbi-denominated operating expenses in Mainland China, accordingly reducing Renminbi exchange rate exposure. Transaction values involving Euro were primarily related to the Group's purchase of machinery.

### HUMAN RESOURCES DEVELOPMENT

Currently the Group has more than 7,000 employees. The Group maintains good relationships with its employees, providing them with competitive packages, incentive schemes as well as various training programmes. The Group has maintained a Share Option Scheme under which share options can be granted to certain employees (including executive directors and Non-Executive Directors of the Company (excluding Independent Non-Executive Directors)) as incentive for their contribution to the Group. Following the opening of the "Starlite Institute of Management", the Group provides various training and development programmes to staff on an ongoing basis. The Group will explore the possibility of launching other special training programmes with universities in Mainland China and education institutions abroad to enhance its staff quality.

於二零一五年三月三十一日，集團營運資金錄得約一億五千九百萬港元盈餘，而二零一四年三月三十一日則有約一億五千七百萬港元盈餘。集團截至當日的淨債務權益比率為百分之七（二零一四年三月三十一日：百分之八），乃根據短期及長期帶息銀行借款、財務契約債務及應付票據，減銀行存款及現金約三千九百萬港元（二零一四年三月三十一日：四千四百萬港元），與股東權益約五億三千七百萬港元（二零一四年三月三十一日：五億五千九百萬港元）計算。

### 資產抵押

於二零一五年三月三十一日，本集團合共賬面淨值約四千一百萬港元（二零一四年三月三十一日：四千二百萬港元）之資產已按予銀行作為後者授予本集團貸款之抵押。

### 匯兌風險

本集團大部分資產、負債及交易均以港元、美元、人民幣、新加坡元或歐元結算。香港現行之聯繫匯率制度令美元／港元匯率相對穩定。而集團現有以人民幣結算之銷售收益，有助減低集團內地附屬公司以人民幣結算之經營費用所承擔之貨幣風險。至於涉及歐元之交易額，主要為集團購買機器付出。

### 人力資源發展

集團現僱用超過七千名員工。集團與員工一直保持良好關係，除為員工提供合理薪酬和獎勵外，並實施各項員工技能培訓計劃。集團設有購股權計劃，可選擇部分對集團有貢獻的員工（包括本公司執行董事及非執行董事（不包括獨立非執行董事））授予購股權。隨著「星光管理學院」啟用，集團致力為員工提供各項持續性的培訓及人才發展計劃。集團將繼續研究與中國內地的大學和海外的教育機構合作，開辦其他專業實用技術課程。

**SOCIAL RESPONSIBILITY**

As a responsible corporation, the Group is committed to promoting social enhancement whilst developing its businesses, through active participation in social welfare and environmental protection activities to realize its mission. Regardless of where the Group operates, the Group treats the local communities as family members and strives to contribute to such communities.

In the past years, the Group has allocated significant resources to energy conservation and environmental protection, provided venues and platforms of training and job opportunities for young people, and actively supported help-poor and schooling campaigns as well as disaster relief efforts in China. Apart from providing financial support, the Group also contributes people and time to various charity drives. In many circumstances, the Group's Chairman makes initiative to organize joint efforts with other enterprises and friends to pool resources together for the maximum benefits of those in need.

During the year under review, the Group and its staff made financial and other support to the following organizations:

- The Hong Kong Seagulls Scholarship Scheme
- Training support to Scout Association of Hong Kong
- Support to Future Star Federation of Student
- Donation to Guangdong Han Opera Heritage Institute
- Polar Museum Foundation : Polar Database Start-up funding
- Support to Student in Jiaying University

**社會責任**

作為一家負責任的企業，集團於積極發展業務之同時，亦貫徹致力社會發展信念，積極參與社會公益及環保活動，切實履行企業責任。無論在何處經營業務，我們都視該地區為集團一分子，定必盡力為該地區作出貢獻。

過去數年，集團積極投入資源，促進節能和環境保護，提供學習場地和平台，為年青人提供培訓及實踐機會。另積極參與中國扶貧助學及賑災活動。除了給予金錢資助外，集團更樂於獻出管理人員及員工時間參與不同慈善機構活動。在很多情況下，集團主席更主動聯繫眾企業及友好，匯聚資源，確保有需要人士能獲享最大裨益。

回顧年度內，集團及其員工為多個機構提供財政和其他援助，這些機構包括：

- 香港海鷗助學團獎學金贊助費
- 香港童軍總會訓練活動費用
- 支持未來之星同學會活動
- 廣東漢劇傳承研究院支持活動
- 極地博物館基金：極地資料庫啟動基金
- 嘉應大學助學計劃

### LOOKING AHEAD

In the mid-year update published this May on its World Economic Situation and Prospects 2015 report released in January, the United Nations cut its global economic growth forecast for 2015, from 3.1% to 2.8%. The downward revision of 0.3 percentage points from the January forecast "reflects mainly deterioration in the prospects of the economies in transition and several large developing countries, especially in South America." Saying that the world economy continues to grow at a modest pace, the report cut the 2016 growth forecast from 3.3% to 3.1% "which is still well below the pre-crisis pace." The report warned of "still significant downside risks to the forecast related to the impact of the upcoming monetary policy normalization in the United States, ongoing uncertainties in the euro area, potential spillovers from geopolitical conflicts and persistent vulnerabilities in emerging economies. These individual risk factors are interconnected and could be mutually reinforcing, potentially leading to a weaker-than-expected expansion of the global economy."

Facing this uncertain environment, the management is adopting a cautious policy in financial and cash flow management with particular emphasis on capital investment and customer credit control. The Group will not invest in new printing presses in the next two years. Instead, more effort will be spent on increasing the overall production efficiency through lean management and automation. On the other hand, the Group will strive to generate sales with better profit margins by developing the four major business blocks, expanding domestic business in China, and exploring sales opportunities in emerging markets. The management is hopeful that these measures in the long run will enable the Group to achieve sustainable growth and bring reasonable returns for shareholders.

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to thank our shareholders, customers, bankers, suppliers and friends in the community for their continued support and all our staff for their loyalty and dedication.

On behalf of the Board  
**Lam Kwong Yu**  
*Chairman*

Hong Kong, 24th June, 2015

### 未來展望

聯合國今年五月發表《2015年世界經濟形勢與展望》報告的年中修正更新版，將二零一五年的全球經濟增長預測下調零點三個基點，由百分之三點一下調至百分之二點八，「主要反映南美等轉型經濟體和多個較大的發展中國家經濟前景的惡化」。報告指出，世界經濟繼續緩慢增長，並將二零一六年的全球經濟增長預測，由百分之三點三下調至百分之三點一，而「這仍然遠低於危機前的增長速度」。報告警告稱，「全球經濟依然存在嚴重的下行風險，這主要是因為即將到來的美國貨幣政策正常化，歐元區持續的不穩定，地緣政治衝突的潛在溢出效應，以及新興經濟體的頑固性漏洞。上述個體風險因素是彼此相互關聯的而且可以形成合力，導致全球經濟增長弱於預期。」

面對不確定性的營商環境，管理層提高警覺，審慎管理財務和現金流，注重資本投資和客戶信貸監控。集團未來兩年將積極推行精益管理和自動化，致力提升生產效益，暫停購置新印刷機。此外，集團將加大力度拓展利潤較高的業務，專注發展四大板塊，加強中國內銷，開拓新興市場的銷售機會。管理層相信，這些長遠舉措可推動集團持續增長，為股東帶來合理回報。

### 致謝

本人謹代表董事會，衷心感謝各位股東、客戶、銀行界、供應商以及社會友好給予本集團的鼎力支持，更感謝盡忠職守、忠心不渝的全體員工。

承董事會命  
 主席  
**林光如**

香港，二零一五年六月二十四日

Founded 45 years ago, Starlite has moved forward on a captivating journey spanning half a century. Now we are embracing a new era of opportunities under the “Made in China 2025” plan promoted by Premier Li Keqiang! I am infinitely grateful to all of you who have shared our weal and woe with support. Your help has enabled us to overcome numerous difficulties and today we are firmly on a positive path forward!

During the year 2014/2015, the United States economy wobbled erratically. Europe was bleak and clouded by uncertainty. Japan's quantitative easing fuelled some growth but the impact soon waned. In China, high growth became history and economic activity was significantly down. In this “new normal”, enterprises were further confronted by rising wages and mandatory social security contributions. With profitability being squeezed year after year, our Company's profit is encountering unprecedented pressure.

Pressure is often the driving force for change. As a pioneer, Starlite has started innovative ventures in the past two financial years, making investments in automation, original brand manufacturing (OBM) and original design manufacturing (ODM). With the dedication of resources and efforts of the management and staff, we have achieved favourable preliminary results and gave birth to dynamic competitive advantages!

Starlite's goals and strategies are clear and concise. Our principles are “unity, innovation, and development”. Notwithstanding the prevailing difficulties in the operating environment, our traditional businesses have been growing steadily under the “deepening and streamlining” initiatives and automation measures, and our new businesses have been growing fast amidst the cohesive development of e-commerce. I believe all this will contribute to a fruitful harvest in the new financial year!

On behalf of the Board

**Lam Kwong Yu**

*Chairman*

Hong Kong, 24th June, 2015

創業45年，我們的企業邁進了半個世紀征程，迎來了克強總理提出充滿機遇的「中國製造2025」新里程！我無限感激大家的患難與共和扶持，幫助星光克服了無數困難，筭路藍縷，堅定地走到今天！

2014/2015年度，美國經濟飄忽不定，歐洲呈現一片暗淡，日本量化寬鬆一陣虛升又見不景，中國情況明顯下行，高速增長風光不再，企業在新常態下，還要承受工資上升和社會保障鋼性要求。盈利被逐年壓縮，公司出現第一次前所未有的盈利壓力。

壓力往往是變革的動力。星光早著先鞭，在上兩個財政年度，啟動投資自動化系統工程，自主品牌和自主創新事業，經過決策層資源投入和全員傾情付出，我們取得了驕人的階段性成果！孕育了動態競爭優勢！

星光的目標明確，戰略清晰，「團結、創新、發展」，是我們的方針，儘管目前經營環境還困難重重，但在「深化精兵簡政」的務實政策下，配合機器換人的措施，傳統業務穩定增長，創新業務快速成長和電子商務協調發展，我相信，這必定帶來下一財政年度的收成！

承董事會命

主席

**林光如**

香港，二零一五年六月二十四日

## CONSOLIDATED INCOME STATEMENTS

## 綜合收益表

		Year ended 31st March, 截至三月三十一日止年度				
		2015	2014	2013	2012	2011
		二零一五年	二零一四年	二零一三年	二零一二年	二零一一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	<b>1,591,655</b>	1,456,556	1,427,544	1,359,676	1,545,238
Operating profit/(loss)	經營溢利／(虧損)	<b>19,391</b>	36,875	27,849	(12,644)	46,447
Profit/(loss) for the year attributable to the equity holders of the Company	年內本公司權益持有人應佔溢利／(虧損)	<b>2,651</b>	15,057	9,357	(24,125)	25,060
Dividends	股息	<b>5,251</b>	13,128	10,502	10,502	13,128
Basic earnings/(losses) per share attributable to the equity holders of the Company (HK cents)	本公司權益持有人應佔每股基本盈利／(虧損)(港仙)	<b>0.50</b>	2.87	1.78	(4.59)	4.78

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

		As at 31st March, 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March, 2014 於二零一四年 三月三十一日 HK\$'000 千港元	As at 31st March, 2013 於二零一三年 三月三十一日 HK\$'000 千港元	As at 31st March, 2012 於二零一二年 三月三十一日 HK\$'000 千港元	As at 31st March, 2011 於二零一一年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產	450,882	489,512	477,184	465,965	478,261
Current assets	流動資產	602,975	608,195	583,359	548,051	589,370
Current liabilities	流動負債	(444,429)	(450,948)	(473,543)	(418,919)	(425,990)
Net current assets	流動資產淨額	158,546	157,247	109,816	129,132	163,380
Total assets less current liabilities	總資產減流動負債	609,428	646,759	587,000	595,097	641,641
Non-current liabilities	非流動負債	(72,485)	(87,997)	(25,773)	(39,948)	(58,524)
Net assets	資產淨值	536,943	558,762	561,227	555,149	583,117
Shareholders' equity	股東權益	536,943	558,762	561,227	555,149	583,117

The Directors have the pleasure of presenting their annual report together with the audited financial statements of Starlite Holdings Limited (“the Company”) and its subsidiaries (“the Group”) for the year ended 31st March, 2015.

### Principal activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the printing and manufacturing of packaging materials, labels and paper products, including environmental friendly paper products.

Details of the Group’s revenue and segment results are set out in Note 5 to the accompanying financial statements.

### Major customers and suppliers

For the year ended 31st March, 2015, the five largest customers accounted for approximately 33% of the Group’s total revenue and the five largest suppliers accounted for approximately 22% of the Group’s total purchases. In addition, the largest customer accounted for approximately 14% of the Group’s revenue while the largest supplier accounted for approximately 9% of the Group’s total purchases.

None of the directors, their associates, or any shareholder (which, to the knowledge of the Company’s Directors, owned more than 5% of the Company’s share capital) had a beneficial interest in the Group’s five largest customers or suppliers.

### Results and appropriations

Details of the Group’s results for the year ended 31st March, 2015 are set out in the consolidated income statement on page 52 of this annual report.

The Directors have declared an interim dividend of HK1 cent per ordinary share, totalling approximately HK\$5,251,000, which was paid on 9th February, 2015.

The Directors do not recommend the payment of a final dividend for the year ended 31st March, 2015.

董事會欣然提呈星光集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一五年三月三十一日止年度之年報及經審核財務報表。

### 主要業務

本公司乃一投資控股公司。其附屬公司主要從事印刷及製造包裝材料、標籤、及紙類製品，包括環保紙類產品。

本集團之收入及分部業績之詳情載於隨附財務報表附註5。

### 主要客戶及供應商

截至二零一五年三月三十一日止年度，本集團最大五位客戶佔本集團總收入約33%，而最大五家供應商佔本集團採購總額約22%。另外，本集團之最大客戶佔本集團總收入14%，而最大供應商佔本集團採購總額約9%。

各董事、彼等之聯繫人士或任何股東(指就本公司董事會所知擁有本公司股本超過5%之股東)概無擁有本集團五大客戶或五大供應商之實質權益。

### 業績及分配

本集團截至二零一五年三月三十一日止年度之業績詳情載於本年報第52頁之綜合收益表。

董事會議決派發中期股息，每股港幣一仙，共約5,251,000港元，有關股息並已於二零一五年二月九日派發。

董事會建議不派發截至二零一五年三月三十一日止年度的末期股息。

**Share capital and employee share options**

Details of movements in share capital and the employee share option scheme of the Company are set out in Notes 26 and 27, respectively, to the accompanying financial statements.

**Reserves**

Movements in reserves of the Group and the Company during the year are set out in Note 28 to the accompanying financial statements.

As at 31st March, 2015, the Company's retained profit of approximately HK\$27,598,000 was available for distribution to the Company's shareholders.

**Purchase, sale or redemption of shares**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31st March, 2015.

**Pre-emptive rights**

There is no provision for pre-emptive rights under the Company's Bye-laws and the laws in Bermuda.

**Subsidiaries**

Particulars of the subsidiaries are set out in Note 17 to the accompanying financial statements.

**Property, plant and equipment**

Details of movements in property, plant and equipment during the year are set out in Note 16 to the accompanying financial statements.

**Bank loans**

Particulars of bank loans as at 31st March, 2015 are set out in Notes 22 and 32 to the accompanying financial statements.

**Pension schemes**

Details of the pension schemes are set out in Note 9 to the accompanying financial statements.

**Charitable contributions**

During the year, the Group made charitable contributions of approximately HK\$402,000 (2014: HK\$349,000).

**股本及僱員購股權**

本公司股本變動及僱員購股權計劃之詳情分別載於隨附之財務報表附註26及27。

**儲備**

本集團及本公司於年內之儲備變動載於隨附之財務報表附註28。

於二零一五年三月三十一日，本公司可供派發予股東之保留溢利約27,598,000港元。

**購買、出售或贖回股份**

本公司或其任何附屬公司於截至二零一五年三月三十一日止年度並無購買、出售或贖回任何本公司上市股份。

**優先購股權**

本公司細則及百慕達法例並無授予優先購股權之條款。

**附屬公司**

附屬公司之詳情載於隨附之財務報表附註17。

**物業、廠房及設備**

年內物業、廠房及設備之變動詳情載於隨附之財務報表附註16。

**銀行貸款**

於二零一五年三月三十一日，銀行貸款之詳情載於隨附之財務報表附註22及32。

**退休金計劃**

退休金計劃之詳情載於隨附之財務報表附註9。

**慈善捐款**

年內，本集團捐出約402,000港元(二零一四年：349,000港元)之款項作慈善用途。

**Directors and directors' service contracts**

The directors who held office during the year and up to the date of this report are:

**Executive Directors**

Mr. Lam Kwong Yu (*Chairman*)  
Mr. Tai Tzu Shi, Angus (*Senior Vice President*)  
Mr. Cheung Chi Shing, Charles (*Senior Vice President*)

**Non-Executive Director**

Ms. Yeung Chui

**Independent Non-Executive Directors**

Mr. Chan Yue Kwong, Michael  
Mr. Kwok Lam-Kwong, Larry, *BBS, JP*  
Mr. Tam King Ching, Kenny

In accordance with the Bye-laws of the Company, not less than one-third of the directors will be retire from office by rotation at the annual general meeting and, being eligible, offer themselves for re-election. Accordingly, Mr. Lam Kwong Yu, Mr. Tai Tzu Shi, Angus and Ms. Yeung Chui will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the directors has an unexpired contract with the Group which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

**Independent Non-Executive Directors' confirmation of independence**

The Company has received independence confirmation from each of the Independent Non-Executive Directors, namely Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny pursuant to rule 3.13 of the Listing Rules, and considers them to be independent.

**董事及董事服務合約**

於本年度及截至本年報刊發日之在任董事為：

**執行董事**

林光如先生(*主席*)  
戴祖壘先生(*高級副總裁*)  
張志成先生(*高級副總裁*)

**非執行董事**

楊翠女士

**獨立非執行董事**

陳裕光先生  
郭琳廣, *銅紫荊星章, 太平紳士*  
譚競正先生

根據本公司之細則，不少於三分之一董事將於股東週年大會輪值告退，惟願意均可膺選連任。因此，林光如先生，戴祖壘先生及楊翠女士將於應屆股東週年大會上退任，並符合資格及願意重選連任。

本集團並無與各董事訂立不可於一年內毋須補償(法定補償除外)而終止之未屆滿合約。

**獨立非執行董事之獨立性確認函件**

本公司已接獲各獨立非執行董事，即陳裕光先生、郭琳廣, *銅紫荊星章, 太平紳士*及譚競正先生根據上市規則第3.13條發出的獨立性確認函件，本公司並認為彼等均為獨立。

### Directors' interests in shares and share options

As at 31st March, 2015, the interest of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), to be notified to the Company and the Stock Exchange, were as follows:

### Long positions in Shares

Name of Director	Capacity		Personal interests	Family interests	Corporate interests	Total	Approximate % of Shareholding
董事姓名	身份		個人權益	家族權益	公司權益	總數	佔股權之概約百分比
Mr. Lam Kwong Yu 林光如先生	Beneficial owner	實益擁有	189,553,477	—	—	189,553,477	36.10%
Ms. Yeung Chui 楊翠女士	Beneficial owner and interest of controlled corporation	實益擁有及受控制公司之權益	92,843,200	—	1,012,901 (Note 1) (附註1)	93,856,101	17.87%
Mr. Tai Tzu Shi, Angus 戴祖靈先生	Interest of spouse	配偶權益	—	18,000	—	18,000	0.003%
Mr. Cheung Chi Shing, Charles 張志成先生	Beneficial owner	實益擁有	300,000	—	—	300,000	0.06%

Details of share options granted to Directors are separately disclosed under the heading of Share Option Scheme.

Note:

1. Dayspring Enterprises Limited held 1,012,901 shares in the Company. The entire issued share capital of the company is beneficially owned and controlled by Ms. Yeung Chui.

### 董事於股份及購股權之權益

於二零一五年三月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)的權益或淡倉(包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉)，或記載於本公司按證券及期貨條例第352條須置存之登記冊內的權益或淡倉，或根據聯交所證券上市規則(「上市規則」)須知會本公司及聯交所的權益或淡倉如下：

### 於股份之好倉

Name of Director	Capacity		Personal interests	Family interests	Corporate interests	Total	Approximate % of Shareholding
董事姓名	身份		個人權益	家族權益	公司權益	總數	佔股權之概約百分比
Mr. Lam Kwong Yu 林光如先生	Beneficial owner	實益擁有	189,553,477	—	—	189,553,477	36.10%
Ms. Yeung Chui 楊翠女士	Beneficial owner and interest of controlled corporation	實益擁有及受控制公司之權益	92,843,200	—	1,012,901 (Note 1) (附註1)	93,856,101	17.87%
Mr. Tai Tzu Shi, Angus 戴祖靈先生	Interest of spouse	配偶權益	—	18,000	—	18,000	0.003%
Mr. Cheung Chi Shing, Charles 張志成先生	Beneficial owner	實益擁有	300,000	—	—	300,000	0.06%

授予董事購股權之詳情於本文購股權計劃部份內載述。

附註：

1. 特暢企業有限公司持有本公司1,012,901股股份，該公司之全部已發行股本均由楊翠女士實益擁有及控制。

Save as disclosed above, none of the Directors or Chief Executive of the Company had, as at 31st March, 2015, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

### Share option scheme

A new share option scheme has been adopted by the Company since 15th August, 2012 (the “New Share Option Scheme”) to replace a share option scheme which had been adopted on 6th September, 2002 (the “Old Share Option Scheme”) to comply with the current statutory requirements. The Company may grant options to the participants as set out in the New Share Option Scheme.

Summary of the New Share Option Scheme was as follows:

1. Purpose of the New Share Option Scheme

新購股權計劃目的

To provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares.

為參與人士提供獲得本公司所有權之機會，並鼓勵參與人士致力擴大本公司及其股份之價值。

2. Participants of the New Share Option Scheme

新購股權計劃的參與人士

(i) Any full-time employee of the Company or of any subsidiary; and  
(ii) Any executive director and non-executive director (excluding independent non-executive directors) of the Company or of any subsidiary.

(i) 本公司或其附屬公司之全職僱員；及

(ii) 本公司或其附屬公司之執行董事及非執行董事(不包括獨立非執行董事)。

除上文所披露者外，於二零一五年三月三十一日，本公司各董事及主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有依據證券及期貨條例第XV部第7及第8分部規定須通知本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉)，或記載於本公司按證券及期貨條例第352條須置存之登記冊內之權益或淡倉，或根據上市規則須知會本公司及聯交所之權益或淡倉。

### 購股權計劃

本公司由二零一二年八月十五日起已採納新購股權計劃(「新購股權計劃」)以取代於二零零二年九月六日採納之購股權計劃(「舊購股權計劃」)，以符合現行之法定要求。本公司可按新購股權計劃所列向參與人士授予購股權。

新購股權計劃的摘要如下：

3. Total number of shares available for issue under the New Share Option Scheme and percentage of issued share capital as at the date of the annual report

根據新購股權計劃可發行股份總數及於本年報日期佔已發行股本百分比

The Company may initially grant options representing 52,513,528 shares under the New Share Option Scheme (i.e. approximately 10% of the issued share capital of the Company as at the date of the approval of the New Share Option Scheme).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes adopted by the Company must not exceed 30% of the shares in issue from time to time. No options may be granted under the New Share Option Scheme or any other share option scheme if that will result in the 30% limit being exceeded.

根據新購股權計劃，本公司初步可授予涉及52,513,528股股份（佔本公司於採納新購股權計劃日期之已發行股本約10%）之購股權。

根據本公司採納之新購股權計劃及任何其他計劃授予而尚未行使之購股權獲行使時而可發行之股份最高之數目不得超過不時已發行股份之30%。倘根據新購股權計劃授予購股權將會超過30%上限，則不可授予購股權。

4. Maximum entitlement of each participant under the New Share Option Scheme

每位參與人士根據新購股權計劃可認購的最高數額

The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each participant (including both exercised and outstanding options) under the New Share Option Scheme or any other share option scheme adopted by the Company in any 12 month period must not exceed 1% of the shares in issue.

根據新購股權計劃以及本公司之任何其他購股權計劃，在任何十二個月期間內，向每位參與人士授予購股權而因行使購股權（包括已行使及尚未行使之購股權）獲發行及將予發行之股份總數，不得超過已發行股份數目之1%。

5. The period within which the shares must be taken up under an option

根據購股權須認購股份的期限

Must not be more than 10 years from the date of offer or grant of the option.

自購股權提出授予之日起計不得超過十年。

6. The minimum period for which an option must be held before it can be exercised

須於行使前持有購股權的最短期限

An option may be exercised at any time during a period commencing on the expiry of 6 calendar months after the date of grant of the option, but in any event not later than 10 years from the date of grant.

購股權可於由授予購股權當日起計六個曆月後任何時間行使，惟不得超過該購股權授出日期十年以外。

7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be paid
- 申請或接納購股權的應付金額以及付款或通知付款的期限或償還申請購股權貸款的期限
- The amount payable on acceptance of an option is HK\$10 and an offer shall remain open for acceptance by the participant for a period of 28 days from the date on which the letter containing the offer is delivered to that participant.
- 接納購股權所須支付之代價為港幣10元。而參與人士可於收到要約函起計二十八日期間內接納購股權。
8. The basis of determining the exercise price
- 釐定行使價的基準
- The exercise price shall be determined by the Board in its absolute discretion and shall be at least the highest of:
- (i) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant, which must be a business day; or
  - (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of grant; or
  - (iii) the nominal value of the shares on the date of grant.
- 購股權之行使價由董事會釐定，但最少以下列中最高者為準：
- (i) 股份於提出授予購股權當日（須為營業日）聯交所每日報價表所列之收市價；或
  - (ii) 股份於緊接提出授予購股權日期前五個交易日在聯交所每日報價表所列之平均收市價；或
  - (iii) 於授予購股權當日的股份面值。
9. The remaining life of the New Share Option Scheme
- 新購股權計劃的剩餘期限
- The New Share Option Scheme shall be valid and effective for a period of ten years commencing on the adoption date i.e. 15th August, 2012.
- 新購股權計劃由採納日（即二零一二年八月十五日）起十年內一直生效及有效。

During the year, no share option was granted under the New Share Option scheme. 年內，並無任何購股權按新購股權計劃授出。

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable any of the Company's directors or members of its management to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' interests in contracts

Save as disclosed in Note 33 to the accompanying financial statements, no contract of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding companies was a party and in which any of the Company's directors or members of its management had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### Substantial shareholders

So far as is known to any Director or Chief Executive of the Company, as at 31st March, 2015, no shareholder (other than Directors or Chief Executive of the Company) had interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### Audit Committee

The Audit Committee is composed of all the three Independent Non-Executive Directors of the Company. The Audit Committee has reviewed with management the accounting principles and practice adopted by the Group and discussed auditing, internal control, and financial reporting matters, including the review of financial statements for the year ended 31st March, 2015.

### Remuneration Committee

The Remuneration Committee was set up with the responsibility of recommending to the Board the remuneration policy of all the Directors and the senior management. The Remuneration Committee composed of all the three Independent Non-Executive Directors of the Company.

除上述披露者外，於年內任何時間，本公司及其任何附屬公司概無參與任何安排，導致本公司董事或其管理層成員藉收購本公司或任何其他法人團體之股份或債券而獲益。

### 董事於合約內之利益

除於隨附之財務報表附註33披露者外，本公司或其附屬公司於年終或年內任何時間，並無訂有任何與本集團業務有關而本公司董事或管理層成員直接或間接擁有其中重大利益之重要合約。

### 主要股東

就本公司董事或最高行政人員所知，於二零一五年三月三十一日，並無股東(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露或記載於本公司按證券及期貨條例第336條置存的登記冊內的權益或淡倉。

### 審核委員會

本公司之審核委員會由本公司之所有三位獨立非執行董事組成。本集團之審核委員會已與管理層審議本集團採用之會計準則及常規，及商討審計、內部監控及財務報告事項，包括審議此等截至二零一五年三月三十一日之年度財務報表。

### 薪酬委員會

薪酬委員會的職責為向董事會建議所有董事及高級管理層之酬金政策。薪酬委員會由本公司之所有三位獨立非執行董事組成。

**Nomination Committee**

The Nomination Committee is currently composed of the Chairman of the Board, one Non-Executive Director and the three Independent Non-Executive Directors of the Company. The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board on a regular basis and making recommendations to the Board regarding any proposed changes.

**Financial summary**

A summary of the Group's financial information for the last five financial years is set out on pages 20 and 21 of this annual report.

**Directors' interests in competing business**

During the year ended 31st March, 2015, none of the Directors nor their respective associates had any interests in a business which competes or may compete with the businesses of the Company.

**Sufficiency of public float**

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained during the year under review the amount of public float as required under the Listing Rules.

**Corporate governance**

A report on the principal corporate governance practices adopted by the Company is set out on pages 31 to 45 of the annual report.

**Auditor**

The accompanying financial statements were audited by PricewaterhouseCoopers. A resolution for appointment of PricewaterhouseCoopers as the Company's auditors for the ensuing year, is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Lam Kwong Yu**

*Chairman*

Hong Kong, 24th June, 2015

**提名委員會**

提名委員會現時成員包括本公司董事會主席、一位非執行董事及三位獨立非執行董事。提名委員會的主要職責包括定期檢討董事會之架構、人數及組成及就任何擬作出的變動向董事會提出建議。

**財務摘要**

本集團於過去五個財政年度之財務摘要詳情載於本年報第20頁至21頁。

**董事於競爭業務中的權益**

截至二零一五年三月三十一日止年度，董事及彼等各自的聯繫人士概無於與本公司業務競爭或可能競爭的業務中擁有任何權益。

**公眾持股量的足夠性**

根據本公司能夠取得之資料及董事之知情範圍以內，董事確認，本公司於回顧年度內之公眾持股量維持在上市規則所規定之數量。

**企業管治**

有關本公司採納之主要企業管治常規之報告載於年報第31頁至45頁。

**核數師**

隨附之財務報表由羅兵咸永道會計師事務所審核。有關重新聘請羅兵咸永道會計師事務所為本公司核數師之決議案將於即將舉行之股東週年大會上提呈。

承董事會命

主席

**林光如**

香港，二零一五年六月二十四日

### CORPORATE GOVERNANCE PRACTICES

Starlite Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are committed to maintaining and upholding good corporate governance in order to protect the interests of shareholders and other stakeholders. The Company strives at ensuring high standards of corporate governance in the interests of shareholders and takes care to identify practices designed to achieve effective oversight, transparency and ethical behavior.

Throughout the year ended 31st March, 2015, the Company has complied with the Corporate Governance Code (the “CG Code”) as set out in the then Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for the deviations as mentioned below.

This report includes information relating to corporate governance practices of the Company during the year ended 31st March, 2015 and significant events after that date and up to the date of this report.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for securities transactions by the Directors. All Directors have confirmed that they have complied with the required standard of dealings and code of conduct regarding securities dealings by directors as set out in the Model Code for the year ended 31st March, 2015.

### 企業管治常規

為保障股東及其他利益相關者的利益，星光集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）致力維持和強化高水準的企業管治。本公司致力保持高水平的企業管治，以股東的利益為依歸，力求訂立合適的政策，實行有效監管，提升公司透明度，秉承應有的道德操守。

除下文所述偏離者外，截至二零一五年三月三十一日止年度，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）。

本報告包括於截至二零一五年三月三十一日止年度內有關本公司之企業管治常規之資料，及於該日期後及截至本報告日期之重大事項。

### 董事之證券交易

本公司已就董事進行證券交易採納上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」），全體董事均已確認，截至二零一五年三月三十一日止年度，彼等一直遵守有關董事進行證券交易之標準守則所載規定標準。

## BOARD OF DIRECTORS

### The Board

The Board is at the core of the Company's corporate governance framework, and there is clear division of responsibilities between the Board and the Management. The Board is responsible for providing high-level guidance and effective oversight of the Management. Generally, the Board is responsible for:

- formulating the Group's long-term strategy and monitoring the implementation thereof;
- reviewing and approving the annual business plan and financial budget;
- approving the annual and interim reports;
- reviewing and monitoring risk management and internal control;
- ensuring good corporate governance and compliance; and
- monitoring the performance of the Management.

The Board currently has seven members, comprising three Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors. Independent Non-Executive Directors represented more than one-third of the Board members, thus exhibiting a strong independent element which enhanced independent judgement. Mr. Tam King Ching, Kenny, an Independent Non-Executive Director of the Company is a practicing CPA in Hong Kong and possesses appropriate professional qualifications and financial management expertise as required under the Listing Rules. A list containing the names, roles and functions of Directors is published on the websites of the Group and Hong Kong Exchanges and Clearing Limited (the "HKEX").

The Board is scheduled to meet at least four times a year to determine overall strategic direction and objectives and approve interim and annual results and other significant matters.

## 董事會

### 董事會

董事會作為本公司治理架構核心，與管理層之間具有明確分工。董事會負責給予管理層高層指引和有效監控。一般而言，董事會負責：

- 制訂本集團的長期政策並監控其執行情況；
- 審批年度業務計劃和財務預算；
- 批准年度及中期業績報告；
- 審閱及監控本集團的風險管理及內部監控；
- 確保本集團良好的企業管治及合規；及
- 監察本集團管理層的工作表現。

董事會現由七位成員組成，包括三位執行董事、一位非執行董事及三位獨立非執行董事。獨立非執行董事佔董事會成員超過三分之一人數，顯示出董事會有很強的獨立性，有助作出獨立判斷。譚競正先生，本公司之獨立非執行董事，為香港執業會計師及擁有上市規則規定的適當專業資格及相關財務管理經驗。本公司已於集團網站及香港交易及結算所有限公司（「港交所」）網站上設存最新的董事會成員名單，並列明其姓名、角色和職能。

董事會擬每年舉行最少四次會議，以釐定整體策略及目標，並通過中期及年度業績及其他重要事項。

During the year ended 31st March, 2015, four full Board meetings and the 2014 annual general meeting (“AGM”) were held with an average attendance rate of 100% and 86% respectively, details of which are presented below:

截至二零一五年三月三十一日止年度內，本公司舉行四次全體董事會會議及二零一四年股東週年大會（「股東週年大會」），出席率分別為100%及86%，詳情呈列如下：

<b>Board Members</b>		<b>Board Meetings</b>	
<b>董事會成員</b>		<b>Attended/Held</b>	<b>2014 AGM</b>
		<b>董事會會議</b>	<b>二零一四年</b>
		<b>出席／舉行</b>	<b>股東週年大會</b>
<b>Executive Directors</b>			
<b>執行董事</b>			
Mr. Lam Kwong Yu ( <i>Chairman of the Board</i> )	林光如先生(董事會主席)	4/4	✓
Mr. Tai Tzu Shi, Angus	戴祖堃先生	4/4	✓
Mr. Cheung Chi Shing, Charles	張志成先生	4/4	✓
<b>Non-Executive Director</b>			
<b>非執行董事</b>			
Ms. Yeung Chui	楊翠女士	4/4	✓
<b>Independent Non-Executive Directors</b>			
<b>獨立非執行董事</b>			
Mr. Chan Yue Kwong, Michael	陳裕光先生	4/4	✓
Mr. Kwok Lam-Kwong, Larry, <i>BBS, JP</i>	郭琳廣， <i>銅紫荊星章，太平紳士</i>	4/4	—
Mr. Tam King Ching, Kenny	譚競正先生	4/4	✓

Yearly meeting schedule is discussed and approved by the Board at the beginning of the year. Board agenda is approved by the Chairman following consultation with other Board members. Board agenda and meeting materials are dispatched to all Board members in a timely manner.

全年會議時間的安排經由董事會於年初商討及批准，每次會議議程內容均在事前充份諮詢各董事會成員意見後，經主席確認制訂。所有會議材料連同會議議程會及時送達全體董事會成員審閱。

All Directors have access to the Company Secretary who is responsible for ensuring that Board procedures are complied with and advises the Board on corporate governance and compliance matters. They are also encouraged to take independent professional advice at the Company's expense in performance of their duties, if necessary. Furthermore, all the Directors are covered by the Directors' & Officers' Liability Insurance, which is also part of our best practices.

所有董事均可聯絡公司秘書，而公司秘書則負責確保董事會符合程序及就企業管治及法規事項向董事會提出意見。本公司鼓勵所有董事於有需要的情況下諮詢獨立專業人士的意見，以履行其職務，有關費用將由公司支付。此外，所有董事均獲得董事及行政人員責任保險保障，有關安排亦屬於本集團最佳常規之一部份。

### Chairman and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not have a separate Chairman and Chief Executive Officer and Mr. Lam Kwong Yu currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person would allow the Company to be more effective and efficient in developing long-term business strategies and execution of business plans. The Board believes that the balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high caliber individuals with a sufficient number thereof being Independent Non-Executive Directors.

Code Provision A.2.7 stipulates that the chairman should at least annually hold meetings with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. As Mr. Lam Kwong Yu, the Chairman of the Company, is also an executive Director of the Company, this code provision is not applicable.

### Non-Executive Director

Ms. Yeung Chui has been re-designated from the position of Executive Director to Non-Executive Director upon her retirement from the Company. Ms. Yeung has not been appointed for a specific term as she is subject to retirement by rotation and re-election at AGM in accordance with the Bye-laws of the Company.

### Independent Non-Executive Directors

The roles of the Independent Non-Executive Directors include the following:

- provision of independent judgement at the Board meeting;
- take the lead where potential conflicts of interests arise;
- serve on committees if invited; and
- scrutinize the performance of the Group as necessary.

### 主席及行政總裁

守則條文第A.2.1條規定應區分主席與行政總裁的角色，並不應由一人同時兼任。本公司並無區分主席與行政總裁，林光如先生目前兼任該兩個職位。董事會相信，由一人兼任主席與行政總裁的角色可讓本公司更有效及有效率地發展長遠業務策略以及執行業務計劃。董事會相信，董事會由經驗豐富的優秀人才組成，加上相當成員均為獨立非執行董事，故足以確保有關權力及職權能充分平衡。

守則條文第A.2.7條規定，主席應至少每年與非執行董事(包括獨立非執行董事)舉行一次無執行董事列席之會議。由於本公司主席林光如先生亦為本公司執行董事，故本守則條文並不適用。

### 非執行董事

楊翠女士因退休關係，彼由執行董事調職為非執行董事。楊翠女士並無按特定任期委任，彼須按本公司細則於股東週年大會上輪值告退及重選。

### 獨立非執行董事

獨立非執行董事的角色包括下列各項：

- 於董事會會議上提供獨立判斷；
- 於出現潛在利益衝突時作出處理；
- 如獲邀請則出任委員會成員；及
- 於有需要時監察本集團表現。

The Independent Non-Executive Directors of the Company and their immediate family receive no payment from the Company or its subsidiaries (except the Director fee). No family member of any Independent Non-Executive Directors is employed as an executive officer of the Company or its subsidiaries, or has been so in the past three years. The Independent Non-Executive Directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company. Each Independent Non-Executive Director has provided a confirmation of his independence with reference to the independence guidelines as set out in the Listing Rules.

The Board has assessed the independence of all the Independent Non-Executive Directors of the Company and considers all of them to be independent having regard to (i) their annual confirmation on independence as required under the Listing Rules, (ii) the absence of involvement in the daily management of the Company and (iii) the absence of any relationships or circumstances which would interfere with the exercise of their independent judgement.

Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny have served as Independent Non-Executive Directors of the Company for more than 9 years. In addition to their confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Chan, Mr. Kwok and Mr. Tam continue to demonstrate the attributes of an independent non-executive director and there is no evidence that their tenure have had any impact on their independence. The Directors are of the opinion that Mr. Chan, Mr. Kwok and Mr. Tam remain independent notwithstanding the length of their service and believe that their valuable knowledge and experience continue to generate significant contribution to the Company and the shareholders as a whole.

本公司獨立非執行董事及其直屬家眷並無收取本公司或其附屬公司的任何款項(董事袍金除外)。概無任何獨立非執行董事的家族成員現在或於過往三年受聘為本公司或其附屬公司的行政人員。獨立非執行董事須按本公司的細則於股東週年大會上輪值告退及重選。各獨立非執行董事已根據上市規則所載的獨立指引提供其獨立性的確認書。

董事會已評估本公司所有獨立非執行董事之獨立性，及經考慮(i)根據上市規則要求遞交的獨立性的年度確認書，(ii)其並無參與本公司日常管理，及(iii)且不會有任何關係或情況影響而對其行使獨立判斷有干預，認為本公司所有獨立非執行董事均屬獨立。

陳裕光先生、郭琳廣，*銅紫荊星章、太平紳士*及譚競正先生擔任本公司獨立非執行董事已超過九年。除確認其符合上市規則第3.13條的獨立因素外，陳先生、郭先生及譚先生持續展示獨立非執行董事的特質，並無證據顯示其任期對其獨立性有任何影響。董事會認為，陳先生、郭先生及譚先生縱使長期服務仍保持獨立，而其對本集團業務之寶貴知識與經驗，以及對一般商業之敏銳觸角繼續對本公司及股東整體提供重大貢獻。

### Appointments, re-election and removal

There is a formal and transparent procedure for the appointment of new directors to the Board, the primary responsibility of which has been delegated to the Nomination Committee. The structure, size and composition of the Board will be reviewed from time to time by the Nomination Committee to ensure that the Board has a balanced skill and expertise for providing effective leadership to the Company.

In accordance with the Bye-laws of the Company, at each AGM, not less than one-third of the directors shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall retire at least once every three years. The retiring directors shall be eligible for re-election. New appointments either to fill a casual vacancy or as an addition to the Board are subject to re-election by shareholders of the Company at the next following AGM.

Code Provision A.4.1 stipulates that Non-Executive Directors should be appointed for a specific term, subject to re-election. The Non-Executive Directors of the Company have not been appointed for a specific term as they are subject to retirement by rotation and re-election at AGM in accordance with the Bye-laws of the Company.

### Responsibilities of Directors

Upon acceptance of appointment, a new Director is provided with sufficient orientation package, including introduction to Group activities (when necessary), induction into their responsibilities and duties, and other regulatory requirements, to ensure that he has a proper understanding of the business and his responsibilities as a Director of the Company.

All Directors are committed to devote sufficient time and attention to the affairs of the Group. Directors are given guideline on their time commitments to the affairs of the Company. Directors have also disclosed to the Company the number and nature of offices held in Hong Kong or overseas listed public companies or organizations and other significant commitments, with the identity of the public companies or organizations. Directors are reminded to notify the Company in a timely manner of any changes of such information.

### 委任、膺選連任及撤換

本公司設有一個正式並具透明度的新董事委任程序，有關責任已授權予提名委員會執行。提名委員會不時檢討董事會的架構、人數和成員組合，以確保董事會由具備不同技術和專業知識的人士所組成，能為本公司繼續提供有效的領導。

根據本公司細則，於各股東週年大會上不少於三分之一董事須輪值告退，惟各董事（包括受委任特定任期之董事）將至少每三年退任一次，退任董事合資格膺選連任。填補臨時空缺或增加董事會董事名額的新委任須經本公司股東於本公司下屆股東週年大會上重選方可作實。

守則條文第A.4.1條規定非執行董事的委任應有年期，並須接受重新選舉。而本公司之非執行董事並無按特定任期委任，惟根據本公司細則，彼等須於股東週年大會上輪值告退及重選。

### 董事之責任

新任董事於接受委任後，將獲得提供足夠之指導協助，包括介紹本集團業務（於有需要時）、簡介其責任及職責及其他監管規定，以確保其對本公司業務及作為本公司董事之責任有適當了解。

所有董事已承諾為本集團的事務投入足夠的時間及專注力。董事獲發有關彼等對本公司事務所需投入時間的指引。董事亦已向本公司披露其於香港或海外上市的公眾公司或組織機構所任職務的數目及性質，以及其他重大承擔，並提供有關公眾公司或組織機構的名稱，董事已獲提醒應向本公司及時披露上述資料的任何轉變。

Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Kwok Lam-Kwong, Larry, *BBS, JP* was unable to attend the AGM of the Company held on 15th August, 2014 as he was engaged in other prior business commitments.

### Directors' Continuous Professional Development

To ensure their contributions to the Board remains informed and relevant, all the Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skill. During the year, the Company had arranged in-house trainings for Executive Directors and the Non-Executive Director in form of seminar and provision of training materials. In addition, the Company also provided regular updates to the Directors in respect of the business and operations of the Group through monthly reports; and the updates on the changes in Listing Rules, Corporate Governance Code and related regulatory requirements, if any.

During the year, the continuous professional development taken by the respective Directors are as follows:

#### Board Members

##### 董事會成員

#### Executive Directors

Mr. Lam Kwong Yu  
(Chairman of the Board)

Mr. Tai Tzu Shi, Angus

Mr. Cheung Chi Shing, Charles

#### Non-Executive Director

Ms. Yeung Chui

#### Independent Non-Executive Directors

Mr. Chan Yue Kwong, Michael

Mr. Kwok Lam-Kwong, Larry, *BBS, JP*

Mr. Tam King Ching, Kenny

#### 執行董事

林光如先生  
(董事會主席)

戴祖堃先生

張志成先生

#### 非執行董事

楊翠女士

#### 獨立非執行董事

陳裕光先生

郭琳廣，*銅紫荊星章，太平紳士*

譚競正先生

守則條文第A.6.7條規定獨立非執行董事及其他非執行董事應出席股東大會及對股東的意見有公正的了解。郭琳廣，*銅紫荊星章，太平紳士*因其需出席較早前承諾之商業事務，所以未能出席本公司於二零一四年八月十五日舉行之股東週年大會。

### 董事之持續專業發展

為確保董事繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻，本公司鼓勵所有董事參與持續專業發展課程，以發展及更新其知識及技能。於本年度內，本公司安排研討會及提供培訓資料給執行董事及非執行董事。此外，本公司亦定期向董事提供更新資料，包括透過月報表提供本集團的業務及營運的情況；及有關上市規則、企業管治守則及相關法規的變更(如有)。

年內，各位董事參加之持續專業發展詳情如下：

		Type of training 培訓課程類別		
		A	B	C
Mr. Lam Kwong Yu (Chairman of the Board)	林光如先生 (董事會主席)	✓	✓	✓
Mr. Tai Tzu Shi, Angus	戴祖堃先生	✓	✓	—
Mr. Cheung Chi Shing, Charles	張志成先生	✓	✓	✓
Ms. Yeung Chui	楊翠女士	✓	✓	—
Mr. Chan Yue Kwong, Michael	陳裕光先生	✓	—	✓
Mr. Kwok Lam-Kwong, Larry, <i>BBS, JP</i>	郭琳廣， <i>銅紫荊星章，太平紳士</i>	✓	—	✓
Mr. Tam King Ching, Kenny	譚競正先生	✓	—	✓
A. reading materials in relation to regulatory update		A. 有關監管規定最新發展的資料		
B. attending in-house training to update business development		B. 出席公司有關業務最新發展的內部培訓		
C. attending seminars/courses/conferences to develop professional skill and knowledge		C. 出席簡介會／課程／研討會以發展持續專業技能及知識		

During the year, the Company received training records from all Directors relevant to the Company's business or to Directors' duties and responsibilities.

### Supply of and access to information

To allow the Directors to make an informed decision and properly discharge their duties and responsibilities, the Company Secretary ensures that relevant Board papers are sent to all the Directors in a timely manner. All Board papers and minutes are also made available for inspection by the Board and its Committees.

## DELEGATION BY THE BOARD

### Board Committees

As at the date of this annual report, the Company has preserved three board committees ("Board Committees") with defined terms of reference (which are posted on website of the Group and the HKEX), namely Remuneration Committee, Nomination Committee and Audit Committee.

### Remuneration Committee

The Remuneration Committee was set up with the responsibility of recommending to the Board the remuneration policy and package of all the Directors and senior management, assessing performance of executive directors and senior management, review and approving annual performance bonus and approving the terms of service contracts of executive directors and senior management.

The Committee Chairman is required to report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

Meeting of the Remuneration Committee is required to be held at least twice a year to coincide with key dates within the financial reporting and audit cycle. During the year ended 31st March, 2015, two meetings were held, attendance of these meetings held by the Remuneration Committee is set out below:

Remuneration Committee Members	Meetings Attended/Held
Mr. Chan Yue Kwong, Michael ( <i>Chairman</i> )	2/2
Mr. Kwok Lam-Kwong, Larry, <i>BBS, JP</i>	2/2
Mr. Tam King Ching, Kenny	2/2

年內本公司收到來自全體董事就與本集團業務或董事職能及職責相關的培訓記錄。

### 提供及查閱資料

為了使董事可作出知情決定及適當履行其職責及責任，公司秘書確保有關董事會文件以適時方式送交所有董事。所有董事會文件及會議紀錄亦可供董事會及其委員會查閱。

## 董事會授權

### 董事委員會

於本年報日期，本公司已設立三個董事會轄下委員會（「董事委員會」），並制定有關職權範圍（已於本集團及港交所網站刊載），該等董事委員會為薪酬委員會、提名委員會及審核委員會。

### 薪酬委員會

薪酬委員會的職責為向董事會建議所有董事及高級管理層之酬金政策及薪酬組合，評估執行董事及高級管理層之表現，考慮及批准年度表現獎金及批准執行董事及高級管理層之服務合約條款。

委員會主席須於每次會議後向董事會匯報其職責及責任範圍內之所有事項處理程序。

薪酬委員會須最少每年舉行兩次會議，日期須與財務報告及審核週期內之重要日子屬同一日。截至二零一五年三月三十一日止年度內，薪酬委員會舉行了兩次會議，而該等會議的出席率如下：

薪酬委員會成員	會議出席 ／舉行
陳裕光先生(主席)	2/2
郭琳廣， <i>銅紫荊星章，太平紳士</i>	2/2
譚競正先生	2/2

The Remuneration Committee is authorised to investigate any matter within its Terms of Reference and seek any information it requires from any employee and obtain outside legal or other independent professional advice at the cost of the Company if it considers necessary. The Remuneration Committee has reviewed the compensation of the Directors and senior executives for 2015.

During the year ended 31st March, 2015, total Directors' remuneration amounted to approximately HK\$10,050,000 (2014: HK\$9,072,000), individual details of which are disclosed in Note 10 to the financial statements. Executive Directors and senior management's compensation including incentive bonus shall be based on the corporate and individual performance.

### Nomination Committee

The Nomination Committee comprises of three Independent Non-Executive Directors, one Non-Executive Director and Chairman of the Board.

The Nomination Committee is to assist the Board in overseeing Board organization and senior management succession planning, assessing the independence of non-executive directors, review of the structure, size and composition of the Board. During the year ended 31st March, 2015, one meeting was held, attendance of the meeting held by the Nomination Committee is set out below:

Nomination Committee Members	Meetings Attended/Held
Mr. Kwok Lam-Kwong, Larry, <i>BBS, JP</i> (Chairman)	1/1
Mr. Chan Yue Kwong, Michael	1/1
Mr. Lam Kwong Yu	1/1
Mr. Tam King Ching, Kenny	1/1
Ms. Yeung Chui	1/1

### Board Diversity Policy

The Company has adopted a board diversity policy (the "Policy") which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

薪酬委員會獲授權調查屬於其職權範圍內任何事項，並可向任何僱員搜集其需要之任何資料，及徵詢法律或其他獨立專業人士的意見，以履行其職務，有關費用需由公司支付。薪酬委員會已審閱董事及高級行政人員二零一五年之薪酬。

截至二零一五年三月三十一日年度內，董事酬金總額約10,050,000港元(二零一四年：9,072,000港元)，詳情於隨附之財務報表附註10披露。執行董事及高級管理層之薪酬包括以企業及個人表現為基準的獎金。

### 提名委員會

提名委員會由三位獨立非執行董事、一位非執行董事及董事會主席組成。

提名委員會負責協助董事會檢視董事會的組成及高級管理層繼任計劃、以及評估非執行董事的獨立性、檢討董事會的架構、人數及組成。截至二零一五年三月三十一日止年度內，薪酬委員會舉行了一次會議，而該會議的出席率如下：

提名委員會成員	會議出席 ／舉行
郭琳廣， <i>銅紫荊星章，太平紳士</i> (主席)	1/1
陳裕光先生	1/1
林光如先生	1/1
譚競正先生	1/1
楊翠女士	1/1

### 董事會成員多元化政策

本公司已採納董事會成員多元化政策(「政策」)，當中列載董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。根據政策，本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、族群特性、專業經驗、技能、知識及服務年資。

The Nomination Committee and the Board will review the Policy and diversity of the Board from time to time to ensure its continued effectiveness and compliance with Listing Rules.

#### Audit Committee

The Audit Committee comprises of all the three Independent Non-Executive Directors of the Company.

Under its terms of reference, the Audit Committee is required to oversee the relationship between the Company and its external auditors, review with management the accounting principles and practice adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of financial statements for the year ended 31st March, 2015.

The Audit Committee has reviewed the interim and annual results for the year ended 31st March, 2015 and was content that the accounting policies of the Group are in accordance with the generally accepted accounting practices in Hong Kong. It also meets twice a year with the Group's external auditor, PricewaterhouseCoopers ("PWC"), to consider their report on the scope, strategy, progress and outcome of their independent review of the annual audit of the consolidated financial statements. Attendance for the two meetings held by the Audit Committee during the year is set out below:

Audit Committee Members	Meetings Attended/Held	審核委員會成員	會議出席 ／舉行
Mr. Tam King Ching, Kenny ( <i>Chairman</i> )	2/2	譚競正先生(主席)	2/2
Mr. Chan Yue Kwong, Michael	2/2	陳裕光先生	2/2
Mr. Kwok Lam-Kwong, Larry, <i>BBS, JP</i>	2/2	郭琳廣， <i>銅紫荊星章，太平紳士</i>	2/2

提名委員會及董事會將不時檢討政策及董事會的多元化，以確保政策行之有效及符合上市規則。

#### 審核委員會

審核委員會由本公司之所有三位獨立非執行董事組成。

根據審核委員會職權範圍，審核委員會的職責包括監察本公司與外聘核數師的關係、與管理層審議本集團採用之會計準則及常規，及商討審計、內部監控及財務匯報事項，包括審議此等截至二零一五年三月三十一日之年度財務報表。

審核委員會已審閱截至二零一五年三月三十一日止年度的中期及全年業績，並對本集團的會計政策乃符合香港現時業內普遍採納的會計常規表示滿意。委員會並與本集團的外聘核數師羅兵咸永道會計師事務所(「羅兵咸」)每年舉行兩次會議，以考慮羅兵咸就獨立審議綜合財務報表的年度審核的範疇、策略、進度和結果而提交的報告。年內審核委員會舉行之兩次會議之出席率如下：

### Corporate Governance Function

The Board has overall responsibility for the Group's corporate governance compliance. The Company has not established a Corporate Governance Committee and has delegated the function to a senior management committee to perform the corporate governance function. The scope of works of the committee including the following:

- to review performance of the Group regularly;
- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors.

### ACCOUNTABILITY AND AUDIT

#### Financial reporting

The Board is responsible for the preparation of financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the year ended 31st March, 2015, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and have prepared the financial statements on the going concern basis. The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

The Company provides monthly updates to the Board to assess the Group's financial performance, position and prospects in sufficient details to enable the Board members to discharge their duties under the Listing Rules.

### 企業管治功能

董事會全權負責本集團的企業管治合規，本公司並無設立企業管治委員會，董事會將企業管治功能授權由管理層組成之管理委員會負責，此委員會的職權範圍包括下列工作：

- 定期檢討本集團表現；
- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)。

### 問責性及審核

#### 財務匯報

董事有責任就每個財政期間編製真實兼公平反映本集團財務狀況的財務報表以及該期間的業績及現金流量。在編撰截至二零一五年三月三十一日止年度的財務報表時，董事必須採用適當的會計政策及貫徹應用該等會計政策；採納適當的香港財務報告準則及香港會計準則；作出審慎及合理的調整及估計；及按持續經營基準編製財務報表。董事亦須負責保存適當的會計記錄，並可於任何時間以合理準確方式披露本公司的財務狀況。

本公司每月向董事會成員提供詳盡的更新資料，以評估本集團的表現，財務狀況及前景，讓董事會履行上市規則所規定的職責。

### Internal controls

The Board has delegated to management the responsibility to develop and maintain a sound internal control system. The internal control system, operating through a framework of management and operational controls, and risk management systems, is intended to allow the Board to monitor the Group's business performance and financial positions, to control and adjust risk exposures, to adopt sound business practices, to obtain reasonable assurance on controls against fraud and errors, to ensure compliance with applicable laws and regulations, and to provide oversight and guidance to management in achieving the Company's objectives.

The key procedures that the Group has established to maintain an effective internal control system are as follows:

- a clear management organisational structure is set up with well-defined lines of authority, accountability and responsibilities.
- regular reporting of the performance of the Company's businesses to senior management. The Board reviews the Group's business and financial performance on a monthly basis.
- the internal audit consultant shall independently evaluate the adequacy and effectiveness of key controls including financial, operational and compliance controls and risk management functions. The internal audit function reports major findings and recommendations, if any, to the Audit Committee on a quarterly basis.

### Assessment of internal control system

The Board has assessed the effectiveness of internal control system by considering reviews performed by the Audit Committee and management, and the findings of both internal and external auditors. In undertaking this assessment, the Board engaged an independent risk consulting firm to assist in the execution of internal audit plan throughout the year ended 31st March, 2015.

The Board has annually reviewed and considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and the Group's training programmes and budgets.

### 內部監控

董事會授權管理層負責制訂及維持健全之內部監控制度。內部監控制度通過管理及營運監控、風險管理制度架構之運作，使董事會可監察本集團之業務表現及財務狀況、監控及調節風險、採納健全之業務守則、合理確證對欺詐及誤差之監控、遵守適用法例及規則，以及對管理人員作出監察及指引，以達成本公司之目標。

本集團已設立以維持有效內部監控之制度，其主要程序如下：

- 設立清晰之管理組織架構，具有清楚界定之權限、問責性及職責。
- 定期向高級管理層報告本公司之業務表現。董事會每月審閱本集團之業務及財務表現。
- 內部審核顧問獨立評估財務、運作、合規及風險管理功能的重要監控之完備及效能，並每季向審核委員會匯報主要結果及建議(如有)。

### 內部監控制度之評估

董事會經斟酌審核委員會與管理層提交之審議，以及內部及外聘核數師作出之審核報告，從而對集團之內部監控制度進行評估。截至二零一五年三月三十一日止年度，董事會另聘一家獨立風險顧問公司以協助本集團執行內部審核計劃。

董事會每年進行檢討，並特別考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否足夠。

### AUDITOR'S REMUNERATION

The financial statements for the year have been audited by PWC. During the year, remuneration of approximately HK\$2,282,000 was payable to PWC for the provision of audit services. In addition, approximately HK\$410,000 was payable to PWC for other non-audit services. The non-audit services mainly consist of tax compliance and advisory services.

### COMPANY SECRETARY

Mr. Cheung Chi Shing, Charles, Company Secretary of the Company, is responsible to the Board for ensuring that Board procedures are followed and Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board processes and the timely preparation and dissemination to Directors comprehensive meeting agendas and papers. Minutes of all Board meetings and Board committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or Committee, including any concerns raised or dissenting views voiced by any Director. All minutes are sent to Directors and are available for inspection by any Director upon request.

The Company Secretary is responsible for ensuring that the Board is fully appraised of all legislative, regulatory and corporate governance developments relating to the Group and also responsible for the Group's statutory compliance. The appointment and removal of the Company Secretary is subject to Board approval in accordance with the Bye-laws of the Company. The Company Secretary reports to the Board, all members of the Board have access to the advice and service of the Company Secretary. The Company Secretary of the Company has day-to-day knowledge of the Group's affairs. In response to specific enquiries made, the Company Secretary confirmed that he has complied with all the proposed qualifications, experience and training requirements of the Listing Rules.

Mr. Cheung confirmed that he has taken no less than 15 hours relevant professional training during the year.

### 核數師酬金

本年度財務報表已由羅兵咸審核。於本年度內，就提供審核服務而應付羅兵咸的酬金約2,282,000港元。此外，就其他非審核服務而應付羅兵咸的款項約為410,000港元。非審核服務主要包括稅務法規及顧問服務。

### 公司秘書

本公司之公司秘書張志成先生向董事會負責，以確保遵守董事會程序及董事會活動有效率及有效地進行。該等目標乃透過嚴謹遵守董事會程序及適時編製及發送會議議程及文件予董事而得以達成。所有董事會與董事委員會之會議紀錄均由公司秘書編備與保管，以充份詳細記錄董事會或委員會所考慮與決定之事項，包括任何董事提出之關注或發表之觀點。所有會議紀錄會發送予董事，並可應要求供任何董事查閱。

公司秘書負責確保董事會獲得全面報告一切與本集團有關之立法、規管和企業管治的發展並同時負責集團符合法規上的要求。公司秘書的委任與撤職須經董事會根據本公司細則批准。公司秘書向董事會負責，而所有董事會成員均取得公司秘書的意見與服務。本公司的公司秘書，對本集團的日常事務甚有認識。回應指定的查詢，公司秘書確認其符合上市規則建議的所有資格、經驗與培訓要求。

張先生已確認年內其參與不少於15小時的有關專業培訓。

## COMMUNICATION WITH SHAREHOLDERS

Communication with shareholders is given high priority. Extensive information about the Group's activities is provided in the annual report and the interim report. The Group's website provides regularly updated Group information to shareholders. Enquiries on matters relating to shareholdings and the business of the Group are welcome, and are dealt with in an informative and timely manner. The Group encourages all shareholders to attend AGM. Notice of the AGM and related papers are sent to shareholders at least 20 clear business days prior to the date of AGM.

The Company has established the Shareholders' Communication Policy setting out the formal channels of communication with shareholders and other stakeholders for ensuring fair disclosure and comprehensive and transparent reporting of the Group's performance and activities, a copy of the policy has been posted to the website of the Group.

### Shareholders' Rights

In accordance with the Bye-laws of the Company, Directors of the Company shall on the requisition of members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a special general meeting of the Company.

Details of the procedures for shareholders to convene and put forward proposals at an AGM or special general meeting ("SGM") are set out in the Company's website. Shareholders may send their enquires requiring the Board's attention to the Company's principal place of business at 3/F., Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong or by e-mail to enquiries@hkstarlite.com. Questions about the procedures for convening or putting forward proposals at an AGM or SGM may also be put to the Company by the same means.

The Company also values and is eager to hear suggestions and comments from shareholders and investors. For enquiries from institutional investors and securities analysts please contact our Company Secretary.

## 與股東的聯繫

本集團相當重視與股東的聯繫。年報及中期報告提供大量關於本集團業務的資料。本集團的網站定期為股東提供最新資訊。本集團歡迎投資者查詢有關彼等所持股權及本集團業務的事項，而所有查詢均會於短時間內處理。本集團亦歡迎所有股東出席股東週年大會。股東週年大會通告及有關文件於股東週年大會日期最少二十個營業日前送交股東。

本公司已制訂股東通訊政策，訂明多種與股東及其他利益相關者的正式溝通渠道，以確保本公司的表現及活動得以公平、全面且具透明度的披露及報告，此政策已登載於本集團的網頁。

### 股東權利

根據本公司的細則，於遞交正式要求當日，持有本公司不少於十分一有權於本公司的股東會上投票的已繳足股本的股東，可要求本公司董事召開本公司特別股東大會。

股東召開股東週年大會或股東特別大會（「特別大會」）及於會上提呈建議的程序詳情已登載於本公司網站。股東可將需要董事會垂注的查詢郵寄至本公司總辦事處及主要營業地點，地址為香港九龍新蒲崗大有街三十一號善美工業大廈三樓或電郵至 enquiry@hkstarlite.com。有關召開股東週年大會或股東特別大會或於會上提呈建議的程序等問題亦可以相同方式向本公司提出。

本公司重視和歡迎股東及投資者分享建議及意見。機構投資者及證券分析師如有查詢，請聯絡公司秘書。

**Amendments to the Company's Bye-laws**

Pursuant to the special resolution passed at the Company's AGM held on 15th August, 2014, shareholders of the Company approved the amendments to Bye-laws of the Company. These amendments principally reflected amendments to the Listing Rules and other ancillary and house-keeping amendments.

Apart from the above, there is no significant change in the Company's constitutional documents during the year.

On behalf of the Board  
**Cheung Chi Shing, Charles**  
Company Secretary

Hong Kong, 24th June, 2015

**修訂本公司細則**

根據本公司於二零一四年八月十五日舉行的股東週年大會，本公司股東已批准修訂本公司的細則，此等修訂主要反映上市規則的修訂及作出其他輔助及改善修訂。

除上述外，年內，本公司的憲章文件並無重大修改。

承董事會命  
公司秘書  
張志成

香港，二零一五年六月二十四日

## DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive Directors

**Mr. Lam Kwong Yu**, aged 68, has been an Executive Director of the Company since 1992. He is the Chairman of the Board, founder and Chief Executive Officer of the Group. He holds a Master Degree in Business Administration from the National University of Singapore. Mr. Lam has been in community work in China and Hong Kong for many years. He is a member of the National Committee of the Chinese People's Political Consultative Conference, a director of Chinese Overseas Friendship Association, a member of Selection Committee for the Government of HKSAR and a committee member of the Election Committee Subsector Elections, Chairman of Mainland Affairs Committee of Scout Association of Hong Kong, Chairman of Polar Museum Foundation, Chief Executive Deputy Chairman of Federation of Hong Kong Guangdong Community Organizations, Director of Future Star, a member of Council of China Overseas Friendship Association, an Adjunct Professor of College of Business of City University of Hong Kong and Director of Guangzhou Jinan University. Mr. Lam has received several prominent awards including "Hong Kong Ten Outstanding Young Persons Award 1986", "Young Industrialist Award of Hong Kong 1988", the first "Hong Kong Entrepreneurs Award 1990", "Outstanding Achievements Award" of the "Hong Kong Print Award 1999" and "Medal of Honor (M.H.)" from the government of the Hong Kong Special Administrative Region in 2002. Mr. Lam has over 51 years' experience in the printing industry and takes charge of the overall planning, strategy and development of the Group. He has made dedicated efforts to enhance the transformation of Starlite, business diversification, products development, OBM product, intelligent (automation) systems and e-marketing in recent years.

**Mr. Tai Tzu Shi, Angus**, aged 58, has been an Executive Director of the Company since 1992. He is currently the Senior Vice President and Chief Technical Officer of the Group. He has been appointed as director of several wholly-owned subsidiaries of the Company. He graduated from the Graphics Art Department of the Chinese Culture University of Taiwan in 1978 and has over 37 years' experience in the printing industry. He is appointed as one of ISO/TC130 Experts representing SAC/TC170 of China and participating international printing standardization affairs. He is also appointed as the Vice Chairman of the Packaging Printing Technical Sub-Committee SAC/TC170/SC3.

## 董事及高級管理層資料

### 執行董事

**林光如先生**，現年六十八歲，自一九九二年起出任本公司執行董事，為集團董事局主席、創辦人兼首席執行長。林先生持有新加坡國立大學工商管理碩士學位。林先生先後出任中國及香港之社會公職，為中國人民政治協商會議全國委員會委員、中華海外聯誼會常務理事、香港推選委員、香港特別行政區選舉委員會委員、香港董軍總會內地事務委員會主席、極地博物館基金主席、香港廣東社團總會第一常務副主席、香港未來之星基金會董事、香港城市大學商學院協席教授、暨南大學校董會校董等。林先生曾榮獲各項殊榮，包括一九八六年香港「十大傑出青年獎」、一九八八年香港首屆「青年工業家獎」、一九九零年首屆「香港創業家榮譽獎」、一九九九年「香港印藝大獎」之「傑出成就大獎」及二零零二年香港特別行政區政府頒發「榮譽勳章」等。林先生於印刷行業有超過五十一年經驗，一直以來負責集團的企業策略與企業發展，近幾年來，為星光轉型升級、業務多元、開拓產品、品牌創建、智能系統和電子商務不遺餘力。

**戴祖璽先生**，現年五十八歲，自一九九二年起出任本公司執行董事，現任本集團高級副總裁及科技長，他為本公司若干全資附屬公司的董事。戴先生於一九七八年畢業於台灣中國文化大學印刷學系，在印刷行業擁有超過三十七年經驗。目前受委任為ISO/TC130註冊專家之一，代表全國印刷標準化技術委員會SAC/TC170參與國際印刷標準化事務。他同時被委任為全國印刷標準化委員會包裝技術分會SAC/TC170/SC3的副主任委員。

**Mr. Cheung Chi Shing, Charles**, aged 59, has been an Executive Director of the Company since 2000, the Company Secretary since 1999 and an Authorized Representative since 2011. He is currently the Senior Vice President and Chief Financial Officer of the Group. Mr. Cheung joined the Group in early 1997 and is responsible for the overall finance function of the Group. He has been appointed as director of several wholly-owned subsidiaries of the Company. He has held various senior positions in finance, accounting and auditing fields for more than 29 years. Mr. Cheung graduated from The Hongkong Polytechnic University and is an Associate Member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of The Association of Chartered Certified Accountants.

#### Non-Executive Director

**Ms. Yeung Chui**, aged 68, is one of the founders of the Group. She was re-designated from the position of Executive Director to Non-Executive Director of the Company with effect from 1st September, 2011. She has over 49 years' experience in the printing industry.

#### Independent Non-Executive Directors

**Mr. Chan Yue Kwong, Michael**, aged 63, Independent Non-Executive Director, Chairman of the Remuneration Committee, member of the Audit Committee and Nomination Committee of the Company. He has been an Independent Non-Executive Director of the Company since 1993. Mr. Chan is the Chairman of the publicly-listed Cafe de Coral Holdings Limited in Hong Kong. He is also a Non-Executive Director of Tao Heung Holdings Limited, an Independent Non-Executive Director of Kingboard Laminates Holdings Limited, Pacific Textiles Holdings Limited, and Tse Sui Luen Jewellery (International) Limited, all of which are listed on the Main Board of the Hong Kong Stock Exchange. He holds a double major degree in Sociology and Political Science, a Masters degree in City Planning from the University of Manitoba, an Honorary Doctorate Degree in Business Administration, and is bestowed as Honorary Fellow from Lingnan University. He is also a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China. Mr. Chan currently serves on the general committee of the Employers' Federation of Hong Kong, the council of the Hong Kong Management Association, the adviser of the Quality Tourism Services Association, as well as being appointed by the HKSAR Government as a member of the Business Facilitation Advisory Committee and a member of the Task Force on Promotion of Vocational Education. Besides, he is also the Honorary Chairman of the Hong Kong Institute of Marketing and the Chairman of the Business Enterprise Management Centre of the Hong Kong Management Association.

**張志成先生**，現年五十九歲，自二零零零年起出任本公司執行董事、於一九九九年出任本公司公司秘書及於二零一一年起出任授權代表，他現為本集團高級副總裁及首席財務長。張先生於一九九七年加入本集團，並負責整體之財務工作。他為本公司若干全資附屬公司的董事。彼有超過二十九年時間於財務、會計及審計行業出任要職。張先生畢業於香港理工大學，為香港會計師公會會員及英國特許會計師公會資深會員。

#### 非執行董事

**楊翠女士**，現年六十八歲，為本集團創辦人之一。她由二零一一年九月一日起由本公司之執行董事調職為非執行董事，她於印刷行業擁有超過四十九年經驗。

#### 獨立非執行董事

**陳裕光先生**，現年六十三歲，本公司之獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員，他自一九九三年起出任本公司之獨立非執行董事。陳先生為香港上市之大家樂集團有限公司集團主席，亦為稻香控股有限公司之非執行董事，建滔積層板控股有限公司，互太紡織控股有限公司及謝瑞麟珠寶(國際)有限公司之獨立非執行董事(上述公司均於香港聯交所主板上市)。陳先生持有加拿大曼尼托巴大學社會及政治學學位及該大學城市規劃碩士學位，更獲頒授工商管理榮譽博士學位及榮膺嶺南大學之榮譽院士殊榮。現為中華人民共和國深圳市南山區政協委員。陳先生為現任香港僱主聯合會理事會成員，香港管理專業協會理事會委員，優質旅遊服務協會顧問，並獲香港特別行政區政府委任為方便營商諮詢委員會及推廣職業教育專責小組成員。他同時擔任香港市務學會榮譽主席及香港管理專業協會企業管理發展中心主席。陳先生擔任

He has many years of professional experience in the public sector and over 30 years' managerial experience in the food and catering industry.

**Mr. Kwok Lam-Kwong, Larry**, *BBS, JP*, aged 59, Independent Non-Executive Director, Chairman of Nomination Committee, member of the Remuneration Committee and Audit Committee of the Company. He was appointed as an Independent Non-Executive Director of the Company in July 2004. Mr. Kwok is a practising solicitor in Hong Kong. He is qualified to practise as a solicitor in Australia, England and Wales and Singapore. He is also qualified as a CPA in Hong Kong and Australia and a Chartered Accountant in England and Wales. He graduated from the University of Sydney, Australia with bachelor's degrees in economics and laws respectively as well as a master's degree in laws. He also obtained the Advanced Management Program Diploma from the Harvard Business School.

**Mr. Tam King Ching, Kenny**, aged 66, Independent Non-Executive Director, Chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-Executive Director of the Company in July 2004. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Small and Medium Practitioners Committee. He is also a Past President of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of six other listed companies on the main board of The Stock Exchange of Hong Kong Limited, namely, CCT Fortis Holdings Limited, Kingmaker Footwear Holdings Limited, Shougang Concord Grand (Group) Limited, Van Shung Chong Holdings Limited, West China Cement Limited and BeijingWest Industries International Limited. He resigned as an independent non-executive director of North Asia Strategic Holdings Limited with effect from 19th February, 2013.

若干公職多年，獲得廣泛專業經驗，並從事飲食業務的企業管理及領導工作，迄今超逾三十年。

**郭琳廣**，*銅紫荊星章·太平紳士*，現年五十九歲，本公司之獨立非執行董事、提名委員會主席、薪酬委員會及審核委員會成員，他於二零零四年七月獲委任為本公司之獨立非執行董事。郭先生為香港執業律師，他同時亦具有澳大利亞、英格蘭和威爾斯及新加坡之執業律師資格。此外，他亦具有香港及澳大利亞之註冊會計師及英格蘭和威爾斯之特許會計師資格。他於澳大利亞悉尼大學畢業並分別取得經濟學及法學學士和法學碩士學位。彼亦取得哈佛商學院高級管理課程文憑。

**譚競正先生**，現年六十六歲，本公司之獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會成員，他於二零零四年七月獲委任為本公司之獨立非執行董事。彼為香港執業會計師。彼為香港會計師公會之資深會員及加拿大安大略省特許專業會計師公會會員。譚先生為中小型執業所委員會之委員。彼亦為香港華人會計師公會前任會長。譚先生亦出任其他六間於香港聯合交易所有限公司主板上市之公司(即中建富通集團有限公司、信星鞋業集團有限公司、首長四方(集團)有限公司、萬順昌集團有限公司、中國西部水泥有限公司及京西重工國際有限公司)。他於二零一三年二月十九日起辭任北亞策略控股有限公司之獨立非執行董事職位。

### Senior Executive

**Mr. Tin Shing**, aged 52, is the Senior Vice President (Operations) of the Group. He joined the Group in 1981 and was promoted to the present position on 1st February, 2012. He is responsible for overseeing the Group's production bases in the PRC. He has more than 33 years' of experience in the printing and packaging industry

### 高級行政人員

**田誠先生**，現年五十二歲，本集團之高級副總裁(營運)，他於一九八一年加入本集團並於二零一二年二月一日起擢升現職。他負責統籌本集團位於中國各生產基地的日常運作。彼於印刷及包裝行業擁有超過三十三年經驗。



**INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
STARLITE HOLDINGS LIMITED**

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Starlite Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 52 to 136, which comprise the consolidated and company statements of financial position as at 31st March, 2015, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Directors' Responsibility for the Consolidated  
Financial Statements**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the predecessor Hong Kong Companies Ordinance (Cap. 32), and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

羅兵咸永道

**獨立核數師報告  
致星光集團有限公司股東**

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第52頁至136頁星光集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一五年三月三十一日的綜合和公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

**董事就綜合財務報表須承擔的責任**

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及前身香港《公司條例》(第32章)的披露規定擬備真實而公平的綜合財務報表,並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

**核數師的責任**

我們的責任是根據我們的審計對該等綜合財務報表發表意見,並按照百慕達《一九八一年公司法》第90條僅向閣下(作為整體)報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st March, 2015 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the predecessor Hong Kong Companies Ordinance (Cap. 32).

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 24th June, 2015

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計以對綜合財務報表是否不存在任何重大錯誤陳述獲取合理保證。

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一五年三月三十一日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照前身香港《公司條例》(第32章)的披露規定妥為擬備。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一五年六月二十四日

## CONSOLIDATED INCOME STATEMENT

For the year ended 31st March, 2015

## 綜合收益表

截至二零一五年三月三十一日止年度

		Note	2015	2014
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收入	5	1,591,655	1,456,556
Cost of sales	銷售成本	7	(1,292,391)	(1,159,881)
<b>Gross profit</b>	<b>毛利</b>		<b>299,264</b>	296,675
Other (losses)/gains	其他(虧損)/收益			
— net	— 淨額	6	(242)	4,079
Selling and distribution costs	銷售及分銷費用	7	(96,783)	(85,912)
General and administrative expenses	一般及行政開支	7	(182,848)	(177,967)
<b>Operating profit</b>	<b>經營溢利</b>		<b>19,391</b>	36,875
Finance income	融資收入		403	383
Finance costs	融資成本		(10,144)	(10,376)
Finance costs — net	融資成本 — 淨額	8	(9,741)	(9,993)
<b>Profit before income tax</b>	<b>除稅前溢利</b>		<b>9,650</b>	26,882
Income tax expense	所得稅開支	11	(6,999)	(11,825)
<b>Profit for the year attributable to the equity holders of the Company</b>	<b>年內本公司權益持有人應佔溢利</b>		<b>2,651</b>	15,057
Earnings per share attributable to the equity holders of the Company during the year (expressed in HK cents per share)	年內本公司權益持有人應佔每股盈利(每股以港仙呈列)	13		
— Basic	— 基本		0.50	2.87
— Diluted	— 攤薄		0.50	2.87

The notes on pages 58 to 136 form an integral part of these consolidated financial statements.

於第58頁至136頁之附註為此等綜合財務報表的整體部份。

Details of dividends payable to equity holders of the Company are set out in Note 14.

應付本公司權益持有人之股息詳情載於附註14。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31st March, 2015

截至二零一五年三月三十一日止年度

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
<b>Profit for the year</b>	年內溢利	<b>2,651</b>	15,057
<b>Other comprehensive income:</b>	其他全面收益：		
<i>Items that may be subsequently reclassified</i>	<i>其後可能重新分類為損益的項目</i>		
<i>to profit or loss</i>			
Increase/(decrease) in fair value of available-for-sale financial assets	可供出售財務資產之公允價值增加／(減少)	<b>400</b>	(143)
Currency translation differences	滙兌差異	<b>(14,368)</b>	(4,251)
Other comprehensive income for the year, net of tax	年內其他全面收益，除稅後	<b>(13,968)</b>	(4,394)
<b>Total comprehensive income for the year attributable to the equity holders of the Company</b>	年內本公司權益持有人應佔全面收益總額	<b>(11,317)</b>	10,663

The notes on pages 58 and 136 form an integral part of these consolidated financial statements.

於第58頁至136頁之附註為此等綜合財務報表的整體部份。

## STATEMENT OF FINANCIAL POSITION

As at 31st March, 2015

## 財務狀況表

於二零一五年三月三十一日

	Note 附註	Group 集團		Company 公司	
		As at 31st March, 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March, 2014 於二零一四年 三月三十一日 HK\$'000 千港元	As at 31st March, 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March, 2014 於二零一四年 三月三十一日 HK\$'000 千港元
<b>ASSETS</b>					
<b>Non-current assets</b>					
Land use rights	15	24,850	25,592	—	—
Property, plant and equipment	16	411,544	428,190	—	—
Prepayments for property, plant and equipment		1,188	28,275	—	—
Investments in and amounts due from subsidiaries	17	—	—	248,537	248,164
Available-for-sale financial assets	18	10,221	5,316	—	—
Deferred income tax assets	25	3,079	2,139	—	—
		<b>450,882</b>	<b>489,512</b>	<b>248,537</b>	<b>248,164</b>
<b>Current assets</b>					
Inventories	19	107,200	120,608	—	—
Trade and bill receivables	20	259,913	230,218	—	—
Prepayments and deposits	20	19,686	30,215	754	665
Tax recoverable		455	505	—	64
Bank deposits with maturity over 3 months from date of deposits	21	4,566	10,599	—	—
Cash and cash equivalents	21	211,155	216,050	105	334
		<b>602,975</b>	<b>608,195</b>	<b>859</b>	<b>1,063</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Borrowings	22	180,196	161,566	—	—
Finance lease obligations	23	3,824	4,036	—	—
Trade and bill payables	24	140,413	135,940	—	—
Accruals and other payables		105,812	110,077	1,297	1,246
Amounts due to subsidiaries	17	—	—	39,671	38,188
Tax payable		14,184	39,329	—	—
		<b>444,429</b>	<b>450,948</b>	<b>40,968</b>	<b>39,434</b>
<b>Net current assets/(liabilities)</b>		<b>158,546</b>	<b>157,247</b>	<b>(40,109)</b>	<b>(38,371)</b>
<b>Total assets less current liabilities</b>		<b>609,428</b>	<b>646,759</b>	<b>208,428</b>	<b>209,793</b>

## STATEMENT OF FINANCIAL POSITION

As at 31st March, 2015

## 財務狀況表

於二零一五年三月三十一日

55

		Note 附註	Group 集團		Company 公司	
			As at 31st March, 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March, 2014 於二零一四年 三月三十一日 HK\$'000 千港元	As at 31st March, 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March, 2014 於二零一四年 三月三十一日 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>					
Borrowings	融資	22	69,701	77,683	—	—
Finance lease obligations	財務契約債務	23	—	4,340	—	—
Deferred income tax liabilities	遞延所得稅負債	25	2,784	5,974	—	—
			<b>72,485</b>	<b>87,997</b>	<b>—</b>	<b>—</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>536,943</b>	<b>558,762</b>	<b>208,428</b>	<b>209,793</b>
<b>EQUITY</b>	<b>股本權益</b>					
<b>Capital and reserves attributable to the equity holders of the Company</b>	<b>本公司權益持有人應佔股本及儲備</b>					
Share capital	股本	26	52,514	52,514	52,514	52,514
Reserves	儲備	28	484,429	506,248	155,914	157,279
<b>Shareholders' equity</b>	<b>股東權益</b>		<b>536,943</b>	<b>558,762</b>	<b>208,428</b>	<b>209,793</b>

The notes on pages 58 and 136 form an integral part of these consolidated financial statements.

於第58頁至136頁之附註為此等綜合財務報表的整體部份。

The financial statements on pages 52 to 57 were approved by the Board of Directors on 24th June, 2015 and were signed on its behalf.

第52頁至57頁之財務報表已於二零一五年六月二十四日獲董事會批准及代表簽署。

**Lam Kwong Yu**  
林光如  
Chairman  
主席

**Cheung Chi Shing, Charles**  
張志成  
Director  
董事

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2015

## 綜合權益變動表

截至二零一五年三月三十一日止年度

		Attributable to the equity holders of the Company 本公司權益持有人應佔		
		Share capital 股本 HK\$'000 千港元	Reserves 儲備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1st April, 2013</b>	於二零一三年 四月一日結餘	52,514	508,713	561,227
Profit for the year	年內溢利	—	15,057	15,057
Other comprehensive income	其他全面收益			
— Decrease in fair value of available-for-sale financial assets	— 可供出售財務資產 之公允價值減少	—	(143)	(143)
— Currency translation differences	— 滙兌差異	—	(4,251)	(4,251)
Total comprehensive income for the year	年內全面收益總額	—	10,663	10,663
Dividends paid	已付股息	—	(13,128)	(13,128)
		—	(2,465)	(2,465)
<b>Balance at 31st March, 2014</b>	於二零一四年 三月三十一日結餘	52,514	506,248	558,762
<b>Balance at 1st April, 2014</b>	於二零一四年 四月一日結餘	52,514	506,248	558,762
Profit for the year	年內溢利	—	2,651	2,651
Other comprehensive income	其他全面收益			
— Increase in fair value of available-for-sale financial assets	— 可供出售財務資產 之公允價值增加	—	400	400
— Currency translation differences	— 滙兌差異	—	(14,368)	(14,368)
Total comprehensive income for the year	年內全面收益總額	—	(11,317)	(11,317)
Dividends paid	已付股息	—	(10,502)	(10,502)
		—	(21,819)	(21,819)
<b>Balance at 31st March, 2015</b>	於二零一五年 三月三十一日結餘	52,514	484,429	536,943

The notes on pages 58 and 136 form an integral part of these consolidated financial statements.

於第58頁至136頁之附註為此等綜合財務報表的整體部份。

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

For the year ended 31st March, 2015

截至二零一五年三月三十一日止年度

		Note	2015 HK\$'000 千港元	2014 HK\$'000 千港元
		附註		
<b>Cash flows from operating activities</b>	<b>經營活動之現金流量</b>			
Cash inflow generated from operations	經營業務產生之現金 流入	29(a)	99,661	128,337
Interest paid	已付利息		(10,144)	(11,260)
Hong Kong profits tax paid	已付香港利得稅		(19,678)	(2,385)
Overseas income tax paid	已付海外所得稅		(4,576)	(12,518)
Hong Kong profits tax refunded	已退還香港利得稅		261	—
PRC income tax refunded	已退還中國企業所得稅		—	181
Net cash generated from operating activities	經營活動產生之現金淨額		65,524	102,355
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>			
Purchases of property, plant and equipment	購買物業、廠房及設備		(57,631)	(70,270)
Investment in available-for-sale financial assets	投資於可供出售 財務資產		(4,505)	—
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備 之所得收入	29(b)	3,678	1,408
Interest received	已收利息		403	383
Decrease in short-term bank deposits with maturity over 3 months	超過三個月到期之短期 銀行存款減少		6,033	10,570
Net cash used in investing activities	投資活動所用之現金淨額		(52,022)	(57,909)
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>			
New long-term bank loans	新增銀行長期貸款		93,869	99,839
Repayments of long-term bank loans	償還銀行長期貸款		(99,426)	(68,629)
New short-term bank loans	新增銀行短期貸款		191,527	214,938
Repayments of short-term bank loans	償還銀行短期貸款		(172,902)	(239,127)
Repayments of finance lease	償還財務契約		(3,941)	(3,124)
Dividends paid	已付股息		(10,502)	(13,128)
Net cash used in financing activities	融資活動所用之現金淨額		(1,375)	(9,231)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等值之淨額 增加</b>		12,127	35,215
<b>Cash and cash equivalents on 1st April</b>	<b>四月一日之現金及現金 等值</b>		216,050	182,413
Exchange losses on cash and bank overdrafts	現金及銀行透支之匯兌 虧損		(17,035)	(1,578)
<b>Cash and cash equivalents on 31st March</b>	<b>三月三十一日之現金及 現金等值</b>	21	211,142	216,050

The notes on pages 58 and 136 form an integral part of these consolidated financial statements.

於第58頁至136頁之附註為此等綜合財務報表的整體部份。

## 1 General information

Starlite Holdings Limited (the “Company”) is an investment holding company. Its subsidiaries are principally engaged in the printing and manufacturing of packaging materials, labels and paper products, including environmentally friendly paper products.

The Company was incorporated in Bermuda on 3rd November, 1992, as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited since 1993.

These consolidated financial statements are presented in Hong Kong dollar, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 24th June, 2015.

## 2 Summary of significant accounting policies

The principal accounting policies adopted 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.

### 2.1 Basis of preparation

The consolidated financial statements 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.

In accordance with the transitional and saving arrangements for Part 9 of the Hong Kong Companies Ordinance (Cap. 622), “Accounts and Audit” as set out in sections 76 to 87 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), the consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

## 1 一般資料

星光集團有限公司(「本公司」)乃一家投資控股公司。其附屬公司的主要業務為印刷及製造包裝材料、標籤及紙類製品，包括環保紙類產品。

本公司於一九九二年十一月三日根據百慕達公司條例(1981)於百慕達註冊成立為獲豁免有限公司。其註冊辦事處地址為Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda。自一九九三年起本公司股份於香港聯合交易所有限公司主板上市。

除另有指明外，此等綜合財務報表以港元呈列。於二零一五年六月二十四日本公司之董事局已批准刊發此等綜合財務報表。

## 2 重要會計政策概要

編撰此等綜合財務報表所應用的主要會計政策載列如下。除另有指明外，此等政策已於呈列之所有年度貫徹應用。

### 2.1 編製基準

本集團此等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」)編製，綜合財務報表按照歷史成本法編製，並就可供出售財務資產之重估而作出修訂。

根據香港《公司條例》(第622章)附表11中第76至87條所列載第9部「帳目和審計」之過渡性及保留安排之規定，此綜合財務報表乃按照前身香港《公司條例》(第32章)於本財政年度及同期比較期間仍然適用之規定而編製。

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

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 below.

The following new standards, amendments to standards and interpretation are mandatory for the Group's financial year beginning 1st April, 2014. The adoption of these new standards, amendments to standards and interpretation does not have any significant impact to the results and financial position of the Group; certain additional disclosures have resulted.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
HKAS 32 Amendments	Offsetting Financial Assets and Financial Liabilities
HKAS 36 Amendment	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 Amendment	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) — Int 21	Levies

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

遵照香港財務報告準則編製財務報表須採用若干主要會計估計，管理層於採用本集團會計政策時，亦須作出判斷。財務報表涉及高度判斷或複雜性，或對綜合財務報表重要的假設及估計在下列附註4披露。

下列新準則、準則及詮釋的修訂於本集團的二零一四年四月一日起財政年度已強制生效，採納此等新準則、準則及詮釋的修訂對本集團的業績及財務狀況並無重大影響，但導致增加約干披露。

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號的修訂	投資實體
香港會計準則第32號 修訂本	金融資產及 金融負債 相互抵銷
香港會計準則第36號 修訂本	非金融類資產 可收回金額 披露
香港會計準則第39號 修訂本	更新衍生 工具及對沖 會計的延續
香港(國際財務報告 詮釋委員會) — 詮釋第21號	徵收

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1st April, 2014 and have not been early adopted by the Group. The Group has commenced an assessment of the impact of these new standards and amendments to standards but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position.

HKAS 1 Amendments	Disclosure Initiative <sup>2</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>2</sup>
HKAS 19 Amendment	Defined Benefit Plans: Employee Contributions <sup>1</sup>
HKAS 27 Amendment	Equity method in separate financial statements <sup>2</sup>
HKFRS 9 Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Financial Instruments <sup>4</sup> Investment Entities: Applying the Consolidation Exception <sup>2</sup>
HKFRS 11 Amendment	Accounting for Acquisitions of Interests in Joint Operations <sup>2</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>3</sup>
HKFRSs Amendment	Annual Improvements 2010–2012 Cycle <sup>1</sup>
HKFRSs Amendment	Annual Improvements 2011–2013 Cycle <sup>1</sup>
HKFRSs Amendment	Annual improvements 2012–2014 Cycle <sup>2</sup>

<sup>1</sup> effective for annual periods beginning on or after 1st July 2014  
<sup>2</sup> effective for annual periods beginning on or after 1st January 2016  
<sup>3</sup> effective for annual periods beginning on or after 1st January 2017  
<sup>4</sup> effective for annual periods beginning on or after 1st January 2018

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

下列已頒佈的新準則及準則的修訂，於二零一四年四月一日起的財政年度仍未生效，及本集團並無提早採納。本集團已開始評估此等新準則及準則的修訂的影響，但到目前為止仍未確定其對營運業績及財務狀況會否構成重大影響。

香港會計準則第1號修訂本	披露主動性 <sup>2</sup>
香港會計準則第16號及香港會計準則第38號的修訂	可接受之折舊及攤銷方法之分類 <sup>2</sup>
香港會計準則第19號修訂本	界定福利計劃 — 僱員供款 <sup>1</sup>
香港會計準則第27號修訂本	獨立財務報表權益 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號的修訂	投資實體：應用綜合入賬豁免 <sup>2</sup>
香港財務報告準則第11號修訂本	收購共同營運權益之會計 <sup>2</sup>
香港財務報告準則第14號	監管遞延賬戶 <sup>2</sup>
香港財務報告準則第15號	客戶合約收益 <sup>3</sup>
香港財務報告準則修訂本	2010–2012週期年度改進 <sup>1</sup>
香港財務報告準則修訂本	2011–2013週期年度改進 <sup>1</sup>
香港財務報告準則修訂本	2012–2014週期年度改進 <sup>2</sup>

<sup>1</sup> 適用於2014年7月1日或以後開始的年度期間生效  
<sup>2</sup> 適用於2016年1月1日或以後開始的年度期間生效  
<sup>3</sup> 適用於2017年1月1日或以後開始的年度期間生效  
<sup>4</sup> 適用於2018年1月1日或以後開始的年度期間生效

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

In addition, the requirements of Part 9 “Accounts and Audit” of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company's first financial year commencing on or after 3rd March, 2014 in accordance with section 358 of that Ordinance. The Group is in the process of making an assessment of expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

### 2.2 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.

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.

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

此外，按照新香港《公司條例》(第622章)第358條，新香港《公司條例》第9部「帳目和審計」之規定於本公司自二零一四年三月三日後之首個財政年度開始實施。本集團現正評估《公司條例》之變動，及於新香港《公司條例》(第622章)第9部在首次應用期間對綜合財務報表所產生之預期影響。到目前為止，本集團認為對綜合財務報表不可能構成重大影響，並主要只影響資料之呈列及披露。

### 2.2 綜合賬目

附屬公司為本集團控制之所有實體(包括結構實體)。當本集團對參與實體業務之浮動回報承擔風險或享有權利以及能透過對實體之權力影響該等回報時，即取得控制權。附屬公司在控制權轉移至本集團之日綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

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、對被收購公司前擁有人所產生的負債及本集團所發行股本權益的公允價值計算。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允價值。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允價值作初步計量。

## 2 Summary of significant accounting policies (Continued)

### 2.2 Consolidation (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.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. The financial information reported by subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, the investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated income statement. 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 the consolidated income statement.

## 2 重要會計政策概要(續)

### 2.2 綜合賬目(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本權益於收購日期之公允價值超過所收購可識別資產淨值之公允價值之差額入賬列作商譽。倘所轉讓代價、已確認之非控股權益及已計量之以往持有權益之總額低於以廉價購入附屬公司之資產淨值之公允價值，則該差額會直接於收益表確認。

集團公司之間的交易、結餘及未實現收益予以對銷，未實現虧損亦予以對銷。附屬公司呈報的財務資料已按需要作出修改，以確保與本集團採用的會計政策符合一致。

於本公司的財務狀況表中，附屬公司投資按成本扣除減值，成本包括直接歸屬的投資成本。本公司按照股息收入為基準將附屬公司之業績計算入賬。

當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公允價值，賬面值的變動在綜合收益表中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他全面收益中確認的數額重新分類至綜合收益表。

## 2 Summary of significant accounting policies (Continued)

### 2.3 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 Chairman/Chief Executive Officer who makes strategic decisions.

### 2.4 Foreign currency translation

#### (a) *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, which is the Company's functional and the Group's presentation currency.

#### (b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. 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.

## 2 重要會計政策概要(續)

### 2.3 分部報告

經營分部乃按與主要營運決策者提供之內部報告一致之方式予以呈報。主要營運決策者負責分配資源及評估經營分部之表現，主席／首席執行長被視為主要營運決策者，彼負責制定策略決定。

### 2.4 外幣換算

#### (a) *功能貨幣和呈列貨幣*

本集團每個實體的財務報表所列項目均以該實體營運所在的主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港元呈報，港元為本公司的功能貨幣及本集團的呈列貨幣。

#### (b) *交易及結餘*

外幣交易採用交易日之匯率換算為功能貨幣。結算此等交易產生之匯兌盈虧以及將外幣計值之貨幣性資產和負債以年結匯率換算產生之匯兌盈虧在綜合收益表確認。

## 2 Summary of significant accounting policies (Continued)

### 2.4 Foreign currency translation (Continued)

#### (b) Transactions and balances (Continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in the consolidated income statement, and other changes in the carrying amount are recognised in other comprehensive income.

Translation difference on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in the consolidated income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in other comprehensive income.

#### (c) 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:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) 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 rate on the dates of the transactions); and

## 2 重要會計政策概要(續)

### 2.4 外幣換算(續)

#### (b) 交易及結餘(續)

以外幣為單位及被分類為可供出售的貨幣性證券的公允價值轉變，將在其證券攤銷成本轉變產生的匯兌差額及其他證券賬面值轉變之間予以分析。與攤銷成本變動有關的匯兌差額於綜合收益表中確認，賬面值的其他變動則於其他全面收益中確認。

非貨幣性財務資產及負債(如以公允價值計量且其變動計入損益的財務資產)之匯兌差額，則於綜合收益表內確認為公允價值損益一部份。非貨幣性財務資產(如歸類為可供出售投資之權益)之匯兌差額，則計入其他全面收益內。

#### (c) 集團公司

所有功能貨幣與呈列貨幣不同之本集團實體(當中沒有嚴重通貨膨脹貨幣)之業績及財務狀況均按以下方法換算為呈列貨幣：

- (i) 各財務狀況表呈列之資產及負債項目均以該財務狀況表結算日之收市匯率折算；
- (ii) 各收益表所呈報之收入及開支項目均按平均匯率換算(除非該平均值並不反映於交易日通行匯率累計影響之合理近似值，在此情況下收入及開支乃按交易日之匯率換算)；及

## 2 Summary of significant accounting policies (Continued)

### 2.4 Foreign currency translation (Continued)

#### (c) Group companies (Continued)

- (iii) all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, currency translation differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, currency translation differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

### 2.5 Land use rights

The up-front prepayments made for land use rights are accounted for as prepaid operating lease payments. They are expensed in the consolidated income statement on a straight-line basis over the periods of the lease; when there is impairment, the impairment is expensed immediately in the consolidated income statement.

### 2.6 Property, plant and equipment

Property, plant and equipment, including leasehold land interests classified as finance leases but excluding construction in progress, are stated at historical cost less accumulated depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

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 part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

## 2 重要會計政策概要(續)

### 2.4 外幣換算(續)

#### (c) 集團公司(續)

- (iii) 所有由此產生之外幣換算差額均於其他全面收益內確認。

綜合賬目上，換算境外業務之投資淨額所產生之外幣換算差額乃計入其他全面收益內。於處置或出售部份境外業務時，計入權益內之外幣換算差額於綜合收益表中計入出售收益或虧損的一部份。

### 2.5 土地使用權

就土地使用權預先支付的款項按預付營運租賃款項列賬，倘出現減值，將會按直線法於租賃期間分期在綜合收益表列作開支，減值於綜合收益表即時列作開支。

### 2.6 物業、廠房及設備

物業、廠房及設備(包括分類為融資租賃的租賃土地權益，但不包括在建工程)均以歷史成本減累計折舊及累計減值列賬。歷史成本包括因收購該資產而直接產生之支。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才列入資產的賬面值或確認為獨立資產(如適用)。已更換部分之賬面值將剔除入賬。所有其他維修及保養在產生的期間內於綜合收益表支銷。

## 2 Summary of significant accounting policies (Continued)

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

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

— Leasehold land interests classified as finance leases	Over the lease term
— Buildings	25 to 50 years
— Plant and machinery	5 to 10 years
— Furniture and equipment	5 to 10 years
— Motor vehicles	5 years

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The carrying amount is written down immediately to its recoverable amount if the carrying amount is greater than its estimated recoverable amount (note 2.7).

Construction in progress comprises buildings on which construction work has not been completed and plant and machinery for which installation work has not been completed. It is carried at cost which includes construction and installation expenditures and other direct costs less any impairment losses. On completion, construction in progress is transferred to the appropriate categories of property, plant and equipment at cost less accumulated impairment losses. No depreciation is provided for construction in progress until it is completed and available for use.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other (losses)/gains-net' in the consolidated income statement.

## 2 重要會計政策概要(續)

### 2.6 物業、廠房及設備(續)

分類為融資租賃之租賃土地權益自土地可供用作其擬定用途時開始攤銷。分類為融資租賃之租賃土地權益之攤銷及所有其他物業、廠房及設備之折舊依估計可使用年內按直線法分攤其成本至殘值，有關之可使用年期如下：

— 分類為融資租賃的租賃土地	按租約期限
— 樓宇	25至50年
— 機器	5至10年
— 傢具及設備	5至10年
— 汽車	5年

剩餘價值及可使用年期於各個報告結束日檢討，並作出適當調整。若賬面值高於其估計可收回價值，則其賬面值即時撇減至可收回價值(附註2.7)。

在建工程指尚未完成建築工程的樓宇及仍未完成安裝的機器，並按成本入賬，成本包括建築及安裝費用及其他直接成本減減值虧損。當在建工程完成時，會將成本減累計減值虧損轉撥至適當物業、廠房及設備的項目中。在建工程項目直至有關資產完成及可作擬定用途前不作折舊撥備。

出售收益及虧損透過比較賬面值及所得款項釐定，並於綜合收益表(「其他(虧損)/收益—淨額」)內確認。

## 2 Summary of significant accounting policies (Continued)

### 2.7 Impairment of investments in subsidiaries and other non-financial assets

Assets 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). Assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

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.

### 2.8 Financial assets

The Group classifies its financial assets in the categories of financial assets at fair value through profit or loss, loans and receivables and 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.

(a) *Financial assets at fair value through profit or loss*

A financial asset (including derivative financial instrument) is classified as fair value through profit or loss if acquired principally for the purpose of trading or designated upon initial recognition. Assets in this category are classified as current assets if they are either held for trading or are expected to be settled within twelve months otherwise they are classified as non-current.

## 2 重要會計政策概要(續)

### 2.7 於附屬公司投資及其他非財務資產之減值

資產在有事件出現或情況變動顯示出現賬面值無法收回時就減值進行評估。減值虧損按資產賬面值超越其可收回價值的數額確認。可收回價值為資產公允價值減銷售成本後的價值，與其使用價值之間的較高者。為評估資產減值，資產按可獨立地區分其現金流量(現金產生單位)的最低層次組合。於每個報告日，均會對曾出現減值之資產作出評估，以確定是否可能作出減值撥回。

倘投資附屬公司收取之股息超過附屬公司於股息宣派期間之全面收益總額或於獨立財務報表中之投資賬面值超過被投資對象資產淨值(包括商譽)於綜合財務報表中之賬面值，則要求對該等投資進行減值測試。

### 2.8 財務資產

本集團將其財務資產歸類為按公允價值透過損益記賬、貸款及應收款項以及可供出售。有關分類乃取決於所購入財務資產之用途。管理層於初步確認時決定其財務資產之類別。

(a) *按公允價值透過損益記賬的財務資產*

一項財務資產(包括衍生金融工具)，如購入的主要目的為買賣用途或於最初確認時已指定，會分類為按公允價值透過損益記賬。此類別之資產，如持有作買賣用途或預計於十二個月內結清，會分類為流動資產，否則分類為非流動資產。

## 2 Summary of significant accounting policies (Continued)

### 2.8 Financial assets (Continued)

#### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise trade and bill receivables and bank balances and cash in the statement of financial position (notes 2.12 and 2.13).

#### (c) Available-for-sale financial assets

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 management intends to dispose of the investments within twelve months of the end of the reporting period.

Regular purchases and sales of financial assets are recognised on the 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 carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognized 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 and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

## 2 重要會計政策概要(續)

### 2.8 財務資產(續)

#### (b) 貸款及應收款項

貸款及應收款項指於活躍市場上並無報價而款項已定或待定之非衍生財務資產。該等款項計入流動資產，惟不包括到期日為結算日起計超過十二個月者，此等款項會列作非流動資產。本集團之貸款及應收款項包括財務狀況表內之貿易應收賬款及票據及銀行結存及現金(附註2.12及2.13)。

#### (c) 可供出售財務資產

可供出售財務資產為被指定作此類別或並無分類為任何其他類別之非衍生工具。除非管理層有意在結算日後十二個月內出售該項投資，否則此等資產列在非流動資產內。

定期購入及出售的財務資產在交易日確認 — 交易日指本集團承諾購入或出售該資產之日。對於並非按公允價值透過損益記賬的所有財務資產，其投資初步按公允價值加交易成本確認。按公允價值透過損益記賬的財務資產，初步按公允價值確認，而交易成本則在綜合收益表支銷。當從投資收取現金流量的權利經已到期或經已轉讓，而本集團已將擁有權的所有風險和回報實際轉讓時，財務資產即終止確認。可供出售財務資產及按公允價值透過損益記賬的財務資產其後按公允價值列賬。貸款及應收款項其後利用實際利息法按攤銷成本列賬。

## 2 Summary of significant accounting policies (Continued)

### 2.8 Financial assets (Continued)

Gain or loss arising from changes in the fair value of the financial assets at fair value through profit or loss are included in the consolidated income statement within other income/other operating costs in the financial period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in the consolidated income statement; translation differences on non-monetary securities are recognised in equity. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale 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 as gain and loss from investment securities.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends from available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

## 2 重要會計政策概要(續)

### 2.8 財務資產(續)

以公允價值計量且其變動計入損益的財務資產之公允價值如出現變動，所產生之收益及虧損均於產生期間內列入綜合收益表之「其他收益／其他經營成本」。當本集團有權獲取支付時，以公允價值計量且其變動計入損益的財務資產產生之股息收入於綜合收益表內確認為其他收入的一部分。

如以外幣計價及分類為可供出售之貨幣證券的公允價值變動，則於因證券經攤銷成本變動產生的換算差額與證券賬面值其他變動間進行分析。貨幣證券之換算差額於綜合收益表確認，而非貨幣證券之換算差額則於權益確認。分類為可供出售的貨幣證券及非貨幣證券之公允價值變動，均於其他全面收入內確認。

當分類為可供出售之證券售出或減值時，在權益確認的累計公允價值調整按證券投資的收益及虧損列入綜合收益表內。

可供出售證券利用實際利息法計算的利息在綜合收益表內列作其他收入確認。至於可供出售權益工具的股息，當本集團收取有關款項的權利確定時，會在綜合收益表內列作其他收入確認。

## 2 Summary of significant accounting policies (Continued)

### 2.8 Financial assets (Continued)

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

### 2.9 Impairment of financial assets

#### (a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;

## 2 重要會計政策概要(續)

### 2.8 財務資產(續)

有價投資之公允價值乃按當時買入價所計算。倘某金融資產之市場並不活躍(及就非上市證券而言)，本集團會採用估值技術訂出公允價值，包括採用近期按公平原則進行之交易，參考其他大致相同之工具，現金流量貼現分析，以及期權定價模式，盡可能使用市場元素而盡量減少倚靠屬公司獨有的元素。

### 2.9 財務資產減值

#### (a) 以攤銷後成本列賬的資產

本集團於每個報告結束日評估是否存在客觀證據證明某財務資產或某財務資產組別已經存在減值。只有當存在客觀證據證明於首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組別財務資產的估計未來現金流量構成的影響可以合理估計的情況下，有關的財務資產或財務資產組別才被視為出現減值及產生減值虧損。

本集團用於釐定是否存在減值虧損客觀證據的標準如下：

- 發行人或欠債人遇上嚴重財政困難；
- 違反合約，例如逾期或拖欠償還利息或本金；
- 本集團基於與借款人的財政困難有關的經濟或法律原因，向借款人提供一般放款人不會考慮的特惠條件；

## 2 Summary of significant accounting policies (Continued)

### 2.9 Impairment of financial assets (Continued)

#### (a) Assets carried at amortised cost (Continued)

- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
  - (i) adverse changes in the payment status of borrowers in the portfolio;
  - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Group first assesses whether objective evidence of impairment exists.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

## 2 重要會計政策概要(續)

### 2.9 財務資產減值(續)

#### (a) 以攤銷後成本列賬的資產(續)

- 借款人有可能破產或進行其他財務重組；
- 因為財政困難而使該財務資產的活躍市場不再存在；或
- 可察覺的資料顯示自從初始確認後，某組別財務資產的估計未來現金流量有可計量的減少，即使該減少尚未能確定為在該組別的個別財務資產內，有關資料包括：
  - (i) 該組別的借款人的還款狀況的不利變動；
  - (ii) 與該組別資產逾期還款相關連的全國性或地方經濟狀況。

本集團首先評估是否存在減值的客觀證據。

虧損金額為資產賬面值與按財務資產估計未來現金流量(不包括仍未產生的未來信用虧損)以原實際利率貼現值兩者的差額。該資產賬面值予以減低，而產生的虧損金額則在綜合收益表確認。如貸款為浮動利率，計量任何減值虧損的折現率為按合同釐定的當時實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公允價值計量減值。

## 2 Summary of significant accounting policies (Continued)

### 2.9 Impairment of financial assets (Continued)

(a) *Assets carried at amortised cost (Continued)*

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(b) *Assets classified as available for sale*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, the Group uses the criteria refer to in (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, 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 profit or loss — is removed from equity and recognised in the separate consolidated income statement.

Impairment losses recognised in the separate consolidated income statement on equity instruments are not reversed through the separate consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the separate consolidated income statement.

## 2 重要會計政策概要(續)

### 2.9 財務資產減值(續)

(a) *以攤銷後成本列賬的資產(續)*

如在隨後期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在綜合收益表轉回。

(b) *資產分類為可供出售*

本集團在每個報告結束日評估是否有客觀證據證明某財務資產或某財務資產組別已經存在減值。

對於債務證券，本集團利用上文(a)的準則。至於分類為可供出售的權益投資，該等證券公允價值的大幅度或長期低於其成本值，亦是該資產已經存在減值的證據。若可供出售財務資產存在此等證據，累計虧損(按購買成本與當時公允價值的差額，減該財務資產之前已計入綜合收益表的任何減值虧損計算)，自權益中剔除，並計入獨立綜合收益表。

在獨立綜合收益表確認的權益工具的減值虧損不會透過獨立綜合收益表轉回。如被分類為可供出售的債務工具的公允價值在較後期間增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在獨立綜合收益表轉回。

## 2 Summary of significant accounting policies (Continued)

### 2.10 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The derivative instruments held by the Group do not qualify for hedge accounting and are accounted for at fair value through profit or loss. Changes in fair value of these derivative instruments are recognised immediately in the consolidated income statement.

### 2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.12 Trade and bill receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and bill receivables 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.

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

### 2.13 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the consolidated statement of financial position.

## 2 重要會計政策概要(續)

### 2.10 衍生金融工具

衍生金融工具初步按訂立衍生金融工具合約當日之公允價值確認，其後按公允價值重新計量。本集團所持有之衍生金融工具未能指定作為對沖工具，並按公允價值透過損益記賬。衍生金融工具之公允價值如有變動，會即時於綜合收益表確認。

### 2.11 存貨

存貨以成本值及可變現淨值兩者的較低者列賬。成本值是以加權平均法計算。製成品及在製品的成本值包括原材料、直接工資、其他直接成本及相關生產間接開支(根據正常營運能力計算)。有關數額不包括借貸成本。可變現淨值為於日常業務過程內的估計售價扣除適當的浮動銷售開支計算。

### 2.12 貿易應收賬款及票據

貿易應收賬款是就日常業務過程中所售商品或所提供服務而應收客戶之款項。倘應收賬款及票據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)，則分類為流動資產。否則，在非流動資產中列報。

貿易應收賬款及票據初步按公允價值確認，其後以實際利息法按攤銷成本扣除減值撥備計量。

### 2.13 現金及現金等值

現金及現金等值包括手頭現金、銀行通知存款、原到期日為三個月或以下的短期高流動投資，以及銀行透支。銀行透支於綜合財務狀況表列作流動負債內的融資。

## 2 Summary of significant accounting policies (Continued)

### 2.14 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured 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 facilities 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 facilities will be drawn down, the fee is capitalised as a prepayment 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.

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. All other borrowing costs are charged to the consolidated income statement in the period in which they are incurred.

### 2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables 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.

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

## 2 重要會計政策概要(續)

### 2.14 融資及融資成本

融資於扣除所產生之交易成本後初步按公允價值確認，其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值間之任何差額於借貸期間使用實際利息法於綜合收益表確認。

設立貸款額度時支付的費用倘部份或全部額度將會很有可能提取，該費用可遞延入賬直至額度提取為止。如沒有證據證明部份或全部額度將會很有可能被提取，則該項費用須資本化作為流動資金服務的預付款，並按有關額度期間攤銷。

除非本集團有權無條件地將債務結算日期順延至報告結束日後至少十二個月，否則融資會被分類為流動負債。

直接歸屬於興建合資格資產的借款成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途為止。所有其他借款成本均於彼等產生時於綜合收益表內列支。

### 2.15 貿易應付賬款

貿易應付賬款是在日常運作過程中從供應商處購買商品或接受服務形成的支付責任。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)，則分類為流動負債。否則，在非流動負債中列報。

貿易應付款項初步按公允價值確認，並於隨後以實際利率法按攤銷成本計算。

## 2 Summary of significant accounting policies (Continued)

### 2.16 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.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company and its subsidiaries 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.

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 substantively enacted by the end of the reporting period 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 only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

## 2 重要會計政策概要(續)

### 2.16 即期及遞延所得稅

本期間的稅項支出包括即期及遞延稅項。稅項在綜合收益表中確認，但與其他全面收益或直接於權益中確認的項目有關者則除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

即期所得稅支出根據本公司及其附屬公司營運及產生應課稅收入的國家於財務狀況表日期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。

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在綜合財務報表的賬面值之差額產生的暫時差異全數撥備。然而，若遞延所得稅來自在交易(不包括企業合併)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，則不作記賬。遞延所得稅採用在報告結束日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時差異而確認。

## 2 Summary of significant accounting policies (Continued)

### 2.16 Current and deferred income tax (Continued)

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, 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 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.

### 2.17 Share capital

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.

Where any group company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from retained earnings.

### 2.18 Employee benefits

#### (a) Employee leave entitlements

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

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

## 2 重要會計政策概要(續)

### 2.16 即期及遞延所得稅(續)

遞延所得稅就附屬公司投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來很有可能不會撥回則除外。

倘具有法定可執行權利將現有稅項資產與現有稅項負債對銷，且遞延所得稅資產及負債均涉及同一財政機關向有意按淨額結算餘額的課稅實體或不同課稅實體徵收的所得稅，則遞延所得稅資產與負債可互相抵銷。

### 2.17 股本

直接歸屬於發行新股或購股權的新增成本在股本權益中列為所得款(除稅後)的減少。

當集團內任何公司購買本公司的股本權益，已付的代價，包括任何直接歸屬的遞增成本(除稅後)，將於保留溢利中扣除。

### 2.18 員工福利

#### (a) 僱員應享假期

僱員的應享年假及長期服務假期乃於應計予僱員時確認。僱員因提供服務產生的應享假期乃按截至財務狀況表日期日的年假及長期服務假期估計負債計算撥備。

僱員應享病假及分娩假期僅於支取時才確認。

## 2 Summary of significant accounting policies (Continued)

### 2.18 Employee benefits (Continued)

#### (b) Retirement benefits

The Group participates in various defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contribution for post-retirement benefits beyond these fixed contributions.

The schemes are generally funded through payments to government authorities, insurance companies or trustee-administered funds. The Group pays contributions on a mandatory, contractual or voluntary basis. The contributions are recognised as employment costs 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.

#### (c) Share-based compensation

The fair value of the employee services received in exchange for the grant of share options is recognised as an expense over the vesting periods of the options granted. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in the assumption that the number of options that are expected to become exercisable. At the end of each reporting date, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

## 2 重要會計政策概要(續)

### 2.18 員工福利(續)

#### (b) 退休福利

集團參加多個界定供款退休福利計劃。界定供款計劃指本集團向獨立實體作出定額供款之退休金計劃。本集團並無法定或推定責任為該等定額供款以外的退休後福利支付其他供款。

計劃一般的資金來自向政府機構、保險公司或受託人管理基金所作供款。本集團按強制、合約或自願基準作出供款。供款到期時確認為僱員成本。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。

#### (c) 以股份為基礎之補償

為換取所獲僱員提供之服務而授出購股權之公允價值於授出購股權的歸屬期內確認為支出。於歸屬期內將予支銷之總額乃參考所授出購股權之公允價值釐定，但不包括任何非市場業績可行權條件，非市場可行權條件包括在有關預期可行使可行權的期權數目的假設中。於各個報告結束日，本集團會修訂其對預期可行權數目的估計，並於綜合收益表確認修訂原估算產生之影響(如有)及對權益作出相應調整。

當購股權獲行使後，所有收入於扣除任何有關交易成本後撥入股本(面值)及股份溢價。

## 2 Summary of significant accounting policies (Continued)

### 2.18 Employee benefits (Continued)

#### (d) 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.

### 2.19 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 amount has been reliably estimated. Provisions are not recognised for future operating losses.

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 risk specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

## 2 重要會計政策概要(續)

### 2.18 員工福利(續)

#### (d) 溢利分享及花紅計劃

本集團按本公司經調整後股東應佔溢利根據公式計算的花紅及溢利分享確認為負債及開支。當有合約責任或過往慣例引致推定責任時，本集團即會確認撥備。

### 2.19 撥備

本集團因已發生之事件而產生現有法律或推定責任；很有可能需要資源流出以償付責任；金額已被可靠估計作出撥備。不就未來營運虧損確認撥備。

如有多項類似責任，其需要在償付中流出資源的可能性，根據責任的類別整體考慮。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備採用稅前利率按照預期需償付有關責任的開支的現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

## 2 Summary of significant accounting policies (Continued)

### 2.20 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) *Sales of goods*

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

(b) *Interest income*

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

## 2 重要會計政策概要(續)

### 2.20 收入確認

收入包括在本集團正常經營活動中已收到或應收的出售產品的公允價值。收入已扣除增值稅、退貨、回傭及折扣，以及對銷本集團公司內部銷售後的金額列示。

當能夠可靠地計量收入金額，而很可能日後有經濟利益將流入公司，並如下文所述本集團的各業務符合特定條件時，本集團確認收入。本集團根據過往業績，並考慮客戶種類、交易形式及各安排的特徵估計。

(a) *銷售貨品*

銷售貨品於集團實體向客戶送交產品，客戶接受該產品並且收回相關應收款項的機會能夠合理確定時確認入賬。

(b) *利息收入*

利息收入採用實際利息法按時間比例基準確認入賬。

## 2 Summary of significant accounting policies (Continued)

### 2.21 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), including upfront payment made for land use rights, are charged to the consolidated income statement on a straight-line basis over the period of the lease.

Leases of certain 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 so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in short-term and long-term finance lease obligations. The interest element of the finance cost is charged to the consolidated 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 重要會計政策概要(續)

### 2.21 租賃

如租賃擁有權之重大部份風險及回報由出租人保留，分類為經營租賃。根據經營租賃支付之付款(扣除自出租人收取之任何獎勵金後)，包括土地使用權預先支付的款項，於租賃期內以直線法於綜合收益表支銷。

當本集團持有差不多所有擁有權的風險和回報的若干物業、廠房及設備的租賃均分類為融資租賃。融資租賃於租賃開始時按租賃資產之公允價值與最低租賃付款現值兩者的較低者資本化。

每項租賃付款在債務和融資開支間分攤，以達到尚欠融資結餘的常數比率。相應的租金責任在扣除融資開支後，包括在短期及長期融資租賃債務中。融資成本的利息部份按租賃期在綜合收益表中扣除，以對每個期間餘下負債結餘產生常數定期比率。根據融資租賃購入的物業、廠房及設備按資產的可使用年期與租期兩者的較短者折舊。

## 2 Summary of significant accounting policies (Continued)

### 2.22 Contingent assets and contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of the obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When an inflow is virtually certain, an asset is recognised.

### 2.23 Financial guarantees

Financial guarantee contracts are contracts that require 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 terms of a debt instrument. The Company and the Group account for the financial guarantee contracts under HKFRS 4 "Insurance contracts" and do not recognise liabilities for financial guarantees at inception, but performs a liability adequacy test at the end of each reporting period by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee would result in a present legal or constructive obligation. If the respective liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

## 2 重要會計政策概要(續)

### 2.22 或然資產及或然負債

或然負債乃因過往事件而可能產生的責任。有關責任存在與否須視乎某一宗或多宗本集團不能全權掌控之未來事件會否發生。或然負債亦可為因過往事件而產生的現時責任，並基於毋須損耗經濟資源或責任的數額無法可靠計量而無予以確認。或然負債毋須確認，但會在財務報表披露。倘需要耗損的可能性有所變化而可能須要耗損資源，則會確認為撥備。

或然資產指因過往事件可能產生之資產，此等資產存在與否須視乎某一宗或多宗本集團不能全權掌控之事件會否發生。或然資產不會被確認，但會於經濟利益可能流入時在財務報表附註披露。當大致確定利益將流入時，則會確認資產。

### 2.23 財務擔保

財務擔保為一種合約，規定在債務到期時若指定債務人未能根據債務工具的條款付款的情況下，由發行人向持有人支付指定款項以賠償其損失。本公司及本集團按香港財務報告準則第4號「保險合約」計算財務擔保合約及於訂約時並無確認財務擔保負債，但會於各個報告結束日進行負債充裕度測試，比較財務擔保的淨負債與因財務擔保而產生的現時法律或推定責任所需數額的差額。倘負債少於其現時法律或推定責任的數額，將即時在綜合收益表確認全部差額。

## 2 Summary of significant accounting policies (Continued)

### 2.24 Dividend distributions

Dividend distributions to the Company's shareholders are recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

## 3 Financial risk management

### 3.1 Financial risk factors

The Group's principal activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk, liquidity risk and price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by senior management of the Group under policies approved by the Board of Directors of the Company.

#### (a) Market risk

##### (i) Foreign exchange risk

Subsidiaries of the Company operate in the People's Republic of China (the "Mainland China"), Hong Kong, Singapore and Malaysia with most transactions denominated in either Renminbi, Hong Kong dollar, Singapore dollar, United States dollar or Malaysian ringgit. The Group is exposed to foreign exchange risk primarily through sales and purchases transactions that are denominated in a currency other than the functional currency of the relevant subsidiary. The Group considers its foreign currency exposure mainly arises from the exposure of Renminbi against Hong Kong dollar and/or United States dollar. As Hong Kong dollar is pegged to United States dollar, the Group believes the exposure of transactions denominated in United States dollar which are entered by group companies with a functional currency of Hong Kong dollar to be insignificant.

## 2 重要會計政策概要(續)

### 2.24 股息分派

向本公司股東分派的股息在股息獲本公司股東批准期間於本集團和本公司的財務報表確認為負債。

## 3 財務風險管理

### 3.1 財務風險因素

本集團之主要業務承受多種財務風險：市場風險(包括兌換風險、公允價值利率風險及現金流量利率風險)、信貸風險、流動資金風險及價格風險。本集團之整體風險管理方案集中於難以預測之金融市場，並致力於將對本集團財務表現造成之潛在不利影響減至最低。風險管理由本集團的高層管理人員按本公司董事會批准的政策推行。

#### (a) 市場風險

##### (i) 外匯風險

本公司之附屬公司於中華人民共和國(「中國」)、香港、新加坡及馬來西亞經營業務，大部份交易主要以人民幣、港元、新加坡元、美元或馬來西亞元計值。本集團所承擔之外匯風險主要來自有關附屬公司之銷售及採購交易以功能貨幣以外之貨幣結算。本集團認為其外匯風險主要來自人民幣兌換港元及／或美元的風險。由於港元與美元掛鈎，本集團相信以港元作為功能貨幣的集團公司訂立以美元計算的交易須承受的風險並不重大。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (i) Foreign exchange risk (Continued)

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group also regularly reviews the portfolio of local and international customers and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign exchange risk.

As at 31st March, 2015, approximately 85% (2014: 84%) of the Group's borrowings were denominated in Hong Kong dollar and Renminbi while the remaining were mainly denominated in United States dollar, Singapore dollar and Malaysian ringgit. The Group's borrowings are mainly in Hong Kong dollar or Renminbi to finance investments in China. At present, the management does not expect that there will be any significant foreign exchange risk associated with the Group's borrowings and the Group did not use any financial instruments to hedge its foreign exchange risk arising from the Group's borrowings during the year.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (i) 外匯風險(續)

本集團通過監控外幣收入及支付水平管理其外幣交易所承受之風險。本集團確保其不時之外匯風險淨額維持在可接受的範圍內。本集團亦經常審閱本地及國際客戶的組合及交易計值之貨幣，以將集團的外匯風險降至最低。

於二零一五年三月三十一日，本集團約85%之借貸(二零一四年：84%)均以港元及人民幣計值，而其餘均以美元、新加坡元及馬來西亞元計值。本集團主要提取以港元或人民幣計值之借貸作為位於中國的投資融資。目前，管理層預期年內並無與本集團借貸有關之任何重大外匯風險且本集團並無使用任何金融工具對沖其來自本集團借貸之外匯風險。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (i) Foreign exchange risk (Continued)

At 31st March, 2015, if Renminbi had strengthened/weakened by 5% (2014: 5%) against Hong Kong dollar or United States dollar with all other variables held constant, pre-tax profit for the year would have been approximately HK\$1,881,000 (2014: HK\$2,452,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of cash and bank balances, trade receivables, trade payables and borrowings denominated in non-functional currency of the relevant group companies.

###### (ii) Cash flow interest rate risk

As the Group has no significant interest-bearing assets except for the cash and bank balances, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk mainly arises from borrowings. The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's borrowings.

At 31st March, 2015, if interest rates on borrowings had been 10 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been HK\$209,000 (2014: HK\$204,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (i) 外匯風險(續)

於二零一五年三月三十一日，倘人民幣兌港元或美元之匯率升值／貶值5%（二零一四年：5%），而其他可變因素維持不變，本年度除稅前溢利將增加／減少約1,881,000港元（二零一四年：2,452,000港元），主要由於以相關集團公司非功能貨幣計值之現金及銀行存款、貿易應收賬款、貿易應付賬款及借貸在兌換時產生之外匯收益／虧損所致。

###### (ii) 現金流量利率風險

因本集團除現金及銀行存款外，並無重大計息資產，故本集團之收入及經營現金流量大致上不受市場利率變更影響。

本集團之利率風險主要來自借貸。浮息銀行借貸致使本集團承受現金流量利率風險。本集團之現金流量利率風險主要來自本集團借貸中有關香港同業拆息利率之波動。

於二零一五年三月三十一日，倘借貸利率上升／下降10個基點，而其他可變因素維持不變，本年度除稅後溢利將減少／增加約209,000港元（二零一四年：204,000港元），主要由於浮息借貸之利息開支之增加／減少。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

The credit risk of the Group mainly arises from trade receivables and deposits with banks and financial institutions.

Credit risk on trade debtors is managed by the managements of the individual business units and monitored by the Group's management on a group basis. Most customers are sizable and renowned. Management assesses the credit quality of smaller customers by considering their financial position, past experience therewith and other relevant factors. The utilisation of credit limits is regularly monitored. Debtors with overdue balances will be requested to settle their outstanding balances.

The Group believes that adequate provision for doubtful debts has been made in the consolidated financial statements and that all customers with delinquency in payments and indication of impairment were fully provided for. To the extent that information is available, management has properly reflected revised estimates of expected future cash flows in their impairment assessments in relation to receivables. As at 31st March, 2015, a total provision for impairment of trade receivables of HK\$15,667,000 (2014: HK\$6,546,000) had been recognised in the Group's financial statements.

The Group has policies that limit the amount of credit exposure to any individual financial institution. The Group's bank deposits are all deposited in renowned and established banks or financial institutions in Hong Kong, Singapore, Malaysia and Mainland China. Management considers that the credit risk associated with deposits with banks and financial institutes is low.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險

本集團之信貸風險主要來自貿易應收賬款及銀行與金融機構之存款。

貿易債務人之信貸風險乃由個別業務單元管理層管理及由本集團管理層按組別監控。大部份客戶均具有相當規模及知名的。管理層按財務狀況、過往經驗及其他有關因素評估其他規模較小的客戶的信貸質素。信貸限額之使用須定期監控。有過期結餘之債務人將須按要求清償其未償付結餘。

本集團相信於綜合財務報表中已作充足的呆壞賬撥備，及所有有延遲付款和有減值跡象的客戶亦已全數撥備。根據已有的資料，管理層在應收賬款的減值評估時，已修訂有關預期未來現金流量的估計。於二零一五年三月三十一日，本集團財務報表中已確認貿易應收賬款減值撥備共15,667,000港元(二零一四年：6,546,000港元)。

本集團制定政策以限制須承受來自任何金融機構之信貸風險。本集團之銀行存款均存入香港、新加坡、馬來西亞及中國知名及信譽卓著之銀行或金融機構。管理層認為有關銀行及金融機構存款之信貸風險為低。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Company has no significant exposure to credit risk, management has also performed the liability adequacy test on the guarantees given to bank and financial institutions for certain of its subsidiaries and is of the opinion that there are no liabilities in related to the guarantees given.

##### (c) Liquidity risk

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

Management monitors rolling forecasts of the Group's liquidity reserve which comprises cash and cash equivalents (Note 21) and undrawn borrowing facilities (Note 32) on the basis of expected cash flows.

The table below analyses the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of reporting period date to contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險(續)

本公司並無重大信貸風險，管理層就提供予銀行及財務機構有關若干附屬公司的擔保進行負債充裕度測試，並認為就有關擔保並無責任。

##### (c) 流動資金風險

審慎的流動資金風險管理指維持充足的現金及資金，透過已承諾信貸融資之足夠額度備有資金。基於相關業務之活躍多變性質，故本集團管理層致力透過保持可動用的已承諾信貸額度維持資金的靈活性。

管理層根據預期現金流量，監控本集團之流動資金儲備(包括現金及現金等值(附註21)及未提取銀行信貸額(附註32))之滾動預測。

下表基於由報告結束日至合約到期日之剩餘期間對本集團及本公司之財務負債進行相關到期組別分析。在表內披露之金額為合約性未貼現的現金流量。由於貼現的影響並不重大，因此於十二個月內需要償付之結餘相等於其賬面值。

## 3 Financial risk management (Continued)

## 3.1 Financial risk factors (Continued)

## (c) Liquidity risk (Continued)

Specifically, for the bank borrowings which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

## 3 財務風險管理(續)

## 3.1 財務風險因素(續)

## (c) 流動資金風險(續)

具體地，對於包含銀行可依據其意願行使的應要求償還條款之銀行融資，下列分析呈列按本集團被要求還款的最早期間的現金流出，即放款人行使其無條件權利即時收回貸款。

		On demand	Less than 1 year	Between 1 and 2 years 介乎 一至二年	Between 2 and 5 years 介乎 二至五年	Over 5 years 超過五年
		應要求 HK\$'000 千港元	少於一年 HK\$'000 千港元	一至二年 HK\$'000 千港元	二至五年 HK\$'000 千港元	超過五年 HK\$'000 千港元
<b>Group</b>	<b>集團</b>					
<b>At 31st March, 2015</b>	<b>於二零一五年三月三十一日</b>					
Borrowings	融資	131,493	48,703	41,147	24,843	3,711
Finance lease obligations	財務契約債務	—	3,824	—	—	—
Trade and bill payables	貿易應付賬款及票據	—	140,413	—	—	—
Other payables	其他應付款	—	39,905	—	—	—
Interest payable	應付利息	3,687	3,219	1,648	1,315	184
		<b>135,180</b>	<b>236,064</b>	<b>42,795</b>	<b>26,158</b>	<b>3,895</b>
<b>At 31st March, 2014</b>	<b>於二零一四年三月三十一日</b>					
Borrowings	融資	113,185	48,381	45,539	25,733	6,411
Finance lease obligations	財務契約債務	—	4,036	4,340	—	—
Trade and bill payables	貿易應付賬款及票據	—	135,940	—	—	—
Other payables	其他應付款	—	46,174	—	—	—
Interest payable	應付利息	3,291	3,851	2,080	1,475	417
		<b>116,476</b>	<b>238,382</b>	<b>51,959</b>	<b>27,208</b>	<b>6,828</b>

## 3 Financial risk management (Continued)

## 3.1 Financial risk factors (Continued)

## (c) Liquidity risk (Continued)

Company  
At 31st March, 2015  
Other payables  
Amounts due to subsidiaries

公司  
於二零一五年三月三十一日  
其他應付款  
應付附屬公司款項

Less than  
1 year  
少於一年  
HK\$'000  
千港元

107

39,671

39,778

At 31st March, 2014  
Other payables  
Amounts due to subsidiaries

於二零一四年三月三十一日  
其他應付款  
應付附屬公司款項

100

38,188

38,288

## (d) Price risk

The Group is exposed to price risk arising from its investments in equity securities which are classified on the statement of financial position as available-for-sale financial assets. To manage its price risk arising from investments in equity securities, the Group diversifies its investment portfolio.

The equity securities invested by the Group are publicly traded on the Hong Kong Stock Exchange.

At 31st March, 2015, if the prices of the equity securities invested by the Group had been lower/higher by 10%, with all other variables held constant, the Group's equity would have been approximately HK\$183,000 (2014: HK\$158,000) lower/higher.

The fair value of the unlisted insurance policies invested by the Group will fluctuate, subject to the returns which are at the discretion of the issuer of the insurance policies. Such policies have a minimum guaranteed returns during the holding period. Management is of the opinion that the price risk arising from these policies is insignificant.

## (d) 價格風險

本集團持有於綜合財務狀況表分類為可供出售財務資產的股本證券投資令本集團承受價格風險。本集團分散其投資組合，以管理股本證券投資而產生的價格風險。

本集團投資的股本證券於香港聯合交易所有限公司買賣。

於二零一五年三月三十一日，倘本集團投資的股本證券價格下跌／上升10%，而所有其他變量保持不變，本集團之證券價值將會下跌／上升約183,000港元（二零一四年：158,000港元）。

本集團投資的非上市保險保單，其公允價值會因保單承保人決定的回報而波動，此保單於持有期間有最低回報保證，管理層認為此保單引起的價格風險並不重大。

### 3 Financial risk management (Continued)

#### 3.2 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.

The Group monitors capital on the basis of the net 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 statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity', as shown in the consolidated statement of financial position.

During 2015, the Group's strategy, which was unchanged from 2014, was to maintain a net gearing ratio less than 75%. The net gearing ratios at 31st March, 2015 and 2014 were as follows:

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Borrowings (Note 22)	融資 (附註22)	249,897	239,249
Finance lease obligation (Note 23)	財務契約債務 (附註23)	3,824	8,376
Bill payables	應付票據	962	22,787
Total borrowings	融資總額	<b>254,683</b>	270,412
Less: Bank balances and cash (Note 21)	減：銀行結存及現金 (附註21)	<b>(215,721)</b>	(226,649)
Net debt	債務淨額	<b>38,962</b>	43,763
Total equity	權益總額	<b>536,943</b>	558,762
Net gearing ratio	淨負債比率	<b>7%</b>	8%

### 3 財務風險管理(續)

#### 3.2 資本風險管理

本集團管理資本之目標為保證本集團持續經營之能力，以為股東提供回報及為其他持份者提供利益並維持最佳資本架構以降低資本成本。

為維持或調整資本結構，本集團或會調整派予股東之股息金額、將資本發還股東、發行新股或出售資產以減少債項。

本集團以淨負債比率為基準監察其資本，該比率以負債淨額除以股本總額計算，負債淨額以總融資(包括於綜合財務狀況表中披露的流動及非流動融資)減現金及現金等值。股本總額計算為於綜合財務狀況表中的「股本權益」。

於二零一五年度內，本集團之策略(自二零一四年起並無變動)為維持淨負債比率少於75%。於二零一五年及二零一四年三月三十一日之淨負債比率如下：

### 3 Financial risk management (Continued)

#### 3.3 Fair value estimation

The carrying amounts of the Group's financial assets including cash and cash equivalents, bank deposit, trade and bill receivables, deposits and financial liabilities including trade and bill payables, other payables and short-term bank borrowings, approximate their fair values due to their short-term maturities.

The table below analyses the Group's financial instruments carried at fair value as at 31st March, 2015 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy 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).

### 3 財務風險管理(續)

#### 3.3 公允價值之估計

本集團之財務資產，包括現金及現金等值、銀行存款、貿易應收賬款及票據、按金以及財務負債包括貿易應付賬款及票據、其他應付款及短期銀行融資，由於到期日較短，因此其賬面值均與公允價值相若。

下表分析本集團於二零一五年三月三十一日按用於計量公允價值之估值技術所用輸入數據的層級，計量按公允價值列賬之金融工具之公允價值。有關輸入數據乃按下文所述而分類歸入公允價值架構內的三個層級：

- 同類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(即從價格以外得出)觀察所得的因素(第二級)。
- 並非根據可觀察市場數據而釐定的資產或負債的因素(即不可觀察的因素)(第三級)。

### 3 Financial risk management (Continued)

#### 3.3 Fair value estimation (Continued)

The following table presents the Group's assets that are measured at fair value at 31st March, 2015.

Assets	資產	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產	1,832	8,389	—	10,221

The following table presents the Group's assets that are measured at fair value at 31st March, 2014.

Assets	資產	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產	1,575	3,741	—	5,316

There were no transfers between levels 1 and 2 during the year.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily listed equity investments classified as available-for-sale financial assets.

### 3 財務風險管理(續)

#### 3.3 公允價值之估計(續)

下表呈列本集團於二零一五年三月三十一日以公允價值計量的資產。

Assets	資產	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產	1,832	8,389	—	10,221

下表呈列本集團於二零一四年三月三十一日以公平值計量的資產。

Assets	資產	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產	1,575	3,741	—	5,316

年內，第一級和第二級之間並無轉換。

在活躍市場買賣的金融工具的公允價值根據報告結束日的市場報價列賬。當報價可即時和定期從證券交易所、交易商、經紀、業內人士、定價服務者或監管代理獲得，並且該等報價代表按公允交易原則進行的實際和常規的市場交易時，該市場被視為活躍。本集團持有的財務資產的市場報價為當時買方報價。此等工具包括在第一級。此等包含在第一級的工具主要包括分類為可供出售財務資產的上市股權投資。

### 3 Financial risk management (Continued)

#### 3.3 Fair value estimation (Continued)

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

#### 3.4 Offsetting financial assets and financial liabilities

No financial asset and financial liability is subject to offsetting under an enforceable master netting arrangement or similar arrangement as at 31st March, 2015 and 31st March, 2014.

### 4 Critical accounting estimates and judgements

Estimates and judgments 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.

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 addressed below.

#### (a) Trade receivables

The Group's management determines the provision for impairment of trade receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and current market conditions, and requires the use of judgements and estimates. Management reassesses the provision at the end of each reporting period.

### 3 財務風險管理(續)

#### 3.3 公允價值之估計(續)

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術儘量利用可取得的可觀察市場數據(如有)，並儘量少依賴實體的特定估計。如計算一項金融工具的公允價值所需的所有重大輸入為可觀察數據，則該金融工具列入第二級。

如有一項或多項重要因素並非根據可觀察市場數據，有關工具會被歸納為第三級。

#### 3.4 財務資產及財務負債相互抵銷

於二零一五年三月三十一日或二零一四年三月三十一日，並無財務資產及財務負債受可執行總互抵安排或類似協議所規限。

### 4 重大會計估計及判斷

估計及判斷會被持續評估，並按過往經驗及其他因素，包括於有關情況下相信為合理之未來事件之預測而作出。

本集團就未來作出估計及假設。產生的會計估計(根據定義)甚少與有關實際結果相同。下文闡述有很大機會導致下一財政年度資產與負債賬面值須作出重大調整的估計及假設。

#### (a) 貿易應收賬款

本集團管理層根據貿易應收賬款可收回程度之評估就該等應收賬款計提撥備。該等評估乃根據客戶及其他債務人過往信貸狀況以及目前市場狀況，同時需要作出判斷及估計。管理層於各報告結束日重新評估撥備。

#### 4 Critical accounting estimates and judgements (Continued)

##### (b) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax in the period in which such estimate is changed.

##### (c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of a similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to industry cycles. Management reassesses these estimates at the end of each reporting period.

#### 4 重大會計估計及判斷(續)

##### (b) 所得稅

本集團須繳納若干司法權區稅項。需要對世界各地的所得稅撥備作出重大的判斷。有頗多未能確定最終稅項之交易及計算。本集團按是否有到期須繳納額外稅項而確認預計稅務審核事宜的負債。倘該等事宜之最終稅務結果與初步記錄之金額不同，有關差異將影響作出此等釐定期間內之即期及遞延所得稅資產及負債。

倘管理層認為未來應課稅溢利可用作對銷暫時性差異或稅項虧損可予動用時，則會確認與若干暫時性差異有關之遞延稅資產及稅項虧損。倘預期結果與原先之估算不同，有關差異會對有關估算出現變動之期間內之遞延稅資產及所得稅開支之確認構成影響。

##### (c) 存貨可變現淨值

存貨可變現淨值指日常業務估計售價扣除估計完工成本及銷售開支。有關估計根據現行市況及過往製造及出售類似產品之經驗而作出。相關估計可能因客戶口味及競爭對手對抗行業週期而出現重大變動。管理層於每個報告結束日重新評估此等估計。

#### 4 Critical accounting estimates and judgements (Continued)

##### (d) Fair value of financial assets

The fair values of financial assets that are traded in an active market are determined by the quoted market prices. For the fair values of financial assets not traded in an active market, the Group would use the quoted price provided by counterparty to estimate the fair values. The methodologies, models and assumptions used in valuing these financial assets require judgement by management which are mainly based on market conditions existing at each reporting date.

##### (e) Estimated useful lives of property, plant and equipment and land use rights

Management of the Group determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment with reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will revise the depreciation charge where useful lives or residual values are different from those previously estimated. Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future periods.

#### 4 重大會計估計及判斷(續)

##### (d) 財務資產的公允價值

於活躍市場買賣的財務資產的公允價值由市場價格釐定，而並非於活躍市場買賣的財務資產的公允價值，本集團會根據相對應方提供的價格估計其公允價值。用以計量此等財務資產的方法、模型及假設需要管理層於每個報告日主要按市場情況而作出判斷。

##### (e) 物業、廠房及設備之估計可使用年期

本集團管理層參考本集團使用物業、廠房及設備而產生的未來經濟利益的估計期間而決定此等資產之估計可使用年期、剩餘價值及有關折舊開支，此等估計是根據性質及功能相若的物業、廠房及設備的實際使用年期的過往經驗而釐定。當實際使用年期或剩餘價值較原先估計的不同，管理層將會修正折舊開支。實際經濟年期與估計可使用年期可能有分別，及實際剩餘價值與估計剩餘價值亦可能有分別。定期審視會導致折舊年期及剩餘價值以及將來的折舊開支轉變。

#### 4 Critical accounting estimates and judgements (Continued)

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

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

#### 5 Revenue and segment information

The Company is an investment holding company and its subsidiaries are principally engaged in the printing and manufacturing of packaging materials, labels and paper products, including environmental friendly paper products.

##### (a) Revenue/Turnover is analysed as follows:

Sales of packaging materials, labels and paper products, including environmental friendly paper products	銷售包裝材料、標籤、及紙類製品，包括環保紙類產品
Others	其他

#### 4 重大會計估計及判斷(續)

##### (f) 物業、廠房及設備之減值

當有事件或情況變動顯示物業、廠房及設備之賬面值可能不能收回時，會作減值檢討。可收回金額乃按其使用價值或公允價值減銷售成本釐定，此等計算及估值須運用判斷及估計。

於評估是否有資產減值時，以下情況尤其須要管理層運用判斷：(i)是否發生一宗事件顯示有關資產價值可能未能收回；(ii)資產之賬面值是否維持其可收回價值，即公允價值減銷售成本及根據於營運中持續使用該資產而估算之未來現金流量之淨現值，以較高者為準；及(iii)於準備現金流量預測時所應用之合適假設包括該等現金流量預測是否已採用合適利率貼現。

#### 5 收入及分部資料

本公司乃一投資控股公司。其附屬公司主要從事印刷及製造包裝材料、標籤、及紙類製品，包括環保紙類產品。

##### (a) 收入／營業額之分析如下：

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
	1,562,468	1,430,648
	29,187	25,908
	<b>1,591,655</b>	<b>1,456,556</b>

**5 Revenue and segment information (Continued)****(b) Segment information**

The chief operating decision-maker has been identified as the Chairman/Chief Executive Officer of the Company. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chairman/Chief Executive Officer of the Company reviews the Group's internal reporting in order to assess performance and allocate resources. Management has reported the results of the operating segments based on these reports.

The Chairman/Chief Executive Officer of the Company considers the business from a geographical perspective, i.e. determined by the location of major factory plants including Southern China, Eastern China and South East Asia, and assesses performance based on revenue, operating profit/(loss), profit/(loss) for the year, capital expenditure, assets and liabilities.

**5 收入及分部資料(續)****(b) 分部資料**

本公司主席／首席執行長被視為主要經營決策者。經營分部以向主要經營決策者提供內部呈報一致的形式呈報。本公司主席／首席執行長審閱本集團之內部報告，以評估表現及分配資源。管理層已根據該等報告匯報經營分部的業績。

本公司主席／首席執行長認為業務應按地區劃分，即按主要廠房的所在地決定包括華南、華東及東南亞，及根據收入、經營溢利／(虧損)、年內溢利／(虧損)、資本開支、資產及負債評估各分部的表現。

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

- (i) The segment results for the year ended 31st March, 2015 is as follows:

For the year ended  
31st March, 2015

Total revenue  
Inter-segment revenue

Revenue (from external  
customers)

Operating profit/(loss)

Finance income  
Finance costs  
Income tax expense

Profit/(loss) for the year

**Other information:**

Depreciation and  
amortisation for the year

Capital expenditure

二零一五年  
三月三十一日止年度

總收入  
分部間收入

收入(來自外部客戶)

經營溢利/(虧損)

融資收入  
融資成本  
所得稅開支

年內溢利/(虧損)

**其他資料:**

年內折舊及攤銷

資本開支

## 5 收入及分部資料(續)

## (b) 分部資料(續)

- (i) 截至二零一五年三月三十一日止  
年度之分部業績如下:

	Southern China 華南 HK\$'000 千港元	Eastern China 華東 HK\$'000 千港元	South East Asia 東南亞 HK\$'000 千港元	Group 集團 HK\$'000 千港元
Total revenue	1,173,924	331,526	192,238	1,697,688
Inter-segment revenue	(665)	(105,265)	(103)	(106,033)
Revenue (from external customers)	<u>1,173,259</u>	<u>226,261</u>	<u>192,135</u>	<u>1,591,655</u>
Operating profit/(loss)	(3,022)	10,968	11,445	19,391
Finance income	141	225	37	403
Finance costs	(7,278)	(1,515)	(1,351)	(10,144)
Income tax expense	(4,219)	(2,402)	(378)	(6,999)
Profit/(loss) for the year	<u>(14,378)</u>	<u>7,276</u>	<u>9,753</u>	<u>2,651</u>
<b>Other information:</b>				
Depreciation and amortisation for the year	<u>35,391</u>	<u>21,081</u>	<u>8,605</u>	<u>65,077</u>
Capital expenditure	<u>25,735</u>	<u>1,796</u>	<u>3,013</u>	<u>30,544</u>

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

- (i) The segment results for the year ended 31st March, 2014 is as follows:

For the year ended  
31st March, 2014

Total revenue  
Inter-segment revenue

Revenue (from external  
customers)

Operating profit

Finance income  
Finance costs  
Income tax expense

Profit/(loss) for the year

**Other information:**

Depreciation and  
amortisation for the year

Capital expenditure

二零一四年  
三月三十一日止年度

總收入  
分部間收入

收入(來自外部客戶)

經營溢利

融資收入  
融資成本  
所得稅開支

年內溢利/(虧損)

**其他資料:**

年內折舊及攤銷

資本開支

## 5 收入及分部資料(續)

## (b) 分部資料(續)

- (i) 截至二零一四年三月三十一日止  
年度之分部業績如下:

	Southern China 華南 HK\$'000 千港元	Eastern China 華東 HK\$'000 千港元	South East Asia 東南亞 HK\$'000 千港元	Group 集團 HK\$'000 千港元
Total revenue	1,050,327	323,159	193,550	1,567,036
Inter-segment revenue	(156)	(110,324)	—	(110,480)
Revenue (from external customers)	<u>1,050,171</u>	<u>212,835</u>	<u>193,550</u>	<u>1,456,556</u>
Operating profit	4,324	22,981	9,570	36,875
Finance income	127	222	34	383
Finance costs	(7,397)	(1,433)	(1,546)	(10,376)
Income tax expense	(3,706)	(6,845)	(1,274)	(11,825)
Profit/(loss) for the year	<u>(6,652)</u>	<u>14,925</u>	<u>6,784</u>	<u>15,057</u>
<b>Other information:</b>				
Depreciation and amortisation for the year	<u>32,516</u>	<u>25,160</u>	<u>8,132</u>	<u>65,808</u>
Capital expenditure	<u>54,784</u>	<u>9,565</u>	<u>18,523</u>	<u>82,872</u>

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

(ii) An analysis of the Group's assets and liabilities by segment as at 31st March, 2015 and 2014 is as follows:

As at 31st March, 2015 於二零一五年  
三月三十一日

Segment assets	分部資產
Deferred income tax assets	遞延所得稅資產
Tax recoverable	可收回所得稅款
Total assets	總資產
Segment liabilities	分部負債
Deferred income tax liabilities	遞延所得稅負債
Tax payable	應付稅項
Total liabilities	總負債

As at 31st March, 2014 於二零一四年  
三月三十一日

Segment assets	分部資產
Deferred income tax assets	遞延所得稅資產
Tax recoverable	可收回所得稅款
Total assets	總資產
Segment liabilities	分部負債
Deferred income tax liabilities	遞延所得稅負債
Tax payable	應付稅項
Total liabilities	總負債

Revenues of approximately HK\$219,276,000 (2014: HK\$206,555,000) are derived from a single external customer. These revenues are attributable to the Southern China segment.

## 5 收入及分部資料(續)

## (b) 分部資料(續)

(ii) 於二零一五年及二零一四年三月三十一日止年度本集團之分部資產及負債分析如下:

Southern China 華南 HK\$'000 千港元	Eastern China 華東 HK\$'000 千港元	South East Asia 東南亞 HK\$'000 千港元	Group 集團 HK\$'000 千港元
641,044	242,800	166,479	1,050,323
395	2,684	—	3,079
455	—	—	455
<b>641,894</b>	<b>245,484</b>	<b>166,479</b>	<b>1,053,857</b>
356,521	90,633	52,792	499,946
2,784	—	—	2,784
10,179	1,269	2,736	14,184
<b>369,484</b>	<b>91,902</b>	<b>55,528</b>	<b>516,914</b>
Southern China 華南 HK\$'000 千港元	Eastern China 華東 HK\$'000 千港元	South East Asia 東南亞 HK\$'000 千港元	Group 集團 HK\$'000 千港元
665,131	242,715	187,217	1,095,063
426	1,713	—	2,139
64	441	—	505
<b>665,621</b>	<b>244,869</b>	<b>187,217</b>	<b>1,097,707</b>
360,916	67,996	64,730	493,642
3,865	—	2,109	5,974
36,790	—	2,539	39,329
<b>401,571</b>	<b>67,996</b>	<b>69,378</b>	<b>538,945</b>

約219,276,000港元(二零一四年: 206,555,000港元)的收入源自一個單一外來客戶,此等收入屬於華南分部。

## 6 Other (losses)/gains — net

## 6 其他(虧損)/收益 — 淨額

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Net exchange (losses)/gains	滙兌(虧損)/收益淨額	(8,009)	236
Net gains on disposals of property, plant and equipment	出售物業、廠房及設備之 收益淨額	2,209	1,191
Others	其他	5,558	2,652
		<u>(242)</u>	<u>4,079</u>

## 7 Expenses by nature

## 7 按性質劃分之開支

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Raw materials and consumables used	原材料及消耗品使用	699,200	647,442
Changes in inventories of finished goods and work in progress	製成品及在製品存貨變更	2,036	771
Sub-contracting charges	加工費用	58,396	37,173
Repairs and maintenance	維修保養	21,943	19,205
Freight and transportation	運輸費用	49,452	43,627
Employment costs (including directors' emoluments) (note 9)	員工成本(包括董事酬金) (附註9)	517,111	461,439
Operating lease rentals of premises charged by	租用物業經營租賃之 租金支付予		
— third parties	— 第三者	21,038	21,799
— related parties (note 33)	— 關連人士(附註33)	72	72
Provision for impairment of trade receivables	貿易應收賬款減值撥備	9,163	1,524
Write-back of provision for inventory obsolescence (note 19)	存貨減值撥備回撥(附註19)	(2,201)	(1,404)
Amortisation of land use rights	土地使用權攤銷	762	772
Depreciation of property, plant and equipment (note 16)	物業、廠房及設備之折舊 (附註16)	64,315	65,036
Auditor's remuneration	核數師酬金	2,498	2,621
Other expenses	其他開支	128,237	123,683
		<u>1,572,022</u>	<u>1,423,760</u>
Total cost of sales, selling and distribution costs, and general and administrative expenses	銷售成本、銷售及分銷費用及 一般及行政開支總額		

## 8 Finance costs — net

## 8 融資成本 — 淨額

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
<b>Finance costs</b>	<b>融資成本</b>		
Interest expense on bank borrowings	銀行融資利息支出	9,690	9,669
Interest on finance leases	財務契約利息	454	703
Fair value loss/(gain) on interest-rate swaps	利率掉期合約的公允價值虧損/(收益)		
— realised	— 已實現	—	888
— unrealised	— 仍未實現	—	(884)
		<u>10,144</u>	<u>10,376</u>
<b>Finance income</b>	<b>融資收入</b>		
Interest income from bank deposits	銀行存款利息收入	<u>(403)</u>	<u>(383)</u>
		<u>9,741</u>	<u>9,993</u>

The above analysis shows the finance costs of bank borrowings, including term loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayments dates set out in the loan agreements. For the years ended 31st March, 2015 and 2014, the interest on bank borrowings which contain a repayment on demand clause amounted to HK\$7,189,000 and HK\$7,818,000 respectively.

上述分析依照貸款合約中預先訂定的協議還款日期，呈列銀行融資(包括含有應要求償還條款之定期貸款)的融資成本。於二零一五年及二零一四年三月三十一日，包含應要求償還條款的銀行融資的利息分別為7,189,000港元及7,818,000港元。

## 9 Employment costs (including directors' emoluments)

## 9 員工成本(包括董事酬金)

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Salaries, wages and allowances	薪金、工資及津貼	459,358	413,006
Discretionary bonus	自由決定之花紅	3,652	5,239
Pension costs — defined contribution plans	退休成本 — 界定供款計劃	34,541	26,747
Provision/(write back of provision) for long service payments and annual leave	長期服務金及年假之撥備/(撥備回撥)	347	(1,307)
Other welfare and benefits	其他福利及利益	19,213	17,754
		<u>517,111</u>	<u>461,439</u>

## 9 Employment costs (including directors' emoluments) (Continued)

The Group has arranged for its Hong Kong employees to join the Hong Kong Mandatory Provident Fund Scheme (the "MPF Scheme"), which is a defined contribution scheme managed by independent trustees. Under the MPF scheme, each of the group companies (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Hong Kong Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a cap of HK\$1,500 and thereafter contributions are voluntary.

As stipulated by rules and regulations in Mainland China, group companies operating in Mainland China contribute to state-sponsored retirement plans for their employees. The employees contribute approximately 9% to 11% of their basic salaries, while the group companies contribute approximately 17% to 33% of the basic salaries of their employees and have no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions.

The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

As stipulated by rules and regulations in Singapore, the group company operating in Singapore contributes to the Singapore Central Provident Fund, a statutory pension scheme. Under the scheme, the employees contribute approximately 5% to 20% of their wages, while the group company contributes approximately 6.5% to 16% of the wages of its employees during the period from 1st April, 2014 to 31st December, 2014 and contributes approximately 7.5% to 17% during the period from 1st January, 2015 to 31st March, 2015. The employer's and employees' contributions are subject to a cap of ordinary wages of SGD5,000 (equivalent to approximately HK\$30,110).

As stipulated by rules and regulations in Malaysia, the group company operating in Malaysia contributes to the Malaysia Central Provident Fund, a statutory pension scheme. Under the scheme, the employees contribute approximately 11% of their wages, while the group company contributes approximately 13% of the wages of its employees. The employer's and employees' contributions are not subject to a cap.

## 9 員工成本(包括董事酬金)(續)

本集團已為香港員工參加強制性公積金計劃(「強積金計劃」)，該計劃為界定供款並由獨立信託人管理。根據強積金計劃，集團各公司(僱主)及其僱員每月供款為僱員有關入息(按強制性公積金計劃條例之定義)之5%。而僱主及僱員供款每月之上限為1,500港元，超過上限的供款均為自願性供款。

根據中國法規，本集團於中國有業務之公司為其僱員設立一個界定供款並由國家資助的退休金計劃。員工之供款額約為基本薪金之約9%至11%，而集團公司之供款額約為其僱員基本薪金之約17%至33%。除年度供款外，集團公司就實際的退休金付款或退休後福利並不負任何責任。

該個由國家資助的退休金計劃承擔對退休僱員的所有退休金責任。

根據新加坡法規，本集團於新加坡有業務之分公司需供款至一個名為新加坡中央公積金的法定退休金計劃。按該計劃，僱員供款額為薪金之約5%至20%，而集團公司之供款額由二零一四年四月一日至二零一四年十二月三十一日按僱員薪金之約6.5%至16%，而由二零一五年一月一日至二零一五年三月三十一日則為7.5%至17%。僱主及僱員須供款之上限為每月普通薪金5,000新加坡元(相等於約30,110港元)。

根據馬來西亞法規，本集團於馬來西亞有業務之分公司需供款至一個名為馬來西亞中央公積金的法定退休金計劃。按該計劃，僱員供款額為薪金之約11%，而集團公司之供款額按僱員薪金之約13%。僱主及僱員之供款並無上限。

**10 Directors' and senior executives' emoluments****(a) Directors' emoluments**

The remuneration of each Director of the Company for the years ended 31st March, 2015 is set out below:

Name of Director	董事姓名	Fees	Salaries and allowances	Discretionary bonus	Pension costs-defined contribution plans	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	自由決定 之花紅 HK\$'000 千港元	退休成本 — 界定 供款計劃 HK\$'000 千港元	總計 HK\$'000 千港元
<b>For the year ended 31st March, 2015</b>	<b>二零一五年三月 三十一日止年度</b>					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lam Kwong Yu (Note (i))	林光如先生(附註(i))	150	4,042	300	71	4,563
Mr. Tai Tzu Shi, Angus	戴祖璽先生	150	1,391	111	40	1,692
Mr. Cheung Chi Shing, Charles	張志成先生	150	2,617	211	67	3,045
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Ms. Yeung Chui	楊翠女士	150	—	—	—	150
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Chan Yue Kwong, Michael	陳裕光先生	200	—	—	—	200
Mr. Kwok Lam Kwong, Larry, BBS, JP	郭琳廣，銅紫荊星章， 太平紳士	200	—	—	—	200
Mr. Tam King Ching, Kenny	譚競正先生	200	—	—	—	200
		<b>1,200</b>	<b>8,050</b>	<b>622</b>	<b>178</b>	<b>10,050</b>

**10 董事及高級行政人員酬金****(a) 董事酬金**

二零一五年三月三十一日止年度本公司各董事之酬金詳情如下：

Name of Director	董事姓名	Fees	Salaries and allowances	Discretionary bonus	Pension costs-defined contribution plans	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	自由決定 之花紅 HK\$'000 千港元	退休成本 — 界定 供款計劃 HK\$'000 千港元	總計 HK\$'000 千港元
<b>For the year ended 31st March, 2015</b>	<b>二零一五年三月 三十一日止年度</b>					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lam Kwong Yu (Note (i))	林光如先生(附註(i))	150	4,042	300	71	4,563
Mr. Tai Tzu Shi, Angus	戴祖璽先生	150	1,391	111	40	1,692
Mr. Cheung Chi Shing, Charles	張志成先生	150	2,617	211	67	3,045
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Ms. Yeung Chui	楊翠女士	150	—	—	—	150
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Chan Yue Kwong, Michael	陳裕光先生	200	—	—	—	200
Mr. Kwok Lam Kwong, Larry, BBS, JP	郭琳廣，銅紫荊星章， 太平紳士	200	—	—	—	200
Mr. Tam King Ching, Kenny	譚競正先生	200	—	—	—	200
		<b>1,200</b>	<b>8,050</b>	<b>622</b>	<b>178</b>	<b>10,050</b>

## 10 Directors' and senior executives' emoluments (Continued)

### (a) Directors' emoluments (Continued)

The remuneration of each Director of the Company for the years ended 31st March, 2014 is set out below:

Name of Director	董事姓名	Fees	Salaries and allowances	Discretionary bonus	Pension costs-defined contribution plans	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	自由決定之花紅 HK\$'000 千港元	退休成本—界定供款計劃 HK\$'000 千港元	總計 HK\$'000 千港元
<b>For the year ended 31st March, 2014</b>	<b>二零一四年三月三十一日止年度</b>					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lam Kwong Yu (Note (i))	林光如先生(附註(i))	150	3,706	286	64	4,206
Mr. Tai Tzu Shi, Angus	戴祖璽先生	150	1,276	106	36	1,568
Mr. Cheung Chi Shing, Charles	張志成先生	150	2,157	186	55	2,548
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Ms. Yeung Chui	楊翠女士	150	—	—	—	150
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Chan Yue Kwong, Michael	陳裕光先生	200	—	—	—	200
Mr. Kwok Lam Kwong, Larry, BBS, JP	郭琳廣·銅紫荊星章·太平紳士	200	—	—	—	200
Mr. Tam King Ching, Kenny	譚競正先生	200	—	—	—	200
		<b>1,200</b>	<b>7,139</b>	<b>578</b>	<b>155</b>	<b>9,072</b>

Note (i): Mr. Lam Kwong Yu is also the Chief Executive Officer of the Group

附註(i): 林光如先生亦為本集團的首席執行長

(b) No director waived any emolument during the year ended 31st March, 2015 (2014: Nil).

## 10 董事及高級行政人員酬金(續)

### (a) 董事酬金(續)

二零一四年三月三十一日止年度本公司各董事之酬金詳情如下:

(b) 二零一五年三月三十一日止年度內概無董事免收任何酬金(二零一四年:無)。

## 10 Directors' and senior executives' emoluments (Continued)

### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include three Executive Directors (2014: three) whose emoluments are reflected in the analysis presented above. The emoluments paid or payable to the remaining two (2014: two) individuals during the year fell within the band between HK\$1,000,001 and HK\$1,500,000 (2014: HK\$1,000,001 and HK\$1,500,000). The emoluments paid or payable to the remaining two individuals were as follows:

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Basic salaries and allowance	基本薪金及津貼	2,184	1,974
Discretionary bonus	自由決定之花紅	128	168
Pension costs	退休成本		
— defined contribution plans	— 界定供款計劃	69	53
		<b>2,381</b>	<b>2,195</b>

## 10 董事及高級行政人員酬金(續)

### (c) 五位最高薪人士

本集團五位最高薪人士中，三位為執行董事(二零一四年：三)，其酬金已載於上述的分析中。年內已付或應付餘下二人(二零一四年：二)，其酬金為1,000,001港元至1,500,000港元類別(二零一四年：1,000,001港元至1,500,000港元)。已付或應付餘下二人之酬金如下：

## 10 Directors' and senior executives' emoluments (Continued)

(d) During the year ended 31st March, 2015, no emoluments were paid by the Company to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2014: Nil).

(e) Senior management remuneration by band:

HK\$500,001–HK\$1,000,000	500,001港元至1,000,000港元
HK\$1,000,001–HK\$1,500,000	1,000,001港元至1,500,000港元

## 10 董事及高級行政人員酬金(續)

(d) 於二零一五年三月三十一日止年度內，概無向任何董事或最高薪之五位人士支付酬金作為邀請其加入本集團之獎金或作為其失去職位之賠償(二零一四年：無)。

(e) 高級行政人員薪酬按組合範圍呈列：

Number of individuals 人員	
2015	2014
—	2
<u>3</u>	<u>2</u>
<u>3</u>	<u>4</u>

## 11 Income tax expense

The Company is exempted from taxation in Bermuda until 2035. The Company's subsidiaries established in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income taxes.

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profit for the year arising in or derived from Hong Kong.

Subsidiaries established and operated in Mainland China are subject to the Mainland China Corporate Income Tax at rate of 25% during the year (2014: 25%).

## 11 所得稅開支

本公司獲豁免繳納百慕達稅項，直至二零三五年為止。本公司於英屬維爾京群島成立的各附屬公司乃根據英屬維爾京群島國際業務公司法註冊成立，因此，獲豁免繳納英屬維爾京群島所得稅。

香港利得稅以稅率16.5%(二零一四年：16.5%)按香港經營業務之估計應課稅溢利計算撥備。

在中國成立及經營之附屬公司於本年度須按25%(二零一四年：25%)稅率繳納中國企業所得稅。

**11 Income tax expense (Continued)**

Pursuant to the Detailed Implementation Regulations for implementation of the Corporate Income Tax Law issued on 6th December, 2007, withholding income tax of 10% shall be levied on the dividends remitted by the companies established in Mainland China to their foreign investors starting from 1st January, 2008. All dividends coming from the profits generated by Mainland China companies after 1st January, 2008 shall be subject to this withholding income tax. As at 31st March, 2015, the Group had not accrued any withholding income tax for the earnings from 1st January, 2008 to 31st March, 2015 of its Mainland China subsidiaries because the Group has no plans to distribute earnings from its Mainland China subsidiaries generated in the period from 1st January, 2008 to 31st March, 2015 in the foreseeable future.

The subsidiary established in Singapore is subject to Singapore Corporate Income Tax at a rate of 17% (2014: 17%).

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

**11 所得稅開支(續)**

根據二零零七年十二月六日頒佈的中華人民共和國企業所得稅法實施條例，於二零零八年一月一日開始，所有於中國成立的企業對境外投資者分派股息須徵收10%預提所得稅。所有於中國成立的企業分派二零零八年一月一日後賺取的利潤的股息須徵收預提所得稅。於二零一五年三月三十一日，本集團並未就在中國成立的附屬公司於二零零八年一月一日至二零一五年三月三十一日期間賺取的利潤計提任何預提所得稅，因本集團於可預見的將來，暫時無任何計劃分派在中國成立的附屬公司於二零零八年一月一日至二零一五年三月三十一日期間的利潤。

於新加坡成立之附屬公司按新加坡企業所得稅稅率17%(二零一四年：17%)撥備。

於綜合收益表中扣除的稅項包括：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Current income tax expense	即期所得稅開支		
— Hong Kong profits tax	— 香港利得稅	4,221	3,345
— Mainland China Corporate Income Tax	— 中國企業所得稅	7,928	7,264
— Singapore Corporate Income Tax	— 新加坡企業所得稅	2,442	2,004
(Over)/under provision in prior years	過往年度撥備(超額)/不足	<u>(3,509)</u>	<u>594</u>
		<b>11,082</b>	13,207
Deferred income tax (note 25)	遞延所得稅(附註25)	<u>(4,083)</u>	<u>(1,382)</u>
		<b>6,999</b>	<b>11,825</b>

**11 Income tax expense (Continued)**

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group companies as follows:

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Profit before income tax	除稅前溢利	9,650	26,882
Tax calculated at domestic tax rate applicable to profits/(losses) in the respective countries/ jurisdictions	按所在國家／地區適用於溢利／(虧損)之利得稅率計算之所得稅	2,723	5,062
Tax exemption	稅項寬減	(742)	(250)
Income not subject to tax	無須課稅收入	(1,159)	(413)
Expenses not deductible for tax	不可扣稅支出	2,163	2,119
Utilisation of previously unrecognized tax loss	使用以往未確認之稅務虧損	(900)	(1,478)
Deferred tax assets not recognised	未確認之遞延所得稅資產	8,423	6,191
(Over)/under provision in prior years	過往年度撥備(超額)／不足	(3,509)	594
Tax charge	稅項支出	<b>6,999</b>	<b>11,825</b>

The weighted average applicable tax rate was 28.2% (2014: 18.8%). The change in average tax rate is mainly caused by changes in the operating results of certain subsidiaries in Southern China. In addition, the subsidiaries operating in PRC ceased to take the advantage of exemption from Corporate Income Tax.

**11 所得稅開支(續)**

本集團之除稅前溢利計算之稅項與適用於本集團公司溢利之加權平均稅率計算之理論金額有所差異，其對賬如下：

平均稅率為28.2%(二零一四年：18.8%)，平均稅率的轉變主要是由於華南若干附屬公司營運業績的轉變及在中國經營之附屬公司不再享有企業所得稅的寬減而造成。

**12 Profit attributable to the equity holders of the Company**

Profit attributable to the equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$9,137,000 (2014: HK\$10,259,000).

**12 本公司權益持有人應佔溢利**

本公司權益持有人應佔溢利已於本公司財務報表內處理之溢利為約9,137,000港元(二零一四年：10,259,000港元)。

**13 Earnings per share****Basic**

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

		2015	2014
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	2,651	15,057
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)	525,135	525,135
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<u>0.50</u>	<u>2.87</u>

**Diluted**

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. Shares issuable under the employee share option scheme are the only dilutive potential ordinary shares. The number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the year) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share. There were no share options outstanding during the year ended 31st March, 2014 and 31st March, 2015.

For the year ended 31st March, 2015 and 31st March, 2014, diluted earnings per share equals basic earnings per share as there were no dilutive potential shares.

**13 每股盈利****基本**

每股基本盈利乃按年內本公司權益持有人應佔本集團溢利除以已發行普通股之加權平均數計算。

		2015	2014
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	2,651	15,057
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)	525,135	525,135
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<u>0.50</u>	<u>2.87</u>

**攤薄**

每股攤薄盈利乃就假設所有可攤薄的潛在普通股獲轉換後，經調整已發行普通股之加權平均數計算。根據購股權計劃可予發行之股份為唯一造成攤薄效應之潛在普通股。零代價發行的股份數目是基於假設行使了購股權後應該發行的股份數目減去假設按照公允價值(按照全年平均市場價格而定)發行並獲得相同股票發行收入的情況下，可能需要發行的股份數目後得到的。這一零代價發行的股份數目將構成加權平均普通股數目的一部分，將作為計算攤薄每股收益時所用的分母。於二零一四年三月三十一日及二零一五年三月三十一日止年度內並無尚未行使的購股權。

二零一五年三月三十一日及二零一四年三月三十一日止年度，每股攤薄盈利相等於每股基本盈利，因並無可攤薄的潛在股份。

## 14 Dividends

## 14 股息

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Interim dividend — HK\$0.01 (2014: HK\$0.01) per share	中期股息 — 每股港幣1仙 (二零一四年：每股港幣1仙)	5,251	5,251
Special dividend — nil (2014 : HK\$0.005) per share	特別股息 — 無 (二零一四年：每股港幣0.5仙)	—	2,626
Proposed final dividend — nil (2014: HK\$0.01) per share	擬派末期股息 — 無 (二零一四年：每股港幣1仙)	—	5,251
		<u>5,251</u>	<u>13,128</u>

## 15 Land use rights

The Group's interests in land use rights represent prepaid operating lease payments and their net book amounts are analysed as follows:

## 15 土地使用權

本集團於土地使用權的權益指預付經營租賃款項及其賬面淨值，分析如下：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
In Mainland China held on: Land use rights of between 10 to 50 years	位於中國持有： 介乎10至50年之土地使用權	<u>24,850</u>	<u>25,592</u>
		<b>2015 HK\$'000 千港元</b>	<b>2014 HK\$'000 千港元</b>
At 1st April	於四月一日	25,592	26,376
Amortisation	攤銷	(762)	(772)
Translation adjustments	滙兌調整	20	(12)
		<u>24,850</u>	<u>25,592</u>

The amortisation expense recognised in the consolidated income statement is analysed as follows:

於綜合收益表中確認之攤銷開支，分析如下：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Cost of sales	銷售成本	12	12
General and administrative expenses	一般及行政開支	750	760
		<u>762</u>	<u>772</u>

## 16 Property, plant and equipment

## 16 物業、廠房及設備

		Land and buildings	Plant and machinery	Furniture and equipment	Motor vehicles	Construction in progress	Total
		土地及樓宇 HK\$'000 千港元	機器 HK\$'000 千港元	傢俬及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
Year ended 31st March, 2014	截至二零一四年 三月三十一日止年度						
Opening net book value	年初賬面淨值	173,533	227,148	8,556	3,194	14,418	426,849
Additions	添置	8,596	39,100	3,647	286	18,641	70,270
Depreciation	折舊	(9,109)	(52,580)	(2,555)	(792)	—	(65,036)
Disposals	出售	—	(153)	(22)	(42)	—	(217)
Transfers	轉至	14,740	14,401	117	35	(29,293)	—
Translation adjustments	滙兌調整	(1,848)	(1,930)	(43)	(14)	159	(3,676)
Closing net book value	年終賬面淨值	<u>185,912</u>	<u>225,986</u>	<u>9,700</u>	<u>2,667</u>	<u>3,925</u>	<u>428,190</u>
At 31st March, 2014	於二零一四年 三月三十一日						
Cost	成本	265,070	964,206	66,868	16,824	3,925	1,316,893
Accumulated depreciation and impairment	累計折舊及減值	(79,158)	(738,220)	(57,168)	(14,157)	—	(888,703)
Net book value	賬面淨值	<u>185,912</u>	<u>225,986</u>	<u>9,700</u>	<u>2,667</u>	<u>3,925</u>	<u>428,190</u>
Year ended 31st March, 2015	截至二零一五年 三月三十一日止年度						
Opening net book value	年初賬面淨值	<b>185,912</b>	<b>225,986</b>	<b>9,700</b>	<b>2,667</b>	<b>3,925</b>	<b>428,190</b>
Additions	添置	<b>2,403</b>	<b>47,016</b>	<b>3,859</b>	<b>3,327</b>	<b>1,026</b>	<b>57,631</b>
Depreciation	折舊	<b>(9,870)</b>	<b>(50,879)</b>	<b>(2,639)</b>	<b>(927)</b>	—	<b>(64,315)</b>
Disposals	出售	<b>(1,109)</b>	<b>(179)</b>	<b>(44)</b>	<b>(85)</b>	<b>(52)</b>	<b>(1,469)</b>
Transfers	轉至	—	373	—	—	(373)	—
Translation adjustments	滙兌調整	<b>(3,344)</b>	<b>(5,050)</b>	<b>(39)</b>	<b>(66)</b>	<b>6</b>	<b>(8,493)</b>
Closing net book value	年終賬面淨值	<u>173,992</u>	<u>217,267</u>	<u>10,837</u>	<u>4,916</u>	<u>4,532</u>	<u>411,544</u>
At 31st March, 2015	於二零一五年 三月三十一日						
Cost	成本	<b>261,876</b>	<b>964,157</b>	<b>69,103</b>	<b>17,682</b>	<b>4,532</b>	<b>1,317,350</b>
Accumulated depreciation and impairment	累計折舊及減值	<b>(87,884)</b>	<b>(746,890)</b>	<b>(58,266)</b>	<b>(12,766)</b>	—	<b>(905,806)</b>
Net book value	賬面淨值	<u>173,992</u>	<u>217,267</u>	<u>10,837</u>	<u>4,916</u>	<u>4,532</u>	<u>411,544</u>

**16 Property, plant and equipment (Continued)**

The net book value of the Group's interests in leasehold land classified as finance leases is analysed as follows:

In Hong Kong held on: 位於香港持有：  
Leases of between 10 to 50 years 介乎10至50年的租賃

(a) Depreciation expense recognised in the consolidated income statement is analysed as follows:

Cost of sales	銷售成本
Selling and distribution costs	銷售及分銷費用
General and administrative expenses	一般及行政開支

(b) Construction in progress mainly represents factories and office buildings under construction and plant and machinery under installation in Mainland China.

(c) At 31st March, 2015, land and buildings with a total net book value of approximately HK\$3,138,000 (2014: HK\$3,263,000) were pledged as collateral for the Group's banking facilities (note 32).

(d) At 31st March, 2015, machinery of the Group with carrying amounts of approximately HK\$11,288,000 (2014: HK\$14,499,000) was held under finance leases (note 23).

**16 物業、廠房及設備(續)**

本集團分類為融資租賃的租賃土地權益之賬面淨值，分析如下：

<b>2015</b>	<b>2014</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
千港元	千港元

<b>2,668</b>	<b>2,756</b>
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(a) 於綜合收益表中確認之折舊開支，分析如下：

<b>2015</b>	<b>2014</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
千港元	千港元

<b>59,905</b>	60,919
<b>371</b>	398
<b>4,039</b>	3,719

<b>64,315</b>	<b>65,036</b>
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(b) 在建工程主要指在中國興建中的廠房及辦公室樓宇和安裝中的機器。

(c) 於二零一五年三月三十一日，賬面淨值約3,138,000港元(二零一四年：3,263,000港元)之土地及樓宇用作本集團銀行信貸額之附屬抵押(附註32)。

(d) 於二零一五年三月三十一日，本集團賬面值約11,288,000港元(二零一四年：14,499,000港元)的機器按財務契約持有(附註23)。

17 Investments in and balances with subsidiaries — Company      17 於附屬公司之投資及餘額 — 本公司

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Investment in unlisted shares, at cost	非上市股份，按成本	105,513	105,513
Amounts due from subsidiaries	應收附屬公司款項	153,308	152,935
		<b>258,821</b>	258,448
Less: Accumulated impairment losses	減：累計減值虧損	<b>(10,284)</b>	(10,284)
		<b>248,537</b>	248,164
Amounts due to subsidiaries	應付附屬公司款項	<b>(39,671)</b>	(38,188)

The amounts due from subsidiaries are unsecured, interest free and considered as equity in nature. All amounts are denominated in Hong Kong dollar.

應收附屬公司款項乃無抵押、不計息及視作股本權益性質，所有款項以港元列值。

The amounts due to subsidiaries are unsecured, interest free and repayable on demand. Except for an amount of approximately HK\$1,080,000 (2014: HK\$1,080,000) which is denominated in Renminbi, the balances are denominated in Hong Kong dollar.

應付附屬公司款項乃無抵押、不計息及需應要求償還。除其中一筆約1,080,000港元(二零一四年：1,080,000港元)的款項以人民幣列值外，餘款均以港元列值。

## 17 Investments in and balances with subsidiaries — Company (Continued)

The principal subsidiaries as at 31st March, 2015 were as follows:

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營業地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest held 所佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Starlite International (Holdings) Ltd.	British Virgin Islands 英屬維爾京群島	US\$2 2美元	100%	—	Investment holding 投資控股
Starlite Printers Holdings Cook Islands Limited	Cook Islands 科克群島	US\$200 200美元	100%	—	Investment holding 投資控股
Starlite Printers (Far East) Pte. Ltd.	Singapore 新加坡	S\$8,759,396 8,759,396新加坡元	100%	—	Printing of packaging materials and production of paper products 包裝材料印刷及紙品生產
Starlite Printers (Malaysia) Sdn. Bhd.	Malaysia 馬來西亞	RM6,500,000 6,500,000馬來西亞元	100%	—	Printing of packaging materials and production of paper products 包裝材料印刷及紙品生產
Everfar Holdings Limited	British Virgin Islands 英屬維爾京群島	US\$20,000 20,000美元	50%	50%	Investment holding 投資控股
Starlite Visual Communication Limited 星光視覺媒體有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	—	100%	Distribution of Team Green Products 分銷Team Green產品
Star Union Limited 星盟有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	Inactive 伺機作業
Starlite Consumer Products, Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	—	100%	Investment holding 投資控股
Starlite Entertainment (Holdings) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	—	100%	Investment holding 投資控股
Starlite International Development Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$1 1美元	—	100%	Inactive 伺機作業
Starlite International Marketing Services Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$1 1美元	—	100%	Inactive 伺機作業
Starlite Laser Graphics Limited 星華鐳射分色有限公司	Hong Kong 香港	HK\$3,230,000 ordinary 3,230,000港元 普通股股份	—	100%	Inactive 伺機作業
		HK\$170,000 non-voting deferred (i) 170,000港元 無投票權遞延股份(i)	—	—	
Starlite Management Services Limited	Hong Kong 香港	HK\$200 200港元	—	100%	Provision of management services 提供管理服務
Starlite Packaging Technology Consultancy Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	—	100%	Holding of trade and service marks 持有貿易及服務商標
Starlite Development International Limited 星光發展國際有限公司	Hong Kong 香港	HK\$200 200港元	—	100%	Trading of paper products 紙類製品貿易
Starlite Paper Products Limited 星輝紙品有限公司	Hong Kong/ Mainland China 香港/中國	HK\$1,738,000 ordinary 1,738,000港元 普通股股份	—	100%	Production of paper products 紙品生產
		HK\$262,000 non-voting deferred (i) 262,000港元 無投票權遞延股份(i)	—	—	

## 17 於附屬公司之投資及餘額 — 本公司(續)

於二零一五年三月三十一日，主要附屬公司如下：

17 Investments in and balances with subsidiaries  
— Company (Continued)

17 於附屬公司之投資及餘額  
— 本公司(續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營業地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest held 所佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Starlite Printers Limited 星光印刷有限公司	Hong Kong 香港	HK\$2,700,000 ordinary 2,700,000港元普通股股份	—	100%	Printing and trading of packaging materials 包裝材料印刷及貿易
		HK\$2,300,000 non-voting deferred (i) 2,300,000港元 無投票權遞延股份(i)	—	—	
Starlite Printers HK Holdings (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	—	100%	Investment holding 投資控股
Starlite Printers (China) Limited 星光印刷(中國)有限公司	British Virgin Islands 英屬維爾京群島	US\$100 100美元	—	100%	Investment holding 投資控股
Starlite Printers (Shenzhen) Co., Ltd. 星光印刷(深圳)有限公司	Mainland China 中國	US\$8,000,000 8,000,000美元	—	100%	Printing of packaging materials and production of paper products 包裝材料印刷及紙品生產
Starlite Printers (Suzhou) Co., Ltd. 星光印刷(蘇州)有限公司	Mainland China 中國	US\$20,000,000 20,000,000美元	—	100%	Printing of packaging materials and production of paper products and labels 包裝材料印刷及紙品及標籤生產
Starlite Productions (Holdings) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	—	100%	Investment holding 投資控股
Starlite Productions (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$256,420 256,420美元	—	100%	Investment holding 投資控股
Guangzhou Starlite Environmental Friendly Center, Limited 廣州星光環保中心有限公司	Mainland China 中國	US\$6,000,000 6,000,000美元	—	100%	Production of environmental friendly and other paper products 生產環保及其他紙類產品
Greenworks International Limited 綠色工程國際有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	Investment holding and trading of environmental friendly and other paper products 投資控股及環保及其他紙類產品貿易
Shaoguan Fortune Creative Industries Company Limited 韶關科藝創意工業有限公司	Mainland China 中國	US\$11,500,000 11,500,000美元	—	100%	Printing of packaging materials and production of paper products 包裝材料印刷及紙品生產

Note:

- (i) The non-voting deferred shares are not owned by the Group. These shares have no voting rights and are not entitled to dividends unless the net profit of the relevant company exceeds HK\$50,000,000,000 and are not entitled to any distributions upon winding up unless a sum of HK\$50,000,000,000 has been distributed by the relevant company to the holders of its ordinary shares.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st March, 2015 (2014: Nil).

註:

- (i) 此等無投票權遞延股份並非由本集團擁有。此等股份並無投票權，除非有關公司之純利超過50,000,000,000港元，否則持有人無權享有股息；而有關公司清盤時，亦無權享有任何分派，除非有關公司向普通股股東作出之分派達到50,000,000,000港元。

所有附屬公司於截至二零一五年三月三十一日止年度內任何時間均無已發行借貸資本(二零一四年：無)。

## 18 Available-for-sale financial assets

## 18 可供出售財務資產

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產		
— Equity securities listed in Hong Kong, at fair value	— 於香港上市的權益證券， 按公允價值	1,832	1,575
— Unlisted insurance policy investment, at fair value	— 非上市的保險保單投資， 按公允價值	8,389	3,741
		<u>10,221</u>	<u>5,316</u>

Movement of the available-for-sale financial assets is as follows:

可供出售財務資產之變動如下：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
As at 1st April	於四月一日	5,316	5,459
Additions	增加	4,505	—
Revaluation gains/(losses) recognised in investment revaluation reserve	於投資儲備確認的重估 收益／(虧損)	400	(143)
As at 31st March	於三月三十一日	<u>10,221</u>	<u>5,316</u>

Available-for-sale financial assets are denominated in the following currencies:

可供出售財務資產以下列貨幣列值：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
US\$	美元	8,389	3,741
HK\$	港元	1,832	1,575
		<u>10,221</u>	<u>5,316</u>

None of these financial assets is either past due or impaired.

此等財務資產並無過期或已減值。

## 19 Inventories

Raw materials	原材料
Work-in-progress	在製品
Finished goods	製成品

The cost of inventories expensed and included in cost of sales amounted to HK\$701,236,000 (2014: HK\$648,212,000). During the year, the Group has written back a provision for inventory obsolescence of approximately HK\$2,201,000 (2014: HK\$1,404,000), which was included in cost of sales.

As at 31st March, 2015, there were floating charges over certain of the Group's inventories of approximately HK\$26,210,000 (2014: HK\$24,472,000) to secure the trust receipts import bank loan arrangements (note 32).

## 20 Trade and bill receivables, prepayments and deposits

Trade receivables	貿易應收賬款
Less: provision for impairment of trade receivables	減：貿易應收賬款減值撥備
Trade receivables — net	貿易應收賬款 — 淨額
Bill receivables	應收票據
Trade and bill receivables	貿易應收賬款及票據
Prepayments and deposits	預付款項及按金

The carrying amounts of trade and bill receivables, prepayments and deposits approximate their fair values.

## 19 存貨

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Raw materials	56,506	67,878
Work-in-progress	29,981	30,158
Finished goods	20,713	22,572
	<b>107,200</b>	<b>120,608</b>

存貨成本合共約701,236,000港元(二零一四年：648,212,000港元)列作開支並列入銷售成本中。於本年度內，本集團錄得存貨減值撥備回撥約2,201,000港元(二零一四年：1,404,000港元)，此撥備回撥已列入銷售成本中。

於二零一五年三月三十一日，本集團約值26,210,000港元(二零一四年：24,472,000港元)之存貨按信托收據進口銀行貸款安排作為抵押(附註32)。

## 20 貿易應收賬款及票據、預付款項及按金

Group 集團		Company 公司	
2015 HK\$'000 千港元	2014 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Trade receivables	272,598	236,454	—
Less: provision for impairment of trade receivables	(15,667)	(6,546)	—
Trade receivables — net	256,931	229,908	—
Bill receivables	2,982	310	—
Trade and bill receivables	259,913	230,218	—
Prepayments and deposits	19,686	30,215	754
	<b>279,599</b>	<b>260,433</b>	<b>754</b>
			<b>665</b>

貿易應收賬款及票據、預付款項及按金的賬面值約相等於其公允價值。

## 20 Trade and bill receivables, prepayments and deposits (Continued)

The Group grants to its customers credit terms generally ranging from 30 to 120 days. The ageing of trade and bill receivables by invoice date is as follows:

1 to 90 days	1至90天
91 to 180 days	91至180天
181 to 365 days	181至365天
Over 365 days	超過365天

Less: provision for impairment of trade receivables

減：貿易應收賬款減值撥備

## 20 貿易應收賬款及票據、預付款項及按金(續)

集團給予顧客信貸期限一般為30天至120天不等。貿易應收賬款及票據之賬齡(按發票日)如下：

2015 HK\$'000 千港元	2014 HK\$'000 千港元
213,565	202,860
46,360	24,515
8,989	7,074
<u>6,666</u>	<u>2,315</u>
275,580	236,764
<u>(15,667)</u>	<u>(6,546)</u>
<u>259,913</u>	<u>230,218</u>

As at 31st March, 2015, trade receivables of HK\$217,069,000 (2014: HK\$185,049,000) were fully performing. HK\$39,862,000 (2014: HK\$44,859,000) were past due but not considered impaired, of which HK\$39,862,000 (2014 : HK\$41,993,000) were overdue less than 90 days and nil (2014 : HK\$2,866,000) was overdue between 90 and 180 days. These relate to a number of independent customers for whom there is no recent history of default. Trade receivables of HK\$15,667,000 (2014: HK\$6,546,000) were considered impaired and fully provided for. The amount of the provision was HK\$15,667,000 as at 31st March, 2015 (2014: HK\$6,546,000).

於二零一五年三月三十一日，貿易應收賬款217,069,000港元(二零一四年：185,049,000港元)為全數獲得履行，39,862,000港元(二零一四年：44,859,000港元)已逾期但認為沒有減值，其中包括39,862,000港元(二零一四年：41,993,000港元)已逾期少於90天，另外沒有(二零一四年：2,866,000港元)逾期90至180天，上述款項涉及近期並無拖欠記錄之多名獨立客戶。貿易應收賬款15,667,000港元(二零一四年：6,546,000港元)出現減值及已全數作出撥備，於二零一五年三月三十一日，減值撥備為15,667,000港元，(二零一四年：6,546,000港元)。

**20 Trade and bill receivables, prepayments and deposits (Continued)**

The Group's trade and bill receivables were denominated in the following currencies:

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Hong Kong dollar	港元	<b>60,112</b>	54,616
United States dollar	美元	<b>119,684</b>	96,067
Chinese Renminbi	人民幣	<b>66,605</b>	51,157
Singapore dollar	新加坡元	<b>17,771</b>	19,573
Others	其他	<b>11,408</b>	15,351
		<b>275,580</b>	236,764

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

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
As at 1st April	於四月一日	<b>6,546</b>	6,018
Provision for impairment of trade receivables	貿易應收賬款減值撥備	<b>9,163</b>	1,524
Receivables written off during the year	年內未能收回之應收		
as uncollectible	賬款註銷	—	(1,004)
Translation adjustment	滙兌調整	<b>(42)</b>	8
As at 31 March	於三月三十一日	<b>15,667</b>	6,546

The creation and release of the provision for impairment of trade receivables have been included in general and administrative expenses in the consolidated income statement.

**20 貿易應收賬款及票據、預付款項及按金(續)**

本集團之貿易應收賬款及票據以下列貨幣列值：

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Hong Kong dollar	港元	<b>60,112</b>	54,616
United States dollar	美元	<b>119,684</b>	96,067
Chinese Renminbi	人民幣	<b>66,605</b>	51,157
Singapore dollar	新加坡元	<b>17,771</b>	19,573
Others	其他	<b>11,408</b>	15,351
		<b>275,580</b>	236,764

貿易應收賬款減值撥備之變動如下：

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
As at 1st April	於四月一日	<b>6,546</b>	6,018
Provision for impairment of trade receivables	貿易應收賬款減值撥備	<b>9,163</b>	1,524
Receivables written off during the year	年內未能收回之應收		
as uncollectible	賬款註銷	—	(1,004)
Translation adjustment	滙兌調整	<b>(42)</b>	8
As at 31 March	於三月三十一日	<b>15,667</b>	6,546

貿易應收賬款減值撥備及回撥均已於綜合收益表一般及行政開支中入賬。

## 20 Trade and bill receivables, prepayments and deposits (Continued)

The other classes within trade and bill receivables, prepayments and deposits do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The Group does not hold any collateral as security.

## 21 Bank balances and cash

Cash at bank and in hand	銀行及手頭現金
Short-term bank deposits	短期銀行存款

Maximum exposure to credit risk	最高信貸風險
---------------------------------	--------

As at 31st March, 2015, the effective interest rate on cash at bank, short-term bank deposits was 0.110% (2014: 0.142%). The short-term bank deposits have an average maturity of approximately 3.58 months (2014: 2.75 months).

## 20 貿易應收賬款及票據、預付款項及按金(續)

於貿易應收賬款及票據、預付款項及按金中的其他類別並不包括已減值資產。

於報告日上述每項應收賬款的最高信貸風險相等於其公允價值。本集團並未持有任何附屬抵押。

## 21 銀行結存及現金

Group 集團		Company 公司	
2015 HK\$'000 千港元	2014 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元
191,911	204,532	105	334
23,810	22,117	—	—
<b>215,721</b>	<b>226,649</b>	<b>105</b>	<b>334</b>
<b>214,789</b>	<b>225,322</b>	<b>105</b>	<b>334</b>

於二零一五年三月三十一日，銀行存款、短期銀行存款之有效利率為年息0.110厘(二零一四年：0.142厘)，此等短期銀行存款平均到期日為3.58個月(二零一四年：2.75個月)。

**21 Bank balances and cash (Continued)**

Bank balances and cash were denominated in the following currencies:

Hong Kong dollar	港元
Chinese Renminbi	人民幣
United States dollar	美元
Euro	歐元
Singapore dollar	新加坡元
Others	其他

The Group's cash and cash equivalents denominated in Renminbi are deposited with banks in Mainland China. The conversion of these Chinese Renminbi denominated balances into foreign currencies and the remittance of funds out of Mainland China is subject to the foreign exchange control rules and regulations promulgated by the Government of The People's Republic of China.

**21 銀行結存及現金(續)**

銀行結存及現金乃按以下貨幣列值：

Group 集團		Company 公司	
2015 HK\$'000 千港元	2014 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元
37,217	24,493	105	334
63,983	69,238	—	—
68,372	81,775	—	—
8,189	18,188	—	—
32,427	26,564	—	—
5,533	6,391	—	—
<b>215,721</b>	<b>226,649</b>	<b>105</b>	<b>334</b>

本集團以人民幣列值之現金及現金等值均存放於中國之銀行。將人民幣換算為外幣及匯出中國須受中華人民共和國政府頒佈之外匯管制規則及規例監管。

**21 Bank balances and cash (Continued)**

For the purpose of the cash flow statement, cash and cash equivalents include the followings:

**21 銀行結存及現金(續)**

現金流量表中的現金及現金等值包括下列：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	191,911	204,532
Short-term bank deposits with maturity less than 3 months	少於三個月到期之短期銀行存款	19,244	11,518
Bank overdraft	銀行透支	(13)	—
		<u>211,142</u>	<u>216,050</u>

**22 Borrowings****22 融資**

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Long-term bank loans	長期銀行貸款	178,247	186,241
Short-term bank loans	短期銀行貸款	45,427	28,536
Trust receipts import bank loans	信託收據進口銀行貸款	26,210	24,472
Bank overdraft	銀行透支	13	—
		<u>249,897</u>	<u>239,249</u>
Less: amounts due within one year shown under current liabilities	減：列入流動負債之一年內到期款額	<u>(180,196)</u>	<u>(161,566)</u>
Non-current portion	非即期部份	<u>69,701</u>	<u>77,683</u>

**22 Borrowings (Continued)**

The borrowings are repayable as follows:

Within 1 year	一年內
Between 1 and 2 years	一至二年
Between 2 and 5 years	二至五年
Over 5 years	超過五年

The above amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

The carrying amounts of bank borrowings were denominated in the following currencies:

Hong Kong dollar	港元
Chinese Renminbi	人民幣
United States dollar	美元
Malaysian ringgit("RM")	馬來西亞元(「馬元」)
Singapore dollar ("SGD")	新加坡元(「坡元」)
Euro	歐元

**22 融資(續)**

融資之付款期如下：

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Within 1 year	166,804	137,566
Between 1 and 2 years	54,539	64,206
Between 2 and 5 years	24,843	31,066
Over 5 years	3,711	6,411
	<b>249,897</b>	<b>239,249</b>

上述款項之到期日是根據貸款合約中預先訂定之還款日期，及並不考慮應要求償還條款之影響。

銀行融資之賬面值乃按以下貨幣列值：

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Hong Kong dollar	184,512	177,449
Chinese Renminbi	28,754	22,483
United States dollar	17,482	10,657
Malaysian ringgit("RM")	12,337	15,689
Singapore dollar ("SGD")	6,812	12,967
Euro	—	4
	<b>249,897</b>	<b>239,249</b>

**22 Borrowings (Continued)**

The effective interest rates (per annum) at the end of reporting period were as follows:

	2015						2014					
	HK\$ 港元	RMB 人民幣	US\$ 美元	RM 馬元	Euro 歐元	SGD 坡元	HK\$ 港元	RMB 人民幣	US\$ 美元	RM 馬元	Euro 歐元	SGD 坡元
Long-term bank loans 長期銀行貸款	3.11%	—	—	4.55%	—	3.06%	2.97%	—	—	4.30%	—	2.36%
Short-term bank loans 短期銀行貸款	2.99%	6.66%	1.93%	—	—	—	2.96%	6.96%	1.90%	—	1.90%	—
Trust receipts import bank loans 信託收據進口銀行貸款	4.04%	—	5.57%	—	—	—	4.71%	—	5.64%	—	—	—
Bank overdrafts 銀行透支	5.00%	—	—	—	—	—	—	—	—	—	—	—

The carrying amounts of the borrowings approximate their fair values.

Details of the banking facilities available to the Group and pledge of assets are disclosed in note 32.

**23 Finance lease obligations**

Lease liabilities are effectively secured as the rights to the leased assets revert to the lessor in the event of default.

The Group's finance lease obligations were analysed as follows:

**22 融資(續)**

於報告結束日之有效年利率如下：

融資之賬面值約為其公允價值。

本集團銀行備用信貸額度及資產抵押詳載於附註32。

**23 財務契約債務**

如發生不能履行的事件時，租賃資產的權益會歸屬出租人，因此租賃負債有效地受到保障。

本集團之財務契約債務分析如下：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Gross finance lease obligations	財務契約債務總額		
— minimum lease payments:	— 最低還款：		
Within one year	一年以內	3,966	4,501
Between one and two years	介乎一年至兩年	—	4,501
		<b>3,966</b>	9,002
Future finance charges on finance leases	財務契約的未來財務費用	(142)	(626)
Present value of finance lease obligations	財務契約債務的現值	<b>3,824</b>	8,376
Present value of finance lease obligations:	財務契約債務的現值：		
Within one year	一年以內	3,824	4,036
Between one and two years	介乎一年至兩年	—	4,340
		<b>3,824</b>	8,376

**24 Trade and bill payables**

The ageing of trade and bill payables is as follows:

1 to 90 days	1至90天
91 to 180 days	91至180天
181 to 365 days	181至365天
Over 365 days	超過365天

The Group's trade and bill payables were denominated in the following currencies:

Hong Kong dollar	港元
Chinese Renminbi	人民幣
United States dollar	美元
Euro	歐元
Others	其他

**24 貿易應付賬款及票據**

貿易應付賬款及票據賬齡如下：

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
	<b>113,909</b>	125,843
	<b>18,577</b>	5,588
	<b>7,098</b>	4,329
	<b>829</b>	180
	<b>140,413</b>	<b>135,940</b>

本集團之貿易應付賬款及票據以下列貨幣列值：

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
	<b>37,977</b>	39,047
	<b>82,949</b>	56,307
	<b>2,818</b>	3,647
	—	20,902
	<b>16,669</b>	16,037
	<b>140,413</b>	<b>135,940</b>

**25 Deferred income tax**

Deferred 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 tax assets and liabilities relate to income tax levied by 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. The net amounts are as follows:

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Deferred tax assets	遞延所得稅資產	<b>(3,079)</b>	(2,139)
Deferred tax liabilities	遞延所得稅負債	<b>2,784</b>	5,974
Deferred tax (assets)/liabilities, net	遞延所得稅(資產)/負債淨額	<b>(295)</b>	3,835

The net movements in the deferred tax account are as follows:

		<b>2015</b>	2014
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
As at 1st April	於四月一日	<b>3,835</b>	5,187
Credited to income statement (note 11)	於收益表計入(附註11)	<b>(4,083)</b>	(1,382)
Translation adjustments	滙兌調整	<b>(47)</b>	30
As at 31st March	於三月三十一日	<b>(295)</b>	3,835

**25 遞延所得稅**

倘具有法定可執行權利將現有稅項資產與現有稅項負債對銷，且遞延所得稅資產及負債均涉及同一財政機關向有意按淨額結算餘額的課稅實體或不同課稅實體徵收的所得稅，則遞延所得稅資產與負債可互相抵銷。淨額如下：

遞延所得稅淨額之變動詳情如下：

**25 Deferred income tax (Continued)**

The movements in deferred tax assets and liabilities without taking into consideration the offsetting of balances within the same tax jurisdiction are as follows:

Deferred tax assets:

As at 1st April	於四月一日
Credited/(charged) to income statement	於收益表中計入/(扣除)
Translation adjustments	滙兌調整

As at 31st March 於三月三十一日

Deferred tax liabilities:

As at 1st April	於四月一日
Credited to income statement	於收益表中計入
Translation adjustment	滙兌調整

As at 31st March 於三月三十一日

The Group has not recognised deferred tax assets of approximately HK\$50,926,000 (2014: HK\$43,403,000) in respect of tax losses and deductible temporary differences as it is not probable that the deferred tax assets can be utilized. Out of the total, approximately HK\$21,701,000 (2014: HK\$16,418,000) in respect of tax losses that can be carried forward indefinitely to set off against future taxable income and the remaining tax losses of approximately HK\$18,228,000 (2014: HK\$15,774,000) will expire in 2016 to 2019 (2014: 2016 to 2018). The estimated tax losses are subject to approval by the relevant tax authorities.

**25 遞延所得稅(續)**

遞延所得稅資產及負債之變動(並未計算於同一徵稅地區之結餘抵銷)如下:

遞延所得稅資產:

Provisions 撥備	
2015 HK\$'000 千港元	2014 HK\$'000 千港元
3,578	4,264
1,422	(698)
2	12
<b>5,002</b>	<b>3,578</b>

遞延所得稅負債:

Accelerated taxation depreciation 加速稅項折舊	
2015 HK\$'000 千港元	2014 HK\$'000 千港元
7,413	9,451
(2,661)	(2,080)
(45)	42
<b>4,707</b>	<b>7,413</b>

因遞延所得稅資產不會被應用，本集團並未確認關於稅務虧損及可扣減暫時性差異的遞延所得稅資產約50,926,000港元(二零一四年: 43,403,000港元)。總額當中，稅務虧損約21,701,000港元(二零一四年: 16,418,000港元)可以無限期結轉以抵銷未來應課稅收入，其餘稅務虧損約18,228,000港元(二零一四年: 15,774,000港元)將會於二零一六年至二零一九年屆滿(二零一四年: 二零一六年至二零一八年)，估計稅務虧損取決於有關稅務管轄機關的審批。

**25 Deferred income tax (Continued)**

Pursuant to the Detailed Implementation Regulations for implementation of the Corporate Income Tax Law issued on 6th December, 2007, withholding income tax of 10% shall be levied on the dividends remitted by the companies established in the PRC to their foreign investors starting from 1st January, 2008. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. All dividends coming from the profits generated by the PRC companies after 1 January 2008 shall be subject to this withholding income tax. As at 31st March, 2015, the Group has not accrued withholding income tax for the earnings of HK\$65,500,000 (2014: HK\$65,800,000) of its PRC subsidiaries because the Group does not have a plan to distribute these earnings from its PRC subsidiaries.

**26 Share capital**

Authorised:  
Ordinary shares  
of HK\$0.1 each

法定股本：  
每股面值0.1港元之  
普通股

Ordinary shares, issued and fully paid:

As at 1st April, 2013,  
31st March, 2014 and  
31st March, 2015

**25 遞延所得稅(續)**

根據二零零七年十二月六日頒佈的中華人民共和國企業所得稅法實施條例，於二零零八年一月一日開始，所有於中國成立的企業對境外投資者分派股息須徵收10%預提所得稅。如中國與國外投資方的管轄地區簽訂稅務條約，一個較低的預提所得稅率將會適用。所有於中國成立的企業分派二零零八年一月一日後賺取的利潤的股息須繳交此預提所得稅。於二零一五年三月三十一日，本集團並未就在中國成立的附屬公司賺取的65,500,000港元(二零一四年：65,800,000港元)利潤計提任何預提所得稅，因本集團並無計劃分派在中國成立的附屬公司的利潤。

**26 股本**

2015		2014	
Number of shares 股份數目	HK\$'000	Number of shares 股份數目	HK\$'000
'000 千股	千港元	'000 千股	千港元

<b>1,000,000</b>	<b>100,000</b>	1,000,000	100,000
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普通股，已發行及已繳足：

Number of shares 股份數目	Share capital 股本
'000 千股	HK\$'000 千港元

於二零一三年四月一日、  
二零一四年三月三十一日及  
二零一五年三月三十一日

<b>525,135</b>	<b>52,514</b>
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## 27 Employee share options

On 15th August, 2012, the Company adopted an employee share option scheme (the "Share Option Scheme") to replace the old share option scheme adopted on 6th September, 2002. Under the Share Option Scheme, the Company may grant options to employees (including Executive Directors and Non-Executive Directors (excluding Independent Non-Executive Directors) of the Company) to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company's board of directors and shall be at least the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) an average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

No share option was granted during the years ended 31st March, 2015 and 2014.

## 27 僱員購股權

於二零一二年八月十五日，本公司採納一僱員購股權計劃（「購股權計劃」）以取代於二零一二年九月六日採納之舊購股權計劃。根據購股權計劃本公司可向員工（包括本公司之執行董事及非執行董事（不包括獨立非執行董事））授出購股權以認購本公司股份，而可發行之股份將最多為本公司不時已發行股份之30%，但不計算因行使購股權而發行之股份。認購價由本公司之董事局釐定，惟不可低於以下三項之最高者：(i)於授出日期本公司股份之收市價；(ii)本公司股份於緊接授出日期前五個營業日之股份平均收市價；及(iii)本公司股份之面值（即每股0.1港元）。本集團並無法定或推定責任回購或以現金支付此等購股權。

於二零一五年及二零一四年三月三十一日止年度內，並無授出任何購股權。

## 28 Reserves

## 28 儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Investment reserve 投資儲備 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Group</b>	<b>集團</b>						
As at 1st April, 2013	於二零一三年 四月一日	127,796	1,792	1,160	78,838	299,127	508,713
Profit attributable to the equity holders of the Company	本公司權益持有人 應佔溢利	—	—	—	—	15,057	15,057
Other comprehensive income	其他全面收益						
— Decrease in fair value of available-for-sale financial assets	— 可供出售財務 資產之公允價值 減少	—	—	(143)	—	—	(143)
— Currency translation differences	— 滙兌差異	—	—	—	(4,251)	—	(4,251)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	—	—	(143)	(4,251)	15,057	10,663
Dividends paid	已付股息	—	—	—	—	(13,128)	(13,128)
		—	—	(143)	(4,251)	1,929	(2,465)
As at 31st March, 2014	於二零一四年三月 三十一日	127,796	1,792	1,017	74,587	301,056	506,248
Representing:	代表：						
— Proposed dividend	— 擬派股息	—	—	—	—	5,251	5,251
— Others	— 其他	127,796	1,792	1,017	74,587	295,805	500,997
		127,796	1,792	1,017	74,587	301,056	506,248

## 28 Reserves (Continued)

## 28 儲備(續)

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Investment reserve 投資儲備 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Group</b>	<b>集團</b>						
As at 1st April, 2014	於二零一四年 四月一日	127,796	1,792	1,017	74,587	301,056	506,248
Profit attributable to the equity holders of the Company	本公司權益持有人 應佔溢利	—	—	—	—	2,651	2,651
Other comprehensive income	其他全面收益						
— Increase in fair value of available-for-sale financial assets	— 可供出售財務資 產之公允價值 增加	—	—	400	—	—	400
— Currency translation differences	— 滙兌差異	—	—	—	(14,368)	—	(14,368)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	—	—	400	(14,368)	2,651	(11,317)
Dividends paid	已付股息	—	—	—	—	(10,502)	(10,502)
		—	—	400	(14,368)	(7,851)	(21,819)
As at 31st March, 2015	於二零一五年 三月三十一日	127,796	1,792	1,417	60,219	293,205	484,429

## 28 Reserves (Continued)

## 28 儲備(續)

		Share premium 股份溢價 HK\$'000 千港元	Capital Reserve 資本儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Company</b>	<b>公司</b>				
As at 1st April, 2013	於二零一三年四月一日	127,796	520	31,832	160,148
Profit for the year	年內溢利	—	—	10,259	10,259
Dividends paid	已付股息	—	—	(13,128)	(13,128)
		<hr/>	<hr/>	<hr/>	<hr/>
As at 31st March, 2014	於二零一四年 三月三十一日	127,796	520	28,963	157,279
Representing:	代表：				
— Proposed dividend	— 擬派股息	—	—	5,251	5,251
— Others	— 其他	127,796	520	23,712	152,028
		<hr/>	<hr/>	<hr/>	<hr/>
		127,796	520	28,963	157,279
		<hr/>	<hr/>	<hr/>	<hr/>
As at 1st April, 2014	於二零一四年四月一日	127,796	520	28,963	157,279
Profit for the year	年內溢利	—	—	9,137	9,137
Dividends paid	已付股息	—	—	(10,502)	(10,502)
		<hr/>	<hr/>	<hr/>	<hr/>
As at 31st March, 2015	於二零一五年 三月三十一日	127,796	520	27,598	155,914
		<hr/>	<hr/>	<hr/>	<hr/>

29 Notes to the consolidated cash flow statement 29 綜合現金流量表附註

(a) Reconciliation of profit before income tax to cash generated from operations: (a) 除稅前溢利與經營業務產生現金之對賬：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Profit before income tax	除稅前溢利	9,650	26,882
Adjustments for:	經下列調整：		
— Interest income	— 利息收入	(403)	(383)
— Interest expense	— 利息支出	10,144	11,260
— Amortisation of land use rights	— 土地使用權攤銷	762	772
— Depreciation of property, plant and equipment	— 物業、廠房及設備之折舊	64,315	65,036
— Net gains on disposals of property, plant and equipment	— 出售物業、廠房及設備之收益淨額	(2,209)	(1,191)
— Fair value gain on interest-rate swaps	— 利率掉期合約之公允價值收益	—	(884)
— Provision for impairment of trade receivables	— 貿易應收賬款減值撥備	9,163	1,524
— Write-back of provision for inventory obsolescence	— 存貨減值撥備回撥	(2,201)	(1,404)
— Net exchange losses/(gains)	— 匯兌虧損／(收益)淨額	8,009	(236)
		<b>97,230</b>	<b>101,376</b>
Changes in working capital (excluding effects of translation adjustments)	營運資金變動 (不包括滙兌調整的影響)		
— Inventories	— 存貨	15,609	(9,057)
— Trade and bill receivables	— 貿易應收賬款及票據	(38,858)	9,303
— Prepayments and deposits	— 預付款項及按金	(1,615)	(1,928)
— Prepayments for property, plant and equipment	— 物業、廠房及設備之預付款	27,087	(12,603)
— Trade and bill payables	— 貿易應付賬款及票據	4,473	18,470
— Accruals and other payables	— 應計負債及其他應付款	(4,265)	22,776
Net cash generated from operations	經營業務產生之現金淨額	<b>99,661</b>	<b>128,337</b>

(b) In the cash flow statement, proceeds from disposal of property, plant and equipment comprise: (b) 於現金流量表內，出售物業、廠房及設備之所得收入包括：

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Net book value	賬面淨值	1,469	217
Gains on disposals of property, plant and equipment	出售物業、廠房及設備之收益	2,209	1,191
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得收入	<b>3,678</b>	<b>1,408</b>

**30 Commitments****(a) Capital commitments**

Capital expenditure of the Group at the end of reporting period contracted but not yet incurred is as follows:

Machinery	機器
Equipment and renovation	設備及裝修
Construction in progress	在建工程
Motor vehicles	汽車

**(b) Operating lease commitments**

The Group had future aggregate minimum lease payments under non-cancellable operating leases of land and buildings, as follows:

Amounts payable	付款期
— within one year	— 一年以內
— later than one year but no later than five years	— 超過一年但少於五年

Generally, the Group's operating leases are for terms of 1 to 3 years.

**30 承擔****(a) 資本承擔**

本集團於報告結束日已訂約但仍未計入之資本開支如下：

		Group 集團	
		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
		1,454	1,992
		2,260	2,551
		89	71
		—	1,709
		<u>3,803</u>	<u>6,323</u>

**(b) 經營租賃承擔**

本集團根據不可註銷之租用土地及樓宇經營租賃之未來最低租賃付款總額如下：

		Group 集團	
		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
		13,097	22,270
		6,972	22,086
		<u>20,069</u>	<u>44,356</u>

本集團的經營租賃年期一般為一年至三年。

**31 Financial guarantees**

As at 31st March, 2015, the Company had provided guarantees in respect of banking facilities of its subsidiaries amounting to approximately HK\$503,113,000 (2014: HK\$335,486,000). The facilities utilised by the subsidiaries as at 31st March, 2015 amounted to approximately HK\$256,154,000 (2014: HK\$262,036,000).

**32 Banking facilities and pledge of assets**

As at 31st March, 2015, the Group had aggregate banking facilities of approximately HK\$758,820,000 (2014: HK\$587,554,000) for overdrafts, loans, trade financing and bank guarantees. Unused facilities as at the same date amounted to approximately HK\$502,666,000 (2014: HK\$318,505,000). These facilities were secured by:

- (i) mortgages over the Group's land and buildings with a total net book value of approximately HK\$3,138,000 (2014: HK\$3,263,000) (note 16(c));
- (ii) floating charges over the Group's inventories held under trust receipts import bank loan arrangements of approximately HK\$26,210,000 (2014: HK\$24,472,000) (note 19);
- (iii) finance charge over the Group's plant and machinery of approximately HK\$11,288,000 (2014: HK\$14,499,000) (note 23); and
- (iv) guarantees provided by the Company and certain of its subsidiaries.

**31 財務擔保**

於二零一五年三月三十一日，本公司就若干附屬公司所獲銀行信貸額度而提供公司擔保約503,113,000港元(二零一四年：335,486,000港元)。於二零一五年三月三十一日各附屬公司已動用之銀行信貸額度約256,154,000港元(二零一四年：262,036,000港元)。

**32 銀行信貸額及資產抵押**

於二零一五年三月三十一日，本集團獲提供之透支、貸款、貿易融資及銀行擔保等銀行信貸總額約758,820,000港元(二零一四年：587,554,000港元)。於同日尚未動用之銀行信貸額約502,666,000港元(二零一四年：318,505,000港元)。此等銀行信貸額之抵押如下：

- (i) 本集團土地及樓宇按揭，其總賬面淨值約3,138,000港元(二零一四年：3,263,000港元)(附註16(c))；
- (ii) 本集團按信託收據進口銀行貸款安排所持有之若干存貨約26,210,000港元(二零一四年：24,472,000港元)(附註19)；
- (iii) 本集團按財務契約持有的機器約11,288,000港元(二零一四年：14,499,000港元)(附註23)；及
- (iv) 本公司及其若干附屬公司所提供之擔保。

**33 Related party transactions**

As at 31st March, 2015, Mr. Lam Kwong Yu beneficially owned approximately 36.10% of the Company's ordinary shares. Ms. Yeung Chui beneficially owned approximately 17.87% of the Company's ordinary shares. Both Mr. Lam and Ms. Yeung are directors of the Company.

- (a) In addition to those disclosed elsewhere in the financial statements, the following transactions were carried out with related parties:

Operating lease rentals expenses	經營租賃租金費用
— Ms. Yeung Chui (note (i))	— 楊翠女士(附註(i))

- (i) The Group entered into an operating lease agreement with Ms. Yeung Chui, a director of the Company. The transaction was carried out in the usual course of business, and in accordance with the terms of the contract entered into by the Group and the related party.

**(b) Key management compensation**

Basic salaries, allowances and others	基本薪金、津貼及其他
Discretionary bonus	自由決定之花紅
Pension costs	退休成本
— defined contribution plans	— 界定供款計劃

**33 關連人士之交易**

於二零一五年三月三十一日，林光如先生持有本公司約36.10%的普通股股份。楊翠女士持有本公司約17.87%的普通股股份，林先生及楊女士二人均為本公司董事。

- (a) 除披露於財務報表其他部份外，下列為與關連人士進行之交易：

2015	2014
HK\$'000	HK\$'000
千港元	千港元

<b>72</b>	<b>72</b>
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- (i) 本集團與楊翠女士，本公司之董事，訂定經營租賃協議，上述交易均按一般業務常規，及按本集團與關連人士簽訂合同之條款進行。

**(b) 主要管理人員酬金償付**

2015	2014
HK\$'000	HK\$'000
千港元	千港元
<b>9,250</b>	8,339
<b>622</b>	578
<b>178</b>	155
<b>10,050</b>	9,072





**HONG KONG, CHINA**  
**中國香港**